

THE ARTICLES OF ASSOCIATION OF SHOWA SHELL SEKIYU K.K.

as of 6th January, 2010

I. GENERAL PROVISIONS

Article 1 (Trade Name)

The name of the Company is SHOWA SHELL SEKIYU KABUSHIKI KAISHA (and in English it may be expressed "SHOWA SHELL SEKIYU K.K.").

Article 2 (Objects)

The objects of the Company are to do the following matters:

1. The mining, manufacturing, processing, storage, marketing, import and export of petroleum and other energy sources related or similar to petroleum and their by-products and other sources of energy used as alternatives to petroleum and their by-products.
2. The manufacturing, processing, marketing, import and export of petrochemical products, animal fats, vegetable fats, medicinal products, quasi-medicinal products, agricultural chemicals and chemical products.
3. The mining, manufacturing, processing, storage, marketing, import and export of coal and its by-products; the procurement, refining, processing, storage, marketing, import and export of other minerals.
4. The manufacturing, marketing, import and export of solar cells and liquid crystals.
5. Business relating to electricity, gas and heat supply.
6. Transportation by vessels or by vehicles or by any other means of the things enumerated in the foregoing item, and contracting of engineering work, and designing, manufacturing and marketing of machinery and equipment if incidental to the objects set forth in the foregoing items.
7. Research and analysis relating to environmental conservation and remediation: modeling, diagnosis and assessment of environmental pollution risks: provision of consulting services to third parties in relation to these activities.
8. Planning, designing, engineering, management and consulting in relation to soil remediation work, and provision of soil remediation services to third parties.
9. Business relating to collection, transportation, disposal and recycling of non-industrial and industrial wastes.
10. Warehousing.
11. The buying and selling, leasing, brokerage and management of real estate.
12. Business relating to travel agency and the management, operation and leasing of athletic, cultural and sightseeing facilities, etc.
13. The marketing, leasing and repairing of automobiles and related products.
14. The managing of restaurants and convenience stores.
15. The marketing, import and export of food, daily necessities, miscellaneous goods, toys, stationery and books.
16. The marketing and leasing of audio-visual software.

17. The credit card business and business relating to money lending, credit guarantee and credit survey.
18. Business relating to canvassing life insurance and acting as an agent for conclusion of non-life insurance.
19. Business relating to gathering, processing and servicing all forms of information.
20. Investment in other business which is deemed necessary for the Company.
21. To do such things as are incidental to the objects set forth in the foregoing items.

Article 3 (Head Office)

The head office of the Company shall be in Minato-ku, Tokyo.

Article 4 (Organizations)

The Company has the following organizations in addition to the general meeting of shareholders and directors:

1. Board of directors
2. Auditors
3. Auditors' Meeting
4. Accounting Auditors

(2) The Company may appoint executive officers by the resolution of the Board of Directors.

Article 5 (Public Notices)

Public notices of the Company shall be advertised electronically. However, when an unavoidable obstacle exists, it shall be advertised in the Nihon Keizai Shimbun.

II. SHARES

Article 6 (Total Number of Shares)

The total number of shares the Company is authorized to issue shall be 440,000,000 shares.

Article 7 (Pre-emptive Rights)

The shareholders shall have pre-emptive rights to take new shares issued.

Article 8 (Acquisition of Treasury Stock)

The Company may, by the resolution of the Board of Directors, acquire the shares of the Company as treasury stock pursuant to Clause 2 of Article 165 of the Corporate Law.

Article 9 (Number of Shares Consisting One Unit)

The number of the Company's shares comprising a single unit shall be 100.

Article 10 (Rights concerning holdings of less than One Unit of Shares)

Shareholders of less than one unit of shares may not exercise any right except the following items:

1. rights specified in each item in Clause 2 of Article 189 of the Corporate Law.

2. rights to subscribe newly issued shares or share options if such new issues are allotted to shareholders.
3. rights to make requests stipulated in the following article.

Article 11(Adding to holdings of less than One Unit of Shares)

Shareholders who hold less than one unit of shares may request the Company to transfer such number of shares that would make one whole unit of shares in accordance with the provisions of the Rules of the Handling of Shares.

Article 12 (Transfer Agent)

The Company shall appoint a transfer agent with regard to shares.

(2) The transfer agent and its place of conducting entrusted business shall be determined by a resolution of the Board of Directors, and public notice thereof shall be issued.

(3) The business relating to the maintenance of Register of Shareholders of the Company and Register of Stock Warrant shall be entrusted to the transfer agent and shall not be handled by the Company.

Article 13 (Rules for Handling of Shares)

Handling of shares and share certificate(s), relating fees and any other procedures concerning the shares of the Company shall be laid down in the Rules for Handling of Shares to be determined by the Board of Directors.

III. GENERAL MEETINGS OF SHAREHOLDERS

Article 14 (Convocation)

The Ordinary General Meeting of Shareholders shall be convened in March each year, and an Extraordinary General Meeting of Shareholders whenever it is necessary to do so.

Article 15 (Specific Date for Rights concerning Annual General meeting of shareholders)

Shareholders recorded in the Register of Shareholders as of 31 December each year shall be the shareholders having rights exercisable in the annual general meeting of shareholders held in relation to corresponding business year.

Article 16 (Chairman)

At each General Meeting of Shareholders the Chairman/Director of the Company shall function as Chairman. If both the Chairman/Director and the President/Director are prevented from so doing, another Director shall fulfill that function, as shall be previously determined by the Board of Directors.

Article 17 (Internet Disclosure to Shareholders)

In relation to the convocation of general meetings of shareholders, information to be

included in reference documents, business reports, financial statements and consolidated financial statements may be disclosed in the internet pursuant to bylaws set out by the Ministry of Justice, and the disclosed information shall be deemed presented to shareholders.

Article 18 (Method of Resolution)

Unless otherwise provided for by law or by these Articles, every resolution submitted to a General Meeting of Shareholders shall be decided by a majority of the votes of shareholders present thereat.

(2) Resolutions stipulated in Clause 2 of Article 309 shall be decided by two thirds of the votes of shareholders present thereat, whereas a majority of votes are present (hereinafter referred to as Special Resolution).

Article 19 (Vote by Proxy)

A shareholder may exercise his vote by appointing a proxy who is a Shareholder of the Company and who has the right to vote at the General Meeting of Shareholders.

(2) A shareholder or his/her proxy shall submit a document authorizing the proxy right to the Company for each General Meeting of Shareholders.

IV. DIRECTORS AND THE BOARD OF DIRECTORS

Article 20 (Number)

The number of Directors of the Company shall be not more than fourteen.

Article 21 (Appointment and dismissal of director)

The Directors shall be appointed at a General Meeting of Shareholders.

(2) The resolution of appointment laid down in the preceding paragraph shall be decided by a majority vote of Shareholders who are present representing not less than one-third of the total number of voting rights.

(3) Cumulative voting shall not apply for the appointment of Directors.

(4) The dismissal of directors shall be decided by Special Resolution.

Article 22 (Term of Office)

The term of office of a Director shall expire at the time of closing of the Ordinary General Meeting of Shareholders held to consider the last settlement of accounts within two (2) years after the relevant appointment being made.

(2) The term of office of a Director who has been appointed to fill a vacancy shall be the remaining term of office of the Retiring Director as the case may be.

(3) The term of office of a Director who has been appointed additionally shall be the remaining term of the other directors then in office.

Article 23 (Representative Directors, Executive Directors and Officiating Directors)
A Representative Director(s) and Director(s) who will conduct the business of the Company shall be chosen by a resolution of the Board of Directors.

(2) A Chairman/Director, Vice Chairman/Director, President/Director, Vice President/Director(s), Senior Managing Directors and Managing Directors may be chosen by a resolution of the Board of Directors.

Article 24 (Board of Directors)

The Chairman/Director of the Company shall convene meetings of the Board of Directors and act as Chairman. If the Chairman/Director is prevented from so doing, another Director shall fulfill that function as shall be previously determined by the Board of Directors.

(2) Notice of convening a meeting of the Board of Directors shall be given three days before the date of the meeting to all the Directors and all the Auditors of the Company. However, the period may be shortened if necessary in case of an emergency.

(3) Meetings of the Board of Directors may be held without the above procedures, if all Directors and Auditors are in consent.

Article 25 (Board Resolution without Meeting)

The resolution of the Board of Directors shall deem endorsed, when all the Directors, eligible for voting, express their acceptance either in writing or electronic means, unless an auditor has an objection to it.

Article 26 (Remuneration of Directors)

Remunerations including regular payments, bonuses and any other compensations (hereinafter referred to as Remunerations) are determined by the resolution of general meeting of shareholders.

Article 27 (Liability limit for Outside Directors)

The Company may execute agreement(s) with Outside Director(s) to limit his/her liability to be incurred in action(s) listed in Paragraph 1 of Article 427 of the Corporate Law pursuant to the provisions of Paragraph 1 of Article 423 of the Corporate Law. The limited liability, however, shall be whichever higher of predetermined amount not less than 10 million yen and the amount specified by laws and regulations.

V. AUDITORS AND AUDITORS MEETING

Article 28 (Number)

The Number of Auditors of the Company shall be not more than five.

Article 29(Appointment and dismissal of Auditors)

The Auditors shall be appointed at a General Meeting of Shareholders.

(2) Auditor Substitutes may be appointed at an Annual General Meeting of Shareholders to prepare for cases where the number of Auditors becomes fewer than the number prescribed by laws.

(3) The resolution of appointment of Auditors or Auditor Substitutes laid down in the preceding paragraph shall be decided by a majority vote of Shareholders who are present representing not less than one-third of the total number of voting rights.

(4) The appointment of Auditor Substitutes takes its effect until the opening time of the Annual General Meeting of Shareholders to be held in relation to the last business year ending within two years after their appointment. The expiration date for the valid appointment may be advanced by the resolution of a general meeting of shareholders

(5) The dismissal of Auditors shall be determined by Special Resolution.

Article 30 (Term of Office)

The term of office of an Auditor, who has been appointed to fill a vacancy, including cases where an Auditor Substitute becomes Auditor, shall expire at the time of closing of the Ordinary General Meeting of Shareholders held to consider the last settlement of accounts within four (4) years after the relevant appointment being made.

(2) The term of office of an Auditor who has been appointed to fill a vacancy shall be the remaining term of office of the Retiring Auditor as the case may be.

Article 31 (Full Time Auditor)

Auditors shall elect from among themselves (a) full-time Auditor(s).

Article 32 (Auditors Meeting)

Notice of convening a Auditors Meeting shall be given three days before the date of the meeting to all Auditors of the Company. However, the period may be shortened if necessary in case of an emergency.

(2) Auditors' Meetings may be held without the above procedures, if all Directors and Auditors are in consent.

Article 33 (Remunerations of Auditors)

Remunerations of Auditors are determined by the resolution of general meeting of shareholders.

Article 34 (Liability Limit for Outside Auditors)

The Company may execute agreement(s) with Outside Auditor(s) to limit his/her liability stipulated in Paragraph 1 of Article 423 of the Corporate Law pursuant to the provisions of Paragraph 1 of Article 427 of the same. The limited liability, however,

shall be whichever higher of predetermined amount not less than 10 million yen and the amount specified by laws and regulations.

VI. EXECUTIVE OFFICERS

Article 35 (Executive Officers)

Executive Officers shall be appointed by the Board of Directors, make decisions for matters delegated by the Board and have authority and responsibility for implementation of such matters.

(2) Vice President/Executive Officer(s), Senior Managing Executive Officer(s) and Managing Executive Officer(s) may be elected among Executive Officers by the resolution of the Board.

(3) Executive Officers shall conduct his/her business faithfully in the area assigned with good manager's care.

(4) Appointment, retirement, conditions and assignment of Executive Officers other than stipulated in this Article shall be subject to an Executive Officer Rule to be set out by the Board of Directors.

VII. ACCOUNTS

Article 36 (Closing of Accounts)

The business year of the Company shall be from 1st January to 31st December of each year and accounts shall be closed as of the last day of each business year.

Article 37 (Dividends)

Dividends for any business year shall be paid by the resolution of general meeting of shareholders to the registered or electronically recorded shareholders or pledgees, as the case may be, registered as at the 31st December of each year.

Article 38 (Interim Dividends)

The Company may distribute moneys as set forth in the provisions of Paragraph 5 of Article 454 of the Corporation Law (hereinafter called "Interim Dividends") to the registered or electronically recorded shareholders or pledgees, as the case may be, registered in the latest Register of Shareholders as at 30th June of each year, by resolution of the Board of Directors.

Article 39 (Prescription of Dividends and Interim Dividends)

The Company shall be released from the obligation to pay any dividends or any interim dividends which have been left unclaimed for three years after the initial date for the payment in question.