

Pension Lump Sum Opportunity
Frequently Asked Questions

Bridgestone

FINAL

April 8, 2014

Voluntary Opportunity Audience

About the Bridgestone Pension Lump Sum Opportunity

1. What is the Bridgestone Pension Lump Sum Opportunity?

The Bridgestone Pension Lump Sum Opportunity is a limited-time offer to receive your pension benefit now — either as a one-time lump sum payment or through monthly pension payments.

The pension plans included in this offer are the Bridgestone Americas, Inc. Non-Contributory Pension Plan, the Bridgestone Americas, Inc. Salaried Employees Retirement Plan, the Bridgestone Americas, Inc. Hourly Employees Retirement Plan and the Bridgestone Americas, Inc. Retirement Plan (the “Plan” or “Plans”).

Note that this offer includes certain pension benefits of former employees of Bandag Incorporated and its affiliated companies.

2. Why is Bridgestone offering the Pension Lump Sum Opportunity?

There are advantages to eligible participants, as well as to Bridgestone. Participants who elect to receive the lump sum payment will gain more control over how their pension benefit is invested and managed. In turn, Bridgestone will benefit from reduced pension liabilities and administration costs.

3. When must I act to take advantage of this Opportunity?

If you are eligible, you will have from **May 1 through June 12, 2014**, to make a decision and respond. If you do not respond on or before the June 12, 2014 deadline, you will continue to be eligible for your vested pension benefit and the payment options available to you will be determined by the Plan provisions in effect when you begin payment of your benefit.

If you would like to elect monthly pension payments instead of a lump sum payment, call the Bridgestone Lump Sum Payment Center at 1-855-356-3245 and request an Annuity Election Kit before June 12, 2014. Your Annuity Election Kit will have further information on the applicable deadline for returning the necessary documentation to begin monthly payments as of September 2014.

Bridgestone does not plan to offer a lump sum payment opportunity again in the future.

Eligibility

4. Who is eligible for the Bridgestone Pension Lump Sum Opportunity?

The Bridgestone Pension Lump Sum Opportunity is **available** to certain former employees who:

- Have an earned pension benefit with a value greater than \$5,000 and less than \$100,000 under the Bridgestone Americas, Inc. Non-Contributory Pension Plan as of September 1, 2014, or have an earned pension benefit with a value greater than \$5,000 under the Bridgestone Americas, Inc. Salaried Employees Retirement Plan, the Bridgestone Americas, Inc. Hourly Employees Retirement Plan or the Bridgestone Americas, Inc. Retirement Plan

(which includes former employees of Bandag Incorporated and its affiliates) (the “Plan” or “Plans”)

- Terminated employment with Bridgestone and its affiliated companies before November 1, 2013, in the case of a participant in the Non-Contributory Pension Plan, and before January 1, 2014, in the case of a participant in any other Plan
- Have not started receiving benefit payments from the Plans prior to September 1, 2014
- Were not retirement eligible (generally age 55 or older) under the terms of the Plans at the time they terminated employment with Bridgestone and its affiliated companies
- Were not rehired by Bridgestone or an affiliated company on or before September 1, 2014

However, former employees who are entitled to cash balance benefits or benefits derived from employee contributions under a Plan, were at least age 70½ on December 31, 2013, or whose benefits cannot be readily calculated under the standard pension administration system without manual intervention or calculation, are not eligible for the Pension Lump Sum Opportunity.

Benefits that cannot be readily calculated include benefits subject to a Qualified Domestic Relations Order (QDRO) or other lien or payable to an alternate payee.

For those former employees with an earned benefit under the Non-Contributory Pension Plan, the lump sum value of the benefit that is shown in their personalized Election Kit will be an estimate and will serve as the minimum amount of their lump sum payment available under the Opportunity. This value will be finalized in August when the IRS publishes the interest rates required to be taken into account in calculating lump sum values as specified in the Non-Contributory Pension Plan. If it is finally determined that a former employee's lump sum value is \$100,000 or more, that former employee will no longer be eligible for this Bridgestone Pension Lump Sum Opportunity.

These are general eligibility criteria for the Bridgestone Pension Lump Sum Opportunity. Additional criteria may apply in certain individual cases.

5. What if I am retirement eligible?

If you are retirement eligible now (generally age 55 or older) but were not retirement eligible at the time you left Bridgestone or an affiliate, you may be eligible for a lump sum payment under the Bridgestone Pension Lump Sum Opportunity, provided you have not started receiving payment of your pension benefit.

You have the right to delay receiving benefits under the Plan until a later date but must begin no later than April 1 in the year following the year you reach age 70½. You should carefully consider the consequences of receiving benefits now versus deferring benefits until later.

If you would like to begin receiving your monthly pension benefit payments under the normal provisions of the Plan, call 1-855-356-3245.

If you are age 65 or older:

- You are currently eligible to begin receiving monthly payments of your pension benefit under the normal provisions of the Plan.
- Regardless of whether you make an election during this Opportunity or wait to receive your pension benefit later, you will receive an additional lump sum payment of your accumulated

missed monthly payments, retroactive to age 65 (your normal retirement date). You will receive this additional amount when you begin (or receive) payment of your pension benefit.

6. Do I have a lump sum option if I am a former Bandag Incorporated employee?

Yes. This limited-time Opportunity is available to you regardless of the value of your vested benefit, provided you meet the other eligibility criteria. If you would like to receive your benefit value as a lump sum payment, you must respond on or before June 12, 2014.

If you do not respond on or before the June 12, 2014 deadline, you will continue to be eligible to begin payment of your vested pension benefit at the time provided under the normal provisions of the Bridgestone Americas, Inc. Retirement Plan (which is generally at or after you have reached age 55). The payment options available to you will be determined by the Plan provisions in effect when you begin payment of your benefit.

If you were employed by Bandag Incorporated (or its predecessor) prior to 1993, you may also be entitled to a benefit under the Bandag Security Program. This limited-time Pension Lump Sum Opportunity does not include your Bandag Security Program benefit; however, you may elect to receive this benefit as a lump sum or annuity at any time under the normal provisions of the Bandag Security Program.

7. What if I am divorced?

If you are divorced and have a Qualified Domestic Relations Order (QDRO) in effect or pending, you are not eligible for the Bridgestone Pension Lump Sum Opportunity.

8. How does this Opportunity affect surviving spouses?

Current surviving spouses are not eligible for the Bridgestone Pension Lump Sum Opportunity.

9. How many former employees are eligible for the limited-time Opportunity?

Approximately 9,900 former Bridgestone and Bandag employees covered under the Plans are eligible for this voluntary Pension Lump Sum Opportunity.

10. Why am I receiving a lump sum offer again?

Some participants who received a lump sum offer in 2013 are also eligible for the Pension Lump Sum Opportunity available from May 1 through June 12, 2014. Note that Bridgestone has no plans to offer a lump sum payment opportunity again in the future.

Your lump sum amount shown in your current Election Kit may be different than the amount shown in your previous offer. Amounts change based on the interest rates and mortality tables set by the IRS that are used to calculate lump sum payments. In general, required interest rates have increased from last year, and that is likely to result in a smaller lump sum amount than was offered last year.

Options and Implications

11. What are my options if I want to participate?

During the limited-time Opportunity, you may choose to:

- Elect to receive your entire pension benefit as a single lump sum payment determined as of September 2014,
- Elect to start your pension benefit in the form of monthly payments as early as September 2014, or
- Wait to begin receiving your pension benefit when you are otherwise eligible under the applicable Bridgestone Plan.

12. What if a portion of my pension benefit is covered by a monthly annuity with Prudential Financial, Inc.?

If you were employed by Bridgestone (or its predecessor) prior to 1984, a portion of your total pension benefit may be covered by an annuity with Prudential Financial, Inc. This limited-time Pension Lump Sum Opportunity does not include the portion of your pension benefit covered by the annuity with Prudential; it only includes your remaining pension benefit under the Bridgestone Plan.

When you are retirement eligible, you may begin payment of your annuity with Prudential. You must make a separate election for payment of that portion of your pension benefit.

13. My benefit is in the Non-Contributory Pension Plan. What does it mean that my lump sum amount is an estimate?

The lump sum amount listed in your personalized Election Kit is an estimate because the Non-Contributory Pension Plan requires that the calculation of your actual payment take into account interest rates to be published by the IRS in August 2014. The estimate shown serves as the *minimum lump sum* amount you will receive — you will not receive less than what is shown.

Your lump sum value must be less than \$100,000 to be eligible for this Pension Lump Sum Opportunity. If your lump sum amount is \$100,000 or more once interest rates are determined and payment amounts are calculated in August 2014, you will no longer be eligible for this Opportunity. However, you will continue to be eligible to begin payment of your vested pension benefit at the time provided under the normal provisions of the applicable Bridgestone Plan (which is generally at or after you have reached age 55).

14. Are different monthly payment options available?

The monthly annuity payment options that are specifically available to you will be shown in the Election Kit that you receive in May. The options available to you depend on the Plan in which you participate and your marital status.

15. Do I have to participate in the Opportunity?

No. If you do not elect to receive a lump sum payment or request an Annuity Election Kit before the June 12, 2014 deadline, you will continue to be eligible to begin payment of your vested pension benefit at the time provided under the normal provisions of the applicable Bridgestone Plan (which is generally at or after you have reached age 55). The payment options available to

you will be determined by the applicable Bridgestone Plan provisions in effect when you begin payment of your benefit.

16. Should I take advantage of the Bridgestone Pension Lump Sum Opportunity?

It’s up to you to decide whether to take advantage of this Opportunity and which payment option is best for you. Your financial resources, the needs of your dependents (if you have any) and your health are among the factors you’ll want to consider when making your decision.

The primary decision you’ll need to make is whether you want a lump sum payment or monthly pension payments now, or whether you want to defer payment to a future date when you are otherwise eligible to begin payment. There are key differences between a lump sum payment and monthly pension payments. You are encouraged to consult a financial planner and/or tax advisor as you consider which payment option is best for you.

Following are some of the differences between a lump sum payment and monthly pension payments:

Lump Sum Payment	Monthly Pension Payments
You have access to your entire pension benefit up front	You have access to only the amount you receive in monthly payments
You control how the entire pension benefit is invested, and your future investment performance will impact your future amount	You do not control how the pension assets are invested, but Bridgestone’s investment performance will not affect your monthly pension payment
You have less certainty, because you may spend your pension funds so that they do not last your entire lifetime	You have more certainty, because you will receive monthly income for your entire life, and you can provide monthly survivor income for your spouse or beneficiary, if applicable and elected
You can pass any remaining funds to your heirs	You cannot pass money to your heirs
You can account for inflation protection in your investment portfolio; however, note that some investments adjust well with inflation and some do not	You receive a monthly payment from Bridgestone that does not adjust with inflation, so if prices rise, your payment will buy less

17. If I receive the lump sum payment, what can I do with the money?

You can choose to:

- Take the lump sum as a rollover into an eligible employer plan or Traditional IRA,
- Take the lump sum as a rollover into a Roth IRA,
- Take the lump sum as a cash payment directly to you, or

- Take a split distribution, with a portion designated by you to be rolled over into an eligible employer plan or IRA and a portion paid directly to you as cash.

18. If I elect a lump sum, may I receive it as a rollover?

Yes. Your lump sum payment can be rolled into an IRA or another employer's qualified retirement plan [for example, a 401(k) plan] that accepts rollover distributions. You should confirm that your employer's plan accepts rollovers from another plan.

19. What are the tax implications of a lump sum payment?

Below are some general tax guidelines applicable to the lump sum payment that you should consider. You are strongly encouraged to consult a financial planner and/or tax advisor to discuss and evaluate your personal tax situation. Also, please review the *Special Tax Notice* included in your Election Kit you receive in May.

- A lump sum rolled over into a Traditional IRA or eligible employer plan has no tax implications until you begin receiving payment.
- A lump sum rolled over into a Roth IRA is taxed in the year of the rollover.
- If you elect to receive your lump sum as a direct payment to you:
 - 20% of the amount will automatically be withheld for federal income tax.
 - State taxes may apply based on the state in which you are subject to tax.
 - You may incur a 10% penalty tax if you receive your lump sum early (generally before age 59½) and do not roll over the lump sum into a Traditional or Roth IRA or eligible employer plan within 60 days.
 - Your lump sum payment may put you in a higher tax bracket, so your tax liability could be larger in the year you receive your lump sum if you do not roll it over into a Traditional IRA or eligible employer plan.
 - You still have the option to roll over your lump sum payment within 60 days, but special rules apply. Please see the *Special Tax Notice* included in your Election Kit.

20. What are the tax implications of monthly pension payments?

Monthly pension payments will be taxed as normal income in the year they are received. Note that monthly pension payments cannot be rolled over and are taxable, but the 20% automatic withholding does not apply.

21. Are there any consequences of not deferring payment of my benefit?

You have the right to delay receiving benefits, but you must begin receiving your benefits no later than April 1 of the year following the year you reach age 70½. You should carefully consider the consequences of receiving benefits now or waiting until later, including what happens if you die before your payments begin. Further, Bridgestone does not plan to make a lump sum payment opportunity available in the future. (See the *Your Right to Defer Payment* section included in your personalized Election Kit for more information.)

If you choose to defer, the size of each monthly pension payment may be larger when your payments begin. If you have questions, contact the Lump Sum Payment Center at 1-855-356-3245.

Determining Your Lump Sum Value

22. How is my lump sum value calculated?

Currently, you are eligible at retirement for a monthly pension benefit. Your lump sum is calculated by multiplying the amount of your monthly pension by your lump sum factor.

Your lump sum factor is specific to you and is based on:

- Your age, which is used to determine life expectancy under mortality tables prescribed by the IRS, and
- Projected interest growth over time, based on interest rates published by the IRS.

Your personalized Election Kit will include your Normal Retirement Date (based on your Normal Retirement Age) and the monthly pension amount payable at that age in the Plan's normal form of payment. It will also show all forms of payment currently available to you, including the lump sum option, and the amounts currently payable under each of those forms. Be sure to carefully review the entire Election Kit to understand the payment options available to you.

23. What interest rates are used to determine the lump sum?

Your lump sum payment amount is calculated using interest rates published by the IRS that are based on high-quality corporate bonds.

Making an Election

24. What action do I need to take if I am an eligible former employee?

If you want to elect a lump sum payment, complete the Election Kit mailed to your home in May. Use the *Lump Sum Election Checklist* provided in your Election Kit to verify that you have taken all actions required.

If you would like to elect monthly pension payments instead of a lump sum payment, call the Lump Sum Payment Center at 1-855-356-3245 and request an Annuity Election Kit before June 12, 2014. Your Annuity Election Kit will have further information on the applicable deadline for returning it to begin monthly payments as of September 2014.

To elect a lump sum payment, your completed forms and other required paperwork must be **mailed no later than June 12, 2014**, for you to take advantage of this Opportunity and receive payment in September 2014.

25. If I elect to receive a lump sum payment of my Bridgestone Plan benefit, can I also elect to receive a lump sum payment of the portion of my pension benefit covered by the annuity with Prudential?

No. This limited-time Opportunity does not apply to the portion of your pension benefit, if any, covered by the annuity with Prudential. When you are eligible to begin payment of your annuity with Prudential, you must make a separate election for payment of that portion of your pension benefit.

26. Do I need to have any signature witnessed or notarized?

For participants with a spouse, your spouse is required to sign off on the election if you elect a payment option other than a qualified 50% or 75% Joint & Survivor Annuity with your spouse as

the beneficiary. This means you will need your spouse's consent if you want to elect a lump sum payment.

A *Spouse's Waiver of Survivor Annuity* will be included in the Election Kit you receive in May.

Your spouse's consent on this waiver must be notarized, which means it must contain his or her authentic signature, the signature of a notary public and an impression of the notary public's official notary seal. The date of your spouse's signature and the notary's signature must be the same.

To find a notary, check with your bank, City Hall, local post office or local school.

Your signature is not required to be notarized.

27. Do I have to send my paperwork by June 12, 2014, or does it need to be received by Bridgestone on that date?

Your lump sum payment election paperwork must be **mailed no later than June 12, 2014**. To ensure you receive a lump sum payment, you should respond as early as possible. Should any information be missing from your form, this will allow adequate time for the information to be obtained and for the timely processing of your election. If incomplete materials are received too late for processing, you may not be eligible for a lump sum payment.

If you would like to elect to receive monthly pension payments instead of a lump sum payment, call the Lump Sum Payment Center at 1-855-356-3245 and request an Annuity Election Kit before June 12, 2014. Your Annuity Election Kit will have further information on the applicable deadline for returning it to begin monthly payments as of September 2014.

28. Where do I mail my paperwork?

You can use the postage-paid envelope enclosed with the Election Kit you receive in May to mail your completed forms and other required paperwork. Your lump sum payment election paperwork must be **mailed no later than June 12, 2014**.

If you use your own envelope, mail to:

Bridgestone Lump Sum Payment Center
PO Box 3425
Hopkins, MN 55343-9879

29. How will I know Bridgestone received my election form?

You will receive a confirmation statement within three weeks after your completed and valid election has been received and processed.

30. What happens if I don't respond?

If your election forms and other required paperwork are not mailed on or before the deadline, you will not be eligible for the Pension Lump Sum Opportunity. However, you will continue to be eligible for your vested pension benefit and the payment options available to you will be determined by the Plan provisions in effect when you begin payment of your benefit.

Making Corrections or Changes

31. What do I do if the personal information in my Election Kit is incorrect?

If the personal data or benefit information in your personalized Election Kit are incorrect, contact the Lump Sum Payment Center at 1-855-356-3245 between 9 a.m. and 6 p.m. Eastern Time, Monday through Friday. Please note that the Center is closed on New York Stock Exchange holidays, including Memorial Day and Independence Day.

32. What if I elect the lump sum and then change my mind before I receive my payment?

If you elect a lump sum payment and later decide you want monthly payments (or vice-versa), you must contact the Lump Sum Payment Center before August 1, 2014. Further, you have the right to revoke any lump sum or monthly payment election until September 1, 2014, but you must contact the Lump Sum Payment Center to do so. Additional paperwork will need to be completed, because your revocation of your previous election must be confirmed in writing.

33. Who do I call if I have questions?

You can contact the Lump Sum Payment Center beginning April 25 at 1-855-356-3245 between 9 a.m. and 6 p.m. Eastern Time, Monday through Friday. Please note that the Center is closed on New York Stock Exchange holidays, including Memorial Day and Independence Day.

If you have questions regarding your annuity with Prudential, contact the Bridgestone Pension Department.

Additional Information About the Pension Lump Sum Opportunity

The announcement letter you received in late April, and the Election Kit and Decision Guide that you received the first week of May, describe the details of the voluntary Bridgestone Pension Lump Sum Opportunity.

The Opportunity is available to certain former employees who:

- Have an earned pension benefit with a value greater than \$5,000 and less than \$100,000 under the Bridgestone Americas, Inc. Non-Contributory Pension Plan as of September 1, 2014, or have an earned pension benefit with a value greater than \$5,000 under the Bridgestone Americas, Inc. Salaried Employees Retirement Plan, the Bridgestone Americas, Inc. Hourly Employees Retirement Plan or the Bridgestone Americas, Inc. Retirement Plan (which includes former employees of Bandag Incorporated and its affiliates) (the “Plan” or “Plans”)
- Terminated employment with Bridgestone and its affiliated companies before November 1, 2013, in the case of a participant in the Non-Contributory Pension Plan, and before January 1, 2014, in the case of a participant in any other Plan
- Have not started receiving benefit payments from the Plans prior to September 1, 2014
- Were not retirement eligible (generally age 55 or older) under the terms of the Plans at the time they terminated employment with Bridgestone and its affiliated companies
- Were not rehired by Bridgestone or an affiliated company on or before September 1, 2014

However, former employees who are entitled to cash balance benefits or benefits derived from employee contributions under a Plan, were at least age 70½ on December 31, 2013, or whose benefits cannot be readily calculated under the standard pension administration system without manual intervention or calculation, are not eligible for the Pension Lump Sum Opportunity. Benefits that cannot be readily calculated include benefits subject to a Qualified Domestic Relations Order (QDRO) or other lien or payable to an alternate payee.

For those former employees with an earned benefit under the Non-Contributory Pension Plan, the lump sum value of the benefit that is shown in their personalized Election Kit will be an estimate and will serve as the minimum amount of their lump sum payment available under the Opportunity. This value will be finalized in August when the IRS publishes the interest rates required to be taken into account in calculating lump sum values as specified in the Non-Contributory Pension Plan. If it is finally determined that a former employee’s lump sum value is \$100,000 or more, that former employee will no longer be eligible for this Bridgestone Pension Lump Sum Opportunity.

The descriptions found in the Pension Lump Sum Opportunity materials are not intended to cover all the details about the Plans. Complete descriptions of these benefits will be found in the legal Plan documents. If there is a conflict between the material in the Pension Lump Sum Opportunity materials and the legal Plan documents, the legal Plan documents will govern. Bridgestone reserves the right to modify, amend or terminate, in any manner and at any time, the provisions of the Plans, including those described in the Pension Lump Sum Opportunity materials.

For a summary of the current Plan provisions, please consult your Summary Plan Description (“SPD”). The announcement letter, your Election Kit and the Decision Guide are intended to serve as a Summary of Material Modifications to your SPD and therefore should be read together with your SPD.

April 2014