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March 27, 2015

To: Our Shareholders

Notice of Resolutions at the 6th Ordinary General Meeting of Shareholders

Dear Shareholder:

You are hereby notified that the following reports and resolutions were made at the 6th Ordinary General Meeting of Shareholders of Suntory Beverage & Food Limited held today.

Items reported:

1. Business Report and the Consolidated Financial Statements for the 6th business term (from January 1, 2014 to December 31, 2014), the audit reports on the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board  
The contents of the above were duly reported.
2. The Financial Statements for the 6th business term (from January 1, 2014 to December 31, 2014)  
The contents of the above were duly reported.

Items resolved:

Proposal 1: Appropriation of Surplus

This item was approved and passed as proposed. The year-end dividend for the current business term was decided to be ¥31 per share (the annual dividend of ¥60 per share including the interim dividend of ¥29 per share).

Proposal 2: Election of Eight (8) Directors

This item was approved and passed as proposed. Messrs. Nobuhiro Torii, Yoshihiko Kakimi, Saburo Kogo, Nobuhiro Kurihara, Masato Tsuchida, Yasuhiko Kamada, Shinichiro Hizuka and Ms. Yukari Inoue were elected as Directors and assumed their offices. Ms. Yukari Inoue is an Outside Director.

Proposal 3: Partial Changes to the Articles of Incorporation

This item was approved and passed as proposed. The partial changes to the Articles of Incorporation based on this proposal will take effect on the effective date of the revision of the Companies Act (May 1, 2015) made through the “Act for partial revision of the Companies Act” (Act No. 90 of 2014), which was promulgated on June 27, 2014.

Proposal 4: Election of Eight (8) Directors (excluding Directors Serving on the Audit and Supervisory Committee)

This item was approved and passed as proposed. Messrs. Nobuhiro Torii, Yoshihiko Kakimi, Saburo Kogo, Nobuhiro Kurihara, Masato Tsuchida, Yasuhiko Kamada, Shinichiro Hizuka and Ms. Yukari Inoue were elected as Directors (excluding Directors serving on the Audit and Supervisory Committee) on the condition that the partial changes to the Articles of Incorporation based on Proposal 3 become effective. Ms. Yukari Inoue is an Outside Director.

Proposal 5: Election of Three (3) Directors Serving on the Audit and Supervisory Committee

This item was approved and passed as proposed. Messrs. Seiichiro Hattori, Yukihiro Uehara and Harumichi Uchida were elected as Directors serving on the Audit and Supervisory Committee on the condition that the partial changes to the Articles of Incorporation based on Proposal 3 become effective. Mr. Yukihiro Uehara and Mr. Harumichi Uchida are Outside Directors.

Proposal 6: Election of One (1) Substitute Director Serving on the Audit and Supervisory Committee

This item was approved and passed as proposed. Mr. Mitsuhiro Amitani was elected as Substitute Director serving on the Audit and Supervisory Committee on the condition that the partial changes to the Articles of Incorporation based on Proposal 3 become effective. Mr. Mitsuhiro Amitani is a Substitute Outside Director.

Proposal 7: Determination of Amounts of Remuneration, etc. for Directors (excluding Directors Serving on the Audit and Supervisory Committee)

This item was approved and passed as proposed. The amount of remuneration, etc. for Directors (excluding Directors serving on the Audit and Supervisory Committee) totals ¥1,000,000,000 or less per year (and ¥100,000,000 or less per year for the portion of this amount payable to Outside Directors) on the condition that the partial changes to the Articles of Incorporation based on Proposal 3 become effective. The determination of the details such as the actual amounts to be paid to each Director and the timing of such payments is to be made by a resolution of the Board of Directors’ meeting. The amount of remuneration, etc. for Directors (excluding Directors serving on the Audit and Supervisory Committee) excludes the portion of salaries for employees to those Directors concurrently working as employees.

*[Translation]*

Proposal 8: Determination of Amounts of Remuneration, etc. for Directors Serving on the Audit and Supervisory Committee

This item was approved and passed as proposed. The amount of remuneration, etc. for Directors serving on the Audit and Supervisory Committee totals ¥150,000,000 or less per year on the condition that the partial changes to the Articles of Incorporation based on Proposal 3 become effective. The determination of the details such as the actual amounts to be paid to each Director serving on the Audit and Supervisory Committee and the timing of such payments is to be made through discussions among Directors serving on the Audit and Supervisory Committee.

Sincerely yours,

Nobuhiro Torii  
Representative Director and President

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