

SUMITOMO CHEMICAL COMPANY, LIMITED

Notice of the 135th Ordinary General Meeting of Shareholders

THIS DOCUMENT IS A BRIEF SUMMARY OF A NOTICE AND THE ATTACHMENTS THERETO, THE ORIGINALS OF WHICH ARE IN THE JAPANESE LANGUAGE. THIS DOCUMENT IS MADE ONLY FOR THE REFERENCE PURPOSES OF SHAREHOLDERS WHO LIVE IN COUNTRIES OUTSIDE OF JAPAN AND DOES NOT CONSTITUTE A FORMAL TRANSLATION OF THE ORIGINAL NOTICE AND THE ATTACHMENTS. IN THIS SUMMARY, CERTAIN INFORMATION IS INTENTIONALLY OMITTED. THE ORIGINALS CONTAIN MORE INFORMATION, SUCH AS THE COMPANY'S BUSINESS REPORT, THE REPORTS OF THE ACCOUNTING AUDITORS AND THE BOARD OF COMPANY AUDITORS, ETC., WHILE SOME SUPPLEMENTAL INFORMATION NOT CONTAINED IN THE ORIGINALS IS ADDITIONALLY GIVEN IN THIS SUMMARY AS FOOTNOTES WITH ASTERISKS.

To Our Shareholders:

Please take notice that Sumitomo Chemical Company, Limited (the "Company") has called an Ordinary General Meeting of Shareholders to be held in Tokyo, Japan on June 21, 2016 (the "Meeting") for the following purposes:

MATTERS TO BE REPORTED:

- No. 1. Reports on the Company's business report, consolidated financial statements, and the results of both the Accounting Auditor's and the Board of Company Auditors' audits of the Company's consolidated financial statements for the 135th fiscal period (from April 1, 2015, to March 31, 2016) (the "135th fiscal period").
- No. 2. Reports on the Company's non-consolidated financial statements for the 135th fiscal period.

MATTERS TO BE RESOLVED:

- No. 1. To elect eleven Directors.

EXPLANATION OF THE SUBJECT MATTERS OF THE MEETING

MATTERS TO BE REPORTED:

- No. 1. Reports on the Company's business report, consolidated financial statements, and the results of both the Accounting Auditor's and the Board of Company Auditors' audits of the Company's consolidated financial statements for the 135th fiscal period.
- No. 2. Reports on the Company's non-consolidated financial statements for the 135th fiscal period.

* The financial statements for the 135th fiscal period have been audited by the Accounting Auditors (certified public accountants under Japanese law) and the Company Auditors of the Company pursuant to the Companies Act (*kaishahou*) (Law No. 86 of 2005).

Consolidated Balance Sheet

As at March 31, 2016

Assets		Millions of yen	Liabilities		Millions of yen
Current assets:		1,187,929	Current liabilities:		789,430
Cash on hand and in banks		136,554	Trade notes and accounts payable		211,398
Trade notes and accounts receivable		414,809	Short-term borrowing		148,235
Securities		81,041	Bonds due within one year		55,000
Merchandise and finished goods		283,037	Commercial paper		24,000
Work in process		13,229	Income taxes payable		42,220
Raw materials and supplies		105,989	Reserve for sales rebates		49,224
Deferred tax assets		86,369	Reserve for bonuses		31,045
Other		68,520	Other reserves		19,808
Allowance for doubtful receivables		(1,619)	Other		208,500
Non-current assets:		1,474,221	Non-current Liabilities:		781,944
Property, plant and equipment:		642,166	Bonds		247,000
Buildings and structures		244,553	Long-term borrowing due after one year		357,270
Machinery, equipment and vehicles		249,332	Deferred tax liabilities		75,490
Land		82,982	Reserves		22,218
Construction in progress		34,263	Net defined benefit liability		35,824
Other		31,036	Other		44,142
Intangible assets:		187,262	Total liabilities		1,571,374
Patent		4,511	Net assets		
Software		11,620	Shareholders' equity:		643,711
Goodwill		82,647	Common stock		89,699
In-process research and development		60,145	Capital surplus		23,475
Other		28,339	Retained earnings		539,490
			Treasury stock		(8,953)
Investments and other non-current assets:		644,793	Accumulated other comprehensive income:		123,163
Investment securities		469,319	Valuation difference on available-for-sale securities		84,901
Long-term loans receivable		70,107	Deferred losses on hedges		(702)
Net defined benefit asset		53,800	Land revaluation reserve		4,472
Deferred tax assets		13,581	Foreign currency translation adjustments		34,772
Other		38,847	Remeasurements of defined benefit plans		(280)
Allowance for doubtful receivables		(861)			
			Non-controlling interests		323,902
			Total net assets		1,090,776
Total assets		2,662,150	Total liabilities and net assets		2,662,150

Consolidated Statement of Income

For the year ended March 31, 2016

	Millions of yen
Net sales	2,101,764
Cost of sales	1,404,801
Gross profit	696,963
Selling, general and administrative expenses	532,517
Operating income	164,446
Non-operating income:	
Interest and dividend income	9,321
Equity in earnings of affiliates	20,240
Other income	8,690
Non-operating expenses:	
Interest expenses	11,976
Foreign exchange losses	8,518
Cost of inactive facilities	3,209
Other expenses	7,777
Ordinary income	171,217
Special gains:	
Gain on sale of investment securities	15,831
Special losses:	
Impairment loss	24,688
Restructuring charges	4,791
Income before income taxes and non-controlling interests	157,569
Income taxes – current	67,640
Income taxes – deferred	(22,469)
Net income	112,398
Net income attributable to non-controlling interests	30,947
Net income attributable to owners of the parent	81,451

Consolidated Statement of Changes in Net Assets

For the year ended March 31, 2016

(Millions of Yen)

	Shareholders' equity				
	Common stock	Capital surplus	Retained earnings	Treasury stock	Total shareholders' equity
Balance at the beginning of current period	89,699	23,695	477,445	(8,870)	581,969
Changes:					
Cash dividends			(17,988)		(17,988)
Net income attributable to owners of the parent			81,451		81,451
Purchase of treasury stock				(85)	(85)
Disposal of treasury stock		1		2	3
Change of scope of equity method			(3)		(3)
Decrease due to changes of fiscal year end of consolidated subsidiaries			(1,418)		(1,418)
Change in treasury shares of parent arising from transactions with non-controlling interests		(221)			(221)
Reversal of revaluation reserve for land			3		3
Net changes except for shareholders' equity					
Net changes	—	(220)	62,045	(83)	61,742
Balance at the end of current period	89,699	23,475	539,490	(8,953)	643,711

	Accumulated other comprehensive income					
	Valuation difference on available-for-sale securities	Deferred losses on hedges	Land revaluation reserve	Foreign currency translation adjustments	Remeasurements of defined benefit plans	Total accumulated other comprehensive income
Balance at the beginning of current period	104,841	(97)	4,363	82,284	17,959	209,350
Changes:						
Cash dividends						
Net income attributable to owners of the parent						
Purchase of treasury stock						
Disposal of treasury stock						
Change of scope of equity method						
Decrease due to changes of fiscal year end of consolidated subsidiaries						
Change in treasury shares of parent arising from transactions with non-controlling interests						
Reversal of revaluation reserve for land						
Net changes except for shareholders' equity	(19,940)	(605)	109	(47,512)	(18,239)	(86,187)
Net changes	(19,940)	(605)	109	(47,512)	(18,239)	(86,187)
Balance at the end of current period	84,901	(702)	4,472	34,772	(280)	123,163

	Non-controlling interests	Total net assets
Balance at the beginning of current period	326,897	1,118,216
Changes:		
Cash dividends		(17,988)
Net income attributable to owners of the parent		81,451
Purchase of treasury stock		(85)
Disposal of treasury stock		3
Change of scope of equity method		(3)
Decrease due to changes of fiscal year end of consolidated subsidiaries		(1,418)
Change in treasury shares of parent arising from transactions with non-controlling interests		(221)
Reversal of revaluation reserve for land		3
Net changes except for shareholders' equity	(2,995)	(89,182)
Net changes	(2,995)	(27,440)
Balance at the end of current period	323,902	1,090,776

Non-consolidated Balance Sheet

As at March 31, 2016

Assets	Millions of yen	Liabilities	Millions of yen
Current assets:	433,136	Current liabilities:	464,228
Cash on hand and in banks	1,479	Trade notes payable	3,448
Trade notes receivable	1,384	Trade accounts payable	100,378
Trade accounts receivable	181,744	Short-term borrowing	136,845
Merchandise and finished goods	141,861	Bonds due within one year	45,000
Work in process	1,547	Commercial paper	24,000
Raw materials and supplies	35,516	Non-trade accounts payable	51,677
Deferred tax assets	14,827	Accrued expenses	12,233
Non-trade accounts receivable	49,495	Deposits received	70,850
Other	8,628	Reserve for bonuses	11,300
Allowance for doubtful receivables	(3,344)	Reserve for repairs	5,376
		Reserve for removal cost of property, plant and equipment	2,693
		Other	429
Non-current assets:	924,264	Non-current Liabilities:	605,614
Property, plant and equipment:	232,034	Bonds	227,000
Buildings	44,917	Long-term borrowing due after one year	308,867
Structures	31,751	Deferred tax liabilities	39,971
Machinery and equipment	91,960	Long-term deposits received	7,858
Vehicles	231	Reserve for removal cost of property, plant and equipment	11,040
Tools and furniture	6,848	Reserve for loss on business of subsidiaries and affiliates	6,603
Land	47,901	Reserve for environmental measures	2,431
Leased assets	8	Reserve for repairs	1,246
Construction in progress	8,419	Other	597
Intangible assets:	7,780	Total liabilities	1,069,842
Patent	1,120		
Software	3,372	Net assets	
Goodwill	1,572	Shareholders' equity:	229,096
Other	1,716	Common stock	89,699
		Capital surplus:	23,697
Investments and other non-current assets:	684,449	Additional paid-in capital	23,695
Investment securities	121,780	Other capital surplus	1
Investments in subsidiaries and affiliates	383,575	Retained earnings:	123,885
Investments in capital	666	Legal reserve	21,361
Investments in subsidiaries and affiliates' capital	43,122	Other retained earnings	102,525
Long-term loans receivable	69,820	General reserve	50,000
Long-term prepaid expenses	5,490	Retained earnings brought forward	52,525
Prepaid pension expense	45,833	Treasury stock	(8,186)
Other	15,316	Valuation and translation adjustments:	58,462
Allowance for doubtful receivables	(1,152)	Valuation difference on available-for- sale securities	58,413
		Deferred gains on hedges	49
Total assets	1,357,400	Total net assets	287,558
		Total liabilities and net assets	1,357,400

Non-consolidated Statement of Income

For the year ended March 31, 2016

	Millions of yen
Net sales	735,261
Cost of sales	<u>567,661</u>
Gross profit	167,601
Selling, general and administrative expenses	<u>124,451</u>
Operating income	43,150
Non-operating income:	
Interest and dividend income	60,518
Other income	5,377
Non-operating expenses:	
Interest expense	8,637
Foreign exchange losses	5,027
Cost of inactive facilities	2,839
Other expenses	<u>4,018</u>
Ordinary income	88,524
Special gains:	
Gain on sale of investment securities	9,724
Special losses:	
Loss on related business	51,597
Loss on disposal of property, plant and equipment	2,743
Impairment loss	<u>1,176</u>
Income before income taxes	42,733
Income taxes – current	2,595
Income taxes – deferred	<u>2,659</u>
Net income	37,479

Non-consolidated Statement of Changes in Net Assets

For the year ended March 31, 2016

(Millions of Yen)

	Shareholders' equity								
	Common stock	Capital surplus			Retained earnings			Treasury stock	Total shareholders' equity
		Additional paid-in capital	Other capital surplus	Total capital surplus	Legal reserve	Other retained earnings (*)	Total retained earnings		
Balance at the beginning of current period	89,699	23,695	—	23,695	21,361	83,034	104,394	(8,107)	209,683
Changes:									
Cash dividends						(17,988)	(17,988)		(17,988)
Net income						37,479	37,479		37,479
Purchase of treasury stock								(81)	(81)
Disposal of treasury stock			1	1				2	3
Net changes except for shareholders' equity									
Net changes	—	—	1	1	—	19,491	19,491	(79)	19,413
Balance at the end of current period	89,699	23,695	1	23,697	21,361	102,525	123,885	(8,186)	229,096

	Valuation and translation adjustments			Total net assets
	Valuation difference on available-for-sale securities	Deferred gains on hedges	Total valuation and translation adjustments	
Balance at the beginning of current period	77,660	534	78,194	287,876
Changes:				
Cash dividends				(17,988)
Net income				37,479
Purchase of treasury stock				(81)
Disposal of treasury stock				3
Net changes except for shareholders' equity	(19,247)	(484)	(19,732)	(19,732)
Net changes	(19,247)	(484)	(19,732)	(318)
Balance at the end of current period	58,413	49	58,462	287,558

* details of other retained earnings

(Millions of Yen)

	Reserve for special depreciation	General reserve	Retained earnings brought forward	Total
Balance at the beginning of current period	0	50,000	33,034	83,034
Changes:				
Cash dividends			(17,988)	(17,988)
Net income			37,479	37,479
Reduction of the reserve for special depreciation	(0)		0	—
Net changes	(0)	—	19,491	19,491
Balance at the end of current period	—	50,000	52,525	102,525

NOTE: Fractions less than 1 million yen have been rounded to the nearest million yen with respect to the Consolidated Balance Sheet, the Consolidated Statement of Income, the Consolidated Statement of Changes in Net Assets, the Non-consolidated Balance Sheet, the Non-consolidated Statement of Income and the Non-consolidated Statement of Changes in Net Assets.

MATTERS TO BE RESOLVED:

No. 1. To elect eleven Directors.

The term of office of all ten Directors will expire at the close of this Meeting. Accordingly, the election of eleven Directors including three Outside Directors is proposed.

The candidates for Directors are as follows:

	Name Birth Date	Career Summary, Principal Occupation and Responsibility, and Important Concurrent Post		The Number of Shares Owned in the Company
(1)	Osamu Ishitobi February 18, 1944	April 1969	Joined the Company	215,000 Shares
		June 1998	Director	
		June 2002	Managing Director	
		June 2003	Resigned as Managing Director,	
			Managing Executive Officer	
		June 2005	Director & Senior Managing Executive Officer	
		June 2006	Representative Director & Senior Managing Executive Officer	
		June 2008	Representative Director & Executive Vice President	
		June 2012	Representative Director & Vice Chairman	
		June 2014	Representative Director & Chairman & CEO	
		April 2015	Representative Director & Chairman	
		up to the present date		
		[Reason for selection as a Director nominee, etc.] Osamu Ishitobi assumed office as a Director of the Company in 1998. He previously served as a Representative Director & Executive Vice President and Representative Director & Vice		

	Name Birth Date	Career Summary, Principal Occupation and Responsibility, and Important Concurrent Post	The Number of Shares Owned in the Company
		Chairman, and has been serving as a Representative Director & Chairman since 2014. He promoted the previous middle term business plan (from April 2013 to March 2016), and was engaged in the operations of the Board of Directors of the Company as a Chairman. He was selected as a Director nominee since he has extensive business experience and advanced knowledge of the overall business of the Company, as described above.	
(2)	Masakazu Tokura July 10, 1950	April 1974 Joined the Company June 2003 Executive Officer June 2006 Managing Executive Officer June 2008 Representative Director & Managing Executive Officer April 2009 Representative Director & Senior Managing Executive Officer April 2011 Representative Director & President April 2014 Representative Director & President & COO April 2015 Representative Director & President up to the present date [Reason for selection as a Director nominee, etc.] Masakazu Tokura assumed office as an Executive Officer of the Company in 2003. He previously served as a Representative Director & Senior Managing Executive Officer, and has been serving as a Representative Director & President since 2011. He formulated and promoted the previous middle term business plan (from April 2013 to March 2016). He was selected as a	192,000 Shares

	Name Birth Date	Career Summary, Principal Occupation and Responsibility, and Important Concurrent Post	The Number of Shares Owned in the Company
		Director nominee since he has extensive business experience and advanced knowledge of the overall business of the Company, as described above.	
(3)	Toshihisa Deguchi January 28, 1952	March 1990 Joined the Company April 2006 Executive Officer April 2009 Managing Executive Officer June 2011 Representative Director & Managing Executive Officer April 2012 Representative Director & Senior Managing Executive Officer up to the present date (In Charge of IT-related Chemicals Sector, PLED Business Planning, Electronic Devices Development Center) [Reason for selection as a Director nominee, etc.] Toshihisa Deguchi assumed office as an Executive Officer of the Company in 2006. He previously served as a Managing Executive Officer and Representative Director & Managing Executive Officer, and has been serving as a Representative Director & Senior Managing Executive Officer since 2012. He has been mainly in charge of the IT-related Chemicals Sector, and Energy & Functional Materials Sector, and has utilized his knowledge and experience for the benefit of the overall business of the Company as a Director. He was selected as a Director nominee since he has extensive business experience and advanced knowledge of the overall business of the Company, as described above.	118,000 Shares
(4)	Tomohisa Ohno	April 1977 Joined the Company	53,000 Shares

	Name Birth Date	Career Summary, Principal Occupation and Responsibility, and Important Concurrent Post	The Number of Shares Owned in the Company
	February 13, 1955	June 2008 Executive Officer April 2011 Managing Executive Officer June 2012 Director & Managing Executive Officer April 2014 Director & Senior Managing Executive Officer June 2014 Representative Director & Senior Managing Executive Officer up to the present date (In Charge of Rabigh Project, Petrochemicals & Plastics Sector) Important Concurrent Post Director of Rabigh Refining and Petrochemical Company [Reason for selection as a Director nominee, etc.] Tomohisa Ohno assumed office as an Executive Officer of the Company in 2008. He previously served as a Managing Executive Officer and Director & Managing Executive Officer, and has been serving as a Representative Director & Senior Managing Executive Officer since 2014. He has been in charge of the Rabigh Project, and Petrochemicals & Plastics Sector, and has utilized his knowledge and experience for the benefit of the overall business of the Company as a Director. He was selected as a Director nominee since he has extensive business experience and advanced knowledge of the overall business of the Company, as described above.	
(5)	Yoshihiko Okamoto	April 1976 Joined the Company	73,000 Shares

	Name Birth Date	Career Summary, Principal Occupation and Responsibility, and Important Concurrent Post	The Number of Shares Owned in the Company
	November 11, 1953	January 2005 Executive Officer June 2008 Managing Executive Officer April 2013 Senior Managing Executive Officer June 2013 Representative Director & Senior Managing Executive Officer up to the present date (In Charge of Corporate Business Development, Corporate Planning, IT Innovation) [Reason for selection as a Director nominee, etc.] Yoshihiko Okamoto assumed office as an Executive Officer of the Company in 2005. He previously served as a Managing Executive Officer and Senior Managing Executive Officer, and has been serving as a Representative Director & Senior Managing Executive Officer since 2013. He has been mainly in charge of the Basic Chemicals Sector, and Corporate Planning & Coordination, and has utilized his knowledge and experience for the benefit of the overall business of the Company as a Director. He was selected as a Director nominee since he has extensive business experience and advanced knowledge of the overall business of the Company, as described above.	
(6)	Ray Nishimoto April 23, 1957	April 1980 Joined the Company April 2009 Executive Officer April 2011 Managing Executive Officer June 2013 Representative Director & Managing Executive Officer April 2015 Representative Director &	41,000 Shares

	Name Birth Date	Career Summary, Principal Occupation and Responsibility, and Important Concurrent Post	The Number of Shares Owned in the Company
		Senior Managing Executive Officer up to the present date (In Charge of Health & Crop Sciences Sector) Important Concurrent Post Chairman of Valent U.S.A. Corp. Chairman of Valent BioSciences Corp. Chairman of Dalian Sumika Jingang Chemicals Co., Ltd. Chairman of Dalian Sumika Chemphy Chemical Co., Ltd. Chairman of Vector Health International Ltd. President of Sunrise Farm Saijo Co., Ltd. President of Sunrise Farm Toyota Co., Ltd. [Reason for selection as a Director nominee, etc.] Ray Nishimoto assumed office as an Executive Officer of the Company in 2009. He previously served as a Managing Executive Officer and Representative Director & Managing Executive Officer, and has been serving as a Representative Director & Senior Managing Executive Officer since 2015. He has been in charge of the Health & Crop Sciences Sector, and has utilized his knowledge and experience for the benefit of the overall business of the Company as a Director. He was selected as a Director nominee since he has extensive business experience and advanced knowledge of the overall business of the Company, as described above.	
(7)	Kunio Nozaki October 29, 1956	April 1979 Joined the Company June 2007 Executive Officer April 2009 Managing Executive Officer	55,000 Shares

	Name Birth Date	Career Summary, Principal Occupation and Responsibility, and Important Concurrent Post	The Number of Shares Owned in the Company
		April 2014 Senior Managing Executive Officer June 2014 Representative Director & Senior Managing Executive Officer up to the present date (In Charge of Corporate Communications, Accounting, Finance, Procurement, Logistics) Important Concurrent Post President of Sumika Finance Co., Ltd. Outside Director of Sumitomo Seika Chemicals Co., Ltd. [Reason for selection as a Director nominee, etc.] Kunio Nozaki assumed office as an Executive Officer of the Company in 2007. He previously served as a Managing Executive Officer and Senior Managing Executive Officer, and has been serving as a Representative Director & Senior Managing Executive Officer since 2014. He has been in charge of the Corporate Communications, Accounting, Finance, Procurement and Logistics, and has utilized his knowledge and experience for the benefit of the overall business of the Company as a Director. He was selected as a Director nominee since he has extensive business experience and advanced knowledge of the overall business of the Company, as described above.	
(8)	Hiroshi Ueda August 5, 1956	April 1982 Joined the Company April 2009 Executive Officer April 2011 Managing Executive Officer	49,000 Shares

	Name Birth Date	Career Summary, Principal Occupation and Responsibility, and Important Concurrent Post	The Number of Shares Owned in the Company
		April 2016 Senior Managing Executive Officer up to the present date (In Charge of Energy & Functional Materials Sector) Important Concurrent Post Director of Taoka Chemical Co., Ltd. Representative Director of CO2 M-Tech Co., Ltd. [Reason for selection as a Director nominee, etc.] Hiroshi Ueda assumed office as an Executive Officer of the Company in 2009. He previously served as a Managing Executive Officer, and has been serving as a Senior Managing Executive Officer since 2016. He has been in charge of the New Business Development, Business Development and Safety & Environment & Health, etc. in all of the Company's works, and engaged in the management of the overall Energy & Functional Materials Sector as a Deputy Officer in 2015, and as an Officer since 2016. He was selected as a Director nominee since he has extensive business experience and advanced knowledge of the overall business of the Company, as described above.	
(9)	Kunio Ito December 13, 1951	April 1980 Lecturer, Faculty of Commerce and Management of Hitotsubashi University April 1984 Associate Professor, Hitotsubashi University April 1992 Professor, Hitotsubashi University August 2002 Dean of Graduate School of	0 Shares

	Name Birth Date	Career Summary, Principal Occupation and Responsibility, and Important Concurrent Post	The Number of Shares Owned in the Company
		Commerce and Management, Hitotsubashi University & Dean of Faculty of Commerce and Management, Hitotsubashi University December 2004 Board Member & Executive Vice President of Hitotsubashi University December 2006 Professor of Graduate School of Commerce and Management, Hitotsubashi University June 2012 Outside Director of the Company up to the present date April 2015 Research Professor of Graduate School of Commerce and Management, Hitotsubashi University up to the present date Important Concurrent Post Outside Director of Akebono Brake Industry Co., Ltd. Outside Director of Kobayashi Pharmaceutical Co., Ltd. Outside Director of Seven & i Holdings Co., Ltd. Outside Director of Toray Industries, Inc. [Reason for selection as a Director nominee, etc.] Kunio Ito was selected as a Director nominee to supervise the management of the Company by making use of his expert knowledge of accounting, business administration, etc. through	

	Name Birth Date	Career Summary, Principal Occupation and Responsibility, and Important Concurrent Post	The Number of Shares Owned in the Company
		his experience as a university professor; and his abundant experience of acting as an outside director and auditor. Although Kunio Ito only has experience with enterprise management as an outside director or auditor, the Company has determined that he is capable of appropriately performing the duties of an Outside Director of the Company, due to the reasons mentioned above.	
(10)	Koichi Ikeda April 21, 1940	April 1963 Joined Asahi Breweries, Ltd. (Currently Asahi Group Holdings, Ltd.) March 1992 Commissioner of Asahi Breweries, Ltd. March 1996 Director of Asahi Breweries, Ltd. March 1997 Managing Director of Asahi Breweries, Ltd. March 1999 Senior Managing Director of Asahi Breweries, Ltd. March 2000 Senior Managing Executive Officer of Asahi Breweries, Ltd. March 2001 Senior Managing Director & Senior Managing Executive Officer of Asahi Breweries, Ltd. January 2002 Representative Director & President & COO of Asahi Breweries, Ltd. March 2006 Representative Director & Chairman & CEO of Asahi Breweries, Ltd. March 2010 Adviser of Asahi Breweries, Ltd.	0 Shares

	Name Birth Date	Career Summary, Principal Occupation and Responsibility, and Important Concurrent Post	The Number of Shares Owned in the Company
		June 2011 Outside Company Auditor of the Company July 2011 Adviser of Asahi Group Holdings, Ltd. up to the present date June 2015 Outside Director of the Company up to the present date Important Concurrent Post Outside Director of Komatsu Ltd. Outside Director of Toshiba Corporation [Reason for selection as a Director nominee, etc.] Koichi Ikeda was selected as a Director nominee to supervise the management of the Company by making use of his abundant experience and extensive knowledge as a management executive of a business corporation.	
(11)	Hiroshi Tomono July 13, 1945	April 1971 Joined Sumitomo Metal Industries, Ltd. (Currently Nippon Steel & Sumitomo Metal Corporation) June 1998 Director of Sumitomo Metal Industries, Ltd. June 1999 Managing Executive Officer of Sumitomo Metal Industries, Ltd. April 2003 Senior Managing Executive Officer of Sumitomo Metal Industries, Ltd. June 2003 Director & Senior Managing Executive Officer of Sumitomo Metal Industries, Ltd.	0 Shares

	Name Birth Date	Career Summary, Principal Occupation and Responsibility, and Important Concurrent Post	The Number of Shares Owned in the Company
		April 2005 Representative Director & Vice President of Sumitomo Metal Industries, Ltd. June 2005 Representative Director & President of Sumitomo Metal Industries, Ltd. October 2012 Representative Director & President & COO of Nippon Steel & Sumitomo Metal Corporation April 2014 Representative Director & Vice Chairman of Nippon Steel & Sumitomo Metal Corporation April 2015 Director & Adviser of Nippon Steel & Sumitomo Metal Corporation June 2015 Adviser of Nippon Steel & Sumitomo Metal Corporation up to the present date June 2015 Outside Director of the Company up to the present date Important Concurrent Post Outside Director of Konica Minolta, Inc. [Reason for selection as a Director nominee, etc.] Hiroshi Tomono was selected as a Director nominee to supervise the management of the Company by making use of his abundant experience and extensive knowledge as a management executive of a business corporation.	

NOTE: 1 None of the above candidates has any conflicts of interest with the Company.

2 The Sectors, etc. in parentheses show the present sector or department of which

each candidate is in charge.

- 3 Kunio Ito, Koichi Ikeda and Hiroshi Tomono are the candidates for Outside Directors.
- 4 Kunio Ito, Koichi Ikeda, and Hiroshi Tomono are currently Outside Directors of the Company. Kunio Ito's term of office will be four years, Koichi Ikeda's term of office will be one year, and Hiroshi Tomono's term of office will be one year at the close of this Meeting.
- 5 The Company has notified the Tokyo Stock Exchange, Inc. that Kunio Ito, Koichi Ikeda, and Hiroshi Tomono are Independent Directors who have no risk of having conflicts of interest with ordinary shareholders pursuant to the regulations of the Tokyo Stock Exchange, Inc.
- 6 In November 2015, improper accounting practices were exposed at Akebono Brake Industry Co., Ltd., where Kunio Ito has served as an outside director, and an investigation was conducted by an investigation committee. As a result of the investigation, the effects on results were found to be minor, and no revisions were made to the company's financial statements. Although Kunio Ito was not aware of the incident in question in advance, he made proposals regarding establishing internal controls and strengthening compliance functions on a regular basis at the company's meetings of the Board of Directors, and has provided advice to prevent a reoccurrence after the matter in question was exposed; thus, he has fulfilled his duties as an outside director.
- 7 The Company executed limitation of liability contracts with Kunio Ito, Koichi Ikeda, and Hiroshi Tomono that limit their liabilities for damages to the Company pursuant to Article 423(1) of the Companies Act, up to the total of the amounts listed in the items of Article 425(1) of the Companies Act (the "Limitation of Liability Contracts"). When they are reappointed to Outside Directors of the Company, the Company will continue the Limitation of Liability Contracts.