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Partial Amendments to the Articles of Incorporation

Tokyo (February 17, 2016) - Bridgestone Corporation (the “Company”) announced that its Board of Directors today resolved to submit the proposal for “Partial Amendments to the Articles of Incorporation” to the Company’s 97th annual shareholders’ meeting to be held on March 24, 2016. Details are as follows.

1. Reasons for the Amendments

(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 Amendments

The details of the Amendments are described as attached.

3. Schedule

Date of the annual shareholders’ meeting
Effective date of the Amendments

March 24, 2016(planned)
March 24, 2016(planned)

(Underline indicates changes.)

Current Articles	Proposed Amendments
Article 1~Article 3 (Text omitted)	Article 1~Article 3 (Unchanged)
<p>Article 4 (Bodies) The Company shall establish the following bodies in addition to the general meeting of shareholders and the directors.</p> <p>(1) Board of Directors (2) <u>Corporate Auditors</u> (3) <u>Board of Corporate Auditors</u> (4) Accounting Auditors</p>	<p>Article 4 (Bodies) The Company shall establish the following bodies in addition to the general meeting of shareholders and the directors.</p> <p>(1) Board of Directors (2) <u>Nominating Committee, Audit Committee, and Compensation Committee</u> (3) <u>Executive Officers</u> (4) Accounting Auditors</p>
Article 5~Article 20 (Text omitted)	Article 5~Article 20 (Unchanged)
<p>Article 21 (<u>Representative Directors</u>, Chairman of the Board, <u>CEO and COO</u>) <u>1. The Representative Directors shall be appointed by a resolution of the Board of Directors.</u> <u>2. The Company may appoint the Chairman of the Board by a resolution of the Board of Directors.</u> <u>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.</u></p>	<p>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)</p>
Article 22 (Text omitted)	Article 22 (Unchanged)
<p>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 <u>and Corporate Auditor</u> 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 <u>and Corporate Auditors</u>, the meeting of the Board of Directors may be held without following the convocation procedures.</p>	<p>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.</p>
Article 24~Article 25 (Text omitted)	Article 24~Article 25 (Unchanged)
<p>Article 26 (<u>Director Compensation, Etc.</u>) <u>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.</u></p>	(Deleted)

Current Articles	Proposed Amendments
<p>Article <u>27</u> (Exemption of Directors' Liabilities)</p> <p>1. (Text omitted)</p> <p>2. The Company may, in accordance with Paragraph 1 of Article 427 of the Companies Act, enter into an agreement with <u>outside Directors</u> 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.</p>	<p>Article <u>26</u> (Exemption of Directors' Liabilities)</p> <p>1. (Unchanged)</p> <p>2. The Company may, in accordance with Paragraph 1 of Article 427 of the Companies Act, enter into an agreement with <u>Directors other than Executive Directors, etc.</u> 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.</p>
<p>(Newly Established)</p> <p>(Newly Established)</p>	<p><u>CHAPTER V</u> <u>NOMINATING COMMITTEE, ETC.</u></p> <p><u>Article 27 (Manner of Appointment of Committee Members)</u></p> <p><u>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.</u></p>
<p>(Newly Established)</p>	<p><u>Article 28 (Regulations of each Committee)</u></p> <p><u>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.</u></p>
<p>(Newly Established)</p> <p>(Newly Established)</p>	<p><u>CHAPTER VI</u> <u>EXECUTIVE OFFICERS</u></p> <p><u>Article 29 (Elections of Executive Officers)</u></p> <p><u>Executive Officers shall be elected by a resolution of the Board of Directors.</u></p>
<p>(Newly Established)</p>	<p><u>Article 30 (Term of Office of Executive Officers)</u></p> <p><u>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.</u></p>

Current Articles	Proposed Amendments
(Newly Established)	<p><u>Article 31 (Representative Executive Officers, CEO and COO, etc.)</u></p> <p><u>1. The Representative Executive Officers shall be appointed by a resolution of the Board of Directors.</u></p> <p><u>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.</u></p> <p><u>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.</u></p>
(Newly Established)	<p><u>Article 32 (Exemption of Executive Officers' Liabilities)</u></p> <p><u>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.</u></p>
(Newly Established)	<p><u>Article 33 (Regulations of Executive Officers)</u></p> <p><u>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.</u></p>
<p>CHAPTER V CORPORATE OFFICERS</p> <p>Article 28 (Corporate Officers)</p> <p><u>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.</u></p>	<p>CHAPTER VII CORPORATE OFFICERS</p> <p>Article 34 (Corporate Officers)</p> <p><u>The Company may appoint corporate officers (including corporate officers with specific titles) as the officers in charge of executing business affairs under Executive Officers.</u></p>

Current Articles	Proposed Amendments
<p><u>CHAPTER VI</u> <u>CORPORATE AUDITORS AND BOARD OF CORPORATE AUDITORS</u></p> <p><u>Article 29 (Number and Elections of Corporate Auditors)</u></p> <p><u>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.</u></p> <p><u>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.</u></p>	<p>(Deleted)</p> <p>(Deleted)</p>
<p><u>Article 30 (Term of Office of Corporate Auditors)</u></p> <p><u>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.</u></p> <p><u>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.</u></p>	<p>(Deleted)</p>
<p><u>Article 31 (Standing Corporate Auditors)</u></p> <p><u>One (1) or more Standing Corporate Auditor shall be appointed by a resolution of the Board of Corporate Auditors.</u></p>	<p>(Deleted)</p>
<p><u>Article 32 (Procedures for Convocation of Meetings of the Board of Corporate Auditors)</u></p> <p><u>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.</u></p> <p><u>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.</u></p>	<p>(Deleted)</p>

Current Articles	Proposed Amendments
<p><u>Article 33 (Regulations of the Board of Corporate Auditors)</u></p> <p><u>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.</u></p>	(Deleted)
<p><u>Article 34 (Corporate Auditor Compensation, Etc.)</u></p> <p><u>Corporate Auditor Compensation, Etc. shall be determined by a resolution of a general meeting of shareholders.</u></p>	(Deleted)
<p><u>Article 35 (Exemption of Corporate Auditors' Liabilities)</u></p> <p><u>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.</u></p> <p><u>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.</u></p>	(Deleted)
<p><u>CHAPTER VII</u> <u>ACCOUNTS</u></p> <p>Article <u>36</u>~Article <u>39</u> (Text omitted)</p>	<p><u>CHAPTER VIII</u> <u>ACCOUNTS</u></p> <p>Article <u>35</u>~Article <u>38</u> (Unchanged)</p>
<p>(Newly Established) (Newly Established)</p>	<p><u>Additional Rule</u> <u>Article 1. (Transitional Measure Regarding Exemption from Liabilities of Corporate Auditors)</u></p> <p><u>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.</u></p>