



March 9, 2022

To whom it may concern:

Name of the Company: Cosmo Energy Holdings Company, Limited
Name of Representative: Hiroshi Kiriya, Representative Director, Group CEO
(Company Code: 5021 Shares Traded: TSE First section)
Name of Contact Person: Eriko Date, General Manager of Corporate Communication Dept.
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**Notification Regarding Secondary Offering of Shares in the International Markets
and
Change of Principal Shareholder, Largest Shareholder (which is also a Principal Shareholder)
and Other Affiliated Entities**

COSMO ENERGY HOLDINGS COMPANY, LIMITED (the “Company”) hereby announces that the Company has resolved, at a meeting of its Board of Directors held on March 9, 2022, to approve the implementation of a secondary offering (the “Secondary Offering”) of shares of common stock of the Company in the international markets.

The Company also hereby announces that a change of its principal shareholder, its largest shareholder (which is also a principal shareholder) and its other affiliated entities is expected as a result of the Secondary Offering.

I. Secondary Offering of Shares

(1)	Class and number of shares to be offered	13,300,000 shares of common stock of the Company
(2)	Selling shareholder	Infinity Alliance Limited
(3)	Offering price	The offering price is currently undecided (however, it will be determined on a certain date between Wednesday, March 9, 2022 and Friday, March 11, 2022 (the “Offering Price Determination Date”), in consideration of market price and demand of the shares of common stock of the Company and other conditions).
(4)	Method of offering	The international offering will be an offering outside of Japan (mainly in Europe and Asia, but excluding the United States and Canada), whereby the underwriter purchases and underwrites all of the shares stated in (1) above.
(5)	Compensation for the underwriter	The underwriter will not receive an underwriting fee, but instead, will receive as the underwriter’s proceeds, the aggregate amount of the difference between the offering price and the underwriting value (the amount the selling shareholder will receive as a purchase price per share from the underwriter).
(6)	Settlement date	Monday, March 14, 2022 or Tuesday, March 15, 2022; provided that (i) if the Offering Price Determination Date is Wednesday, March 9, 2022 or Thursday, March 10, 2022, the settlement date will be Monday, March 14, 2022, and (ii) if the Offering Price Determination Date is Friday, March 11, 2022, the settlement date will be Tuesday, March 15, 2022.
(7)	Share unit for subscription	100 shares
(8)	Approval for the offering price and all other matters necessary for the Secondary Offering will be entrusted solely to Hiroshi Kiriya, Representative Director, Group CEO of the Company.	

<Reference>

Purpose of the secondary offering of shares

The Company has been consulting with Infinity Alliance Limited (a 100 per cent owned subsidiary of Mubadala Investment Company (“Mubadala”), which is a wholly-owned investment company of the government of the Emirate of Abu Dhabi in the United Arab Emirates), the Company’s principal shareholder and the selling shareholder, concerning the sale of shares of common stock of the Company held by the selling shareholder. The Company has determined to approve the implementation of the Secondary Offering, in cooperation with the selling shareholder, in order to improve the liquidity of shares of common stock of the Company in the market and expand the shareholder base, considering the certain business results achieved through the strategic alliance with Mubadala and respecting Mubadala’s intentions regarding the sale of shares of common stock of the Company based on the evolution of its investment strategy.

Although the Company expects its capital and business alliance with Mubadala to be dissolved, and Abdulla Mohamed Shadid and Ali Al Dhaheri, Outside Directors of the Company, to resign from their respective positions at the Company, following the consummation of the secondary offering, the Company has confirmed that it will continue to maintain a good relationship with Mubadala.

II. Change of Principal Shareholder, Largest Shareholder (which is also a Principal Shareholder) and Other Affiliated Entities

1. Reason for the change

The Company’s principal shareholder, largest shareholder (which is also a principal shareholder) and other affiliated entities are expected to change as a result of the secondary offering of shares of common stock of the Company set forth in “I. Secondary Offering of Shares” above.

2. Overview of shareholders subject to change

Overview of shareholders which no longer will be a principal shareholder and the largest shareholder (which is also a principal shareholder) or other affiliated entities

(i) Infinity Alliance Limited (shareholders which no longer will be a principal shareholder and the largest shareholder (which is also a principal shareholder) and other affiliated entities)

(1) Name:	Infinity Alliance Limited
(2) Address:	Vistra Corporate Services Centre, Wickhams Cay II - VG1110, Road Town, Tortola Island, Virgin Islands, UK
(3) Name of representative:	Andre Namphy
(4) Title of representative:	Director
(5) Content of businesses:	Subscription and holding of shares of common stock of the Company
(6) Paid-in capital:	37 United Arab Emirates Dirham (¥1,161)
(7) Date of incorporation:	August 21, 2007
(8) Net assets:	1,160,083,201 United Arab Emirates Dirham (¥36,392 million)
(9) Total assets:	1,160,083,201 United Arab Emirates Dirham (¥36,392 million)
(10) Major shareholders and shareholding ratio:	Mubadala Petroleum & Petrochemicals Holding LLC (100%)
(11) Relations between the Company and the relevant shareholder:	<u>Capital relations</u> Infinity Alliance Limited holds 13,300,000 shares of common stock of the Company. <u>Personnel relations</u> Two executive directors of Mubadala Investment Company, a parent company of Infinity Alliance Limited, concurrently serve as directors of the Company. <u>Business relations</u> Not applicable.

(Note) The equivalent amounts in Japanese Yen (¥) with respect to the paid-in capital, net assets and total

assets are calculated by using the exchange rate of 1 United Arab Emirates Dirham = 31.37 Japanese Yen on March 4, 2022.

(ii) Mubadala Petroleum & Petrochemicals Holding LLC (shareholders which no longer will be other affiliated entities)

- (1) Name: Mubadala Petroleum & Petrochemicals Holding LLC
- (2) Address: Mamoura Building, Muroor Street, Abu Dhabi, PO Box 45005, United Arab Emirates
- (3) Name of representative: Alyazia Ali Saleh Ahmed Alkuwaiti
- (4) Title of representative: Director
- (5) Content of businesses: Investment inside and outside the Emirate of Abu Dhabi
- (6) Paid-in capital: -
- (7) Date of incorporation: September 9, 2018
- (8) Net assets: -
- (9) Total assets: -
- (10) Major shareholders and shareholding ratio: Mamoura Diversified Global Holding PJSC (99%)
- (11) Relations between the Company and the relevant shareholder:
- Capital relations
Mubadala Petroleum & Petrochemicals Holding LLC indirectly holds shares of common stock of the Company through its subsidiary, Infinity Alliance Limited.
- Personnel relations
Not applicable.
- Business relations
Not applicable.

(Note) Mubadala Petroleum & Petrochemicals Holding LLC is a wholly owned subsidiary of Mubadala Investment Company, a company wholly-owned by the government of the Emirate of Abu Dhabi in the United Arab Emirates, and the Company has been informed by Mubadala Investment Company that the paid-in capital, net assets and total assets of Mubadala Petroleum & Petrochemicals Holding LLC are not publicly available information and cannot be disclosed.

(iii) Mamoura Diversified Global Holding PJSC (shareholders which no longer will be other affiliated entities)

- (1) Name: Mamoura Diversified Global Holding PJSC
- (2) Address: Mamoura Building, Muroor Street, Abu Dhabi, PO Box 45005, United Arab Emirates
- (3) Name of representative: Waleed Ahmed Al Mokarrab Al Muhairi
- (4) Title of representative: Director
- (5) Content of businesses: Investment inside and outside the Emirate of Abu Dhabi
- (6) Paid-in capital: -
- (7) Date of incorporation: October 20, 2002
- (8) Net assets: -
- (9) Total assets: -
- (10) Major shareholders and shareholding ratio: Mubadala Investment Company (100%)
- (11) Relations between the Company and the relevant shareholder:
- Capital relations
Mamoura Diversified Global Holding PJSC is a parent company of Mubadala Petroleum & Petrochemicals Holding LLC and indirectly holds shares of common stock of the Company.

Personnel relations

Not applicable.

Business relations

Not applicable.

(Note) Mamoura Diversified Global Holding PJSC is a wholly owned subsidiary of Mubadala Investment Company, a company wholly-owned by the government of the Emirate of Abu Dhabi in the United Arab Emirates, and the Company has been informed by Mubadala Investment Company that the paid-in capital, net assets and total assets of Mamoura Diversified Global Holding PJSC are not publicly available information and cannot be disclosed.

(iv) Mubadala Investment Company (shareholders which no longer will be other affiliated entities)

- (1) Name: Mubadala Investment Company
(2) Address: Mamoura Building, Muroor Street, Abu Dhabi, PO Box 45005, United Arab Emirates
(3) Name of representative: Khaldoon Khalifa Al Mubarak
(4) Title of representative: Director
(5) Content of businesses: Investment inside and outside the Emirate of Abu Dhabi
(6) Paid-in capital: -
(7) Date of incorporation: March 21, 2017
(8) Net assets: -
(9) Total assets: -
(10) Major shareholders and shareholding ratio: The government of the Emirate of Abu Dhabi in the United Arab Emirates (100%)
(11) Relations between the Company and the relevant shareholder:

Capital relations

Mubadala Investment Company is a parent company of Mamoura Diversified Global Holding PJSC and indirectly holds shares of common stock of the Company.

Personnel relations

Abdulla Mohamed Shadid and Ali Al Dhaheri, directors of the Company, concurrently serve as executive directors of Mubadala Investment Company.

Business relations

Not applicable.

(Note) Mubadala Investment Company is a company wholly-owned by the government of the Emirate of Abu Dhabi in the United Arab Emirates, and the Company has been informed by Mubadala Investment Company that its paid-in capital, net assets and total assets are not publicly available information and cannot be disclosed.

3. Number of voting rights held by the shareholder (number of shares held) and percentage of total voting rights before and after change

(i) Infinity Alliance Limited

	Status	Number of voting rights (Number of shares held) % of total voting rights			Ranking among shareholders
		Directly held	Indirectly held but counted	Total	
Before change (as of March 9, 2022)	Principal Shareholder, Largest shareholder (which is also a principal shareholder) and other affiliated entities	133,000 (13,300,000 shares) 15.70%	0 (0 shares) -%	133,000 (13,300,000 shares) 15.70%	First
After change	-	0 (0 shares) -%	0 (0 shares) -%	0 (0 shares) -%	-

(ii) Mubadala Petroleum & Petrochemicals Holding LLC

	Status	Number of voting rights (Number of shares held) % of total voting rights			Ranking among shareholders
		Directly held	Indirectly held but counted	Total	
Before change (as of March 9, 2022)	Other affiliated entities	0 (0 shares) -%	133,000 (13,300,000 shares) 15.70%	133,000 (13,300,000 shares) 15.70%	-
After change	-	0 (0 shares) -%	0 (0 shares) -%	0 (0 shares) -%	-

(iii) Mamoura Diversified Global Holding PJSC

	Status	Number of voting rights (Number of shares held) % of total voting rights			Ranking among shareholders
		Directly held	Indirectly held but counted	Total	
Before change (as of March 9, 2022)	Other affiliated entities	0 (0 shares) -%	133,000 (13,300,000 shares) 15.70%	133,000 (13,300,000 shares) 15.70%	-
After change	-	0 (0 shares) -%	0 (0 shares) -%	0 (0 shares) -%	-

(iv) Mubadala Investment Company

	Status	Number of voting rights (Number of shares held) % of total voting rights			Ranking among shareholders
		Directly held	Indirectly held but counted	Total	
Before change (as of March 9, 2022)	Other affiliated entities	0 (0 shares) -%	133,000 (13,300,000 shares) 15.70%	133,000 (13,300,000 shares) 15.70%	-
After change	-	0 (0 shares) -%	0 (0 shares) -%	0 (0 shares) -%	-

(Note 1) The percentage of total voting rights is calculated based on 846,893 voting rights held by all shareholders as of September 30, 2021. Ranking among shareholders is based on the register of shareholders of the Company as of September 30, 2021.

(Note 2) The number of voting rights (number of shares held) and the percentage of total voting rights after change are calculated based on the number of voting rights (number of shares held) after deducting 133,000 voting rights (13,300,000 shares) pertaining to the number of shares to be offered set forth in “I. Secondary Offering of Shares - (1) Class and number of shares to be offered” above.

4. Expected date of change

Settlement date set forth in “I. Secondary Offering of Shares - (6) Settlement date”

5. Change of unlisted parent company, etc. subject to disclosure, etc.

As a result of this change, Mubadala Investment Company will no longer be an unlisted parent company, etc. (other affiliated entities) subject to disclosure.

6. Outlook

No impact is expected on management or results of operations of the Company as a result of this change.

7. Stabilization transactions

No stabilization transactions will be conducted in connection with the Secondary Offering.

End

Note: This press release does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States. The securities referred to in this press release have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the “Securities Act”). The securities may not be offered or sold in the United States absent registration or an exemption from registration under the Securities Act. The securities referred to above will not be publicly offered or sold in the United States.