Securities Code: 5108
Bridgestone Corporation
1-1, Kyobashi 3-chome, Chuo-ku
Tokyo, Japan

March 2, 2016

Re: Notice of the 97th Annual Shareholders' Meeting

Dear Shareholders:

You are cordially invited to attend Bridgestone Corporation's 97th Annual Shareholders' Meeting, as described in this letter.

If for some reason you cannot attend, you may exercise your voting rights in writing (by mailing) or via an electromagnetic method (through the Internet, etc.). Please review the Reference to Exercise of Voting Rights provided below, then (1) indicate your vote of approval or disapproval on the enclosed Exercise of Voting Rights form and return the form to us, or (2) exercise your voting rights on the Web site (http://www.web54.net) or otherwise by 6:00 p.m. on Wednesday, March 23, 2016.

Very truly yours,

Masaaki Tsuya
CEO and Representative Board Member,
Concurrently Chairman of the Board

The 97th Annual Shareholders' Meeting

1. Date and time: Thursday, March 24, 2016, at 10:00 a.m.

2. Location: International Conference Room, 2nd Floor, Keidanren Kaikan Bldg.
3-2, Otemachi 1-chome, Chiyoda-ku, Tokyo

3. Purpose of the meeting

Matters to be reported:

1. Business Report and Consolidated Financial Statements for the 97th Fiscal Year (January 1, 2015 through December 31, 2015), as well as Audit Reports of the Accounting Auditor and the Board of Corporate Auditors for the Consolidated Financial Statements
2. Financial Statements for the 97th Fiscal Year (January 1, 2015 through December 31, 2015)

Matters to be resolved:

Proposal 1 Appropriation of Surplus
Proposal 2 Partial Amendments to the Articles of Incorporation
Proposal 3 Election of Eleven (11) Members of the Board
Proposal 4 Presentation of Bonuses to the Members of the Board

The details of the respective proposals are as per "Reference to Exercise of Voting Rights" provided below.

4. Other matters related to the Annual Shareholders' Meeting

(1) Handling of the duplicated exercises of voting rights by the same shareholder
If any shareholder has exercised his/her voting rights several times via the Internet, etc., only the final execution shall be deemed as his/her effective exercise of voting rights.
If any shareholder has exercised his/her voting rights both via the Internet, etc., and by sending the Exercise of Voting Rights form, only the last one to arrive at the Company shall be deemed effective. Provided, however, that only the exercise of voting rights via the Internet, etc., shall be deemed effective if both arrive at the Company on the same day.

(2) Matters necessary for the exercise of voting rights by proxy
All shareholders may exercise their voting rights through a proxy, who shall be one of the shareholders having voting rights of the Company.
Such shareholder or his/her proxy shall submit a document certifying the proxy right (e.g., power of attorney) to the Company.

(3) Handling of requests for the Exercise of Voting Rights form by shareholders who have approved in advance the sending of Notices of Annual Shareholders' Meetings via an electromagnetic method
If any shareholder who has approved the sending of Notices via an electromagnetic method wishes the delivery of an Exercise of Voting Rights form, he/she is requested to contact the dedicated phone service, which is stated in the Inquiries on Electronification of the Notice described on page 18 (Transfer Agent Business Center, Sumitomo Mitsui Trust Bank, Limited).

Note:
The Business Report, the Consolidated Financial Statements, the Financial Statements and the Audit Reports are stated in the "Business Report for the 97th Fiscal Period."
The following matters that are not stated in the "Business Report for the 97th Fiscal Period" are provided to our shareholders by posting relevant information on the Company's Web site (http://www.bridgestone.co.jp/) in accordance with the relevant provisions of the laws and regulations and the Articles of Incorporation.

"Stock acquisition rights" and "Systems to ensure compliance of the Directors' execution of duties with laws and regulations and the Articles of Incorporation, as well as other systems to ensure the propriety of business operations" in Business Report, "Consolidated Statement of Changes in Equity" and "Notes to Consolidated Financial Statements" in Consolidated Financial Statements, and "Non-consolidated Statement of Changes in Equity" and "Notes to Non-consolidated Financial Statements" in Non-consolidated Financial Statements

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Notes:
1) Attendees are asked to return their Exercise of Voting Rights forms to the receptionist on the day of the meeting.
2) If you exercise your voting rights on the Web site (http://www.web54.net), please refer to "Exercise of Voting Rights via the Internet, etc." described on page 18.
3) Attendees are asked to bring this Notice of the 97th Annual Shareholders' Meeting and the attached documents to the venue on the day of the meeting.

Guidance:
Should any revision be needed with regard to the Reference to Exercise of Voting Rights, the Business Report, the Consolidated Financial Statements and/or the Financial Statements, the Company will publish such revision on the Company's Web site (http://www.bridgestone.co.jp/).

No souvenirs will be provided to the shareholders attending the meeting due to venue and preparation issues from this year's Annual Shareholders' Meeting onward.
We ask for your kind understanding.

Reference to Exercise of Voting Rights

Proposals and Reference Information

Proposal 1 Appropriation of Surplus

It is proposed to appropriate the surplus for the year according to the schedule shown below in view of the year's closing results, and the interest of promoting corporate strength, future business development and other aspects.

1. Matters related to the year-end dividend

(1) Disbursement of dividends to shareholders and total amount thereof

It is proposed that a total amount of 54,825,877,960 yen (seventy (70) yen per share) be disbursed.

Accordingly, the fiscal year's total dividend, including the interim dividend, would be one hundred and thirty (130) yen per share.

(2) Effective date of the disbursement of dividends from surplus

It is proposed to set the effective date for the disbursement of dividends to be March 25, 2016.

2. Other matters related to the appropriation of surplus

(1) Item and amount of surplus to be increased

General reserve: 60,000,000,000 yen

(2) Item and amount of surplus to be decreased

Retained earnings carried forward: 60,000,000,000 yen

Proposal 2 Partial Amendments to the Articles of Incorporation

1. Reasons for the Proposal

(1) In order to achieve the Company's goal of "becoming a truly global company," being "Dan-Totsu in all aspects" of the Company's business while remaining faithful to the Bridgestone Essence (the Company's core corporate values), it is critically important that the Bridgestone Group maintains the highest possible level of corporate governance and constantly seeks to enhance both the quality of its management and the transparency of its decision making processes. As part of this ongoing process of enhancing its governance systems and procedures, the Board of Directors has determined that the introduction of the "Company with Nominating Committee, etc." model of corporate governance at this time will serve to further strengthen its internal control systems while enabling both more effective strategic planning and efficient decision making.

In order to introduce this model, the necessary amendments to the Articles of Incorporation are proposed, such as the establishment of provisions concerning Committees and Executive Officer(s) and the deletion of the provisions concerning Corporate Auditors and the Board of Corporate Auditors. Each Corporate Auditor has given their consent to a change (Article 32 of the Proposed Amendments) permitting the exemption of damage compensation liabilities of Executive Officers to the extent permitted by law.

(2) Due to the Act to Amend the Companies Act (Act No. 90 of 2014), which took effect on May 1, 2015, changing the range of directors who can enter into a limited liability agreement, the relevant provision is to be amended (Article 26 of the Proposed Amendments). Each Corporate Auditor has given their consent to this change.

(3) Changes will be made to provisions for the adjustment of numerical and other clerical items.

The Proposed Amendments in this proposal shall be effective at the closing of this shareholders' meeting.

2. Details of the Proposed Amendments

The details of the Proposed Amendments are described below.

(Underline indicates changes.)

Current Articles	Proposed Amendments
Article 1～Article 3 (Text omitted)	Article 1～Article 3 (Unchanged)
Article 4 (Bodies) The Company shall establish the following bodies in addition to the general meeting of shareholders and the directors. (1) Board of Directors (2) Corporate Auditors (3) Board of Corporate Auditors (4) Accounting Auditors	Article 4 (Bodies) The Company shall establish the following bodies in addition to the general meeting of shareholders and the directors. (1) Board of Directors (2) Nominating Committee, Audit Committee, and Compensation Committee (3) Executive Officers (4) Accounting Auditors
Article 5～Article 20 (Text omitted)	Article 5～Article 20 (Unchanged)
Article 21 (Representative Directors, Chairman of the Board, CEO and COO) 1. The Representative Directors shall be appointed by a resolution of the Board of Directors. 2. The Company may appoint the Chairman of the Board by a resolution of the Board of Directors. 3. The Company may appoint the CEO and the COO as the Directors in charge of executing overall business affairs by a resolution of the Board of Directors.	Article 21 (Chairman of the Board) (Paragraph 1 Deleted) The Company may appoint the Chairman of the Board by a resolution of the Board of Directors. (Paragraph 3 Deleted)
Article 22 (Text omitted)	Article 22 (Unchanged)
Article 23 (Procedures for Convocation of Meetings of the Board of Directors) 1. Notice of convocation of a meeting of the Board of Directors shall be sent to each Director and Corporate Auditor by three (3) days prior to the date of such meeting; provided, however, that such period may be shortened in case of emergency. 2. If there is unanimous consent on the part of all the Directors and Corporate Auditors, the meeting of the Board of Directors may be held without following the convocation procedures.	Article 23 (Procedures for Convocation of Meetings of the Board of Directors) 1. Notice of convocation of a meeting of the Board of Directors shall be sent to each Director by three (3) days prior to the date of such meeting; provided, however, that such period may be shortened in case of emergency. 2. If there is unanimous consent on the part of all the Directors, the meeting of the Board of Directors may be held without following the convocation procedures.
Article 24~Article 25 (Text omitted)	Article 24~Article 25 (Unchanged)
Article 26 (Director Compensation, Etc.) Director compensation, bonuses and other proprietary profits received from the Company as consideration for the execution of work (hereinafter, the "Compensation, Etc.") shall be determined by a resolution of a general meeting of shareholders.	(Deleted)

Current Articles	Proposed Amendments
Article 27 (Exemption of Directors' Liabilities) 1. (Text omitted) 2. The Company may, in accordance with Paragraph 1 of Article 427 of the Companies Act, enter into an agreement with outside Directors that limits their damage compensation liability of Paragraph 1 of Article 423 of the Companies Act; provided, however, that the maximum amount of their liabilities based on said agreement shall be the higher of either the fixed amount decided in advance not less than ten million (10,000,000) yen or an amount prescribed by law.	Article 26 (Exemption of Directors' Liabilities) 1. (Unchanged) 2. The Company may, in accordance with Paragraph 1 of Article 427 of the Companies Act, enter into an agreement with Directors other than Executive Directors, etc. that limits their damage compensation liability of Paragraph 1 of Article 423 of the Companies Act; provided, however, that the maximum amount of their liabilities based on said agreement shall be the higher of either the fixed amount decided in advance not less than ten million (10,000,000) yen or an amount prescribed by law.
(Newly Established) (Newly Established)	CHAPTER V NOMINATING COMMITTEE, ETC. Article 27 (Manner of Appointment of Committee Members) The members of the Nominating Committee, the Audit Committee, and the Compensation Committee shall be appointed from among the Directors by a resolution of the Board of Directors.
(Newly Established)	Article 28 (Regulations of each Committee) Unless otherwise provided for in laws, regulations or these Articles of Incorporation, matters concerning the Committees shall be governed by the Regulations of each Committee established by the Board of Directors.
(Newly Established) (Newly Established)	CHAPTER VI EXECUTIVE OFFICERS Article 29 (Elections of Executive Officers) Executive Officers shall be elected by a resolution of the Board of Directors.
(Newly Established)	Article 30 (Term of Office of Executive Officers) The term of office of Executive Officers shall expire at the close of the first meeting of the Board of Directors convened after the close of an ordinary general meeting of shareholders relating to the last business year that ends within one (1) year after their election.

Current Articles	Proposed Amendments
(Newly Established)	Article 31 (Representative Executive Officers, CEO and COO, etc.) 1. The Representative Executive Officers shall be appointed by a resolution of the Board of Directors. 2. The Company may appoint the CEO and the COO as the Executive Officers in charge of executing overall business affairs by a resolution of the Board of Directors. 3. In addition to the preceding paragraph, the Company may appoint other Executive Officers with specific titles by a resolution of the Board of Directors.
(Newly Established)	Article 32 (Exemption of Executive Officers' Liabilities) The Company may, by a resolution of the Board of Directors under Paragraph 1 of Article 426 of the Companies Act, exempt Executive Officers (including former Executive Officers) from their damage compensation liabilities provided for in Paragraph 1 of Article 423 of the Companies Act to the extent permitted by law.
(Newly Established)	Article 33 (Regulations of Executive Officers) Unless otherwise provided for in laws, regulations or these Articles of Incorporation, matters concerning Executive Officers shall be governed by the Regulations of Executive Officers established by the Board of Directors.
CHAPTER V CORPORATE OFFICERS Article 28 (Corporate Officers) In addition to the CEO and the COO appointed pursuant to the above Paragraph 3 of Article 21, the Company may appoint a corporate officer or officers by a resolution of the Board of Directors. The Board of Directors shall elect a corporate officer or officers from among the Directors and/or employees of the Company, assign to each elected corporate officer the duty to execute business affairs as determined by the Board of Directors, and grant him/her an executive position, such as Senior Vice President or Vice President.	CHAPTER VII CORPORATE OFFICERS Article 34 (Corporate Officers) The Company may appoint corporate officers (including corporate officers with specific titles) as the officers in charge of executing business affairs under Executive Officers.

Current Articles	Proposed Amendments
CHAPTER VI CORPORATE AUDITORS AND BOARD OF CORPORATE AUDITORS	(Deleted)
Article 29 (Number and Elections of Corporate Auditors) 1. The number of Corporate Auditors of the Company shall be not more than six (6). Corporate Auditors shall be elected at a general meeting of shareholders. 2. The resolution for election provided for in the preceding paragraph shall be made with shareholders present at a meeting who hold shares representing one-third (1/3) or more of the voting rights of shareholders who are entitled to exercise voting rights, by a majority of the voting rights of the attending shareholders.	(Deleted)
Article 30 (Term of Office of Corporate Auditors) 1. The term of office of Corporate Auditors shall expire at the close of an ordinary general meeting of shareholders relating to the last business year that ends within four (4) years after their election. 2. The term of office of Corporate Auditors elected to fill the vacancy of a predecessor who has ceased to hold this position prior to the expiration of his or her term of office shall expire at the time that the predecessor's term of office would have otherwise expired.	(Deleted)
Article 31 (Standing Corporate Auditors) One (1) or more Standing Corporate Auditor shall be appointed by a resolution of the Board of Corporate Auditors.	(Deleted)
Article 32 (Procedures for Convocation of Meetings of the Board of Corporate Auditors) 1. Notice of convocation of a meeting of the Board of Corporate Auditors shall be sent to each Corporate Auditor by three (3) days prior to the date of such meeting; provided, however, that such period may be shortened in case of emergency. 2. If there is unanimous consent on the part of all the Corporate Auditors, the meeting of the Board of Corporate Auditors may be held without following the convocation procedures.	(Deleted)

Current Articles	Proposed Amendments
Article 33 (Regulations of the Board of Corporate Auditors) Unless otherwise provided for in laws, regulations or these Articles of Incorporation, matters concerning the Board of Corporate Auditors shall be governed by the Regulations of the Board of Corporate Auditors established by the Board of Corporate Auditors.	(Deleted)
Article 34 (Corporate Auditor Compensation, Etc.) Corporate Auditor Compensation, Etc. shall be determined by a resolution of a general meeting of shareholders.	(Deleted)
Article 35 (Exemption of Corporate Auditors' Liabilities) 1. The Company may, by a resolution of the Board of Directors under Paragraph 1 of Article 426 of the Companies Act, exempt Corporate Auditors (including former Corporate Auditors) from their damage compensation liabilities provided for in Paragraph 1 of Article 423 of the Companies Act to the extent permitted by law. 2. The Company may, in accordance with Paragraph 1 of Article 427 of the Companies Act, enter into an agreement with outside Corporate Auditors that limits their damage compensation liability of Paragraph 1 of Article 423 of the Companies Act; provided, however, that the maximum amount of their liabilities based on said agreement shall be the higher of either the fixed amount decided in advance not less than ten million (10,000,000) yen or an amount prescribed by law.	(Deleted)
CHAPTER VII ACCOUNTS Article 36~Article 39 (Text omitted)	CHAPTER VIII ACCOUNTS Article 35~Article 38 (Unchanged)
(Newly Established) (Newly Established)	Additional Rule Article 1. (Transitional Measure Regarding Exemption from Liabilities of Corporate Auditors) The Company may, by a resolution of the Board of Directors under Paragraph 1 of Article 426 of the Companies Act, exempt any person who served as a Corporate Auditor (including former Corporate Auditor) prior to the close of the 97th ordinary general meeting of shareholders from their damage compensation liabilities provided for in Paragraph 1 of Article 423 of the Companies Act to the extent permitted by law.

Proposal 3 Election of Eleven (11) Members of the Board

With the approval and entry into force of Proposal 2 "Partial Amendments to the Articles of Incorporation," the Company will transition from the current "Company with Board of Corporate Auditors" model to the "Company with Nominating Committee, etc." model and the term of office of all the seven (7) current Members of the Board and four (4) current Corporate Auditors expires at the close of this shareholders' meeting simultaneously. Accordingly, it is proposed that eleven (11) nominees be elected as Members of the Board.

The table below lists the nominees for the position.

Nominees for Members of the Board

<table>
<tr><th>Nominee No.</th><th>Name
(Date of birth)</th><th>Brief personal history, position, assignment and important concurrent positions</th></tr>
<tr><td rowspan="2">1</td><td>

Masaaki Tsuya
(June 22, 1952)

Renomination

・The term of office as Member of the Board: 8 years
・Attendance at the Board of Directors for the year: 17 of 17
・Number of shares owned: 32,500</td><td>April 1976 Joined Bridgestone Tire Co., Ltd. (Now Bridgestone Corporation)
January 2006 Director, Division of the Executive Office
March 2006 Vice President and Officer
March 2008 Became a Member of the Board
Vice President and Senior Officer
September 2011 Became a Representative Board Member
Senior Vice President
March 2012 CEO and Representative Board Member
March 2013 CEO and Representative Board Member,
to Present Concurrently Chairman of the Board</td></tr>
<tr><td colspan="2">(Reason for nomination as Member of the Board)
Since Mr. Masaaki Tsuya joined the Company, he has accumulated abundant business experience through the engagement in such fields as international relations, human resources and public relations, and promotion of internal control, and has strongly promoted management reforms including strengthening corporate governance since his appointment as CEO and Representative Board Member in 2012. The Company has determined that Mr. Masaaki Tsuya qualifies for Member of the Board to enhance corporate value continuously by utilizing his global business experience and insight for corporate management.</td></tr>
</table>

<table>
<tr><th>Nominee No.</th><th>Name
(Date of birth)</th><th>Brief personal history, position, assignment and important concurrent positions</th></tr>
<tr><td>2</td><td>
Kazuhisa Nishigai
(July 29, 1950)

Renomination

・ The term of office as Member of the Board: 8 years
・Attendance at the Board of Directors for the year: 17 of 17
・Number of shares owned: 21,200</td><td>April 1975 Joined Bridgestone Tire Co., Ltd. (Now Bridgestone Corporation)
April 2004 Director, Process Engineering Development Division
January 2005 Vice President and Officer
October 2007 Vice President and Senior Officer
March 2008 Became a Member of the Board
Vice President and Senior Officer
March 2010 Became a Representative Board Member
Senior Vice President
March 2012 to Present COO and Representative Board Member</td></tr>
<tr><td colspan="3">(Reason for nomination as Member of the Board)
Since Mr. Kazuhisa Nishigai joined the Company, he has accumulated abundant business experience through the engagement in such fields as production technology, plant management and sales. Since his appointment as COO and Representative Board Member in 2012, he has strongly promoted management reforms including the expansion of tire business and diversified products business. The Company has determined that Mr. Kazuhisa Nishigai qualifies for Member of the Board to enhance corporate value continuously by utilizing his global business experience and insight for corporate management.</td></tr>
<tr><td>3</td><td>
Mikio Masunaga
(October 2, 1952)

New Nomination

・The term of office as Corporate Auditor: 4 years
・Attendance at the Board of Directors for the year: 17 of 17
・Attendance at the Board of Corporate Auditors for the year: 16 of 16
・Number of shares owned: 13,200</td><td>April 1977 Joined Bridgestone Tire Co., Ltd. (Now Bridgestone Corporation)
March 2004 Director, Tire Development Division I
March 2006 Vice President and Officer
October 2008 Vice President and Senior Officer
March 2009 Became a Member of the Board
Vice President and Senior Officer
March 2012 to Present Became a Corporate Auditor</td></tr>
<tr><td colspan="3">(Reason for nomination as Member of the Board)
Since Mr. Mikio Masunaga joined the Company, he has accumulated abundant business experience through the engagement in such fields as tire development, procurement and quality management, and has audited the Bridgestone Group overall as Full-time Corporate Auditor since 2012. The Company has determined that Mr. Mikio Masunaga qualifies for Member of the Board to enhance corporate value continuously by utilizing the broad business experience and insight on execution of operations and audit for corporate management as Member of the Board.</td></tr>
</table>

<table>
<tr><th>Nominee No.</th><th>Name
(Date of birth)</th><th>Brief personal history, position, assignment and important concurrent positions</th></tr>
<tr><td>4</td><td>
Kenichi Togami
(February 2, 1955)

New Nomination
・Number of shares owned: 2,000</td><td>April 1977 Joined Bridgestone Tire Co., Ltd. (Now Bridgestone Corporation)
August 2010 Director, Diversified Products, Sports & Cycle Business Administration Office
January 2014 Director, Internal Auditing Office
March 2014 to Present Vice President and Officer
January 2015 Vice President and Officer, International Tire Business Operations
January 2016 to Present Assistant to Executive Vice President, Responsible for Corporate Planning</td></tr>
<tr><td></td><td colspan="2">(Reason for nomination as Member of the Board)
Since Mr. Kenichi Togami joined the Company, he has accumulated abundant business experience through the engagement in such fields as finance, diversified products business, internal auditing and international business, and has been in charge of corporate auditing and international tire business as Vice President and Officer since 2014. The Company has determined that Mr. Kenichi Togami qualifies for Member of the Board to enhance corporate value continuously by utilizing the broad business experience and insight for corporate management as Member of the Board.</td></tr>
<tr><td>5</td><td>
Sakie Tachibana Fukushima
(September 10, 1949)

Renomination
Outside Director
Independent Director
・ The term of office as Member of the Board: 6 years
・Attendance at the Board of Directors for the year: 17 of 17
・Number of shares owned: 1,400</td><td>June 1980 Joined Braxton International
September 1987 Joined Bain & Company Japan, Inc.
August 1991 Joined Korn/Ferry International
May 1995 Member of the Board of Directors, Korn/Ferry International Global Headquarters
September 2000 Country Manager-Japan, Korn/Ferry International
July 2001 Regional Managing Director-Japan, Korn/Ferry International
May 2009 Chairman & Representative Director-Japan, Korn/Ferry International
March 2010 to Present Became a Member of the Board as Outside Director
July 2010 to Present President and Representative Director, G&S Global Advisors Inc.
(Important concurrent positions)
President and Representative Director of G&S Global Advisors Inc.
Outside Director of Ajinomoto Co., Inc.
Outside Director of J. FRONT RETAILING Co., Ltd.
Outside Director of Mitsubishi Corporation</td></tr>
<tr><td></td><td colspan="2">(Reason for nomination as Outside Director)
Ms. Sakie Tachibana Fukushima has deep insight regarding human resources with a global perspective, as well as abundant expertise on and experience in international corporate management and has been contributing to appropriate decision making of the Board of Directors since 2010. The Company has determined that Ms. Sakie Tachibana Fukushima qualifies for Outside Director in view of these experiences, knowledge and achievements.</td></tr>
</table>

<table>
<tr><td>Nominee No.</td><td>Name
(Date of birth)</td><td>Brief personal history, position, assignment and important concurrent positions</td></tr>
<tr><td rowspan="2">6</td><td>
Scott Trevor Davis
(December 26, 1960)
Renomination
Outside Director
Independent Director
・ The term of office as Member of the Board: 5 years
・Attendance at the Board of Directors for the year: 17 of 17
・Number of shares owned: 0</td><td>April 1990 Researcher, The Japan Institute of Labour (Now The Japan Institute for Labour Policy and Training)
April 2001 Professor, Department of International Economics, Reitaku University
April 2006 to Present Professor, Department of Global Business, College of Business, Rikkyo University
March 2011 to Present Became a Member of the Board as Outside Director
(Important concurrent positions)
Professor, Department of Global Business, College of Business, Rikkyo University
Outside Director of Seven & i Holdings Co., Ltd.
Outside Director of Sompo Japan Nipponkoa Holdings, Inc.</td></tr>
<tr><td colspan="2">(Reason for nomination as Outside Director)
Mr. Scott Trevor Davis has excellent academic knowledge in the field of sociology and international business administration, as well as abundant wisdom regarding CSR in Japan and overseas and has been contributing to appropriate decision making of the Board of Directors since 2011. The Company has determined that Mr. Scott Trevor Davis would appropriately execute the duties of an Outside Director in view of these experiences, knowledge and achievements.</td></tr>
<tr><td rowspan="2">7</td><td>
Yuri Okina
(March 25, 1960)
Renomination
Outside Director
Independent Director
・ The term of office as Member of the Board: 2 years
・Attendance at the Board of Directors for the year: 17 of 17
・Number of shares owned: 0</td><td>April 1984 Joined Bank of Japan
April 1992 Joined The Japan Research Institute, Limited
May 2003 Member of Industrial Revitalization Commission, the Industrial Revitalization Corporation of Japan
October 2005 Council Member, SCIENCE COUNCIL OF JAPAN
June 2006 Research Director, Chief Economist, The Japan Research Institute, Limited
April 2010 Guest Professor, Waseda University
March 2014 to Present Became a Member of the Board as Outside Director
June 2014 to Present Vice Chairman of the Institute, The Japan Research Institute, Limited
September 2014 to Present Invited Professor, Keio University
(Important concurrent positions)
Vice Chairman of the Institute, The Japan Research Institute, Limited
Outside Director of Nippon Yusen Kabushiki Kaisha (NYK LINE)
Outside Director of Seven Bank, Ltd.</td></tr>
<tr><td colspan="2">(Reason for nomination as Outside Director)
Ms. Yuri Okina has significant research experience regarding financial systems and financial administration, as well as abundant knowledge of economics and financial situations, and has been contributing to appropriate decision making of the Board of Directors since 2014. The Company has determined that Ms. Yuri Okina qualifies for Outside Director in view of these experiences, knowledge and achievements.</td></tr>
</table>

<table>
<tr><th>Nominee No.</th><th>Name
(Date of birth)</th><th>Brief personal history, position, assignment and important concurrent positions</th></tr>
<tr><td>8</td><td>
Kenichi Masuda
(January 11, 1963)
New Nomination
Outside Director
Independent Director
・The term of office as Corporate Auditor: 5 years
・Attendance at the Board of Directors for the year: 17 of 17
・Attendance at the Board of Corporate Auditors for the year: 16 of 16
・Number of shares owned: 0</td><td>April 1988 to Present Lawyer, Admitted in Japan
September 1993 to Present Lawyer, Admitted in New York
January 1997 to Present Partner, Anderson Mori (Japanese law firm: Now Anderson Mori & Tomotsune)
April 2010 to Present Adjunct Lecturer, Graduate Schools for Law and Politics, The University of Tokyo
March 2011 to Present Became an Outside Corporate Auditor
(Important concurrent positions)
Partner of Anderson Mori & Tomotsune
Outside Corporate Auditor of LIFENET INSURANCE COMPANY</td></tr>
<tr><td colspan="3">(Reason for nomination as Outside Director)
Mr. Kenichi Masuda has abundant professional career and experience as a lawyer at law firms in Japan and overseas, as well as his expertise as represented by his current experience of teaching corporate law at a graduate school of law and has been contributing to audits as Outside Corporate Auditor since 2010. The Company has determined that Mr. Kenichi Masuda would appropriately execute the duties of an Outside Director in view of these experiences, knowledge and achievements.</td></tr>
<tr><td>9</td><td>
Kenzo Yamamoto
(January 21, 1954)
New Nomination
Outside Director
Independent Director
・Number of shares owned: 0</td><td>April 1976 Joined Bank of Japan
February 2002 Director-General, Financial Markets Department, Bank of Japan
May 2003 Chief Representative in New York, Bank of Japan
December 2003 General Manager for the Americas and Chief Representative in New York, Bank of Japan
July 2005 Director-General, Payment and Settlement Systems Department, Bank of Japan
July 2006 Director-General, Financial System and Bank Examination Department, Bank of Japan
May 2008 Executive Director, Bank of Japan
June 2012 to Present Chairman, NTT Data Institute of Management Consulting, Inc.
August 2013 to Present Board Member <Outside Board Member>, Quality Control Oversight Board, The Japanese Institute of Certified Public Accountants
July 2014 to Present Committee Member <Outside Expert>, Risk Committee, Mitsubishi UFJ Financial Group, Inc.
(Important concurrent positions)
Chairman, NTT Data Institute of Management Consulting, Inc.</td></tr>
<tr><td colspan="3">(Reason for nomination as Outside Director)
Mr. Kenzo Yamamoto has abundant expertise on financial market and financial systems, as well as his deep insight regarding corporate management and risk management. The Company has determined that Mr. Kenzo Yamamoto qualifies for Outside Director in view of these experiences and knowledge.</td></tr>
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<table>
<tr><th>Nominee No.</th><th>Name
(Date of birth)</th><th>Brief personal history, position, assignment and important concurrent positions</th></tr>
<tr><td>10</td><td>
Keikou Terui
(July 27, 1953)
New Nomination
Outside Director
Independent Director
・Number of shares owned: 0</td><td>April 1979 Joined Ministry of International Trade and Industry (Now Ministry of Economy, Trade and Industry (METI))
July 2008 Director-General for Technology Policy Coordination, Minister's Secretariat, METI
January 2011 Director-General, Kanto Bureau of Economy, Trade and Industry, METI
April 2012 Director-General for Regional Economic and Industrial Policy, METI
August 2013 to Present President, Nonprofit Corporation Japan Utility Telemetering Association
October 2013 to Present Senior Research Associate, Chemicals Evaluation and Research Institute
June 2014 to Present Director, Union of Japanese Scientists and Engineers
(Important concurrent positions)
Senior Research Associate, Chemicals Evaluation and Research Institute
Outside Director, Ube Industries, Ltd.</td></tr>
<tr><td colspan="3">(Reason for nomination as Outside Director)
Mr. Keikou Terui has broad insight regarding chemistry and other industrial technology fields, as well as his abundant administrative experience in industrial policies at the Ministry of Economy, Trade and Industry. The Company has determined that Mr. Keikou Terui would appropriately execute the duties of an Outside Director in view of these experiences and knowledge.</td></tr>
<tr><td>11</td><td>
Seiichi Sasa
(October 12, 1953)
New Nomination
Outside Director
Independent Director
・Number of shares owned: 1,500</td><td>April 1976 Joined The Dai-Ichi Kangyo Bank, Limited (Now Mizuho Bank, Ltd.) (Resigned in June 1978)
March 1983 to Present Certified Public Accountant, Admitted
September 2005 to Present Adjunct Lecturer, Gakushuin University Graduate School of Political Studies
December 2007 Examiner, Certified Public Accountant Examination (Financial Accounting)
June 2008 Executive Director, KPMG AZSA LLC
September 2014 to Present Adjunct Lecturer, Hitotsubashi University
(Important concurrent positions)
Certified Public Accountant (Sasa Seiichi Certified Public Accountant Office)</td></tr>
<tr><td colspan="3">(Reason for nomination as Outside Director)
Mr. Seiichi Sasa has abundant professional career and experience of accounting audit and consulting as a Certified Public Accountant, as well as his expertise as represented by his current experience of teaching accounting and audit at a university and graduate school and former appointment as an Examiner of Certified Public Accountant Examination. The Company has determined that Mr. Seiichi Sasa would appropriately execute the duties of an Outside Director in view of these experiences and knowledge.</td></tr>
</table>

Notes:
1. None of the nominees has any special interest with the Company.
2. Ms. Sakie Tachibana Fukushima, Mr. Scott Trevor Davis, Ms. Yuri Okina, Mr. Kenichi Masuda, Mr. Kenzo Yamamoto, Mr. Keikou Terui and Mr. Seiichi Sasa are the nominees as Outside Directors.
3. To ensure the independence of its Independent Directors, the Company has designated its own "Guidelines for Determining Whether Outside Directors are Sufficiently Independent" (as described on pages 16–17), in addition to the respective standards stipulated by the Tokyo Stock Exchange, the Nagoya Stock Exchange and the Fukuoka Stock Exchange. Ms. Sakie Tachibana Fukushima, Mr. Scott Trevor Davis, Ms. Yuri Okina, Mr. Kenichi Masuda, Mr. Kenzo Yamamoto, Mr. Keikou Terui and Mr. Seiichi Sasa have fulfilled the Guidelines and the standards, and the Company intends to notify the respective stock exchanges of them as Independent Directors.
4. NYK LINE, at which Ms. Yuri Okina serves as an Outside Director, (i) received a cease and desist order from the Japan Fair Trade Commission and (ii) entered into a plea agreement with the U.S. Department of Justice for its involvement in cartel conduct concerning ocean shipping services for cars and other vehicles in 2014. In addition, in 2015, NYK LINE (i) reached a settlement agreement with the Competition Commission of South Africa and (ii) received a decision from the National Development and Reform Commission of China for such conducts. Ms. Yuri

Okina had not been aware of the occurrence of such illegal conducts until NYK LINE received these orders, etc., and had regularly expressed her views on legal compliance. After becoming aware of these issues, she has endeavored to reinforce NYK LINE's legal compliance systems for the eradication of any conducts in violation of competition laws of each country, and for the prevention of the recurrence of such conducts.
5. The term of office of the respective nominees is calculated as at the close of this shareholders' meeting.
6. If Ms. Sakie Tachibana Fukushima, Mr. Scott Trevor Davis, Ms. Yuri Okina, Mr. Kenichi Masuda, Mr. Kenzo Yamamoto, Mr. Keikou Terui and Mr. Seiichi Sasa become the Members of the Board, the Company will enter into an agreement with each of them that limits his/her damage compensation liability of Paragraph 1 of Article 423 of the Companies Act. The maximum amount of his/her liability based on said agreement shall be the higher of either 10 million yen or the minimum liability amount prescribed in Paragraph 1 of Article 425 of the Companies Act. In addition, if Mr. Mikio Masunaga and Mr. Kenichi Togami become the Members of the Board, the Company will enter into the same agreement with each of them, subject to the approval of "Proposal 2 Partial Amendments to the Articles of Incorporation," and on the condition that each nominee does not fall under Executive Directors, etc. as prescribed in Paragraph 1 of Article 427 of the said Act.
7. If this proposal is approved, each of Nomination, Audit and Compensation Committees is scheduled to be composed of the following members, respectively.

Nominating Committee:
Ms. Sakie Tachibana Fukushima, Mr. Scott Trevor Davis, Ms. Yuri Okina, Mr. Keikou Terui
Audit Committee:
Mr. Kenichi Masuda, Mr. Kenzo Yamamoto, Mr. Seiichi Sasa, Mr. Mikio Masunaga, Mr. Kenichi Togami
Compensation Committee:
Ms. Sakie Tachibana Fukushima, Mr. Scott Trevor Davis, Ms. Yuri Okina, Mr. Keikou Terui

Proposal 4 Presentation of Bonuses to the Members of the Board

In view of the year's closing results, it is proposed that bonuses totaling 106.5 million yen be distributed to the three (3) Members of the Board excluding the Outside Directors at the end of the 97th fiscal year.

(Reference)

Guidelines for Determining Whether
Outside Directors are Sufficiently Independent

In order to ensure that Bridgestone Corporation ("Bridgestone") achieves the objectivity and transparency necessary for appropriate corporate governance, it is best that outside directors be as independent as possible. Bridgestone has accordingly established these guidelines concerning the requisite independence of Outside Directors. If any of the following items applies to an Outside Director (or to a candidate for such position. The same applies hereafter), they shall be deemed to lack the required level of independence. A person who:

1. In the past was an Executing Person of Bridgestone or a consolidated subsidiary of Bridgestone (collectively, the "Bridgestone Group").[1]
2. Is a major shareholder of Bridgestone.[2]
3. Is an Executing Person of a company or entity to which one of the following is applicable:
   (1) A major supplier or customer of the Bridgestone Group.[3]
   (2) A major lender to the Bridgestone Group.[4]
   (3) A company or entity of which the Bridgestone Group holds 10% or more of the voting shares.
4. Is a certified public accountant with an auditing firm that is an accounting auditor of the Bridgestone Group.
5. Is a professional, such as a consultant, accountant, tax accountant, lawyer, judicial scrivener, or patent attorney who has received a large amount[5] of money or other assets from the Bridgestone Group.
6. Is a person who has received a large amount of donation from the Bridgestone Group.[6]
7. Is an Executing Person of another company, which position constitutes an interlocking director or corporate auditor position[7] for the Outside Director.
8. Has a close relative[8] to which any of the above items 1 through 7 applies (but other than with respect to item 4 or 5, limited to a significant person[9]).
9. Is a person to which any of the above items 2 through 8 has applied within the last 5 years.
10. Notwithstanding the above, is a person with respect to which any other particular factors exist that could create a conflict of interest with Bridgestone.

Notes: [1] This means one who is currently an executive director, executive officer, corporate officer or other similar person or employee (each, for purpose of these Guidelines, an "Executing Person") or who has been an Executing Person of the Bridgestone Group at any time in the past.

[2] A "major shareholder" shall mean a shareholder holding 5% or more of the voting shares, either in their own name or a third party's name, as of the end of Bridgestone's fiscal year. If the major shareholder is an organization such as a company (or other legal entity) or partnership, it shall mean an Executing Person of the organization.

[3] A "major supplier or customer" means a supplier or customer of the Bridgestone Group products whose annual total transactions with the Bridgestone Group exceeds 2% of Bridgestone's consolidated aggregate sales or 2% of the consolidated aggregate sales of the other party. In addition, automobile manufacturers which are customers of the Bridgestone Group tire products, and synthetic rubber manufacturers and steel cord manufacturers which are suppliers to the Bridgestone Group are considered major suppliers or customers regardless of actual annual transaction amounts.

[4] A "major lender" means a financial institution from which the Bridgestone Group receives loans where the outstanding loan amount as of the end of Bridgestone's fiscal year exceeds 2% of Bridgestone's consolidated gross assets or 2% of the financial institution's consolidated gross assets.

[5] "Large amount" means the occurrence of either of the following in response to the professional's provision of services:

(1) In the event that the professional is providing services to the Bridgestone Group as an individual, the receipt by the professional from the Bridgestone Group of compensation (excluding compensation for services as a director or corporate auditor) of an amount exceeding 10 million yen per year.

(2) In the event the professional services are provided by an organization such as a company (or other legal entity) or a partnership, the receipt by the organization from the Bridgestone Group of the total amount of compensation exceeding 2% of the annual aggregate income of the organization. Even if not more than 2%, if the organization receives more than 10 million yen per year as compensation for services in which the professional was directly involved, it is considered a "large amount".

[6] This means the recipient of a donation exceeding 10 million yen per year from the Bridgestone Group. If

the recipient is an organization such as a company (or other legal entity) or a partnership, any member of the organization who is directly involved with the research, education or other activity related to the donation.

[7] "Interlocking director or corporate auditor position" means an Executing Person of the Bridgestone Group who is an Outside Director or Corporate Auditor for another company, where an Executing Person of such other company is also an Outside Director of Bridgestone.

[8] A "close relative" means a spouse or a relative within two degrees of family relation.

[9] A "significant person" means a director, executive officer, corporate officer or an Executing Person who is a division manager or above, or an Executing Person with authority similar to any of the foregoing.

Note: The above standards shall apply from March 24, 2016 (upon the transition to the Company with Nominating Committee, etc., subject to the approval of Proposal 2 "Partial Amendments to the Articles of Incorporation" at this meeting). The Company applies Guidelines for Determining Whether Outside Directors / Corporate Auditors are Sufficiently Independent in which the similar standards are set for both Outside Directors and Corporate Auditors until then.

(Guidance)
"Exercise of Voting Rights via the Internet, etc."

1. Exercise of Voting Rights via the Internet
Please read carefully the explanation described below before exercising your voting rights via the Internet.

◎ Instruction for Use
(1) Please access the Web site for exercising voting rights designated by the Company.
[Web site address] http://www.web54.net
(2) Enter the "Exercise of Voting Rights Code" and "Password" printed at the right of the Exercise of Voting Rights form and follow the instructions on the screen.

◎ Exercise of Voting Rights
(1) If you exercise your voting rights via the Internet, your vote will be accepted until 6:00 p.m. on Wednesday, March 23, 2016.
(2) If you have exercised your voting rights several times via the Internet, or if you have exercised your voting rights both via the Internet and by sending the Exercise of Voting Rights form, the votes shall be handled as described in (1) of "4. Other matters related to the Annual Shareholders' Meeting" on page 2.

◎ System Requirements
(1) You may not be able to use the Web site for exercising voting rights, depending on the Internet access environment of your PC or mobile phone, the service you subscribed, or the models you use. For details, please contact the staff in charge by calling the dedicated phone number of Stock Transfer Agent Department "Web Support," Sumitomo Mitsui Trust Bank, Limited, as shown below.
(2) To connect your communication device to the Internet, you might have to pay a connection fee and telecommunication charges to your service provider and a carrier. Such a fee or charges shall be borne by you.

◎ Inquiries on the Operation of Your PC and Other Communication Terminals
If you are unclear as to the operation of your PC and other devices regarding the exercise of voting rights via the Internet, please contact the staff in charge by calling the following number:

Dedicated phone of Stock Transfer Agent Department "Web Support,"
Sumitomo Mitsui Trust Bank, Limited
Phone number in Japan: 0120-652-031 (toll-free within Japan)
(Reception time: 9:00 a.m.–9:00 p.m.)

◎ Inquiries on Electronification of the Notice

Dedicated phone of the Transfer Agent Business Center,
Sumitomo Mitsui Trust Bank, Limited
Phone number in Japan: 0120-782-031 (toll-free within Japan)
(Reception time: 9:00 a.m.–5:00 p.m. (Except for Saturdays, Sundays and national holidays))

2. Exercise of Voting Rights via Platform for Electronic Exercise of Voting Rights (to institutional investors)
Institutional investors may use the "ICJ platform," a platform for electronic exercise of voting rights by institutional investors, which is operated by Investor Communications Japan, Inc. (ICJ).

Note: This document has been translated from the Notice of the 97th Annual Shareholders' Meeting in the Japanese original version for your reference and convenience purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.