

(Translation)

## **ARTICLES OF INCORPORATION**

(Amended on March 24, 2016)

**BRIDGESTONE CORPORATION**

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OF  
BRIDGESTONE CORPORATION**

**CHAPTER I  
GENERAL PROVISIONS**

Article 1 (Trade Name)

The name of the Company shall be "Kabushiki Kaisha Bridgestone" and shall be rendered in English as "Bridgestone Corporation".

Article 2 (Corporate Purpose)

The purpose of the Company shall be to engage in the following businesses;

- (1) Planning, manufacture, sale, installation, lease, repair and maintenance of the following items and equipment and facilities related thereto:
  - 1) Tires and tubes for automobiles and other industrial and general rubber products;
  - 2) Module products for automobiles (products combining a chassis with tires, suspensions, brakes and other running-gear parts);
  - 3) Materials of natural rubber, synthetic rubber, synthetic fiber, synthetic resins, chemicals, ceramics, metals, liquefied gases, etc. and those processed goods;
  - 4) Materials for public works and construction, marine structures and machines for prevention of environmental pollution;
  - 5) Industrial machines and equipment such as machines and facilities for manufacturing rubber and synthetic fiber products and machines and facilities for metal processing, etc.;
  - 6) Electric machines and equipment such as machines for communication and audio and visual devices, electric battery, etc., measuring tools and mechatronics machines and tools such as industrial robots, etc.;
  - 7) Bicycles and other equipment and tools for transportation and other related goods; and
  - 8) Bedding, furniture and other interior products, stationery and other office supplies, sporting goods and instruments and other machines and tools for promoting health.

- (2) Planning, execution, supervision and contracting of construction and engineering works;
- (3) Lease, purchase, sale, agency business and maintenance of real estate;
- (4) Investigation, project, planning, supervision and contracting related to community development, urban development, gardening and other land development and utilization;
- (5) Project related to information processing, information communication and providing information, and production and sale of software related thereto;
- (6) Educational project for the training and development of employees, and management consultant business;
- (7) Travel agency business and management of hotels and sports facilities;
- (8) Sale and intermediary for the sale of membership of golf clubs and membership of hotels and sports facilities attached thereto;
- (9) Non-life insurance agency business and canvassing for life insurance policies;
- (10) Dispatch of supporting staff;
- (11) Maintenance businesses for automobiles;
- (12) Lease and rental business and financial business;
- (13) Advertising, printing and publishing business;
- (14) Sale of clothing, foods and daily necessities;
- (15) Processing of industrial wastes and other general waste matters;
- (16) Warehousing business and freight forwarding and forwarding agency businesses; and
- (17) Any and all businesses incidental or related to any of the business specified under the foregoing items.

### Article 3 (Location of Head Office)

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

#### 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 (Method of Public Notice)

The method of public notices of the Company shall be by electronic public notice. Provided, however, that in cases where providing public notice by electronic public notice is not possible due to an accident or other unavoidable circumstances, public notice shall be given in *The Nihon Keizai Shimbun* published in Tokyo.

## **CHAPTER II SHARES**

#### Article 6 (Total Number of Authorized Shares)

The total number of authorized shares of the Company shall be one billion and four hundred fifty million (1,450,000,000).

#### Article 7 (Acquisition of Company's Shares)

The Company may, under Paragraph 2 of Article 165 of the Companies Act, acquire its shares by a resolution of the Board of Directors.

#### Article 8 (Number of Unit Shares)

The number of unit shares of the Company shall be one hundred (100) shares.

#### Article 9 (Rights regarding Odd Lot Shares)

The shareholders of the Company may not exercise rights other than the rights set forth under each item of Paragraph 2 of Article 189 of the Companies Act and the right to make a claim set forth in the following Article regarding the odd lot shares that they own.

#### Article 10 (Purchase of Odd Lot Shares)

The shareholders of the Company who own odd lot shares may request the Company to sell them such number of shares as reach one unit share together with the odd lot number of

shares they own, in accordance with the provisions of the Share Handling Regulations.

#### Article 11 (Shareholders' Register Manager)

1. The Company shall have a shareholders' register manager.
2. The shareholders' register manager and business office thereof shall be decided by a resolution of the Board of Directors.
3. The preparation and storage of the shareholders' register and register of stock acquisition rights of the Company as well as the other administrative affairs pertaining to the shareholders' register and register of stock acquisition rights shall be delegated to the shareholders' register manager, and such affairs shall not be handled by the Company.

#### Article 12 (Share Handling Regulations)

The handling and fees pertaining to the shares of the Company as well as the procedures regarding the exercise of shareholders' rights shall be governed by the Share Handling Regulations established at the Board of Directors in addition to laws, regulations and these Articles of Incorporation.

#### Article 13 (Record Date)

The shareholders with voting rights of the Company who are recorded in the last shareholders' register as of December 31<sup>st</sup> each year shall be deemed shareholders entitled to exercise their voting rights at the ordinary general meeting of shareholders for such business year.

### **CHAPTER III GENERAL MEETING OF SHAREHOLDERS**

#### Article 14 (Convocation)

An ordinary general meeting of shareholders of the Company shall be convened in March each year and an extraordinary general meeting of shareholders shall be convened whenever it is necessary to do so.

#### Article 15 (Person with Right to Convene and Chairman)

A general meeting of shareholders shall be convened by the Chairman of the Board who shall act as chairman thereat. If the Chairman of the Board is involved in an accident or the Chairman of the Board is vacant, the Director as specified in accordance with the order previously determined by the Board of Directors shall convene and act as chairman of the same.

Article 16 (Internet Disclosure and Deemed Provision of Reference Materials, Etc. for General Shareholders' Meetings)

The Company may deem information pertaining to matters that should be registered or disclosed in general meeting of shareholder reference materials, business reports, financial statements or consolidated financial statements regarding the convocation of a general meeting of shareholders as having been provided to shareholders by making disclosures using the Internet in accordance with the provisions stipulated by ordinance of the Ministry of Justice.

Article 17 (Manner of Adopting Resolutions)

1. Resolutions of a general meeting of shareholders shall be adopted by a majority vote of shareholders present at such meeting who are entitled to exercise voting rights unless otherwise provided for in laws, regulations or these Articles of Incorporation.
2. Resolutions based on Paragraph 2 of Article 309 of the Companies Act shall be adopted by a two-thirds (2/3) majority vote of shareholders present at such meeting and holding the shares representing one-third (1/3) or more of the voting rights granted to all shareholders.

Article 18 (Exercise of Voting Rights by Proxy)

1. A shareholder may exercise that shareholder's voting rights by use as a proxy of one (1) other shareholder who has voting rights of the Company.
2. The shareholder or proxy must submit to the Company at each general meeting of shareholders a written instrument that proves the proxy rights thereof.

**CHAPTER IV  
DIRECTORS AND BOARD OF DIRECTORS**

Article 19 (Number and Elections of Directors)

1. The number of Directors of the Company shall be not more than fifteen (15). Directors 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.
3. The election of Directors shall not be made by cumulative voting.

Article 20 (Term of Office of Directors)

The term of office of Directors shall expire at the close of an ordinary general meeting

of shareholders relating to the last business year that ends within one (1) year after their election.

Article 21 (Chairman of the Board)

The Company may appoint the Chairman of the Board by a resolution of the Board of Directors.

Article 22 (Person with Right to Convene Meeting of Board of Directors and Chairman)

A meeting of the Board of Directors shall be convened by the Chairman of the Board who shall act as chairman thereof. If the Chairman of the Board is involved in an accident or the Chairman of the Board is vacant, the Director as specified in accordance with the order previously determined by the Board of Directors shall convene and act as chairman of the same.

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 (Manner of Adopting Resolutions of Board of Directors)

1. Resolutions of the Board of Directors shall be made with a majority of the Directors who are entitled to participate in resolution-making in attendance, by a majority of those attending Directors.

2. If the requirements of Article 370 of the Companies Act are met, the Company shall deem that a resolution of the Board of Directors has been made.

Article 25 (Regulations of the Board of Directors)

Unless otherwise provided for in laws, regulations or these Articles of Incorporation, matters concerning the Board of Directors shall be governed by the Regulations of the Board of Directors established by the Board of Directors.

Article 26 (Exemption of Directors' Liabilities)

1. The Company may, by a resolution of the Board of Directors under Paragraph 1 of

Article 426 of the Companies Act, exempt Directors (including former Directors) 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 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.

## **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.

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.

## **CHAPTER VI EXECUTIVE OFFICERS**

Article 29 (Elections of Executive Officers)

Executive Officers shall be elected by a resolution of the Board of Directors.

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.

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.

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.

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 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.

## **CHAPTER VIII ACCOUNTS**

Article 35 (Business Year)

The business year of the Company shall be for one year from January 1 through December 31 each year.

Article 36 (Record Date for Distribution of Surplus Dividends)

The surplus dividends shall be distributed to the shareholders or the registered share pledgees who are recorded in the last shareholders' register as of the last day of the business year.

Article 37 (Interim Dividends)

The Company may, by a resolution of the Board of Directors, distribute interim dividends to the shareholders or the registered share pledgees who are recorded in the last shareholders' register as of June 30 each year.

Article 38 (Prescription Period of Dividends)

The Company shall be relieved from the obligation to pay dividends if, in cases where the property dividends are in the form of cash, the payment thereof remains unclaimed for five (5) full years after the date of commencement of payment.

**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.

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