

March 11, 2016

Company name: Toyo Tire & Rubber Co., Ltd.

Code No.: 5105

Representative: Takashi Shimizu, President & Representative Director

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Toyo Tire & Rubber Co., Ltd. Approves Sale of Shares in Kinugawa Rubber Industrial Co., Ltd.; Projects Extraordinary Gain

At a meeting of the Board of Directors held on March 11, 2016, the Toyo Tire & Rubber Co., Ltd. (the "Company") approved to tender all of the shares in Kinugawa Rubber Industrial Co., Ltd. held by the Company in a tender offer (the "Tender Offer") conducted by VG Holdings One Co., Ltd. ("VG Holdings") and the Company entered into a tender offer agreement with VG Holdings on the same date. The Company expects to post an extraordinary gain as a gain on sale of investment securities on this transaction. Details are as follows:

1. Basis for Approving the Tender Offer

The Company decided to tender the shares to the Tender Offer after examining the details of the Tender Offer and determining that the offer price and other terms were fair, and also based on the recommendation by the board of directors of Kinugawa Rubber Industrial Co., Ltd.

2. Number of Shares to be tendered to the Tender Offer

Shares held prior to tender: 8,000,000

Shares to be tendered: 8,000,000

Shares held following tender: 0

3. Expected Purchase Price of the Tender Offer

780 yen per share

4. Expected Schedule of the Tender Offer (tentative)

According to VG Holdings, once all of the conditions have been satisfied, including completion of all necessary procedures in accordance with the anti-trust laws and other laws and regulations of Japan, China and other countries, and parties agree, the Tender Offer will be commenced promptly. As of today, VG Holdings intends to commence the Tender Offer early in July 2016, and expects to take at least 30 business days to complete. However, because it is difficult to accurately predict the length of time required for the regulatory process to be completed, the actual schedule will be announced promptly when it is determined.

5. Future outlook

Once the Tender Offer is completed and the Company sells all of the shares in Kinugawa Rubber Industrial Co., Ltd., the Company expects to post an extraordinary gain as a gain on sale of investment securities in the amount of 5,599 million yen for the year ending December 31, 2016.

The Company is carefully scrutinizing the impact of this transaction on its full-year consolidated financial result forecast for FY2016, while considering business conditions and other factors, and will promptly announce any changes to the forecast as necessary.