

(Note) This document has been translated from the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.

Securities Code: 3861
June 4, 2019

**NOTICE OF THE 95TH ORDINARY GENERAL
MEETING OF SHAREHOLDERS**

Dear Shareholder:

You are cordially invited to attend the 95th Ordinary General Meeting of Shareholders of Oji Holdings Corporation (the “Company”), which will be held on Thursday, June 27, 2019, at 10:00 a.m., Japan Standard Time (The reception desk is scheduled to open at 9:00 a.m.), at its Headquarters, 7-5, Ginza 4-chome, Chuo-ku, Tokyo, Japan. * Please note that the venue is changed from the last year’s meeting.

If you are unable to attend the meeting in person, you may exercise your voting rights in writing or online. In this case, please review the attached Reference Documents for the General Meeting of Shareholders, and exercise your voting rights, following the “Instruction for Exercising Voting Rights” described on page 3 by 5:30 p.m. Japan Standard Time, Wednesday, June 26, 2019.

Sincerely yours,

Masatoshi Kaku,
President and Chief Executive Officer
Oji Holdings Corporation
7-5, Ginza 4-chome, Chuo-ku, Tokyo, Japan

MEETING AGENDA

Items to Be Reported:

1. The business report and consolidated financial statements for the 95th term (from April 1, 2018 to March 31, 2019); and report on auditing results of the consolidated financial statements by the Accounting Auditor and the Audit & Supervisory Board
2. The non-consolidated financial statements for the 95th term (from April 1, 2018 to March 31, 2019)

Items to Be Resolved:

Item 1: Partial Amendments to the Articles of Incorporation

Item 2: Election of Thirteen (13) Directors

Item 3: Election of One (1) Audit & Supervisory Board Member

Matters related to the exercise of voting rights:

1. In the case that a voting form without indication of approval or disapproval for an agenda was submitted, it will be handled as an approval.
2. If you exercise your voting rights both in writing and online, the latter will prevail.
In addition, if you exercise your voting rights online more than once, the last exercise of your voting rights will prevail.
3. In the case of attendance by proxy, please appoint another shareholder who has voting rights for the Company and submit to the Company a document (letter of proxy, etc.) which evidences the authority of proxy.

-
1. Pursuant to the provisions of applicable laws and regulations and Article 15 of the Articles of Incorporation, of the documents to be provided with this notice, the documents listed below are not provided in this notice because they have been provided to shareholders on the website of Oji Holdings Corporation.

- “Subscription right to shares of the Company,” “System to ensure the properness of operations and an overview of the current status of its operation” and “Basic Policy on Corporate Control” in the business report
- “Consolidated Statement of Changes in Net Assets” and “Notes to Consolidated Financial Statements” in Consolidated Financial Statements
- “Non-consolidated Statement of Changes in Net Assets” and “Notes to Non-consolidated Financial Statements” in Non-consolidated Financial Statements

The above mentioned documents provided on the website comprise a portion of the documents audited by each Audit & Supervisory Board Member, the Audit & Supervisory Board and the Accounting Auditor in the course of the preparation of their audit reports.

2. When attending the meeting in person, please present the enclosed voting form at the reception desk.
 3. Please note that persons other than shareholders who are able to exercise voting rights, including proxies and their companions who are not shareholders, are not permitted to enter the venue.
 4. Please note that the Company’s Officers and staff will be dressed in Cool Biz style on the day.
 5. If circumstances arise whereby revisions should be made to the contents of the Reference Documents for the General Meeting of Shareholders and business report, consolidated financial statements and non-consolidated financial statements, the Company will notify the revised version on the Company’s website (<https://www.ojiholdings.co.jp/>).
 6. Courtesy gifts will not be provided.
-

Instruction for Exercising Voting Rights

How to Exercise Your Voting Rights

- **If you are able to attend the General Meeting of Shareholders:**

Please bring the enclosed voting form with you and present it at the reception desk on the day of the meeting.

Date and time of the meeting: **Thursday, June 27, 2019, at 10:00 a.m. Japan Standard Time**
(The reception desk is scheduled to open at 9:00 a.m.)

- **If you are unable to attend the General Meeting of Shareholders:**

1. To exercise your voting rights in writing:

Please indicate whether you are for or against for each agenda item listed on the enclosed voting form, and return the form by post so that it reaches us by the deadline below.

*In the case that a voting form without indication of approval or disapproval for an agenda was submitted, it will be handled as an approval.

Deadline: **Wednesday, June 26, 2019 at 5:30 p.m. Japan Standard Time**

2. To exercise your voting rights online:

Please access the designated Shareholder Voting Website (<https://www.web54.net>; Japanese), login by entering the voter code and password which are given on the right side enclosed voting form, and enter whether you are for or against for each agenda item by the below deadline, following the on-screen instructions.

Deadline: **Wednesday, June 26, 2019 at 5:30 p.m. Japan Standard Time**

- Please read the following if you plan to exercise your voting rights online.

1. If you exercise your voting rights both in writing and online, the latter will prevail.
2. If you exercise your voting rights online more than once, the last exercise of your voting rights will prevail.
3. If you use the Shareholder Voting Website, your provider may charge for connection fees, and your telecommunications carrier may charge you for communication fees, but these fees must be borne by the shareholder. Please note that a dedicated website for access via mobile phone is not available.
4. Passwords are a means for confirming that the person exercising voting rights is the shareholder. Please store it with care until the close of this Meeting. Please note that we cannot give out passwords over the telephone.
5. If you enter your password incorrectly a certain number of times, the site will become locked and unusable. If this happens, please follow the on-screen instructions.
6. Please call the number below with any questions about how to vote on this site from a personal computer.
Dedicated Phone Line of Stock Transfer Agency "Web Support," Sumitomo Mitsui Trust Bank, Limited
Telephone: 0120 (652) 031 (toll free, Japan only) (Calling hours: 9:00 a.m. to 9:00 p.m.)

- **"ICJ Platform,"** a platform for electronic exercise of voting rights operated by ICJ Inc., will be available for institutional investors.

REFERENCE DOCUMENTS FOR THE GENERAL MEETING OF SHAREHOLDERS

Agenda Items and References

Item 1: Partial Amendments to the Articles of Incorporation

1. Reason for the Amendments

The Company will add business purposes to Article 2 (Purpose) of the current Articles of Incorporation in order to clarify its business activities. The additions include creation of new products and businesses through the pursuit of innovation, etc. in which the Company united with its Group companies, and to arrange the business purpose statement.

2. Details of the Amendments to the Articles of Incorporation

The details of the amendments are defined in Appendix.

(Changes are denoted by underlines.)

Current Articles of Incorporation	Proposed Amendments
<p>Article 2. (Purpose)</p> <p>1. The purpose of the Company shall be to own the shares or equity of a company or companies engaged in the following businesses, as well as those of a foreign company or foreign companies engaged in equivalent businesses, thereby having control over and managing such companies.</p> <p>(1) (Omitted)</p> <p>(2) Production, conversion, and sale and purchase of logs and lumber, synthetic resin products, packaging materials, chemicals, pharmaceuticals, quasi drugs, medical devices and non-woven fabrics;</p> <p>(3) <u>Production, conversion, and sale and purchase of starch, saccharogenic products, marine products, agricultural products, liquor and beverages;</u></p> <p>(4) Operation of business related to supply of <u>heat energy</u> such as chilled water and steam;</p> <p>(5) Design, installation, and sale and purchase of plants and provision of technical assistance thereof;</p> <p>(6) Operation of forestry, agriculture, mining, printing, warehousing, <u>electric power generation, transportation, real estate and civil engineering and construction work businesses;</u></p> <p>(7) (Omitted)</p> <p>(8) Treatment and recycling of general waste and industrial waste;</p> <p>(9) Operation of landscape gardening and tree planting business, installation of water supply systems, and provision of interior finishing</p>	<p>Article 2. (Purpose)</p> <p>1. (Unchanged)</p> <p>(1) (Unchanged)</p> <p>(2) Production, conversion, and sale and purchase of logs and lumber, <u>cellulose nano-fiber materials, paper-making raw materials,</u> synthetic resin products, packaging materials, chemicals, pharmaceuticals, quasi drugs, <u>pharmaceuticals for animals, cosmetic products, medicinal herbs, food ingredients,</u> medical devices and non-woven fabrics;</p> <p>(3) Production, conversion, and sale and purchase of <u>disposable diapers, sanitary goods, clothing, foodstuffs,</u> liquor, beverages and <u>other daily necessities.</u></p> <p>(4) Operation of business related to supply of <u>energy</u> such as <u>electric power generation,</u> chilled water and steam, <u>as well as the sale and purchase of greenhouse gas emission rights.</u></p> <p>(5) Design, installation, <u>maintenance,</u> and sale and purchase of plants and provision of technical assistance thereof;</p> <p>(6) Operation of forestry, agriculture, mining, printing, warehousing, transportation, <u>and real estate work businesses;</u> (Sections moved to Proposed Amendment 4 and Proposed Amendment 9)</p> <p>(7) (Unchanged)</p> <p>(8) <u>Collection, transport,</u> treatment and recycling of general waste and industrial waste;</p> <p>(9) Operation of <u>civil engineering and construction,</u> landscape gardening and tree planting business, installation of water supply</p>

Current Articles of Incorporation	Proposed Amendments
<p>for buildings;</p> <p>(10) – (11) (Omitted)</p> <p>(12) <u>Operation of facilities</u> relating to education, medical treatment, sports, lodging, leisure and tourism;</p> <p>(13) <u>Sale and purchase of clothing, groceries and other daily necessities;</u></p> <p>(14) Operation of agency work for non-life insurance and solicitation of life insurance;</p> <p>(15) Operation of general leasing business;</p> <p>(16) <u>Sale and purchase of greenhouse gas emission rights; and</u></p> <p>(17) Any and all businesses incidental or relating to each of the foregoing items.</p> <p>2. (Omitted)</p>	<p>systems, and provision of interior finishing for buildings;</p> <p>(10) – (11) (Unchanged)</p> <p>(12) <u>Business</u> relating to education, <u>childcare</u>, medical treatment, sports, lodging, leisure and tourism;</p> <p>(Moved to Proposed Amendment 3)</p> <p>(13) Operation of agency work for non-life insurance and solicitation of life insurance;</p> <p>(14) Operation of general leasing business;</p> <p>(Moved to Proposed Amendment 4)</p> <p>(15) Any and all businesses incidental or relating to each of the foregoing items.</p> <p>2. (Unchanged)</p>

Item 2: Election of Thirteen (13) Directors

The terms of office for all the current fifteen (15) Directors will expire at the conclusion of this General Meeting of Shareholders. At this juncture, the Company hereby requests the election of thirteen (13) Directors.

The candidates for Director were reached after deliberation by the Nomination Committee to be elected at the meeting of the Board of Directors in accordance with the “Fundamental Policies on Corporate Governance” of the Company, and are as follows.

The current areas of responsibility of the below candidates for Director within the Company are listed on pages 39 to 40

<Reference> The Company’s Policies for Director Nomination and Standards of Independence for Outside Officers are published in the “Fundamental Policies on Corporate Governance” disclosed on the website of the Company on the Internet (<https://www.ojiholdings.co.jp/group/policy/governance.html>).

Candidates for Director

No.	Name	Attributes of the Candidate	Positions in the Company
1	Susumu Yajima	Reelection	Representative Director and Chairman of the Board
2	Masatoshi Kaku	Reelection	Representative Director of the Board, President and CEO
3	Ryoji Watari	Reelection	Representative Director of the Board and Executive Vice President
4	Yoshiaki Takeda	Reelection	Director of the Board and Senior Executive Officer
5	Shoji Fujiwara	Reelection	Director of the Board and Senior Executive Officer
6	Yoshiki Koseki	Reelection	Director of the Board and Senior Executive Officer
7	Ryuichi Kisaka	Reelection	Director of the Board and Senior Executive Officer
8	Kazuhiko Kamada	Reelection	Director of the Board and Executive Officer
9	Hiroyuki Isono	Reelection	Director of the Board and Executive Officer
10	Koichi Ishida	Reelection	Director of the Board and Executive Officer
11	Fumio Shindo	New election	Executive Officer
12	Michihiro Nara	Reelection Outside director Independent director	Director
13	Toshihisa Takata	New election Outside director Independent director	

Brief history, positions and responsibilities in the Company
and significant concurrent positions

No. 1 Susumu Yajima (May 11, 1951) 	Reelection	April 1975	Joined the former Honshu Paper Co., Ltd.
		June 2006	Corporate Officer, the Company
		June 2009	Director and Executive Officer, the Company
		April 2012	Representative Director and Executive Vice President, the Company
		October 2012	Representative Director of the Board and Executive Vice President, the Company
		January 2015	Representative Director of the Board, President and CEO, the Company
		April 2019	Representative Director and Chairman of the Board, the Company (to the present)

Number of the Company shares owned:	130,500
-------------------------------------	---------

Term of office as a director (as of the conclusion of this Meeting):	10 years
--	----------

Number of attendance at meetings of the Board of Directors:	15/15 (100%)
---	-----------------

► Reasons for selecting as a candidate for director

He has a wealth of experience and track record in the areas of corporate planning and forest resources and environment marketing business in the Company as well as the Group companies.

He was in charge of running the Company as Representative Director of the Board, President and CEO from 2015 to March 2019, making the utmost efforts, in that capacity, to enhance corporate governance and achieve ¥100.0 billion in operating profit, the target for the Medium-Term Management Plan with its final year in fiscal 2018. From 2019, He is further contributing to strengthening the management base as Representative Director and Chairman of the Board.

In view of the aforementioned, he has been selected as candidate for Director on an ongoing basis, as he is expected to further contribute to the Group's sustainable growth and medium- to long-term enhancement of its corporate value.

► Other special notes

► There is no special interest between Mr. Susumu Yajima and the Company.

Brief history, positions and responsibilities in the Company and significant concurrent positions

No. 2 Masatoshi Kaku (January 2, 1956)	Reelection	April 1978	Joined the former Nippon Pulp Industry Co., Ltd.
		April 2011	Corporate Officer, the Company
		April 2012	Executive Officer, the Company
		October 2012	Executive Officer, the Company
		June 2013	Director of the Board and Executive Officer, the Company
		April 2019	Representative Director of the Board, President and CEO, the Company (to the present)



Number of the Company shares owned:	31,120
Term of office as a director (as of the conclusion of this Meeting):	6 years
Number of attendance at meetings of the Board of Directors:	15/15 (100%)

- ▶ **Reasons for selecting as a candidate for outside director**
 He has a wealth of experience and track record in the areas of engineering, functional materials business, and research and development in the Company as well as the Group companies. He is in charge of running the Company as Representative Director of the Board, President and CEO from 2019 to lead the formulation of the new Medium-Term Management Plan with basic policies of enhancing the profitability of the domestic business, expanding the overseas business, and promoting innovation. In view of the aforementioned, he has been selected as candidate for Director on an ongoing basis, as he is expected to further contribute to the Group's sustainable growth and medium- to long-term enhancement of its corporate value.
- ▶ **Other special notes**
 - ▶ There is no special interest between Mr. Masatoshi Kaku and the Company.

Brief history, positions and responsibilities in the Company and significant concurrent positions

No. 3 Ryoji Watari (February 2, 1953)	Reelection	April 1975	Joined the Company
		April 2007	Corporate Officer, the Company
		April 2011	Executive Officer, the Company
		June 2012	Director and Executive Officer, the Company
		October 2012	Director of the Board and Executive Officer, the Company
		June 2013	Director of the Board and Senior Executive Officer, the Company
		April 2015	Representative Director of the Board and Executive Vice President, the Company (to the present)



Number of the Company shares owned: 100,930

Term of office as a director (as of the conclusion of this Meeting): 7 years

Number of attendance at meetings of the Board of Directors: 15/15 (100%)

► Significant concurrent positions

- President and Representative Director, Oji Industrial Materials Management Co., Ltd.
- Chairman and Director, Oji Nepia Co., Ltd.
- Director, Oji Container Co., Ltd.
- Director, Oji Materia Co., Ltd.
- Director, Mori Shigyo Co., Ltd.

► Reasons for selecting as a candidate for director

He has a wealth of experience and track record in the areas of printing and communications media business and household and industrial materials businesses in the Company as well as the Group companies. He is in charge of running the Company, as part of its senior management team, currently serving as Representative Director of the Board and Executive Vice President, and President of Industrial Materials Company as well as Household and Consumer Products Company, contributing, in such capacity, to the management of material-processing-integrated business and the expansion of overseas business, as well as bolstering profit-earning capability. In view of the aforementioned, he has been selected as candidate for Director on an ongoing basis, as he is expected to further contribute to the Group's sustainable growth and medium- to long-term enhancement of its corporate value.

► Other special notes

- There is no special interest between Mr. Ryoji Watari and the Company.

Brief history, positions and responsibilities in the Company
and significant concurrent positions

No. 4 Reelection Yoshiaki Takeda (March 29, 1954) 	April 1977	Joined the Company
	April 2011	Corporate Officer, the Company
	October 2012	Corporate Officer, the Company
	June 2013	Executive Officer, the Company
	June 2017	Director of the Board and Executive Officer, the Company
	April 2018	Director of the Board and Senior Executive Officer, the Company (to the present)

- ▶ Significant concurrent positions
 - President and Representative Director, Oji Management Office Inc.
 - Director, Jiangsu Oji Paper Co., Ltd.

Number of the Company shares owned: 16,201

Term of office as a director (as of the conclusion of this Meeting): 2 years

Number of attendance at meetings of the Board of Directors: 15/15 (100%)

- ▶ Reasons for selecting as a candidate for director

He has a wealth of experience and track record in the areas of finance and accounting, and printing and communications media business in the Company as well as the Group companies.

He is in charge of running the Company, as part of its management team, currently serving as General Manager of Corporate Governance Division, as well as President and Representative Director of Oji Management Office Inc., contributing, in such capacity, to the strengthening of the Group's growth and business in Asia as well as to the promotion of work-style reforms.

In view of the aforementioned, he has been selected as candidate for Director on an ongoing basis, as he is expected to further contribute to the Group's sustainable growth and medium- to long-term enhancement of its corporate value.
- ▶ Other special notes
 - ▶ There is no special interest between Mr. Yoshiaki Takeda and the Company.

Brief history, positions and responsibilities in the Company
and significant concurrent positions

No. 5 Shoji Fujiwara (March 24, 1954) 	Reelection	April 1976	Joined the Company
		April 2010	Corporate Officer, the Company
		October 2012	President, Oji Green Resources Co., Ltd.
		June 2013	Corporate Officer, the Company
		April 2016	Executive Officer, the Company
		June 2017	Director of the Board and Executive Officer, the Company
		April 2018	Director of the Board and Senior Executive Officer, the Company (to the present)

Number of the Company shares owned:	14,272
-------------------------------------	--------

Term of office as a director (as of the conclusion of this Meeting):	2 years
--	---------

Number of attendance at meetings of the Board of Directors:	15/15 (100.0%)
---	-------------------

▶ Significant concurrent positions

- President, Oji Functional Materials Progressing Center Inc.
- Director, Oji F-Tex Co., Ltd.
- Director, Oji Imaging Media Co., Ltd.

▶ Reasons for selecting as a candidate for director

He has a wealth of experience and track record in the areas of engineering and specialty paper business in the Company as well as the Group companies.

He is in charge of running the Company, as part of its management team, currently serving as President of the Functional Materials Company, contributing, in such capacity, to the development of new products and business, measures to enhance profits, and expansion of the overseas business.

In view of the aforementioned, he has been selected as candidate for Director on an ongoing basis, as he is expected to further contribute to the Group's sustainable growth and medium- to long-term enhancement of its corporate value.

▶ Other special notes

- ▶ There is no special interest between Mr. Shoji Fujiwara and the Company.

Brief history, positions and responsibilities in the Company
and significant concurrent positions

No. 6 Yoshiki Koseki (August 8, 1954) 	Reelection	April 1977	Joined the former Honshu Paper Co., Ltd.
		April 2010	Corporate Officer, the Company
		April 2012	Executive Officer, the Company
		June 2012	Director and Executive Officer, the Company
		October 2012	Director of the Board and Executive Officer, the Company
		April 2019	Director of the Board and Senior Executive Officer, the Company (to the present)

▶ Significant concurrent positions

- Director and Vice President, Oji Industrial Materials Management Co., Ltd.
- President and Representative Director, Oji Materia Co., Ltd.
- Director, Oji Container Co., Ltd.
- Director, Mori Shigyo Co., Ltd.

Number of the Company shares owned:	40,400
-------------------------------------	--------

Term of office as a director (as of the conclusion of this Meeting):	7 years
--	---------

Number of attendance at meetings of the Board of Directors:	15/15 (100%)
---	-----------------

▶ Reasons for selecting as a candidate for director


He has a wealth of experience and track record in the areas of engineering, and household and industrial material business in the Company as well as the Group companies.

He is in charge of running the Company, as part of its management team, currently serving as Vice President of the Industrial Materials Company as well as President and Representative Director of Oji Materia Co., Ltd., contributing, in such capacity, to measures for consistent enhancement of profit in the packaging business, such as containerboard and corrugated containers, and the expansion of the earnings base in the processing field. In view of the aforementioned, he has been selected as candidate for Director on an ongoing basis, as he is expected to further contribute to the Group's sustainable growth and medium- to long-term enhancement of its corporate value.

▶ Other special notes

- ▶ There is no special interest between Mr. Yoshiki Koseki and the Company.

Brief history, positions and responsibilities in the Company and significant concurrent positions

No. 7 Ryuichi Kisaka (May 21, 1956) 	Reelection	April 1982	Joined the former Kanzaki Paper Co., Ltd.
		October 2012	President and Representative Director, Oji Imaging Media Co., Ltd.
		June 2013	Corporate Officer, the Company
		June 2015	Director of the Board and Executive Officer, the Company
		April 2019	Director of the Board and Senior Executive Officer, the Company (to the present)

- ▶ Significant concurrent positions
 - President, Oji Paper Co., Ltd.

Number of the Company shares owned:	29,280
Term of office as a director (as of the conclusion of this Meeting):	4 years
Number of attendance at meetings of the Board of Directors:	15/15 (100%)


- ▶ Reasons for selecting as a candidate for director

He has a wealth of experience and track record in the areas of research and development, and functional materials business in the Company as well as the Group companies.

He is in charge of running the Company, as part of its management team, currently serving as President of the Printing and Communications Media Company as well as President of Oji Paper Co., Ltd., contributing, in such capacity, to the restructuring of the production platform in response to changing demand and strengthening of competitiveness through continued cost reduction.

In view of the aforementioned, he has been selected as candidate for Director on an ongoing basis, as he is expected to further contribute to the Group's sustainable growth and medium- to long-term enhancement of its corporate value.
- ▶ Other special notes
 - ▶ There is no special interest between Mr. Ryuichi Kisaka and the Company.

Brief history, positions and responsibilities in the Company
and significant concurrent positions

No. 8 Kazuhiko Kamada (February 7, 1960) 	Reelection	May 2013	Joined Oji Management Office Inc.
		June 2013	General Manager, Corporate Strategy Office and Head Senior Manager, International Affairs, Oji Forest & Products Co., Ltd.
		April 2014	President and Representative Director, Oji Forest & Products Co., Ltd.
		January 2015	Corporate Officer, the Company
		June 2015	Director of the Board and Executive Officer, the Company (to the present)

▶ Significant concurrent positions

- President, Celulose Nipo-Brasileira S.A.

Number of the Company shares owned:	25,400
-------------------------------------	--------

Term of office as a director (as of the conclusion of this Meeting):	4 years
--	---------

Number of attendance at meetings of the Board of Directors:	15/15 (100%)
---	-----------------

▶ Reasons for selecting as a candidate for director

He has a wealth of experience and track record in the areas of overseas business, and forest resources and environment marketing business at a general trading company and the Company as well as the Group companies.

He is in charge of running the Company, as part of its management team, currently serving as President of Celulose Nipo-Brasileira S.A. (Brazil), one of the leading Group companies, contributing, in such capacity, to the further development of the pulp business based on environmentally-friendly plantation service programs.

In view of the aforementioned, he has been selected as candidate for Director on an ongoing basis, as he is expected to further contribute to the Group's sustainable growth and medium- to long-term enhancement of its corporate value.

▶ Other special notes

- ▶ There is no special interest between Mr. Kazuhiko Kamada and the Company.

Brief history, positions and responsibilities in the Company
and significant concurrent positions

No. 9 Hiroyuki Isono (May 20, 1960)	Reelection	April 1984	Joined the Company
		October 2012	Director of the Board, Oji Management Office Inc.
		April 2014	Corporate Officer, the Company
		June 2015	Director of the Board and Executive Officer, the Company (to the present)



- ▶ Significant concurrent positions
 - Representative Director and Chairman of the Board, Oji Oceania Management Co., Ltd.
 - Chairman of the Board, Oji Fibre Solutions (NZ) Ltd.

Number of the Company shares owned:	34,072
Term of office as a director (as of the conclusion of this Meeting):	4 years
Number of attendance at meetings of the Board of Directors:	15/15 (100%)

- ▶ Reasons for selecting as a candidate for director
 He has a wealth of experience and track record in the areas of overseas business and corporate planning in the Company as well as the Group companies.
 He is in charge of running the Company, as part of its management team, currently serving as Representative Director and Chairman of the Board of Oji Oceania Management Co., Ltd., as well as Chairman of the Board of Oji Fibre Solutions (NZ) Ltd., contributing, in such capacity, to the strengthening of competitiveness, the earnings base, and the expansion of the corrugated container business in Oceania.
 In view of the aforementioned, he has been selected as candidate for Director on an ongoing basis, as he is expected to further contribute to the Group's sustainable growth and medium- to long-term enhancement of its corporate value.

- ▶ Other special notes
 - ▶ Mr. Hiroyuki Isono is concurrently serving as Chairman of the Board of Oji Oceania Management (NZ) Ltd., with which the Company has business relationship including the provision of loans.

Brief history, positions and responsibilities in the Company
and significant concurrent positions

No. 10 Reelection

Koichi Ishida

(November 5, 1955)



April 1978	Joined the Company
October 2012	Corporate Officer, Oji Paper Co., Ltd.
April 2014	Director, Oji Paper Co., Ltd.
April 2016	Corporate Officer, the Company
June 2018	Director of the Board and Executive Officer, the Company (to the present)

- ▶ Significant concurrent positions
 - President, Oji Engineering Co., Ltd.

- ▶ Reasons for selecting as a candidate for director

He has a wealth of experience and track record in the areas of engineering and printing and communications media business in the Company as well as the Group companies.

He is in charge of running the Company, as part of the management team, currently serving as Director in charge of the Innovation Promotion Division, as well as President of Oji Engineering Co., Ltd., contributing, in this capacity, to the development of new businesses and products through the promotion of innovation and the enhancement of the technological strength of the Group as a whole.

In view of the aforementioned, he has been selected as candidate for Director on an ongoing basis, as he is expected to further contribute to the Group's sustainable growth and medium- to long-term enhancement of its corporate value.

- ▶ Other special notes

- ▶ There is no special interest between Mr. Koichi Ishida and the Company.
- ▶ Concerning Mr. Koichi Ishida's attendance at meetings of the Board of Directors, the scope of the total number of meetings includes only those meetings of the Board of Directors held after his appointment on June 28, 2018.

Number of the Company shares owned:	15,496
-------------------------------------	--------

Term of office as a director (as of the conclusion of this Meeting):	1 year
--	--------

Number of attendance at meetings of the Board of Directors:	11/11 (100%)
---	-----------------

Brief history, positions and responsibilities in the Company
and significant concurrent positions

No. 11 New election

Fumio Shindo

(March 30, 1958)



April 1984	Joined the Company
April 2014	Corporate Officer, Oji Paper Co., Ltd.
April 2016	Director, Oji Paper Co., Ltd.
April 2017	Corporate Officer, the Company
April 2018	Executive Officer, the Company (to the present)

▶ Significant concurrent positions

- President, Oji Green Resources Co., Ltd.
- Director, Oji Engineering Co., Ltd.
- Chairman, Pan Pac Forest Products Ltd.

Number of the
Company shares owned: 12,087

▶ Reasons for selecting as a candidate for director

He has a wealth of experience and track record in the areas of engineering and forest resources and environment marketing business in the Company as well as Group companies.

He is in charge of running the Company, as part of the management team, currently serving as President of the Forest Resources and Environment Marketing Business Company, as well as President of Oji Green Resources Co., Ltd., contributing, in this capacity, to the reinforcement of infrastructure of overseas pulp sites, the supervision of the Oji Group's forest management and plantation service activities, and the expansion and strengthening of the energy business.

In view of the aforementioned, he has been newly selected as candidate for Director, as he is expected to further contribute to the Group's sustainable growth and medium- to long-term enhancement of its corporate value.

▶ Other special notes

- ▶ There is no special interest between Mr. Fumio Shindo and the Company.

Brief history, positions and responsibilities in the Company
and significant concurrent positions

No. 12	Reelection	April 1974	Registered as an attorney-at-law
	Outside director Independent director	June 2014	Director, the Company (to the present)

Michihiro Nara

(May 17, 1946)



Number of the Company shares owned:	500
Term of office as a director (as of the conclusion of this Meeting):	5 years
Number of attendance at meetings of the Board of Directors:	14/15 (93.3%)

▶ Significant concurrent positions

- Attorney-at-law
- Outside Director, SEIKO EPSON CORPORATION
- Outside Director, Nihon Tokushu Toryo Co., Ltd.

▶ Reasons for selecting as a candidate for outside director


He has a wealth of experience, high-level expertise and wide-ranging knowledge gained through his career as an attorney-at-law, especially in the areas such as civil and commercial affairs. He has been selected as a candidate for outside director on an ongoing basis, as he is believed capable to provide his opinions to the management of the Company, from a standpoint independent therefrom.

Although he does not have experience being directly involved in corporate management other than being an outside director or outside audit & supervisory board member, the Company judged that he will be able to duly carry out the duties as an outside director owing to the reasons stated above.

▶ Other special notes

- ▶ There is no special interest between Mr. Michihiro Nara and the Company.
- ▶ Mr. Michihiro Nara is a candidate for outside director as prescribed in Article 2, Paragraph 3, Item 7 of the Ordinance for Enforcement of the Companies Act.
- ▶ The Company has designated Mr. Michihiro Nara as an independent director and notified the Tokyo Stock Exchange of such designation in accordance with its regulation. In the event that Mr. Nara is elected, the Company intends that he remain as an independent director.
- ▶ Pursuant to Article 427, Paragraph 1 of the Companies Act, the Company has concluded a contract for limitation of liability with Mr. Michihiro Nara, limiting the liability for damage prescribed in Article 423, Paragraph 1 of the same Act. However, the maximum amount of the liability for damage based on the said contract is the amount prescribed in laws and regulations. In the event that Mr. Nara is elected, it is anticipated that the said contract will continue to remain in force.
- ▶ During Mr. Michihiro Nara's office as an Outside Director at Nihon Tokushu Toryo Co., Ltd., a case of embezzlement of the company's funds by an ex-employee occurred in August 2015. Mr. Nara was not aware of that fact, but had regularly been making recommendations aimed to strengthen internal controls. Following the unraveling of the case, he also made recommendations to ensure thorough legal compliance and to strengthen the management system in order to prevent recurrence.

Brief history, positions and responsibilities in the Company
and significant concurrent positions

No. 13 Toshihisa Takata (January 8, 1954) 	New election Outside director Independent director	April 1976 August 2010 October 2010 January 2013 August 2013 May 2015 June 2016 March 2017 October 2018	Joined Ministry of Foreign Affairs of Japan Ambassador Extraordinary and Plenipotentiary of Japan to Kenya Ambassador Extraordinary and Plenipotentiary of Japan to Kenya, Eritrea, Seychelles, and Brundi Ambassador Extraordinary and Plenipotentiary of Japan to Kenya, Eritrea, Seychelles, and Brundi and Somalia Ambassador in charge of Okinawan Affairs Ambassador Extraordinary and Plenipotentiary of Japan to New Zealand, Samoa, the Cook Islands, and Samoa Ambassador Extraordinary and Plenipotentiary of Japan to New Zealand, the Cook Islands, Samoa, and Niue Ambassador Extraordinary and Plenipotentiary of Japan to New Zealand, the Cook Islands, and Niue Retired from office (to the present)
	Number of the Company shares owned:	0	

- ▶ **Reasons for selecting as a candidate for director**
 As a diplomat, he has a wealth of experience, high-level expertise and wide-ranging knowledge gained through his career as ambassador to various countries, such as New Zealand, etc.
 He has been newly selected as a candidate for outside director, as he is believed capable of providing his opinions to the management of the Company, from a standpoint independent therefrom.
 Although he does not have experience being directly involved in corporate management, the Company judged that he will be able to duly carry out the duties as an outside director owing to the reasons stated above.

- ▶ **Other special notes**
 - ▶ There is no special interest between Mr. Toshihisa Takata and the Company.
 - ▶ Mr. Toshihisa Takata is a candidate for outside director as prescribed in Article 2, Paragraph 3, Item 7 of the Ordinance for Enforcement of the Companies Act.
 - ▶ In the event that Mr. Toshihisa Takata is elected, the Company intends to designate Mr. Takata as an independent director and notify the Tokyo Stock Exchange of such designation in accordance with its regulation.
 - ▶ In the event that Mr. Toshihisa Takata is elected, it is anticipated that the Company concludes a contract for limitation of liability with Mr. Takata pursuant to Article 427, Paragraph 1 of the Companies Act, limiting the liability for damage prescribed in Article 423, Paragraph 1 of the same Act. However, the maximum amount of the liability for damage based on the said contract is the amount prescribed in laws and regulations.

Item 3: Election of One (1) Audit & Supervisory Board Member


Audit & Supervisory Board Member Motokazu Ogata will resign at the conclusion of this General Meeting of Shareholders. Therefore, the Company hereby requests the election of one (1) Audit & Supervisory Board Member.

The candidate for Audit & Supervisory Board Member was reached after deliberation by the Nomination Committee to be elected at the meeting of the Board of Directors in accordance with the “Fundamental Policies on Corporate Governance” of the Company.

The Audit & Supervisory Board has given its consent regarding this item.

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

<Reference> The Company’s Policies for Audit & Supervisory Board Member Nomination and Standards of Independence for Outside Officers are published in the “Fundamental Policies on Corporate Governance” disclosed on the website of the Company on the Internet (<https://www.ojiholdings.co.jp/group/policy/governance.html>).

		Brief history and positions in the Company and significant concurrent positions
New election	January 2016	Joined Oji Management Office Inc. Group Manager, Internal Audit Department, Corporate Governance Division, the Company
Nobuko Otsuka (September 15, 1961) 	April 2018	General Manager, Internal Audit Department, Corporate Governance Division and General Manager, Corporate Compliance Department, the Company
	April 2019	General Manager, Corporate Governance Division, the Company (to the present)
		<p>▶ Reasons for selecting as a candidate for director</p> <p>She has experience in the areas of taxation, accounting, and internal audits at the National Tax Agency, a tax accountant corporation, and the Company and possesses considerable knowledge of finance and accounting.</p> <p>She has duly fulfilled her role, serving as General Manager of the Internal Audit Department and the Corporate Compliance Department of the Corporate Governance Division of the Company since 2018, and currently serving as General Manager of the Corporate Governance Division, contributing, in this capacity, to the strengthening of the Group's corporate governance.</p> <p>In the view of aforementioned, she has been newly selected as candidate for Audit & Supervisory Board Member, as the Company judged that she will be able to duly carry out the duties as an Audit & Supervisory Board Member owing to the reasons above.</p>
Number of the Company shares owned:	941	<p>▶ Other special notes</p> <p>▶ There is no special interest between Ms. Nobuko Otsuka and the Company.</p> <p>▶ In the event that Ms. Nobuko Otsuka is elected, it is anticipated that the Company concludes a contract for limitation of liability with Ms. Otsuka pursuant to Article 427, Paragraph 1 of the Companies Act, limiting the liability for damage prescribed in Article 423, Paragraph 1 of the same Act. However, the maximum amount of the liability for damage based on the said contract is the amount prescribed in laws and regulations.</p>

(Attached Documents)

Business Report (from April 1, 2018 to March 31, 2019)

1. Review of Group Operations

(1) Review of Operations

The Group established the objectives of “Expansion of Overseas Businesses,” “Concentration and Advancement of Domestic Businesses” and “Enhancement of Financial Foundation” as basic policy of its business strategies in the fiscal 2016-2018 medium-term management plan. In domestic businesses, the Group is consolidating and optimizing existing businesses while accelerating development of new promising businesses, utilizing accumulated technologies and know-how. In overseas businesses, the Group is enhancing facilities in existing business bases and continuing to acquire new business bases through M&A in order to expand areas of business operations and business fields further more.

Under these initiatives, net sales for fiscal 2018 saw an increase of 65.1 billion yen (up 4.4%) year on year to 1,551.0 billion yen due to influence from the expansion of business scale in overseas businesses and an increase in the selling price of pulp, as well as an increase in profit from domestic businesses due to factors such as price adjustments. “Expansion of Overseas Businesses” is making steady progress and the Group’s overseas sales ratio rose by 1.0 percentage point year on year to 32.0%.

Operating profit increased for both domestic and overseas businesses, leading to an increase of 39.4 billion yen (up 55.7%) year on year to 110.2 billion yen, reaching the fiscal 2016-2018 medium-term management plan’s target of 100.0 billion yen in consolidated operating profit. In domestic businesses, although a surge in fuel prices caused a decrease in profits, factors such as products’ price adjustments and cost reductions contributed to the profit increase. Furthermore, profits saw an increase due to factors such as the influence of the expansion of business scale and a rise in the sales price of pulp, leading to companies located overseas seeing an overall operating profit of 76.5 billion yen, a year on year increase of 30.0 billion yen (up 64.4%).

With Mitsubishi Paper Mills Limited becoming an equity-method affiliate of the Company, non-operating income saw a 13.0 billion yen increase year on year due to influence from negative goodwill equivalent to 10.9 billion yen in the equity in earnings of affiliates, and ordinary profit saw an increase of 52.4 billion yen (up 79.5 %) year on year to 118.4 billion yen.

As for extraordinary losses, the Company’s consolidated subsidiary, Oji Paper Co., Ltd., recorded 29.6 billion yen in impairment loss pertaining to the Paper Business Division’s fixed assets. The demand in Japan for printing paper is structurally decreasing due to the shift towards increased use of ICT. Under these conditions, Oji Paper Co. Ltd. strived to lower costs daily in every field and revised printing paper prices in January 2019 in order to secure reproducible earnings, but based on the current business environment, after conservative estimation of future profit, etc. and careful review of collectability, we decided that it is appropriate to implement impairment this fiscal year. Regarding other extraordinary losses, loss on disaster of 3.7 billion yen was seen due to events such as the torrential downpour and typhoon in July 2018 and the Hokkaido Eastern Iburi Earthquake in 2018. Regarding extraordinary income, a 11.2 billion yen gain on return of assets from retirement benefits trust was recorded, but extraordinary losses decreased by 26.6 billion yen year on year.

As a result, income before income taxes and minority interests increased 25.8 billion yen (up 39.7%) to 90.8 billion yen and profit attributable to owners of parent saw an increase of 15.8 billion yen (up 43.5%) to 52.0 billion yen.

The situation for each business segment was as follows.

Segment	Net sales		Operating profit	
Household and Industrial Materials	681,190 million yen	(Up 4.6% year on year)	22,408 million yen	(Up 312.2% year on year)
Functional Materials	224,123 million yen	(Up 1.5% year on year)	18,357 million yen	(Down 1.1% year on year)
Forest Resources and Environment Marketing Business	326,467 million yen	(Up 9.4% year on year)	64,644 million yen	(Up 65.9% year on year)

Printing and Communications Media	302,887 million yen	(Down 0.8% year on year)	(4,819) million yen	(-)
Others	294,177 million yen	(Up 6.2% year on year)	9,846 million yen	(Up 12.4% year on year)
Subtotal	1,828,846 million yen	(Up 4.3% year on year)	110,437 million yen	(Up 56.5% year on year)
Adjustments	(277,854) million yen	(-)	(224) million yen	(-)
Total	1,550,991 million yen	(Up 4.4% year on year)	110,212 million yen	(Up 55.7% year on year)

- (Notes) 1. Internal managerial categories were revised starting from this fiscal year, and we have made changes to some business segments.
2. Adjustments represent those mainly for inter-segment transactions.
3. Numbers less than one million yen are rounded down to the nearest million.

[Household and Industrial Materials]

Net sales 681,190 million yen (Up 4.6% year on year)

Operating profit 22,408 million yen (Up 312.2% year on year)

Main Businesses: Containerboard/corrugated containers, Boxboard/folding cartons, Packaging materials/paper bags, Household papers, Disposable diapers

In the domestic business, the sales volume of containerboard and corrugated containers increased from the previous year as sales of those for uses such as food and mail order remained firm although sales for fruit and vegetables were sluggish due to the impact of typhoons and other factors. Domestic sales volume of white paperboard was largely in line with the previous year, and export sales volume increased from the previous year, particularly to Southeast Asia. As for packaging materials, domestic sales volume decreased from the previous year, due in part to the impact from suspension of mill operations due to the torrential rain in July 2018, but export sales volume increased from the previous year due to increased sales to Southeast Asia. Sales volume for both baby and adult disposable diapers increased from the previous year. Household paper sales were firm and sales volume increased from the previous year.

In the overseas business, sales of containerboard increased from the previous year due to higher sales prices in Southeast Asia and Oceania. Sales of corrugated containers remained firm in Southeast Asia, mainly for beverages and processed food. Sales volume increased in Oceania due to the operation of a new mill in Australia and increased demand for use with agricultural products in New Zealand. Sales volume of disposable diapers increased significantly from the previous year on the back of growth in demand in emerging economies, due to the penetration of Oji-brand products in Malaysia, the expansion of distributors in Indonesia, and the expansion of sales of exports from Japan leveraging Nepia brand recognition in China.

[Functional Materials]

Net sales 224,123 million yen (Up 1.5% year on year)

Operating profit 18,357 million yen (Down 1.1% year on year)

Main Businesses: Specialty paper, Thermal paper, Adhesive products, Film

In the domestic business, despite development of new products and cultivation of new customers, sales volume of specialty paper in Japan decreased from the previous year due to the impact from the suspension of mill operations due to the 2018 Hokkaido Eastern Iburi Earthquake. Sales volume of thermal paper remained firm and was largely the same as the previous year. Sales volume of adhesive products increased from the previous year, mainly for direct-thermal stickers. As for export sales, sales volume of specialty paper increased from the previous year, mainly due to the effect of price revisions.

In the overseas business, Tele-Paper (M) Sdn. Bhd. of Malaysia, which newly joined the Group, contributed to boosting business results while sales of thermal paper were strong in all regions. In particular, sales volume increased significantly from the previous year in emerging countries in Southeast Asia and South America.

[Forest Resources and Environment Marketing Business]

Net sales 326,467 million yen (Up 9.4% year on year)

Operating profit 64,644 million yen (Up 65.9% year on year)

Main Businesses: Pulp, Energy, Plantation service, Lumber processing

In the domestic business, the pulp business remained firm, and sales volume was around the same as the previous year. The lumber business was strong with sales volume increasing from the previous year. The energy business remained firm, and sales volume was nearly flat from the previous year.

In the overseas pulp business, sales volume remained firm, and sales volume was nearly flat from the previous year. In the lumber business, sales volume increased from the previous year owing to strong sales, mainly to China.

[Printing and Communications Media]

Net sales 302,887 million yen (Down 0.8% year on year)

Operating profit (4,819) million yen (-)

Main Businesses: Newsprint, Printing/publication/communication paper

In the domestic business, newsprint sales volume declined from the previous year reflecting the decline in newspaper circulation and decline in number of pages. Sales volume of printing/communication paper remained nearly flat from the previous year. Despite the impact of weaker market conditions up until the third quarter, sales were nearly flat from the previous year due to the effect of price revisions implemented in the fourth quarter.

In the overseas business, sales in China increased from the previous year due to the effect of higher sales prices for printing paper.

[Others]

Net sales 294,177 million yen (Up 6.2% year on year)

Operating profit 9,846 million yen (Up 12.4% year on year)

Main businesses: Real estate, Engineering, Trading, Logistics, etc.

Sales in the others segment increased from the previous year due to an increase in sales for the trading and engineering businesses.

(2) Capital investment of Oji Group

The Group's capital investment for the year under review amounted to 62.1 billion yen, a decrease of 7.2 billion yen compared to the previous year.

The Group has continued to make such investments in fields required for restructuring its business portfolio and to implement works aimed at achieving improved product quality, higher energy efficiency, and greater productivity, as well as projects for safety and the environment.

The following summarizes the Group's principal capital investment programs.

1. Principal works that were completed during the year under review

Company name	Work description
Oji F-Tex Co., Ltd.	Works to renovate hydroelectric power plant (1st base, Tokai Mill)
Oji Paper Co., Ltd.	Works to renovate hydroelectric power plant (Isarigawa Power Plant, Tomakomai Plant)
Oji Interpack India Pvt. Ltd.	Works to construct a new corrugated container mill (Southern India)
Oji Fibre Solutions (NZ) Ltd.	Works to renovate heat exchange equipment (New Zealand)
Celulose Nipo-Brasileira S.A.	Works to consolidate log processing equipment (Brazil)
Celulose Nipo-Brasileira S.A.	Works to renovate #1 pulp manufacturing facilities (Brazil)

2. Principal works that were underway during the year under review

Company name	Work description
MPM Oji Eco-Energy Co., Ltd.	Joint electric power generation business with Mitsubishi Paper Mills Limited
Oji India Packaging Pvt. Ltd.	Works to construct a new corrugated container mill (Western India)
Harta Packaging Industries Sdn. Bhd.	Works to install additional corrugated container production equipment (Malaysia)
Dazun Paper Industrial Co. Sdn. Bhd.	Works to install additional corrugated container production equipment (Malaysia)
United Packaging Co., Ltd.	Works to install additional folding carton production facilities (Vietnam)
Ojitex Haiphong Co., Ltd.	Works to construct a new corrugated container mill (Vietnam)
PT. Oji Indo Makmur Perkasa	Works to construct a new mill for disposable diapers (Indonesia)
Celulose Nipo-Brasileira S.A.	Works to renovate #2 pulp manufacturing facilities (Brazil)
Jiangsu Oji Paper Co., Ltd.	Works to install manufacturing equipment for household papers, etc. (China)

(3) Changes in assets and results of operation

Segment	91st FY2014	92nd FY2015	93rd FY2016	94th FY2017	95th FY2018
Net sales (millions of yen)	1,347,281	1,433,595	1,439,855	1,485,895	1,550,991
Operating profit (millions of yen)	43,867	71,987	70,243	70,781	110,212
Ordinary profit (millions of yen)	49,360	60,517	52,949	65,958	118,370
Profit attributable to owners of parent (millions of yen)	15,526	12,706	40,270	36,222	51,977
Profit per share (yen)	15.71	12.86	40.74	36.64	52.52
Total assets (millions of yen)	2,140,641	1,909,483	1,901,029	1,960,753	1,951,369
Net assets (millions of yen)	784,420	711,230	759,198	810,011	815,406
Net assets per share (yen)	656.03	587.62	635.95	681.52	684.50

- (Notes) 1. Profit per share was calculated by dividing profit attributable to owners of parent by the average number of shares outstanding for the year under review upon subtracting from it the number of treasury stocks.
2. Net assets per share were calculated by dividing net assets by the number of shares outstanding at the end of the year under review upon subtracting from it the number of treasury stocks.
3. The Company applied “Partial Amendments to Accounting Standard for Tax Effect Accounting” (ASBJ Statement No. 28, February 16, 2018) from the beginning of the year. Total assets for the previous year states the figure after the said accounting standard, etc. was applied retrospectively.
4. Numbers less than one million yen are rounded down to the nearest million.

(4) Issue to address of Oji Group

Business strategy of Oji Group

The Group will strive to achieve medium- to long-term enhancement of its corporate value, by exploring “beyond the boundaries into the future,” based on the three themes of the Group’s management philosophy, namely, “Creation of Innovative Values,” “Contribution to Future and the World” and “Harmony with Nature and Society.”

Based on this management philosophy, management targets for FY2018, the final year of the medium-term management plan, were consolidated operating profit of ¥100.0 billion, and a balance of interest-bearing liabilities of less than ¥700.0 billion, with “Expansion of Overseas Businesses,” “Concentration and Advancement of Domestic Businesses,” and “Enhancement of Financial Foundation” providing the basic policies of the Group’s management strategy as we worked to achieve management targets.

“Expansion of Overseas Businesses” referred to expanding manufacturing sites as well as increasing production capacity and efficiency, mainly in the packaging business, and focusing on entering new fields in Southeast Asia. “Concentration and Advancement of Domestic Businesses” was concerned with reducing costs and rebuilding the production system to improve earnings, in addition to developing high-performance, high added-value products that make use of the Group’s core technologies, expanding the energy business, including biomass power generation, and concluding a capital and business alliance with Mitsubishi Paper Mills Limited. With regard to “Enhancement of Financial Foundation,” in addition to improving operating cash flow through the above-mentioned measures, we worked to dispose of cross-shareholdings and idle assets so as to reduce interest-bearing liabilities. Through these various measures, consolidated operating profit came to 110.2 billion, and the balance of interest-bearing liabilities was ¥620.6 billion (balance of interest bearing liabilities of ¥535.0 billion), resulting in both management targets being achieved.

For the medium-term management plan beginning in FY2019 and ending in FY2021, the basic policies of the Group’s management strategy have been designated as “Improving Profitability of Domestic Businesses,” “Broadening of Overseas Businesses,” “Promoting Innovation,” and “Contributing to a Sustainable Society,” with the goal being to become a global corporate group that can maintain stable consolidated operating profit of at least ¥100.0 billion. In order to achieve this, we will implement the following specific initiatives.

(a) Household and Industrial Materials

- Industrial Materials (Containerboard and corrugated containers business, Boxboard and folding cartons business, Packaging papers and paper bags business)

Overseas, in order to make the business foundations more robust, we will increase the number of containerboard machines in Malaysia (scheduled to begin operations in April 2021), update the energy supply and drainage facilities, and increase production capacity at the two existing corrugated container factories. Furthermore, we are moving forward with the construction of corrugated container factories, including the fourth site in India (scheduled to begin operation in March 2020), the fifth in Vietnam (scheduled to begin operation in July 2019), and the third site in Cambodia (scheduled to begin operation in January 2020). In addition, we have finalized the decision to build our first corrugated container factory in Indonesia, in a joint venture with a local corporate group (scheduled to begin operation in 2020). In Oceania we will work to expand the packaging businesses, such as by building new factories. Going forward, in order to further continue expansion into Southeast Asia and Oceania, we are pursuing organic expansion at existing local sites.

In Japan, we made the decision to construct one of the largest corrugated container factories in the country in the Kanto region, where growth in demand for corrugated containers is expected to be particularly significant (scheduled to begin operation in stages from April 2020). In addition, by focusing on the Packaging Innovation Center, in which research and development related to packaging for the Group as a whole is centralized, we will develop and sell new products, and promote total packaging solutions from paperboard and packaging paper to the sale and maintenance of packaging machinery, in addition to corrugated containers, folding cartons and paper bags. Based on our ability to generate proposals supported by sales channels that extend to all parts of the country, and by our integrated materials and processing, we will work to expand the business across a wide range, improving competitiveness and profitability.

- Household and Consumer Products (Household paper business, Disposable diaper business)

In the household paper business, we aim to develop items such as environmentally friendly products that have obtained forest certifications, and high-quality products exemplified by “hana-celeb,” resulting in further improvements in value for the “Nepia” brand. Also, with regard to the household paper business on which we are working as part of a joint venture with Mitsubishi Paper Mills Limited, production began in April 2019. We will make full use of the extensive infrastructure at their Hachinohe factory, and work on expanding sales and streamlining logistics by securing our first site for the household paper business in the Tohoku region. In China, household paper manufacturing facilities will start operation in July 2020.

While these initiatives will strengthen competitiveness, we will also work to expand the household paper business, for which stable demand is expected to continue going forward. In the disposable diaper business for babies, we will make efforts to further increase the sales of the “Genki!” unified brand for both Japan and overseas, and due to the highest-ever quality “Whito” brand, which uses new technology in search of improved comfort for babies, has pioneered this high-quality, high-price segment and raised the value of the “Nepia” brand as a whole. In China, we will launch a local sales team and reinforce the structure for expanding sales, while in Malaysia we are engaged in manufacturing and sales at our two business sites. Moreover, in addition to sales from our joint venture company in Indonesia, in March 2020 a local factory for our own disposable diapers will begin operation. We aim for further expansion in businesses, including expansion to surrounding countries. We will continue to develop disposable diapers for adults that resolve the various problems that nursing facilities face in Japan, where society is continuing to age.

(b) Functional Materials (Specialty paper business, Thermal paper business, Adhesive products business, Film business)

The expansion of the functional materials business in Southeast Asia has been centered on upstream businesses such as thermal paper and adhesive products, but by fully utilizing our Malaysian printing, processing and sales company for adhesive products, and our processing and sales company for carbonless paper as a starting point to gain an accurate and timely understanding of user needs we are enabling further expansion, mostly in downstream businesses. In Myanmar, the Company expanded sales of labels for consumer products, such as food, as well as developing a flexible packaging business for films and other products used in consumer goods. In Brazil, we expanded production capacity for thermal paper to respond to healthy demand for thermal paper in South America. Going forward, we will continue to respond to growing demand that follows economic development in emerging markets such as Southeast Asia, South America, the Middle East and Africa, and work to expand new business areas.

In Japan, in addition to making efforts to strengthen the foundations of existing businesses by continuously reviewing the production system to improve competitiveness and profitability, we will speedily develop and offer highly functional products with high added-value, due to the fusion of the Group’s core technologies of “papermaking,” “paper processing” (coating, adhesives) and “film” together with new materials. In addition, through cooperation with the Innovation Promotion Division, we will work on expanding into new business fields such as film capacitors for electric vehicles due to our persistent research and development.

(c) Forest Resources and Environment Marketing Business (Pulp business, Energy business, Plantation and lumber processing businesses)

In the pulp business, we have implemented a continuous flow of strategic countermeasures for profitability at key sites in order to strengthen the business foundation so it is able of withstanding fluctuations in the pulp market. In New Zealand, the Group’s know-how and operations management methods are being introduced and applied, and steps are being taken to stabilize operations and improve efficiency. In Brazil, we are moving forward with continuous profitability countermeasures by upgrades to cutting-edge manufacturing facilities. In Japan, in addition to products aimed at rayon applications, we have begun production of high-value-added products such as materials for medical supplies and filtering applications in an attempt to grow the business.

In the energy business, biomass power generation facilities, operated with Mitsubishi Paper Mills Limited with the aim of further expansion of the business, begin operation in July 2019. Moreover, we have taken the decision to newly build a biomass power generation facility in Tokushima Prefecture as part of a joint venture with ITOCHU ENEX Co., Ltd., and are preparing for operations to begin in 2022. We are also working to strengthen the biomass fuel business in line with the expansion of the energy business and established a new woodchip production company in Hokkaido in November 2018 for further expanding production of woodchips for fuel by utilizing untapped domestic wood resources. Overseas, we are

implementing initiatives in Indonesia and Malaysia to increase procurement of palm kernel shells for fuel applications.

In the lumber business, we are taking steps to increase purchases, sales, and the production capacity for timber products and processed wood products, mainly in Asian and Oceanian regions. The sales locations we set up in China and Southeast Asia are promoting the expansion of sales of pulp and wood products.

(d) Printing and Communications Media (Newsprint business, Printing/publication/communications paper business)

In Japan, we will ascertain the changes in the business environment due to increased use of ICT and so forth, establishing an optimal production structure in line with demand and making effective use of our existing equipment in order to improve our productivity, capacity utilization ratio, and other aspects in order to achieve an increase in cash flow, along with strengthening our international competitiveness. Also, we will aim to improve our competitiveness and profitability through measures such as reducing costs by resolving complicated transportation arrangements, thereby realizing the effects of the business alliance with Mitsubishi Paper Mills Limited as early as possible.

In China, we are utilizing integrated paper and pulp production systems to the fullest extent, of which only a few exist, to reduce costs and strengthen competitiveness.

(e) Efforts to promote innovation and to realize a sustainable society

Under one of our management philosophies, “Harmony with Nature and Society,” we are committed to promoting environmental management, and is dedicated to developing business activities in harmony with the environment. Our goal is to support the realization of a truly affluent and sustainable society through flexible and efficient research and development activities, efforts to seek out new needs, and new products and businesses by means of promoting innovation.

Regarding cellulose nanofiber (CNF), a next-generation material anticipated to be applicable in various industries, the CNF thickener “AUROVISCO” was adopted as a thickener for car chemical products as well as a compound for ensuring smooth pumping of concrete.

Furthermore, “AUROVISCO CS,” which received the silver medal at the world’s largest exhibition for raw materials for cosmetics that took place in the Netherlands in 2018, garnered high praise from the cosmetics world and was commercialized in April 2019. Through the Group’s proprietary technology and development, we were the first company to develop a composite material made from polycarbonate resin and CNF, in addition to realizing the CNF continuous transparent sheets and CNF powder which is able to dissolve in organic solvents, and going forward, we are continuing to develop applications in a broader range of fields.

We are actively developing environmentally friendly materials and products to respond to the issue of plastic in the ocean. We are accelerating development of water resistant paper products such as a composite material made from biodegradable plastic and pulp, paper cup lids, and a replacement for plastic straws. We have already started providing samples for “SILBIO BARRIER,” a paper material that has vapor and oxygen barrier properties.

Furthermore, through the use of the Group’s proprietary technologies, productive use of hemicellulose, a component of wood, is progressing.

In addition to cosmetics already being adopted, we are also progressing with development to commercialize pharmaceutical ingredients. Furthermore, we established a life science research unit at Hokkaido University in order to strengthen efforts to commercialize medicine, etc.

In the water treatment technology field, utilizing the technology in water preparation and waste water processing cultivated through the paper manufacturing technology we have developed over many years, we are commercializing competitive water treatment systems. Furthermore, the water treatment system adopted for use in an industrial park in Thailand is making use of remote monitoring IoT technology that was introduced, and we are providing support for optimal operation. While advancing innovation in water treatment system technology, we will aim to expand penetration, contributing to the improvement of water environments in Japan and overseas.

The Company's main new technologies and materials are published on our website, but we also held a research and development IR briefing meeting in April 2019 in order to promote a higher level of understanding regarding our research and development status.

Going forward, we are continuing efforts to care for the environment, which involves aspects such as, countermeasures against climate change, conservation of biodiversity and providing environmentally-friendly products, while promoting sustainable forest management and responsibly procuring lumber and other raw materials.

We also are making efforts to promote work style reforms and diversity so that diverse personnel can demonstrate their talents.

(f) Business alliance with Mitsubishi Paper Mills Limited

With regard to the business alliance with Mitsubishi Paper Mills Limited, the process of obtaining approval from competition authorities both in Japan and overseas has ended, and on March 29, 2019, payment from our partner in relation to new shares issued in a third-party placement, as well as the purchasing of Mitsubishi Paper Mills Limited shares by shareholders of that company, was completed. In this way, the Group now controls 33.00% of voting rights, and the company has become an equity-method affiliate of the Company. Thus far, starting with their business alliance in the communication paper field, the two companies have established joint ventures in the biomass power generation business and the household paper business, thus expanding the scope of their business alliance. This capital alliance will allow the two companies to go beyond one-off cooperative relationships in specific businesses and further strengthen their cooperative relationships in a wide range of fields.

The Group is always working to anticipate the needs of the times, facing up to the challenge of innovation, with the goal of becoming a corporate group capable of sustainable growth.

<Reference> Basic Views on Corporate Governance

Drawing on the fundamental values and the behavior principles that the Oji Group has carried down as a company since its founding, the Oji Group has formulated the Oji Group Corporate Code of Conduct by which the Group as a whole engages in corporate activities with an awareness of its responsibility and a high ethical principle as a corporate citizen. The Oji Group will continuously strive towards enhancement of its corporate governance, regarding it as one of the highest priority issues in its management, by ensuring efficiency, soundness and transparency of the management, while building trust relationship with its diverse stakeholders. In doing so, the Oji Group will aim to increase its corporate value and become a company that is trusted by society.

The Fundamental Policies on Corporate Governance of the Company is posted on its website (<https://www.ojiholdings.co.jp/group/policy/governance.html>).

(5) Main businesses of Oji Group

(as of March 31, 2019)

Segment	Main Businesses
Household and Industrial Materials	Containerboard and corrugated containers business, Boxboard and folding cartons business, Packaging papers and paper bags business, Household papers business, Disposable diapers business
Functional Materials	Specialty paper business, Thermal paper business, Adhesive products business, Film business
Forest Resources and Environment Marketing Business	Pulp business, Energy business, Plantation service and lumber processing business
Printing and Communications Media	Newsprint business, Printing and publication and communications paper business
Others	Real estate, Engineering, Trading business, Logistics, etc.

(6) Main offices and mills of Oji Group (as of March 31, 2019)**(i) The Company**

Main Sites	
Headquarters:	Chuo-ku, Tokyo
Research Centers:	Koto-ku, Tokyo, Amagasaki, Hyogo, other

(ii) Domestic subsidiaries

Stated in the table titled “(8) Significant subsidiaries”

(7) Employees of Oji Group

(as of March 31, 2019)

Segment	Number of employees	Change from previous fiscal year-end
Household and Industrial Materials	17,770	An increase of 262
Functional Materials	5,214	A decrease of 120
Forest Resources and Environment Marketing Business	7,298	An increase of 84
Printing and Communications Media	3,372	A decrease of 39
Others	2,655	A decrease of 22
Total	36,309	An increase of 165

(8) Significant subsidiaries

(as of March 31, 2019)

Company name	Headquarter location	Category	Capital stock	Percentage of voting rights of the Company	Major business description
Oji Container Co., Ltd.	Chuo-ku, Tokyo	Household and Industrial Materials	millions of yen 10,000	% (100)	Production and distribution of corrugated container products (sheet and box)
Oji Materia Co., Ltd.	Chuo-ku, Tokyo	Household and Industrial Materials	600	100	Production and distribution of paperboard (containerboards, specialty paperboards, and boxboards), packaging materials, and pulps
Oji Seitai, Co., Ltd.	Chuo-ku, Tokyo	Household and Industrial Materials	429	(55.0)	Production and distribution of heavy-duty paper sack
Oji Nepia Co., Ltd.	Chuo-ku, Tokyo	Household and Industrial Materials	350	100	Production and distribution of household paper and disposable diaper
Mori Shigyo Co., Ltd.	Kyoto-shi, Kyoto	Household and Industrial Materials	310	(100)	Production and distribution of corrugated container products (sheet and box)
GSPH Holdings Sdn. Bhd.	Malaysia	Household and Industrial Materials	Millions of Malaysian ringgit 255	(100)	Control and management of GSPH Group (production and distribution of containerboards and corrugated container products (sheet and box))
Harta Packaging Industries Sdn. Bhd.	Malaysia	Household and Industrial Materials	18	(100)	Production and distribution of corrugated container products (sheet and box)
OJI TAC Co., Ltd.	Chuo-ku, Tokyo	Functional Materials	millions of yen 1,550	(100)	Production and distribution of paper- and resin-processed products, packaging materials, and adhesive paper
Oji F-Tex Co., Ltd.	Chuo-ku, Tokyo	Functional Materials	350	100	Production and distribution of specialty printing paper, specialty function paper, film products, and specialty paperboard
Oji Imaging Media Co., Ltd.	Chuo-ku, Tokyo	Functional Materials	350	100	Production and distribution of thermal recording paper (paper and film) and inkjet paper

Company name	Headquarter location	Category	Capital stock	Percentage of voting rights of the Company	Major business description
Oji Papéis Especiais Ltda.	Brazil	Functional Materials	Millions of Brazilian Real 409	% (100)	Production and distribution of thermal recording paper and carbonless copy paper
KANZAN Spezialpapiere GmbH	Germany	Functional Materials	Millions of euros 25	(94.7)	Production and distribution of thermal recording paper
Oji Paper (Thailand) Ltd.	Thailand	Functional Materials	Millions of Thai baht 1,340	(100)	Production and distribution of carbonless copy paper and thermal recording paper
Kanzaki Specialty Papers Inc.	USA	Functional Materials	Millions of US dollars 34	(100)	Production and distribution of thermal recording paper
Japan Brazil Paper and Pulp Development Ltd.	Chuo-ku, Tokyo	Forest Resources and Environment Marketing Business	millions of yen 61,788	(56.3)	Management of pulp production company in Brazil. Pulp trading in the country
Oji Cornstarch Co., Ltd.	Chuo-ku, Tokyo	Forest Resources and Environment Marketing Business	1,000	(60.0)	Production and distribution of corn starch and saccharified products
Oji Green Resources Co., Ltd.	Chuo-ku, Tokyo	Forest Resources and Environment Marketing Business	350	100	Trading in lumber, pulp, and raw fuel materials, plantation business management, and the energy business
Celulose Nipo-Brasileira S.A.	Brazil	Forest Resources and Environment Marketing Business	Millions of US dollars 257	(56.3)	Plantation service and production and distribution of pulp
Pan Pac Forest Products Ltd.	New Zealand	Forest Resources and Environment Marketing Business	Millions of New Zealand dollars 126	(100)	Forest management, plantation and logging services. Distribution of lumbers and production and distribution of pulp and lumber products
Oji Paper Co., Ltd.	Chuo-ku, Tokyo	Printing and Communications Media	millions of yen 350	% 100	Production and distribution of newsprint, paper, and pulp
Oji Logistics Co., Ltd.	Chuo-ku, Tokyo	Others	1,434	100	Warehousing, truck transportation, and domestic sea transportation services

Company name	Headquarter location	Category	Capital stock	Percentage of voting rights of the Company	Major business description
Kyokuyo Co., Ltd.	Chuo-ku, Tokyo	Others	millions of yen 1,300	% 90.0	Trading of paper, synthetic resin, and packaging materials
Oji Engineering Co., Ltd.	Chuo-ku, Tokyo	Others	800	100	Design, manufacture, installation, overhaul, and distribution of various machinery products
Oji Real Estate Co., Ltd.	Chuo-ku, Tokyo	Others	650	(100)	Real-estate trading, brokerage, leasing, and management services
Jiangsu Oji Paper Co., Ltd.	China	Forest Resources and Environment Marketing Business / Printing and Communications Media	Millions of US dollars 911	(90.0)	Production and distribution of paper and pulp
Oji Fibre Solutions (NZ) Ltd.	New Zealand	Household and Industrial Materials / Forest Resources and Environment Marketing Business	Millions of New Zealand dollars 728	(60.0)	Production and distribution of pulp, paperboard, corrugated container products, and paper bag products

- (Notes)
1. The Company acquired all the shares of Paperbox Holdings Ltd. (the holding company that controls the GSPP Group, which is engaged in the containerboard business, etc.), in which the Company had a 75% stake. As a result, the percentage of voting rights in GSPP Holdings Sdn. Bhd. increased to 100%, including those held by the Company's subsidiaries.
 2. The Company acquired some of the shares of Japan Brazil Paper and Pulp Development Ltd., and the percentage of voting rights, including those held by the Company's subsidiaries, increased to 56.3%. As a result, the percentage of voting rights in Celulose Nipo-Brasileira S.A., a subsidiary of Japan Brazil Paper and Pulp Development, also increased to 56.3%.
 3. Jiangsu Oji Paper Co., Ltd. is categorized into both Forest Resources and Environment Marketing Business and Printing and Communications Media and Oji Fibre Solutions (NZ) Ltd. is categorized into both Household and Industrial Materials and Forest Resources and Environment Marketing Business. As such, they appear in the respective categories in the above table.
 4. Capital stock value less than the minimum unit is truncated for presentation.
 5. The percentage of voting rights of the Company shown in parentheses denotes one that includes voting rights held by subsidiaries.
 6. The number of the Group's consolidated subsidiaries as of March 31, 2019 stood at 190, including significant subsidiaries whose names are listed above. The number of equity method affiliate companies totaled 23 as of March 31, 2019.
 7. There is no subsidiary that falls under the category of specified wholly-owned subsidiary as of March 31, 2019.

(9) Financing activities of Oji Group

The Group obtained necessary cash by securing loans from financial institutions and issuing corporate bonds.

In addition, the balance of interest-bearing liabilities as of March 31, 2019 decreased 26.8 billion yen from previous fiscal year-end to 620.6 billion yen.

(10) Main lenders and borrowing amount of Oji Group

(as of March 31, 2019)

Lender	Loan balance
	millions of yen
Sumitomo Mitsui Banking Corporation	57,944
Mizuho Bank, Ltd.	54,405
The Norinchukin Bank	43,228
Sumitomo Mitsui Trust Bank, Limited	24,838
Nippon Life Insurance Company	22,180

- (Notes) 1. The loan balances listed above include loans provided by the lenders to overseas subsidiaries.
2. In addition to the loans listed above, the Company obtained 231,827 million yen in syndicate loans.
3. Numbers less than one million yen are rounded down to the nearest million.

(11) The status of the Group's corporate reorganization activities and acquisition of shares in other companies

With regard to the Company and Mitsubishi Paper Mills Limited, a business alliance was entered into with the aim of strengthening the collaborative relationship. The process of obtaining approval from competition authorities both in Japan and overseas ended, and on March 29, 2019, payment from our partner in relation to new shares issued in a third-party placement, as well as the purchasing of Mitsubishi Paper Mills Limited shares by shareholders of that company, was completed. As a result, the Company now controls 33.00% of voting rights, and Mitsubishi Paper Mills Limited has become an equity-method affiliate of the Company.

(12) Policy concerning exercise of authority in case that the Articles of Incorporation stipulates that the Board of Directors shall determine dividends of surplus, etc.

(i) Basic policy for distribution of profit

The Company's basic policy is to maintain stable dividends to shareholders to the extent possible while comprehensively considering the business results for each business year and the internal reserves necessary in preparation for future management initiatives.

(ii) Matters related to year-end dividend

The year-end dividend for the current fiscal year will be 6 yen per share with the record date of March 31, 2019 by comprehensively considering the business results for the current fiscal year and future business environment, etc.

Combined with the interim dividend of 6 yen per share, which was implemented for the interim period, this will bring total dividends for the current fiscal year to 12 yen per share, an increase of 2 yen from the previous fiscal year.

(a) Type of dividend property

Cash

(b) Matters related to allotment of dividend property to shareholders and total amount thereof 6 yen per common share of the Company; Total amount 5,946,072,756 yen

(c) Effective date of dividends of surplus

June 5, 2019

(13) Significant matters related to the current state of Oji Group other than those mentioned in the preceding items

Not applicable.

2. Shares of the Company (as of March 31, 2019)

- (1) Total number of shares authorized to be issued 2,400,000,000 shares
(2) Total number of shares issued 1,014,381,817 shares
(Treasury stock) (23,369,691 shares)
(3) Total number of shareholders 59,813 shareholders
(2,694 increase compared with March 31, 2018)

(4) Major shareholders (top 10)

Name of shareholder	Shares held	Percentage of total shares issued
	thousand shares	%
The Master Trust Bank of Japan, Ltd. (Trust account)	81,771	8.3
Japan Trustee Services Bank, Ltd. (Trust account)	64,734	6.5
Japan Trustee Services Bank, Ltd. (Trust account 4)	35,452	3.6
Sumitomo Mitsui Banking Corporation	31,668	3.2
Nippon Life Insurance Company	25,658	2.6
Japan Trustee Services Bank, Ltd. (Trust account 9)	23,063	2.3
Mizuho Bank, Ltd.	21,636	2.2
Oji Group Employee Stock-holding Association	19,419	2.0
Japan Trustee Services Bank, Ltd. (Trust account 5)	17,303	1.7
The Norinchukin Bank	16,654	1.7

- (Notes) 1. The Company holds treasury stock of 23,369 thousand shares, which is excluded from the above list.
2. The percentage of total shares issued has been calculated after excluding the Company's treasury stock (23,369 thousand shares).
3. Numbers less than one thousand are rounded down to the nearest thousand.

(5) Other significant matters related to shares

In accordance with the resolution of the meeting of the Board of Directors held on May 11, 2018, the Company changed the number of shares that constitute one unit from 1,000 shares to 100 shares, effective October 1, 2018, in order to improve the liquidity of the Company's shares and expand opportunities for investment to a wider range of investors.

3. Officers of the Company

(1) Directors and Audit & Supervisory Board Members (Positions, name, responsibilities, and significant concurrent positions)

(as of March 31, 2019)

Positions	Name	Responsibilities and significant concurrent positions
Representative Director and Chairman of the Board*	Kiyotaka Shindo	
Representative Director of the Board, President and CEO*	Susumu Yajima	Group CEO
Representative Director of the Board and Executive Vice President*	Ryoji Watari	President, Industrial Materials Company and President, Household and Consumer Products Company President and Representative Director, Oji Industrial Materials Management Co., Ltd. Chairman and Director, Oji Nepia Co., Ltd. Director, Oji Container Co., Ltd. Director, Oji Materia Co., Ltd. Director, Mori Shigyo Co., Ltd.
Representative Director of the Board and Executive Vice President*	Kazuo Fuchigami	President, Functional Materials Company President and Representative Director, Oji Functional Materials Progressing Center Inc. Director, Oji F-Tex Co., Ltd. Director, Oji Imaging Media Co., Ltd.
Director*	Hidehiko Aoyama	President, Printing and Communications Media Company Representative Director, President and CEO, Oji Paper Co., Ltd. In charge of Oji Logistics Co., Ltd.
Director*	Yoshiaki Takeda	General Manager, Corporate Governance Div. President, Oji Management Office Inc. In charge of: Oji Human Support Co., Ltd. Oji Business Center Co., Ltd. Oji Paper Management (Shanghai) Co., Ltd. Director, Jiangsu Oji Paper Co., Ltd.
Director*	Shoji Fujiwara	Vice President, Functional Materials Company Senior Managing Director, Oji Functional Materials Progressing Center Inc. President and Representative Director, Oji F-Tex Co., Ltd.
Director*	Yoshiki Koseki	Vice President, Industrial Materials Company Director and Vice President, Oji Industrial Materials Management Co., Ltd. President and Representative Director, Oji Materia Co., Ltd. Director, Oji Container Co., Ltd. Director, Mori Shigyo Co., Ltd.
Director*	Masatoshi Kaku	Deputy General Manager, Corporate Governance Div. In charge of Innovation Promotion Div. Representative Director, President and CEO, Oji Engineering Co., Ltd.
Director*	Ryuichi Kisaka	Deputy General Manager, Corporate Governance Div. Senior Managing Director, Oji Management Office Inc. In charge of Oji Asia Management Sdn. Bhd.
Director*	Kazuhiko Kamada	President, Forest Resources and Environment Marketing Business Company Director, Oji Green Resources Co., Ltd. Chairman, Pan Pac Forest Products Ltd.

Positions	Name	Responsibilities and significant concurrent positions
Director*	Hiroyuki Isono	Representative Director and Chairman of the Board, Oji Oceania Management Co., Ltd. and Chairman of the Board, Oji Fibre Solutions (NZ) Ltd.
Director*	Koichi Ishida	Vice President, Printing and Communications Media Company Vice President, Oji Paper Co., Ltd. Director, Oji Engineering Co., Ltd.
Director	Michihiro Nara	Attorney-at-law Outside Director, Seiko Epson Corp. Outside Director, Nihon Tokushu Toryo Co., Ltd.
Director	Nobuaki Terasaka	Representative Director and President, Mutual Service Aid Guarantee Corporation
Audit & Supervisory Board Member	Motokazu Ogata	(Standing) Audit & Supervisory Board Member of Oji Container Co., Ltd., Oji Seitai, Co., Ltd., Oji Materia Co., Ltd., Mori Shigyo Co., Ltd., Oji Paper Co., Ltd. and Oji Engineering Co., Ltd.
Audit & Supervisory Board Member	Tomihiro Yamashita	(Standing) Audit & Supervisory Board Member of Oji F-TEX Co., Ltd., Oji Imaging Media Co., Ltd., Oji Green Resources Co., Ltd. and Oji Real Estate Co., Ltd.
Audit & Supervisory Board Member	Makoto Katsura	
Audit & Supervisory Board Member	Mikinao Kitada	Attorney-at-law Outside Statutory Auditor, Askul Corporation Outside Director, Yokogawa Bridge Holdings Corp. Outside Audit & Supervisory Board Member, Sojitz Corporation
Audit & Supervisory Board Member	Norio Henmi	Attorney-at-law

- (Notes) 1. Mr. Michihiro Nara and Mr. Nobuaki Terasaka, Directors, are outside directors as prescribed in Article 2, Item 15 of the Companies Act.
The Company has designated them as independent directors and notified the Tokyo Stock Exchange of such designation in accordance with its regulation.
2. Mr. Makoto Katsura, Mr. Mikinao Kitada and Mr. Norio Henmi are outside audit & supervisory board members as prescribed in Article 2, Item 16 of the Companies Act.
The Company has designated them as independent directors and notified the Tokyo Stock Exchange of such designation in accordance with its regulation.
3. The following changes were made to Directors of the Board and Audit & Supervisory Board Members at the conclusion of the 94th Ordinary General Meeting of Shareholders held on June 28, 2018.
- | | |
|------------|----------------------------------|
| Assumption | Director |
| | Koichi Ishida |
| Assumption | Audit & Supervisory Board Member |
| | Norio Henmi |
4. Standing Audit & Supervisory Board Members were elected by a resolution of the Audit & Supervisory Board at a meeting held on June 28, 2018, as follows.
- | | |
|---|--------------------|
| Audit & Supervisory Board Member (Standing) | Motokazu Ogata |
| Audit & Supervisory Board Member (Standing) | Tomihiro Yamashita |
5. Mr. Kiyotaka Shindo, Representative Director and Chairman of the Board, and Mr. Kazuo Fuchigami, Representative Director of the Board and Executive Vice President resigned and retired from their respective offices, becoming regular Directors, effective March 31, 2019.
6. The new Representative Director and Chairman of the Board, and President and Chief Executive Officer assumed office effective April 1, 2019, as follows.
- | | |
|--|----------------|
| Representative Director and Chairman of the Board | Susumu Yajima |
| Representative Director, President and Chief Executive Officer | Masatoshi Kaku |
7. Mr. Motokazu Ogata, Audit & Supervisory Board Member, has sound knowledge of finance and accounting due to his long experience serving in the Company's finance and accounting business unit after joining the Company, and to his experience serving as a Director of the Board in charge of the finance and accounting business unit of a subsidiary of the Company.

8. The thirteen (13) Directors of the Board whose names are marked with an asterisk concurrently serve as Executive Officers.
9. Effective April 1, 2019, partial changes were made to the responsibilities of Directors of the Board concurrently serving as Executive Officers. Their post-change responsibilities are as shown in the table of the following section titled “(2) The Status of Executive Officers.”
10. Pursuant to the provisions of the Articles of Incorporation, the Company has concluded, in conformity with Article 427, Paragraph 1 of the Companies Act, a contract for limitation of liability with all of its outside directors and audit & supervisory board members on the limitation of liability for damages set forth in Article 423, Paragraph 1 of the Companies Act. The maximum amount of the liability for damages under the above-mentioned contract is set at an amount provided for by applicable laws and regulations.

(2) Status of Executive Officers

(as of April 1, 2019)

Positions	Name	Responsibilities
Chairman of the Board*	Susumu Yajima	
President and Chief Executive Officer*	Masatoshi Kaku	Group CEO
Executive Vice President*	Ryoji Watari	President, Industrial Materials Company and President, Household and Consumer Products Company President and Representative Director, Oji Industrial Materials Management Co., Ltd. Chairman and Director, Oji Nepia Co., Ltd.
Senior Executive Officer*	Yoshiaki Takeda	General Manager, Corporate Governance Div. President, Oji Management Office Inc. In charge of: Oji Human Support Co., Ltd. Oji Business Center Co., Ltd. Oji Paper Management (Shanghai) Co., Ltd. Oji Asia Management Sdn. Bhd.
Senior Executive Officer*	Shoji Fujiwara	President, Functional Materials Company President and Representative Director, Oji Functional Materials Progressing Center Inc.
Senior Executive Officer*	Yoshiki Koseki	Vice President, Industrial Materials Company Director and Vice President, Oji Industrial Materials Management Co., Ltd. President and Representative Director, Oji Materia Co., Ltd. In charge of Oji Container Co., Ltd.
Senior Executive Officer*	Ryuichi Kisaka	President, Printing and Communications Media Company Representative Director, President and CEO, Oji Paper Co., Ltd. In charge of Oji Logistics Co., Ltd.
Executive Officer*	Kazuhiko Kamada	President, Celulose Nipo-Brasileira S.A.
Executive Officer*	Hiroyuki Isono	Representative Director and Chairman of the Board, Oji Oceania Management Co., Ltd. and Chairman of the Board, Oji Fibre Solutions (NZ) Ltd.
Executive Officer*	Koichi Ishida	Deputy General Manager, Corporate Governance Div. In charge of Innovation Promotion Div. Representative Director, President and CEO, Oji Engineering Co., Ltd.
Senior Executive Officer	Masaru Yokoyama	General Manager, Innovation Promotion Div.
Senior Executive Officer	Yutaka Fushino	Senior Managing Director, Oji Industrial Materials Management Co., Ltd. and President, Oji Container Co., Ltd.
Senior Executive Officer	Tan Dilun	President & CEO, Oji Asia Packaging Sdn. Bhd. and President, Oji Asia Management Sdn. Bhd.

Positions	Name	Responsibilities
Executive Officer	Fumio Shindo	President, Forest Resources and Environment Marketing Business Company President, Oji Green Resources Co., Ltd.
Executive Officer	Junnichi Tomita	Deputy General Manager, Corporate Governance Div. Senior Managing Director, Oji Management Office Inc.
Corporate Officer	Masanori Oshiumi	Senior Managing Director, Oji Oceania Management Co., Ltd. Senior Managing Director, Oji Fibre Solutions (NZ) Ltd.
Corporate Officer	Hisashi Ibayashi	Managing Director, Oji Functional Materials Progressing Center Inc. and President, Oji Imaging Media Co., Ltd.
Corporate Officer	Tadashi Kitamura	Managing Director, Oji Industrial Materials Management Co., Ltd. and President, Mori Shigyo Co., Ltd.
Corporate Officer	Azumi Kawabe	Vice President, Forest Resources and Environment Marketing Business Company President, Oji Eco Materials Co., Ltd.
Corporate Officer	Shigeki Aoki	Managing Director, Oji Functional Materials Progressing Center Inc. and President and Representative Director, Oji F-Text Co., Ltd.
Corporate Officer	Akio Hasebe	Managing Director, Oji Industrial Materials Management Co., Ltd.

(Note) The ten (10) Executive Officers whose names are marked with an asterisk concurrently serve as Directors of the Board.

(3) Total amount of remuneration, etc. for Directors and Audit & Supervisory Board Members for the year under review

Position	No. of Personnel	Fixed remuneration	Performance-linked remuneration		Total
			Bonuses	Stock-based remuneration	
Director (Outside Director)	15	337 million yen	251 million yen	194 million yen	782 million yen
	(2)	(30 million yen)	(-)	(-)	(30 million yen)
Audit & Supervisory Board Member (Outside Audit & Supervisory Board Member)	5	90 million yen	-	-	90 million yen
	(3)	(36 million yen)	(-)	(-)	(36 million yen)
Total	20	427 million yen	251 million yen	194 million yen	873 million yen

(Notes) 1. Remuneration, etc. for Directors is composed of (1) basic remuneration, which is a fixed remuneration, (2) bonuses (remuneration based on short-term performance), and (3) stock-based remuneration (remuneration that reflects medium- to long-term increase in corporate value). Basic remuneration is the only remuneration for Outside Directors.

2. The maximum remuneration, etc. for Directors concerning (1) and (2) above is 700 million yen a year. (resolution of the 92nd Ordinary General Meeting of Shareholders held on June 29, 2016).

3. For the remuneration, etc. for Directors (excluding Outside Directors) mentioned in (3) in Note 1, the Company introduced a performance-linked and stock-based remuneration plan for Directors (excluding Outside Directors) separately from the maximum remuneration mentioned in Note 2. (resolution of the 92nd Ordinary General Meeting of Shareholders held on June 29, 2016).

Under the plan, the total number of rank-based basic points for each Director (excluding Outside Directors) multiplied by the performance-linked payment rate forms the number of points to be granted for the fiscal year, and the points are granted to those who were Directors (excluding

Outside Directors) on the last day of the fiscal year on the date of the Company's Ordinary General Meeting of Shareholders. The maximum number of points to be granted by the Company to its Directors (excluding Outside Directors) under this plan is 570,000 points per fiscal year (normally one point = one Company share).

4. The maximum remuneration, etc. for Audit & Supervisory Board Members is 97 million yen a year (resolution of the 82nd Ordinary General Meeting of Shareholders held on June 29, 2006).
5. The amount of remuneration, etc. for each Director is determined by the Board of Directors in light of the report of the Compensation Committee. In addition, the amount of remuneration, etc. for each Audit & Supervisory Board Member is determined through consultation with the Audit & Supervisory Board Members.
6. As of March 31, 2019, the number of Directors stood at fifteen (15) and that of Audit & Supervisory Board Members at five (5).
7. Numbers less than one million yen are rounded down to the nearest million.

(4) Matters relating to Outside Officers

(i) Relationships between the Company and organizations where significant concurrent positions are held

(as of March 31, 2019)

Position	Name	Concurrent positions
Outside Director	Michihiro Nara	Attorney-at-law, Outside Director, Seiko Epson Corporation, Outside Director, Nihon Tokushu Toryo Co., Ltd.
Outside Director	Nobuaki Terasaka	Representative Director and President, Mutual Service Aid Guarantee Corporation
Outside Audit & Supervisory Board Member	Mikinao Kitada	Attorney-at-law, Outside Statutory Auditor, Askul Corporation, Outside Director, Yokogawa Bridge Holdings Corp., Outside Audit & Supervisory Board Member, Sojitz Corporation
Outside Audit & Supervisory Board Member	Norio Henmi	Attorney-at-law

(Note) The Company has no special interest with the organizations where Outside Officers hold significant concurrent positions above.

(ii) Major activities during the fiscal year ended March 31, 2019

Position	Name	Status of attendance at the Board of Directors' Meeting	Status of attendance at the Audit & Supervisory Board Meeting	Principal comments
Outside Director	Michihiro Nara	14/15 (93.3%)	–	Provided expert opinions based on his rich experience and his wide-ranging knowledge from attorney's professional perspective
Outside Director	Nobuaki Terasaka	15/15 (100%)	–	Provided expert opinions based on his rich experience and wide-ranging knowledge as an administrative official
Outside Audit & Supervisory Board Member	Makoto Katsura	15/15 (100%)	15/16 (93.8%)	Provided expert opinions based on his rich experience as a diplomat and his wide-ranging knowledge
Outside Audit & Supervisory Board Member	Mikinao Kitada	15/15 (100%)	16/16 (100%)	Provided expert opinions based on his rich experience as a public prosecutor and an attorney-at-law and his wide-ranging knowledge
Outside Audit & Supervisory Board Member	Norio Henmi (assumed office on June 28, 2018)	10/11 (90.9%)	11/11 (100%)	Provided expert opinions based on his rich experience and his wide-ranging knowledge from attorney's professional perspective

(Note) In respect of status of attendance, Mr. Norio Henmi, Audit & Supervisory Board Member, only attended meetings of the Board of Directors and meetings of the Audit & Supervisory Board held after he assumed office on June 28, 2018.

4. Matters related to Accounting Auditors

(1) Name of the Accounting Auditor

PricewaterhouseCoopers Aarata LLC

(2) Accounting Auditor remunerations, etc. for the year under review

Segment	Amount paid
Remuneration of the Company's Accounting Auditors	millions of yen 89
The amount required to be paid to Accounting Auditors by the Company and its consolidated subsidiaries	253
Total amount of other property benefits	

- (Notes)
1. The above-mentioned payments include audit fee under the Financial Instruments and Exchange Act because the audit agreement between the Company and its Accounting Auditors does not distinguish between the audit fee under the Companies Act and the audit fee under the Financial Instruments and Exchange Act.
 2. The Audit & Supervisory Board of the Company has given the consent prescribed in Article 399, Paragraphs 1 and 2 of the Companies Act concerning the amount of remuneration, etc. for Accounting Auditors after examining and evaluating, among others, the audit plan developed by the Accounting Auditors, the comparison between the audit plan and the actual results for the previous fiscal year, audit hours, and changes in the amount of remuneration.
 3. Numbers less than one million yen are rounded down to the nearest million.

(3) Description of non-audit service

The Company has paid consideration to PricewaterhouseCoopers Aarata LLC for the preparation of a comfort letter in connection with the issuance of corporate bonds, which is among the services other than those prescribed in Article 2, Paragraph 1 of the Certified Public Accountants Act.

(4) Company's subsidiaries audited by another audit firm among significant subsidiaries

Among the Company's significant subsidiaries, the following companies are audited by a certified public accountant or an audit firm other than the Company's Accounting Auditors (including without limitation such entity at a non-Japan location that has qualifications equivalent to those of the Company's Accounting Auditors) (limited to such entity as conforms to the Companies Act or the Financial Instruments and Exchange Act [or any non-Japan laws or regulations equivalent to the former acts]: Mori Shigyo Co., Ltd., Jiangsu Oji Paper Co., Ltd., Oji Fibre Solutions (NZ) Ltd., Oji Papéis Especiais Ltda., Pan Pac Forest Products Ltd., Celulose Nipo-Brasileira S.A., Kanzaki Specialty Papers Inc., KANZAN Spezialpapiere GmbH, Oji Paper (Thailand) Ltd., GSPP Holdings Sdn. Bhd., and Harta Packaging Industries Sdn. Bhd.

(5) Company's policy on Accounting Auditor dismissal or non-reappointment decision

If an Accounting Auditor is deemed to have significant difficulty in properly performing his/her duties, the Audit & Supervisory Board determines a proposal to be submitted to the General Meeting of Shareholders for dismissing or not reappointing the Accounting Auditor.

Or, if an Accounting Auditor is deemed to fall under any of provisions in Article 340, Paragraph 1 of the Companies Act, the Accounting Auditor shall be dismissed, based on the unanimous agreement of Audit & Supervisory Board members.

Consolidated Financial Statements

Consolidated Balance Sheets

(Millions of yen, with fractions less than one million yen discarded)

	As of March 31, 2019	As of March 31, 2018 (Ref.)
Assets		
Current assets		
Cash and deposits	78,756	50,357
Notes and accounts receivable–trade	334,852	325,373
Short-term investment securities	9,471	12,406
Merchandise and finished goods	101,940	96,658
Work in process	20,094	19,502
Raw materials and supplies	94,758	86,994
Short-term loans receivable	6,294	3,504
Accounts receivable–other	14,531	19,877
Other	14,603	11,894
Allowance for doubtful accounts	(1,838)	(1,511)
Total current assets	673,465	625,056
Noncurrent assets		
Property, plant and equipment		
Buildings and structures	188,861	204,777
Machinery, equipment and vehicles	318,702	366,700
Tools, furniture and fixtures	4,914	5,313
Land	235,975	235,846
Forests	110,882	112,590
Standing timber	89,719	93,238
Lease assets	2,296	2,788
Construction in progress	33,404	35,389
Total property, plant and equipment	984,759	1,056,644
Intangible assets		
Goodwill	6,682	9,664
Other	9,903	11,626
Total intangible assets	16,586	21,290
Investments and other assets		
Investment securities	186,287	162,336
Long-term loans receivable	7,398	7,855
Long-term prepaid expenses	21,336	21,333
Net defined benefit asset	37,115	51,614
Deferred tax assets	10,732	2,820
Other	14,806	13,261
Allowance for doubtful accounts	(1,119)	(1,460)
Total investments and other assets	276,558	257,762
Total noncurrent assets	1,277,904	1,335,696
Total assets	1,951,369	1,960,753

(Millions of yen, with fractions less than one million yen discarded)

	As of March 31, 2019	As of March 31, 2018 (Ref.)
Liabilities		
Current liabilities		
Notes and accounts payable–trade	253,929	248,490
Short-term loans payable	193,175	153,911
Commercial papers	3,000	1,000
Current portion of bonds	20,000	40,000
Accounts payable–other	16,705	16,062
Accrued expenses	48,912	49,560
Income taxes payable	17,941	9,320
Other	22,705	18,887
Total current liabilities	576,369	537,231
Noncurrent liabilities		
Bonds payable	70,000	60,000
Long-term loans payable	334,402	392,511
Deferred tax liabilities	62,486	67,182
Deferred tax liabilities for land revaluation	7,806	7,828
Net defined benefit liability	52,874	51,422
Long-term deposits received	7,728	7,929
Other	24,295	26,635
Total noncurrent liabilities	559,593	613,509
Total liabilities	1,135,963	1,150,741
Net assets		
Shareholders' equity		
Capital stock	103,880	103,880
Capital surplus	110,474	112,086
Retained earnings	413,023	377,801
Treasury stock	(13,753)	(14,465)
Total shareholders' equity	613,625	579,303
Accumulated other comprehensive income		
Valuation difference on available-for-sale securities	32,981	39,287
Deferred gains or losses on hedges	317	(170)
Revaluation reserve for land	5,816	5,835
Foreign currency translation adjustment	13,223	31,973
Remeasurements of defined benefit plans	11,428	17,412
Total accumulated other comprehensive income	63,767	94,338
Subscription rights to shares	222	246
Non-controlling interests	137,790	136,122
Total net assets	815,406	810,011
Total liabilities and net assets	1,951,369	1,960,753

Consolidated Statements of Income

(Millions of yen, with fractions less than one million yen discarded)

	Fiscal year ended March 31, 2019	Fiscal year ended March 31, 2018 (Ref.)
Net sales	1,550,991	1,485,895
Cost of sales	1,175,093	1,144,157
Gross profit	375,897	341,737
Selling, general and administrative expenses	265,685	270,955
Operating profit	110,212	70,781
Non-operating income		
Interest and dividends income	5,468	4,251
Equity in earnings of affiliates	12,593	521
Miscellaneous income	9,535	6,123
Total non-operating income	27,596	10,896
Non-operating expenses		
Interest expenses	6,419	6,924
Foreign exchange losses	4,046	607
Miscellaneous loss	8,973	8,187
Total non-operating expenses	19,439	15,719
Ordinary profit	118,370	65,958
Extraordinary income		
Gain on redemption of securities to retirement benefit trust	11,224	–
Gain on sales of investment securities	2,091	912
Gain on revision of retirement benefit plan	–	1,305
Other	2,175	5,439
Total extraordinary income	15,492	7,657
Extraordinary loss		
Impairment loss	34,141	2,364
Other	8,923	6,251
Total extraordinary losses	43,065	8,616
Income before income taxes and minority interests	90,797	64,999
Income taxes—current	31,227	17,794
Income taxes—deferred	(6,560)	3,836
Profit	66,130	43,368
Profit attributable to non-controlling interests	14,152	7,145
Profit attributable to owners of parent	51,977	36,222

Non-consolidated Financial Statements

Non-consolidated Balance Sheets

(Millions of yen, with fractions less than one million yen discarded)

	As of March 31, 2019	As of March 31, 2018 (Ref.)
Assets		
Current assets		
Cash and deposits	4,161	2,965
Operating accounts receivable	183	188
Real estate for sale Deferred tax assets	—	14
Short-term loans receivable	293,870	373,193
Accounts receivable—other	9,648	7,758
Other	129	147
Allowance for doubtful accounts	(1,943)	(1,340)
Total current assets	306,049	382,927
Noncurrent assets		
Property, plant and equipment		
Buildings	17,338	17,938
Structures	266	298
Machinery and equipment	329	151
Vehicles	0	0
Tools, furniture and fixtures	911	928
Land	42,640	42,766
Forests	15,642	15,642
Standing timber	22,288	22,299
Lease assets	10	1
Construction in progress	334	283
Total property, plant and equipment	99,761	100,309
Intangible assets		
Software	10	10
Other	58	61
Total intangible assets	69	71
Investments and other assets		
Investment securities	73,246	80,699
Stocks of subsidiaries and affiliates	557,249	531,617
Investments in capital	2	2
Investments in capital of subsidiaries and affiliates	8,717	7,156
Long-term loans receivable	6,516	34,409
Long-term prepaid expenses	906	1,111
Other	607	608
Allowance for doubtful accounts	(16)	(19)
Total investments and other assets	647,229	655,586
Total noncurrent assets	747,059	755,967
Total assets	1,053,109	1,138,895

(Millions of yen, with fractions less than one million yen discarded)

	As of March 31, 2019	As of March 31, 2018 (Ref.)
Liabilities		
Current liabilities		
Short-term loans payable	240,560	243,014
Commercial papers	3,000	1,000
Current portion of bonds	20,000	40,000
Accounts payable–other	13,027	22,824
Accrued expenses	2,809	2,444
Income taxes payable	1,276	555
Other	1,328	1,305
Total current liabilities	282,002	311,144
Noncurrent liabilities		
Bonds payable	70,000	60,000
Long-term loans payable	320,070	380,373
Deferred tax liabilities	2,342	4,100
Provision for retirement benefits	2,092	2,497
Long-term deposits received	4,373	4,626
Other	2,509	2,421
Total noncurrent liabilities	401,388	454,019
Total liabilities	683,390	765,163
Net assets		
Shareholders' equity		
Capital stock	103,880	103,880
Capital surplus		
Capital reserve	108,640	108,640
Other capital surplus		
Total capital surplus	108,640	108,640
Retained earnings		
Retained earnings reserve	24,646	24,646
Other retained earnings		
Reserve for advanced depreciation of noncurrent assets	15,172	15,468
Reserve for overseas investment loss	–	17
General reserve	101,729	101,729
Retained earnings brought forward	4,069	3,995
Total retained earnings	145,618	145,857
Treasury stock	(14,013)	(14,005)
Total shareholders' equity	344,126	344,373
Valuation and translation adjustments		
Valuation difference on available-for-sale securities	25,682	29,449
Deferred gains or losses on hedges	(312)	(338)
Total valuation and translation adjustments	25,369	29,111
Subscription rights to shares	222	246
Total net assets	369,718	373,731
Total liabilities and net assets	1,053,109	1,138,895

Non-consolidated Statements of Income

(Millions of yen, with fractions less than one million yen discarded)

	Fiscal year ended March 31, 2019	Fiscal year ended March 31, 2018 (Ref.)
Operating revenue	30,991	27,961
Operating expenses		
General and administrative expenses	13,741	15,764
Other	2,351	2,254
Operating profit	14,898	9,943
Non-operating income		
Interest and dividends income	4,898	6,021
Brand maintenance income	1,403	1,432
Miscellaneous income	222	800
Total non-operating income	6,524	8,254
Non-operating expenses		
Interest expenses	3,940	4,427
Foreign exchange losses	43	196
Brand maintenance expenses	1,683	1,417
Miscellaneous loss	1,600	882
Total non-operating expenses	7,268	6,924
Ordinary profit	14,154	11,272
Extraordinary income		
Gain on sales of investment securities	1,231	185
Other	22	3,811
Total extraordinary income	1,253	3,996
Extraordinary loss		
Loss on valuation of shares of subsidiaries and affiliates	2,493	97
Loss on sales of shares of subsidiaries and associates	748	1
Loss on sales of investment securities	505	0
Loss on valuation of investment securities	–	496
Other	347	28
Total extraordinary losses	4,095	623
Income before income taxes	11,312	14,645
Income taxes—current	742	1,835
Income taxes—deferred	(108)	226
Profit	10,678	12,584

Report on Audits

Certified Copy of the Accounting Auditor's Report

REPORT OF INDEPENDENT AUDITORS

May 10, 2019

To the Board of Directors of Oji Holdings Corporation

PricewaterhouseCoopers Aarata LLC

Designated and Engagement Partner
Certified Public Accountant
Takashi Sasaki (Seal)

Designated and Engagement Partner
Certified Public Accountant
Sakae Toda (Seal)

Designated and Engagement Partner
Certified Public Accountant
Yuichiro Amano (Seal)

Pursuant to Article 444, Paragraph 4 of the Companies Act, we have audited the consolidated financial statements, that is, the consolidated balance sheets, the consolidated statements of income, the consolidated statement of changes in net assets, and the notes to consolidated financial statements of Oji Holdings Corporation (the "Company") applicable to the fiscal year from April 1, 2018 to March 31, 2019.

Responsibility of the Company's management for consolidated financial statements

The Company's management is responsible for preparing and properly presenting consolidated financial statements in accordance with accounting standards generally accepted in Japan. This includes establishing and operating internal control determined as necessary by the management for the preparation and proper presentation of consolidated financial statements that are free of material misstatement caused by fraud or error.

Responsibility of independent auditors

Our responsibility is to independently express an opinion on the consolidated financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in Japan. Those auditing standards require that we plan and perform the audit to obtain reasonable assurance as to whether the consolidated financial statements are free of material misstatement.

An audit entails performing procedures to gain evidence of audit with regard to the amounts and presentation of the consolidated financial statements. Based on our judgment, we select and apply the auditing procedures in consideration of the assessment of risks associated with the material misstatement of consolidated financial statements caused by fraud or error. The purpose of the audit is not to express an opinion on the effectiveness of internal control; however, in conducting risk assessment, we will consider internal control relating to the preparation and proper presentation of consolidated financial statements to formulate relevant auditing procedures depending on the conditions. An audit also includes examining the assessment of the accounting policies, the methods of application thereof, and significant estimates made by the management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that we have obtained adequate and appropriate audit evidence as the basis for our opinion.

Audit opinion

As a result of our audit, it is our opinion that the above consolidated financial statements properly present in all material respects the Company's financial position and the results of operations of the corporate group comprising Oji Holdings Corporation and its consolidated subsidiaries applicable to the year ended March 31, 2018 in accordance with accounting standards generally accepted in Japan.

Conflict of interest

Our firm and engagement partners have no interest in the Company that must be disclosed pursuant to the provisions of the Certified Public Accountants Act.

The above represents a translation, for convenience only, of the original report issued in the Japanese language.

REPORT OF INDEPENDENT AUDITORS

May 10, 2019

To the Board of Directors of Oji Holdings Corporation

PricewaterhouseCoopers Aarata LLC

Designated and Engagement Partner
Certified Public Accountant
Takashi Sasaki (Seal)

Designated and Engagement Partner
Certified Public Accountant
Sakae Toda (Seal)

Designated and Engagement Partner
Certified Public Accountant
Yuichiro Amano (Seal)

Pursuant to Article 436, Paragraph 2, Item 1 of the Companies Act, we have audited the financial statements, that is, the non-consolidated balance sheets, the statements of income, the non-consolidated statement of changes in net assets, the notes to non-consolidated financial statements, and the supplementary schedules of Oji Holdings Corporation (the "Company") applicable to the 95th business year from April 1, 2018 to March 31, 2019.

Responsibility of the Company's management for financial statements

The Company's management is responsible for preparing and properly presenting financial statements and the supplementary schedules in accordance with accounting standards generally accepted in Japan. This includes establishing and operating internal control determined as necessary by the management for the preparation and proper presentation of financial statements and the supplementary schedules that are free of material misstatement caused by fraud or error.

Responsibility of independent auditors

Our responsibility is to independently express an opinion on the financial statements and the supplementary schedules based on our audit. We conducted our audit in accordance with auditing standards generally accepted in Japan. Those auditing standards require that we plan and perform the audit to obtain reasonable assurance as to whether the financial statements and the supplementary schedules are free of material misstatement.

An audit entails performing procedures to gain evidence of audit with regard to the amounts and presentation of the financial statements and the supplementary schedules. Based on our judgment, we select and apply the auditing procedures in consideration of the assessment of risks associated with the material misstatement of financial statements and the supplementary schedules caused by fraud or error. The purpose of the audit is not to express an opinion on the effectiveness of internal control; however, in conducting risk assessment, we will consider internal control relating to the preparation and proper presentation of financial statements and the supplementary schedules to formulate relevant auditing procedures depending on the conditions. An audit also includes examining the assessment of the accounting policies, the methods of application thereof, and significant estimates made by the management, as well as evaluating the overall presentation of the financial statements and the supplementary schedules.

We believe that we have obtained adequate and appropriate audit evidence as the basis for our opinion.

Audit opinion

As a result of our audit, it is our opinion that the above financial statements and the supplementary schedules properly present in all material respects the Company's financial position and the results of operations of the Company applicable to the year ended March 31, 2018 in accordance with accounting standards generally accepted in Japan.

Conflict of interest

Our firm and engagement partners have no interest in the Company that must be disclosed pursuant to the provisions of the Certified Public Accountants Act.

The above represents a translation, for convenience only, of the original report issued in the Japanese language.

AUDIT REPORT OF THE AUDIT & SUPERVISORY BOARD

The Audit & Supervisory Board, having deliberated the issues based on the reports made by each Audit & Supervisory Board Member regarding the execution of duties by the Directors during the 95th business year from April 1, 2018 to March 31, 2019, prepared this Audit Report and hereby submits it as follows:

1. Outline of auditing method applied by the Audit & Supervisory Board Members and the Audit & Supervisory Board and details thereof

- (1) The Audit & Supervisory Board established auditing policies, allocation of duties, and other relevant matters, and received reports from each Audit & Supervisory Board Member regarding his or her audits and results thereof, as well as received reports from the Directors, other relevant personnel, and Accounting Auditors regarding execution of their duties, and requested explanations as necessary.
- (2) In accordance with the auditing policies, allocation of duties, and other relevant matters established by the Audit & Supervisory Board, each Audit & Supervisory Board Member endeavored to collect information, established auditing circumstances through communication with Directors, internal audit staff and other employees, and executed audits using the following method.
 - 1) Audit & Supervisory Board Members attended the Board of Directors' meetings and other important meetings to receive reports regarding execution of duties from Directors, employees, etc. and requested explanations as necessary. Audit & Supervisory Board Members also inspected significant approved documents and examined the status of operations and financial position at its headquarters, etc. Furthermore, Audit & Supervisory Board Members received from subsidiaries their business reports as necessary through communication and information sharing with their Directors and Audit & Supervisory Board Members, and examined the status of operations and financial position at its principal offices, etc.
 - 2) Audit & Supervisory Board Members monitored and verified the resolutions adopted by the Board of Directors regarding the establishment of the system for ensuring that the Directors' duties, which are a part of the business report and described in the Company's website in accordance with laws and regulations and the provisions of the Articles of Incorporation, are executed in conformity of laws and regulations, and the Articles of Incorporation of the Company, and the establishment of the system necessary to ensure proper business operations of a corporate group consisting of a stock company and its subsidiaries set forth in Article 100, Paragraphs 1 and 3 of the Ordinance for Enforcement of the Companies Act, and the systems (Internal Control System) established in accordance with the resolution of the Board of Directors.
 - 3) Audit & Supervisory Board Members reviewed the basic policy stipulated in Article 118, Item 3 (a) of the Ordinance for Enforcement of the Companies Act and the activities stipulated in (b) in the same Item, which are described in the Company's website, as stated in 2) above, based on the deliberations at the meetings of the Board of Directors and other meetings.
 - 4) Audit & Supervisory Board Members also monitored and verified that Accounting Auditor maintains independence and conducts the audits appropriately. Audit & Supervisory Board Members also received reports of the status of the execution of duties from Accounting Auditor and requested explanations as necessary. In addition, Audit & Supervisory Board Members were informed of the arrangement of the "System for ensuring that the duties are executed appropriately" (matters stipulated in the items of Article 131 of the Corporate Accounting Rules) in accordance with "Standards for the Quality Control of Audits" (Business Accounting Council, October 28, 2005) from the Accounting Auditor and requested explanations as necessary.

In accordance with the procedures mentioned above, we reviewed the business report and its supplementary schedules, the financial statements (the balance sheet, statement of income, statement of changes in net assets and notes to the financial statements), and the supplementary schedules, as well as the consolidated financial statements (the consolidated balance sheet, consolidated statement of income, consolidated statement of changes in net assets and notes to the consolidated financial statements), for the year ended March 31, 2018.

2. Results of Audit

(1) Results of audit of business report etc.

- 1) The business report and supplementary schedules present fairly the condition of the Company in conformity with related laws and regulations, and the Articles of Incorporation of the Company.
- 2) Regarding the execution of duties by Directors, there were no instances of misconduct or material matters in violation of laws and regulations, nor the Articles of Incorporation of the Company.
- 3) Resolution of the Board of Directors regarding the Internal Control System is fair and reasonable. There are no matters requiring additional mention regarding the description in the business report and the execution of duties by Directors concerning such Internal Control System.
- 4) There are no matters to be pointed out with respect to the basic policies on those who control the decision of the Company's financial and operational policies. Activities stipulated in Article 118, Item 3 (b) of the Ordinance for Enforcement of the Companies Act are in line with such basic policies, unharmed to common interest of shareholders, and not intended to maintain the positions of Directors or Audit & Supervisory Board Members of the Company.

(2) Results of audit of financial statements and supplementary schedules

The auditing methods and results of the Accounting Auditor, PricewaterhouseCoopers Aarata LLC, are fair and reasonable.

(3) Results of audit of consolidated financial statements

The auditing methods and results of the Accounting Auditor, PricewaterhouseCoopers Aarata LLC, are fair and reasonable.

May 10, 2019

Audit & Supervisory Board of Oji Holdings Corporation

Audit & Supervisory Board Member (Standing)	Motokazu Ogata	(Seal)
Audit & Supervisory Board Member (Standing)	Tomihiko Yamashita	(Seal)
Audit & Supervisory Board Member	Makoto Katsura	(Seal)
Audit & Supervisory Board Member	Mikinao Kitada	(Seal)
Audit & Supervisory Board Member	Norio Henmi	(Seal)

Note: Mr. Makoto Katsura, Mr. Mikinao Kitada and Mr. Norio Henmi are outside audit & supervisory board members prescribed in Article 2, Item 16, and Article 335, Paragraph 3 of the Companies Act.