February 15, 2016

To Whom It May Concern:

Company Name: KIRIN HOLDINGS COMPANY, LIMITED
Name and Title of Representative: Yoshinori Isozaki, President & CEO
Code Number: 2503
Head Office:
4-10-2, Nakano, Nakano-ku, Tokyo 164-0001, Japan
Name and Title of Contact Person:
Tetsuya Fujiwara
Director of Group Corporate Communications
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Notice Regarding enactment of the Corporate Governance Policy

Kirin Holdings Company, Limited (“Kirin Holdings”) hereby announces that it has enacted the following Corporate Governance Policy as the basic policy on corporate governance, which is in line with and to facilitate realization of further developed Long-Term Vision, “Kirin Group Vision 2021” as well as newly formulated “Kirin Group 2016-2018 Mid-Term Business Plan”.

1. Basic view on corporate governance
   - In line with the Kirin Group’s philosophy and “One Kirin“ values that are shared across the Kirin Group (henceforth the "Group"), the Group believes that achieving the 2021 Vision outlined in the Group's Long-Term Vision “KV2021” will lead to the Group's sustainable growth and to greater corporate value over the medium to long term. Accordingly, the Group will develop a corporate governance system that is capable of effectively and efficiently reaching that goal.
   - The Group believes that cooperation with all of its stakeholders will be indispensable in order to put its corporate philosophy into practice and turn the 2021 Vision that is based on this philosophy into a reality, and therefore respects its stakeholders' respective viewpoints.
   - The Group will disclose information promptly to its shareholders and investors in a transparent, fair and consistent fashion, will proactively engage in constructive dialogue with its shareholders and investors, and will fulfill its accountability with integrity.

   <The Kirin Group's philosophy>
   The Kirin Group - Focused on people, nature and craftsmanship to redefine the joy of food and wellbeing

   <2021 Vision>
   Co-achieve sustainable growth with our societies by realizing value creation, addressing social issues and understanding consumer expectations via the core businesses* of the Kirin group
   * alcoholic beverages, non-alcoholic beverages, pharmaceuticals and bio-chemicals

   <“One Kirin” Values>
   “Passion and Integrity”

2. Contents of the Corporate Governance Policy

Section 1	General Provisions
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Table on Compliance with the Corporate Governance Code (for reference)

3. Website
http://www.kirinholdings.co.jp/english/ir/policy/governance.html

Kirin Holdings Company, Limited

Corporate Governance Policy

Enacted on February 15, 2016

(Notes)

1. Numbers in brackets ([ ]) in each of the Policy's clauses indicate correlation to the Corporate Governance Code established by the Tokyo Stock Exchange.
2. 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.
3. "Audit & Supervisory Board Member(s)" and "Audit & Supervisory Board" described herein mean "Kansayaku" and "Kansayaku-kai" stipulated in the Japanese Companies Act respectively.

Section 1 - General Provisions

1.1. Basic view on corporate governance [2-1, 3-1(i), 3-1(ii)]

- In line with the Kirin Group's philosophy and "One Kirin" values that are shared across the Kirin Group (henceforth the "Group"), the Group believes that achieving the 2021 Vision outlined in the Group's Long-Term Vision "KV2021" (see Appendix 1) will lead to the Group's sustainable growth and to greater corporate value over the medium to long term. Accordingly, the Group will develop a corporate governance system that is capable of effectively and efficiently reaching that goal.
- The Group believes that cooperation with all of its stakeholders will be indispensable in order to put its corporate philosophy into practice and turn the 2021 Vision that is based on this philosophy into a reality, and therefore respects its stakeholders' respective viewpoints.
- The Group will disclose information promptly to its shareholders and investors in a transparent, fair and consistent fashion, will proactively engage in constructive dialogue with its shareholders and investors, and will fulfill its accountability with integrity.

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<"One Kirin" Values>
"Passion and Integrity"

1.2. Policy amendment and discontinuation

- This policy will be reviewed periodically on the basis of constructive dialogue with shareholders and investors, and may be amended or discontinued upon resolution by the Board.

Section 2 - Corporate governance system

2.1. Corporate governance system [4-1, 4-1①]

- Kirin Holdings Company, Limited (henceforth the "Company") adopts a pure holding company structure as a means of controlling its diverse and global business, which is centered on alcoholic beverages, non-alcoholic beverages, pharmaceuticals and bio-chemicals. As a pure holding company, the Company will take on the role of devising and implementing the Group's overall strategies, monitoring individual businesses, and creating synergy through coordination across the Group.

- The Group's individual companies will conduct their business autonomously with a sense of speed, while maintaining close ties to the local customers and other stakeholders. The Company will grant appropriate authority to match the strategic stages of individual Group companies, and will improve governance through the Boards of individual Group companies by dispatching directors to said companies. Directors or executive officers of the Company will serve concurrently as directors at the main companies in the Group.
- The Company adopts a Company with Audit and Supervisory Board system, and aims to maintain and improve on a highly transparent governance for its stakeholders. The Board, which includes a number of outside directors, will work closely with the Audit and Supervisory Board, which also includes a number of outside audit and supervisory board members, and make effective use of the statutory and some other auditing function to take final decisions on important matters. At the same time, the Board will endeavor to reinforce the monitoring function on management.
- The Company introduces a executive officer based system in order to implement strategies for each of its businesses and functions in an agile fashion and clarify executive responsibilities. The Board will establish the scope of the responsibility of executive officer based on experience, performance and specialization in their respective field. As a general rule, executive officers will serve concurrently as executive officers of Kirin Company, Limited, which serves to drive the Japan Integrated Beverages Business (the Group's core business), in order to devise and implement strategies in close coordination with Kirin Company, Limited and promote the efficient use of Kirin Company, Limited's specialized functions.

2.2. The Board

2.2.1. Roles and responsibilities of the Board [4-1, 4-1①, 4-1②, 4-5]

- The Board will aim to ensure the Group's sustainable growth and the improvement of corporate value over the medium to long term in order to promote the interests of the company and the common interests of its shareholders in keeping with the Group's fiduciary responsibility and accountability vis-a-vis its shareholders.
- The Board takes decisions on legal matters and on the execution of the Group's important operations, which include long-term management plans, mid-term management plans and yearly business plans across the Group and at key Group companies. The Board is also responsible for monitoring the directors' execution of their professional duties, and for developing appropriate internal control systems across the Group, etc.
- In addition to matters stipulated by laws and ordinances and in the Articles of Incorporation, the Board will stipulate matters to be resolved by the Board in the Rules of the Board. Other decisions on the execution of business will be left to the President & CEO and to executive officers, and the nature of such decisions will be clearly stipulated in the internal rules, such as Official Rules of Administrative Authority.

2.2.2. Composition of the Board [4-6, 4-10, 4-10①, 4-11, 4-11①]

- Taking into account the knowledge, experience, skills and discernment that are necessary for turning the 2021 Vision into a reality, the Board will be composed of the appropriate number of members, ensuring overall balance and diversity. Two or more outside directors will be appointed in order to develop a highly transparent governance system and ensure that management is monitored effectively and objectively.
- The Board will establish the Nomination and Remuneration Advisory Committee* composed of a majority of outside directors as a voluntarily-established body.

  * Starting on March 30, 2016, the Remuneration Advisory Committee and the Nomination Advisory Committee will be unified into the Nomination and Remuneration Advisory Committee.

2.2.3. Evaluation of the Board [4-11, 4-11③]

- The Company will review Board composition and management, and evaluate these at Board meetings. In this way, the Company will aim to maintain and improve the Board's effectiveness. The Company will also disclose an overview of the results of evaluation.

2.3. Audit and Supervisory Board

2.3.1. Roles and responsibilities of the Audit and Supervisory Board [4-4, 4-4①, 4-5]

- In keeping with its fiduciary responsibility toward shareholders, the Audit and Supervisory Board will ensure the integrity of management with an eye to the Group's sustainable growth and the improvement of corporate value over the medium to long term, and will act to ensure in the common interests of the shareholders.
- The Audit and Supervisory Board will make use of the ability of full-time audit and supervisory board members to gather information within the Group, and of the independence of outside audit and supervisory board members to develop a system ensuring that the audits carried out by each audit and supervisory board members are effective.
- In order to intensify the provision of information to outside directors, the Audit and Supervisory Board will exchange opinions with outside directors, and provide them with information obtained in the course of auditing.

2.3.2. Relationship with accounting auditors and internal audit department [3-2, 3-2①, 3-2②, 4-13③]

- The Audit and Supervisory Board will develop a system capable of conducting thorough and appropriate auditing in coordination with accounting auditors and the internal audit department.
- The Audit and Supervisory Board will verify the independence and specialization of accounting auditors upon establishing evaluation criteria. The Audit and Supervisory Board will hold regular interviews with accounting auditors, and require accounting auditors to explain whether they are observing the necessary quality management criteria for carrying out accounting audits in an appropriate fashion.
- The Audit and Supervisory Board will establish a response system to deal with cases where an

accounting auditor finds an irregularity and requests an appropriate response, or points out an inadequacy or issue.

2.4. Nomination and Remuneration Advisory Committee [4-1③, 4-10, 4-10①]

- The Nomination and Remuneration Advisory Committee will be set up to deal with the nomination and remuneration of directors, executive officers and audit and supervisory board members.
- The Nomination and Remuneration Advisory Committee will be composed of five directors (two internal directors and three outside directors), and the Committee Chairman will be appointed out of the outside directors. As an advisory body to the Board, the Nomination and Remuneration Advisory Committee will discuss the following matters from an objective and fair perspective, and report to the Board:
  1) Policy for the appointment of directors, executive officers and audit and supervisory board members, and proposal of candidates
  2) Plans for the succession of the President & CEO
  3) System, standards and amounts for the remuneration of directors, executive officers and audit and supervisory board members
  4) Proposal of candidates for the positions of chairman, president and director at the Company's key Group companies based on the nature and scale of their business; remuneration systems and standards

2.5. Internal control [4-3, 4-3②]

- The Board will draw up a basic policy for the internal control system in order to ensure the appropriateness of the Group's operations, develop an appropriate system for ensuring optimal compliance, risk management and financial reporting within the group, and monitor the state of its implementation.

  <Basic policy for the internal control system>

  http://www.kirinholdings.co.jp/english/ir/policy/pdf/governance20150520e.pdf

2.6. Directors, executive officers and audit and supervisory board members

2.6.1. Policy for the nomination of directors, executive officers and audit and supervisory board members [3-1(iv), 4-3, 4-3①, 4-11, 4-11①]

- The Group, having expanded its business globally with Japan as its core in the fields of food and health, intends to carry out its decision-making and management monitoring in a more appropriate fashion and at a higher level. To this end, directors, executive officers and audit and supervisory board members will be appointed upon taking into account the balance of their experience, achievements and specialization, etc. in relation to the Group's key businesses and business management. A number of persons having a wealth of management experience, advanced specialized knowledge, and extensive expertise will be appointed as outside directors and outside audit and supervisory board members.

- One or more persons having experience in financial affairs and accounting departments and possessing the appropriate knowledge will be appointed as audit and supervisory board member.
- The appointment of directors and executive officers will be decided by the Board upon deliberation by the Nomination and Remuneration Advisory Committee, taking performance into account; proposals for the nomination of directors will be discussed at general meetings of shareholders. The nomination of audit and supervisory board member will be discussed by the Nomination and Remuneration Advisory Committee, and will then be decided by the Board and discussed at a general meeting of shareholders with the consent of the Audit and Supervisory Board.
- Reasons for the nomination of candidates for the positions of director and audit and supervisory board member will be indicated on convocation notices for general meetings of shareholders.

2.6.2. Independent directors [4-6, 4-7, 4-8, 4-8①, 4-8②, 4-9]

- Two or more independent directors that satisfy the Company's independence criteria indicated in Appendix 2 will be appointed in order to improve the fairness and transparency of corporate governance, ensure the Group's sustainable growth and boost corporate value over the medium to long term.
- Independent directors will proactively offer business advice, supervise the execution of business, supervise the conflict of interests and accurately convey the opinions of stakeholders at Board meetings.
- Meetings will be arranged by full-time audit and supervisory board member and held with the attendance of outside directors including independent directors and outside audit and supervisory board members, in order to promote lively and constructive discussions at Board meetings.
- The Company's secretarial department will take care of communications and coordination between outside directors (including independent directors) and internal directors or executive officers.

2.6.3. Policy for the remuneration of directors and executive officers [3-1(iii), 4-2, 4-2①]

- The Nomination and Remuneration Advisory Committee will discuss the remuneration of directors and executive officers, and report to the Board based on the following policy.
  1) Remuneration must suffice as an incentive toward the accomplishment of business plans as well as the improvement of the company's performance and corporate value.
  2) Remuneration must suffice as remuneration for the performance of one's official duties as director and executive officer.
  3) The logic employed in determining remuneration must be objective and transparent.
- The remuneration of directors and executive officers will be divided into a fixed amount of monthly remuneration, and performance-related remuneration taking into account the achievement of targets for individual fiscal years and share prices over the medium to long term in order to motivate management. Performance-related remuneration will consist of a bonus paid each year in proportion to consolidated performance, etc., and share-purchase remuneration, paid as part of monthly

remuneration. The bonus system will be such as to provide a sense of ownership and an incentive to realize the 2021 Vision for directors and executive officers, and will be linked with the quantitative targets and some other key indicators that serve as milestones for realizing the 2021 Vision.

2.6.4. Support system [4-12, 4-12①, 4-13, 4-13①, 4-13②, 4-13③]

- A Secretariat will be set up within the Corporate Strategy Department, and will be operated as follows in order to promote active and constructive discussion by the Board:
  1) The Secretariat will establish schedule for holding Board meetings and a prospective agenda by the end of the preceding fiscal year, in line with the matters deliberated upon each year.
  2) The Secretariat will time the distribution of materials for Board meetings so as to allow sufficient prior consideration.
  3) The Secretariat will allot appropriate deliberation times on the day of the meeting to allow matters to be thoroughly discussed.
  4) The Secretariat will provide directors and audit and supervisory board members, including outside ones, with the information they require, and hold briefing sessions as necessary.
- In order to bolster the audit and supervisory board member's auditing function, full-time staff members independent from the executive function will support the audit and supervisory board members in the performance of their duties.
- Upon request, the internal audit department and other executive bodies will provide directors and audit and supervisory board members with the information they require for the performance of their duties. Also, the Company will bear any expenses incurred should directors and audit and supervisory board members require the advice of external specialists.

2.6.5. Training policy [4-14, 4-14①, 4-14②]

- The Company will hold training and provide information to its directors and audit and supervisory board members as necessary for the performance of their roles and responsibilities.
- Upon assuming office, directors and audit and supervisory board members will receive lectures and training from specialists and related internal departments in relation to the Japanese Companies Act, corporate governance and corporate finance, etc. Subsequently, training and workshops will continue to be held as necessary in relation to the amendment of relevant laws and regulations, and business issues.
- Upon assuming office, outside directors and outside audit and supervisory board members will receive explanations of the Group's corporate philosophy, "One Kirin" Values and the Group's businesses, and will take part in observation at key sites.

2.7. Accounting auditors [3-2, 3-2②]

- Board members will keep in mind the key role of accounting auditors in ensuring the reliability of the Group's financial reporting, and will work in an appropriate fashion for the conduction of thorough and

appropriate audits with the aid of the independence and expertise of accounting auditors, while ensuring the cooperation of directors, the Board, audit and supervisory board members, the Audit and Supervisory Board and the internal audit department.

- Corporate officer in charge of financial affairs will be responsible for addressing any inadequacy in financial reporting pointed out by accounting auditors.

Section 3 - Appropriate cooperation with stakeholders

3.1. The Group's stakeholders and basic approach to CSV [2-1]

- The Group's Long-Term Vision “KV2021” outlines the "Kirin Group’s unique CSV*", to create economic value that meets customers’ expectations as well as to create social value through engagement with social issues.
- The Group assumes six stakeholder groups: consumers, shareholders and investors, employees, communities, business partners and the environment. Keeping in mind that the cooperation of these stakeholders will be essential, we will create new value together with all of our stakeholders in the process of turning the 2021 Vision into a reality.

* CSV: acronym of Creating Shared Value; Realizing gains in corporate value by addressing social issues to create both social value and economic value.

3.2. Ensuring shareholder rights and equality [1-1, 1-1②, 1-1③]

- The Company fully understands the importance of shareholder rights. Accordingly, it will ensure the practical effectiveness of voting rights at general meetings and other rights of shareholders, including minor ones, and will develop the necessary conditions for shareholders to exercise such rights. The Company will respect the intentions of minor shareholders should they wish to exercise any special rights vis-a-vis the Company and the Company's officers.
- In cases where the Board newly proposes to a general meeting of shareholders that part of the resolution items of a general meeting of shareholders to be left to the Board's discretion, the Board will ensure the Company's corporate governance system is sufficiently capable of fulfilling the relevant role/responsibility.

3.2.1. General meeting of shareholders [1-1①, 1-2, 1-2①, 1-2②, 1-2③, 1-2④, 1-2⑤]

- Management understands that the general meeting of shareholders is the Company's top decision-making body, and will ensure the substantial equality of shareholders at general meetings, as well as adequate opportunities for the exercise of rights.
- Information deemed helpful in ensuring appropriate decision-making by shareholders at general meetings will be disclosed by means of convocation notices, timely disclosure at the Tokyo Stock Exchange, etc.
- Convocation notices will be mailed approximately three weeks in advance of the date of the general meeting of shareholders so as to ensure that the shareholders have sufficient time available to consider agenda items, and will be disclosed on the websites of the Company and the Tokyo Stock

Exchange approximately one week in advance of the date of mailing.

- The mailing dates of convocation notices, the dates of general meeting of shareholders and related schedules will be set up appropriately while taking the period of exercise of shareholder voting rights into full account, and ensuring that [shareholders] are being provided with accurate information.
- In order to enable the electronic exercise of voting rights by institutional investors and overseas investors, the Company will participate in a platform for the electronic exercise of voting rights. Additionally, all convocation notices will be translated into English in order to facilitate the exercise of voting rights by overseas investors.
- The exercise of voting rights by proxy will be limited to cases in which said proxy is a shareholder according to the provisions of the Articles of Incorporation. In cases, however, where the identity of institutional investors, etc. (henceforth "Practical Shareholders") holding shares under the name of a trust bank, etc. can be verified through a shareholder or standing proxy listed on the shareholder registry, attendance of Practical Shareholders at general meeting of shareholders will be considered upon consulting with the administrator of the shareholder registry.
- With regard to company proposals that are approved at the general meeting of shareholders but that are nonetheless met with a considerable number of opposed votes, the Board will analyze the reasons for opposition and the causes of the considerable number of opposed votes, and consider the need for dialogue with shareholders and other measures.

3.2.2. Basic capital policy [1-3, 1-6]

- The Company believes that the appropriate redistribution of profits to the shareholders is one of the most important tasks of management, and will pay out dividends steadily while comprehensively taking into account dividend payout ratios and future business initiatives based on performance during each term, as well as actual profit levels.
- Internal reserves will be allotted to business and facility investments contributing to the future improvement of corporate value.
- The own-Share Repurchase will be considered upon taking into account financial flexibility and the creation of free cash flow.
- In 2016-2018 Mid-Term Business Plan, 15% or greater ROE before the amortization of good will, etc. and compound annual growth rate of 6% or more in normalized EPS will be set as quantitative targets. Financial strategy will include the Raising cash flow generation by enhancing business profitability and focused resource allocation based on clear investment priorities; stable shareholder returns; and enhanced financial flexibility. Dividends will be paid at a payout ratio of 30% or more vs. normalized EPS.
- The Board will consider capital policies that prioritize debt-based financing and lead to control fluctuations and large-scale dilution upon taking into account the achievement of the targets set under Long-Term Vision “KV2021” and 2016-2018 Mid-Term Business Plan, as well as the impact exerted on stakeholders, among other factors.

- If the Board decides to implement capital policies leading to large-scale dilution, the Board will be responsible for explaining the necessity and reasonableness of such policies to the shareholders by means of timely disclosure, briefing sessions, etc.

3.2.3. Policy on cross-shareholdings [1-4]

- The Company may engage in cross-shareholding upon comprehensively taking into account business management necessities such as stable financing and procurement of raw materials, business partnerships and sales policies, as well as share price trends, profitability, holding risks, etc.
- The Board will verify the reasonableness of main cross-shareholdings on a yearly basis.
- Voting rights on cross-shareholdings will be exercised upon deciding for or against each agenda item, taking into account whether a particular cross-shareholding will help boost the corporate value of the company concerned, and whether it will help ensure sustainable growth and boost the Group's corporate value over the medium to long term.

3.2.4. Policy on anti-takeover measures [1-5, 1-5①]

- The Company does not employ any anti-takeover measures; in cases where the Company's shares are purchased in a takeover bid, the Board will ask the bidder for an explanation of measures for boosting the Group's corporate value, and will promptly disclose its view on the bid.

3.2.5. Policy on transactions between related parties [1-7]

- The Board will make resolutions on conflict-of-interest transactions between the Company and its Directors and on competing transactions in accordance with the provisions of the Japanese Companies Act and the Board Rules, etc.

3.3. Appropriate cooperation with stakeholders other than shareholders [2-1]

- In line with "the Kirin Group’s unique CSV" outlined in the Group's Long-Term Vision “KV2021”, the Company will further strengthen its ties with stakeholders through businesses (products and services). By co-creating new value, the Company will aim to bring customers happiness and fulfillment, and contribute to the development of society.
  - Customers: use the technological expertise in manufacturing to pursue high quality and meet customers' expectations; bring health, pleasure and comfort to people's lives everywhere through the joy of food and well-being.
  - Employees: foster an organizational culture where a diversity of people can enjoy working, feel that they are experiencing human growth through their jobs, and tackle the challenge of innovation.
  - Communities treasure the local communities that support our business activities, and contribute to their healthy and sustainable growth.
  - Business partners: through fair transactions, build relationship of mutual trust with all business

partners toward the creation of a sustainable society, and offer better products and services to customers.

- The environment: ensure that resources circulate in such a way as to reduce the environmental load generated by our value chain, ensuring that the earth can replenish its resources.

3.3.1. Employee code of conduct and whistleblowing [2-2, 2-2①, 2-5, 2-5①]

- The Group will continuously embed the message of “Passion and Integrity” as “One Kirin” Values, to all the employees.
- Based on the Group's corporate philosophy, the 2021 Vision and “One Kirin” Values, the Group will continuously communicate and provide training to all employees on the Kirin Group Compliance Guideline or any other equivalent guidelines developed by each individual company which stipulate the required conduct to fulfill ethical requirements and enhance compliance with laws and regulations. The Board will continually supervise penetration of the message.
- In addition to the whistleblowing systems established by each individual company, the Group will organize a direct hotline to Kirin Holdings executive officer who is in charge of compliance affair, to ensure corporate integrity. The Board will regularly supervise the operation of the Group’s whistleblowing systems. A direct hotline to Kirin Holdings audit and supervisory board members will be also established as a communication channel independent from directors.

3.3.2. Approach to diversity [2-4]

- As a globally active corporation, the Company understands that diversity in terms of its employees' nationality, race, gender, value, mentality and skills leads to innovation, and will hire and train a diverse workforce.
- In Japan, the Company will promote the Kirin Women's Network - an internal organization that proactively supports participation and network development by women in the workforce - as well as other initiatives in support of working women, and will create the conditions and opportunities for women to play a greater role.

3.3.3. Approach to society and the environment [2-3, 2-3①]

- In line with the Group's corporate philosophy, we will ensure that we operate our business in such a way as to ensure that it is environmentally sustainable and that it continues to bring value to society at large.
- By working to bring new energy to businesses in local communities, the Group aims to grow sustainably together with society.

Section 4 - Proper disclosure of information and constructive dialogue with shareholders and investors

4.1. Basic approach to the disclosure of information [3-1②, 5-1②]

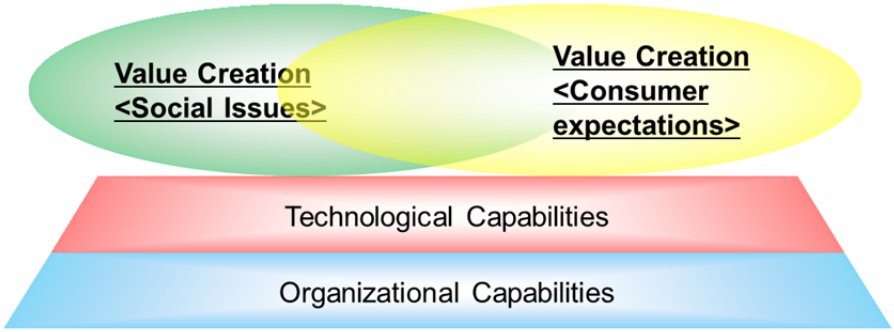
- The Group understands that the proper disclosure of information is the basis for constructive dialogue with shareholders and investors, and will disclose information in accordance with the Disclosure Policy outlined in Appendix 3.

4.2. Basic policy concerning dialogue with shareholders and investors [5-1, 5-1①, 5-1②, 5-1③, 5-2]

- Based on the understanding that constructive dialogue with shareholders and investors will lead to a further improvement in corporate governance and, in turn, to greater corporate value over the medium to long term, the Group will periodically assess its shareholder composition, proactively respond to requests for dialogue, and take the initiative in creating opportunities for constructive dialogue.
- Requests for dialogues from shareholders and investors will be dealt with mainly by the IR Department under the supervision of executive officer in charge of IR. Also, the Group will take the initiative in creating opportunities for such dialogue in cases where a dialogue with the executive officer in charge of IR, the President & CEO, or another director or executive officer is deemed appropriate.
- Depending on the agendas of dialogue, the Financial Affairs Department, the Corporate Strategy Department, the Legal Department and other related departments will provide their cooperation.
- The Company will hold meetings on its long-term vision, business plans, business strategies, financial results, individual businesses, etc.; will plan and conduct visits to its shareholders and investors; and will endeavor to promote understanding and dialogue concerning the Group.
- In the course of dialogue, explanations will be provided with integrity, listening to the opinions of shareholders and investors, and endeavoring to engage in two-way communication. The IR Department will provide reports on shareholder and investor opinions periodically or on an as-needed basis to the President & CEO, the executive officer in charge of IR, and other directors and executive officers.

<Appendix 1>

Overall structure of "KV2021"

Philosophy	The Kirin Group – Focused on people, nature and craftsmanship to redefine the joy of food and wellbeing
2021 Vision	Co-achieve sustainable growth with our societies by realizing value creation, addressing social issues and understanding consumer expectations via the core businesses* of the Kirin Group * alcoholic beverage, non-alcoholic beverages, pharmaceuticals and bio-chemicals
Result	Creation of Economic and Social Value
Strategy Framework (Kirin's CSV)	
"One Kirin" Values	"Passion and Integrity"

<Appendix 2>

Criteria regarding the independence of Outside Officers [4-9]

The Company has established the criteria listed below in order to objectively determine the independence of outside directors and outside audit and supervisory board members (henceforth referred to collectively as the "Outside Officers"), with reference to the criteria for independence of officers stipulated by the Tokyo Stock Exchange; given, however, that Outside Officers are appointed based not only on independence, but also on their respective knowledge, skills, discernment and character, etc. and thus persons who meet the requirements for Outside Officers stipulated in the Companies Act and can provide advice and opinions as Outside Officers concerning the Company's decision-making may be hired as Outside Officers even if they fall into the criteria listed below.

Criteria regarding the Independence of External Officers

For Outside Directors and Outside Audit & Supervisory Board Members to be considered as independent, none of the following criteria may apply to the respective Outside Director or Outside Audit & Supervisory Board Member.

(1) A person for whom the Company (including its consolidated subsidiaries; the same shall apply hereinafter) is a major client

(2) A person who is an executive director, corporate officer, executive officer, manager or other employee of a firm for whom the Company is a major client

(3) A person who is a major client of the Company

(4) A person who is an executive director, corporate officer, executive officer, manager or other employee of a firm which is a major client of the Company

(5) A lawyer, certified public accountant, tax accountant, or consultant, etc. who receives money or other economic benefit in excess of a certain amount from the Company aside from the officer’s remuneration

(6) A person who belongs to a firm, union, or other similar entity (including a law office, auditing firm, tax accountant firm, or consulting firm, etc.) which receives money or other economic benefit in excess of a certain amount from the Company

(7) A person who receives donations or other assistance in excess of a certain amount from the Company

(8) A person who is a director of or otherwise executes duties for a firm, union or other similar entity which receives donations or other assistance in excess of a certain amount from the Company

(9) A person who is an executive director, corporate officer, executive officer, manager or other employee of a firm for which an Executive Director or full-time Audit & Supervisory Board Member of the Company acts as outside director or outside auditor

(10) A person to whom any of aforementioned criteria (1)–(9) has applied within the past 3 years

(11) Where a person to whom any of aforementioned criteria (1)–(9) applies serves as a senior executive or higher, the person’s spouse or other relations within the second degree of kinship

(12) A person who is a spouse or other relation within the second degree of kinship to a director, corporate officer, executive officer, manager or other important employee of the Company

(Notes)

1. Regarding criteria (1) and (2), “A person (or firm) for whom the Company is a major client” refers to a person (or firm) who received payment from the Company in the most recent business year which accounted for either 2% or more of consolidated sales for the year for that person (or firm), or over ¥100 million, whichever is the higher amount. If consolidated accounting is not adopted by the person (or firm), total revenue or non-consolidated sales for the year should be employed in place of consolidated sales for the year.
2. Regarding criteria (3) and (4), “A person (or firm) who is a major client of the Company” refers to a person (or firm) who made

payment to the Company in the most recent business year which accounted for 2% or more of the Company's consolidated sales for the year, or who finances 2% or more of the Company's consolidated total assets at the end of the most recent business year.

3. Regarding criteria (5), (7) and (8), "a certain amount" is considered as ¥10 million per year.
4. Regarding criteria (6), "a certain amount" is considered as either 2% or more of total revenue for the most recent business year for that firm, union or other similar entity, or over ¥100 million, whichever is the higher amount.

<Appendix 3>

Disclosure Policy

- The Company endeavors to ensure transparency, fairness and continuity in disclosing information to shareholders and investors on a timely basis.
- In order to ensure the fairness of information disclosure, the Company will be thorough in implementing its system for managing important information (henceforth "Important Information"), will provide information in English, and will establish a “quiet period” as outlined below.
- The Company discloses information in a manner and scope that complies with applicable laws and regulations, including the Financial Instruments and Exchange Act of Japan and the Securities Listing Regulations enforced by the Tokyo Stock Exchange. In addition, as necessary and upon deliberation by the Group Information Disclosure Committee, the Company makes available other information that it believes to be effective in ensuring a better understanding of the Group, and, in particular, the Company proactively and promptly provides financial and non-financial information concerning the improvement of corporate value over the medium to long term.

<Method of Information Disclosure>

- The Company discloses significant corporate information as specified in the rules for timely disclosure of corporate information by the Tokyo Stock Exchange via the Timely Disclosure Network (TDnet) operated by the exchange after delivering an advance briefing to it.
- Immediately following the disclosure via TDnet, the Company provides the same information for the news media and post it to the Company’s web site.

<Cautionary Statement with Respect to Forward-Looking Statements>

- Statements made on the Company’s web site with respect to the Group’s current plans, estimates, strategies and beliefs and those of its affiliated companies that are not historical facts are forward-looking statements about the future performance of the Group. These statements are based on management's assumptions and beliefs in light of the information available at the time of the statements. Actual results may differ materially from those discussed in the forward-looking statements due to a variety of risks and uncertainties as well as economic conditions.

<Quiet Period>

- The Company has a period of silence that extends from the day following the end of a fiscal period to the day of an earnings announcement for that fiscal period to keep the earnings information confidential and ensure fairness to all shareholders.
- During this quiet period, the Company does not comment on or answer any questions about soon-to-be-released earnings results.
- However, the Company makes an official announcement during this period if we expect results to differ materially from our earlier forecasts.
- The Company will also answer questions about information already made public.

Table on Compliance with the Corporate Governance Code (for reference) * C: Comply E: Explain

Section 1 - Securing the Rights and Equal Treatment of Shareholders					
Corporate Governance Code			Parts mentioning the Principles in the Company's Corporate Governance Policy	Progress	
Principles		Supplementary principles		C	E
General principle 1			As follows	●	
1-1	Securing the Rights of Shareholders	—	Policy 3.2.	●	
		1-1①	Policy 3.2.1.	●	
		1-1②	Policy 3.2.	●	
		1-1③	Policy 3.2.	●	
1-2	Exercise of Shareholder Rights at General Shareholder Meetings	—	Policy 3.2.1.	●	
		1-2①	Policy 3.2.1.	●	
		1-2②	Policy 3.2.1.	●	
		1-2③	Policy 3.2.1.	●	
		1-2④	Policy 3.2.1.	●	
		1-2⑤	Policy 3.2.1.	●	
1-3	Basic Strategy for Capital Policy	—	Policy 3.2.2.	●	
1-4	Cross-Shareholdings	—	Policy 3.2.3.	●	
1-5	Anti-Takeover Measures	—	Policy 3.2.4.	●	
		1-5①	Policy 3.2.4.	●	
1-6	Capital Policy that May Harm Shareholder Interests	—	Policy 3.2.2.	●	
1-7	Related Party Transactions	—	Policy 3.2.5.	●	

Section 2 - Appropriate Cooperation with Stakeholders Other Than Shareholders					
Corporate Governance Code			Parts mentioning the Principles in the Company's Corporate Governance Policy	Progress	
Principles		Supplementary principles		C	E
General principle 2			As follows	●	
2-1	Business Principles as the Foundation of Corporate Value Creation Over the Mid- to Long-Term	—	Policies 1.1., 3.1., 3.3.	●	
2-2	Code of Conduct	—	Policy 3.3.1.	●	
		2-2①	Policy 3.3.1.	●	
2-3	Sustainability Issues, Including Social and Environmental Matters	—	Policy 3.3.3.	●	
		2-3①	Policy 3.3.3.	●	
2-4	Ensuring Diversity, Including Active Participation of Women	—	Policy 3.3.2.	●	
2-5	Whistleblowing	—	Policy 3.3.1.		●
		2-5①	Policy 3.3.1.		●

Section 3 - Ensuring Appropriate Information Disclosure and Transparency					
Corporate Governance Code			Parts mentioning the Principles in the Company's Corporate Governance Policy	Progress	
Principles		Supplementary principles		C	E
General principle 3			As follows	●	
3-1	Full Disclosure	—	Policy 1.1., Appendix 1	●	
		(i)	Policy 1.1.	●	
		(ii)	Policy 1.1.	●	
		(iii)	Policy 2.6.3.	●	
		(iv)	Policy 2.6.1.	●	
		(v)	Disclosure through convocation notices for general meetings of shareholders	●※	

		3-1①	Mentioned in this policy	●	
		3-1②	Policy 4.1., Appendix 3	●	
3-2	External Auditors	—	Policies 2.3.2., 2.7.	●	
		3-2①	Policy 2.3.2.	●	
		3-2②	Policies 2.3.2., 2.7.	●	

* Reasons for the nomination of candidates for the positions of internal director and internal audit and supervisory member are to be outlined and disclosed in the convocation notices for the 176th regular general meeting of shareholders, which is to be held in March 2016.

Section 4 - Responsibilities of the Board					
Corporate Governance Code			Parts mentioning the Principles in the Company's Corporate Governance Policy	Progress	
Principles		Supplementary principles		C	E
General principle 4			As follows	●	
4-1	Roles and Responsibilities of the Board (1)	—	Policies 2.1., 2.2.1.	●	
		4-1①	Policies 2.1., 2.2.1.	●	
		4-1②	Policies 2.2.1., 4.2.	●	
		4-1③	Policy 2.4.		●
4-2	Roles and Responsibilities of the Board (2)	—	Policy 2.6.3.	●	
		4-1①	Policy 2.6.3.	●	
4-3	Roles and Responsibilities of the Board (3)	—	Policies 2.5., 2.6.1.	●	
		4-3①	Policy 2.6.1.	●	
		4-3②	Policy 2.5.	●	
4-4	Roles and Responsibilities of Audit and Supervisory Board member and the audit and supervisory Board	—	Policy 2.3.1.	●	
		4-4①	Policy 2.3.1.	●	
4-5	Fiduciary Responsibilities of Directors and Audit and Supervisory Board member	—	Policies 2.2.1., 2.3.1.	●	
4-6	Business Execution and Oversight of the Management	—	Policies 2.2.2., 2.6.2.	●	
4-7	Roles and Responsibilities of Independent Directors	—	Policy 2.6.2.	●	
4-8	Effective Use of Independent Directors	—	Policy 2.6.2.	●	
		4-8①	Policy 2.6.2.	●	
		4-8②	Policy 2.6.2.	●	
4-9	Independence Standards and Qualification for Independent Directors	—	Policy 2.6.2., Appendix 2	●	
4-10	Use of Optional Approach	—	Policies 2.2.2., 2.4.	●	
		4-10①	Policies 2.2.2., 2.4.	●	
4-11	Preconditions for Board and audit and supervisory Board Effectiveness	—	Policies 2.2.2., 2.2.3., 2.6.1.	●	
		4-11①	Policies 2.2.2., 2.6.1.	●	
		4-11②	Disclosure through convocation notices for general meetings of shareholders	●	
		4-11③	Policy 2.2.3.		●
4-12	Active Board Deliberations	—	Policy 2.6.4.	●	
		4-12①	Policy 2.6.4.	●	
4-13	Information Gathering and Support Structure	—	Policy 2.6.4.	●	
		4-13①	Policy 2.6.4.	●	
		4-13②	Policy 2.6.4.	●	
		4-13③	Policy 2.3.2, 2.6.4.	●	
4-14	Director and Audit and Supervisory Board member Training	—	Policy 2.6.5.	●	
		4-14①	Policy 2.6.5.	●	
		4-14②	Policy 2.6.5.	●	

Section 5 - Dialogue with Shareholders					
Corporate Governance Code			Parts mentioning the Principles in the Company's Corporate Governance Policy	Progress	
Principles		Supplementary principles		C	E
General principle 5			As follows	●	
5-1	Policy for Constructive Dialogue with Shareholders	—	Policy 4.2.	●	
		5-1①	Policy 4.2.	●	
		5-1②	Policies 4.1., 4.2., Appendix 3	●	
		5-1③	Policy 4.2.	●	
5-2	Establishing and Disclosing Business Strategy and Business Plan	—	Policy 4.2., Disclosed on the Company's website	●	