

Company Name: Asahi Group Holdings, Ltd.
President and Representative Director: Naoki Izumiya
Securities Code: 2502
Stock Listings: Tokyo Stock Exchange, First Section
Contact: Kazutomo Tamesada
General Manager, Public Relations Section
Phone: +81-3-5608-5126

Announcement regarding execution of a conditional sale and purchase of assets agreement to acquire the assets related to the bottled water business in Indonesia

Asahi Group Holdings, Ltd. (“Asahi”) is pleased to announce that PT Tirta Sukses Perkasa (“TSP”) and PT Tirta Makmur Perkasa (“TMP”) entered into a conditional sale and purchase of assets agreement with 22 companies under Tirta Bahagia Group (“TB Group” collectively), pursuant to which TSP and TMP will purchase the assets related to the manufacturing, marketing and distribution of the bottled water products including its packaging products (“Transaction”). Asahi, through PT Asahi Indofood Beverage Makmur (“AIBM”) and PT Indofood Asahi Sukses Beverage (“IASB”), which are joint venture companies between Asahi’s Singapore subsidiary, Asahi Group Holdings Southeast Asia Pte. Ltd. (“AGHSEA”), and PT Indofood CBP Sukses Makmur Tbk., (President Director and CEO: Mr. Anthoni Salim, “ICBP”), established TSP and TMP as joint ventures with PT Multi Bahagia (“MB”) (as announced in a press release dated October 16, 2013 “Agreement to establish Joint Venture Companies with PT Multi Bahagia to manufacture and distribute bottled water in Indonesia”).

1. Objectives of the Transaction

The Asahi Group has started its Long-Term Vision 2020 this year, stating the vision of “Striving to be a corporate group trusted around the world through the *Kando* of food (deliciousness, happiness and innovation).” Under its Medium-Term Management Plan 2015, an action plan for realizing the corporate vision, the Asahi Group has been working on achieving long-term stable growth through the practice of “Value and Network Management,” which is based on leveraging its strengths, such as the brands, technologies, and cost competitiveness developed and acquired by the Asahi Group companies in Japan and abroad.

The Asahi Group has been looking for expanding the international network mainly in Southeast Asia even before the Medium-Term Management Plan 2015. In September 2012, AIBM, a non-alcoholic beverage manufacturing joint venture (AGHSEA 51%; ICBP 49%), and IASB, a non-alcoholic beverage marketing and distribution joint venture (AGHSEA

49%; ICBP 51%), were incorporated by AGHSEA and ICBP to establish a solid business platform in the Indonesian non-alcoholic beverage market, for which strong growth is expected. These joint ventures have conducted a local market survey to identify the preference and consumption style and are working toward construction of a factory for manufacturing. We will launch new products in RTD tea by the end of 2013. Other categories such as RTD coffee and functional drink will follow from 2014 onwards. In September this year, Asahi has also been reinforcing its portfolio as an integrated beverage manufacturer with the acquisition, through AIBM and IASB, of PT Prima Cahaya Indobeverages (f/k/s: PT Pepsi-Cola Indobeverages), the exclusive bottler of PepsiCo, Inc. in Indonesia to offer Pepsi brands carbonated drinks and juice beverages.

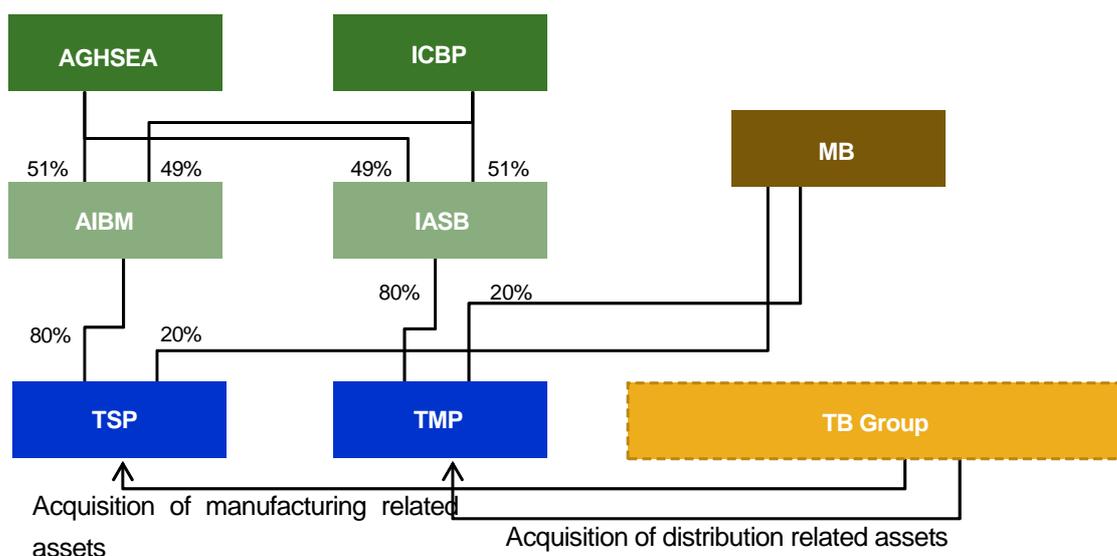
The Transaction was executed to gain full access to the bottled water market, the largest segment of non-alcohol beverage market in Indonesia, by acquiring the most of the assets related to the bottled water business from TB Group. Since its establishment in 1986, TB Group has been providing bottled water products, leveraging its flagship “*Club*” brand, across Indonesia. The TB Group with 19 factories and 22 group companies in the country, has been rapidly growing its business lately to achieve and has become the second highest market in the Indonesian bottled water market. The bottled water industry in Indonesia remains to be very promising in the future owing to the increasing demands for clean drinking water in the country with approximately projected growth of 15% per annum. Indonesia is a very potential platform given the growing middle class in its demography.

The Transaction will provide Asahi with a solid platform to offer non-alcohol beverages of all categories in Indonesia. Together with the solid business platform in the Oceania region, China and Malaysia, Asahi will seek growth by reinforcing the operations across Asia/Oceania.

2. Transaction Summary

TSP and TMP will acquire the most of the assets of TB Group. TSP (AIBM 80%; MB 20%) is a manufacturing joint venture which will mainly acquire manufacturing related assets, while TMP (IASB 80%; MB 20%) is a distribution joint venture which will mainly acquire distribution related assets. Assets subject to transfer will include land, buildings, machinery, vehicles, furniture and fixtures and inventory, as well as trademarks. The purchase price is approximately IDR 2.2 trillion (approximately 18.9 billion yen). The closing of the Transaction is subject to the satisfaction of customary closing conditions.

*1IDR = 0.0086 (as of November 14)



3. Overview of TB Group

The TB Group consists of 22 entities. The following is a brief description about one of the major entities constituting TB Group, PT Tirta Bahagia

(1)	Company Name	PT Tirta Bahagia ("TB")
(2)	Location	Surabaya (East Java)
(3)	Representative Director	President Director: Herlina
(4)	Business Description	Manufacturing and distribution of bottled water
(5)	Capital	10bn IDR (IDR = Indonesian Rupiah, 86mn JPY)
(6)	Date of Incorporation	25 July, 1986
(7)	Major shareholders and Current Ownership	Ignatius Soegianto Dihadjo, Maria Soetedjo Justin Sri Nugroho
(8)	Capital Relationship	There are no capital relationships between Asahi and TB ..
	Personal Relationship	There are no personal relationships between Asahi and TB. .
	Business Relationship	There are no trade relationships between Asahi and TB.
	Related Party Test	TB is not a related party of Asahi.

*1IDR = 0.0086 (as of November 14)

4. Overview of TMP and TSP

(1) TSP

(1)	Company Name	PT Tirta Sukses Perkasa	
(2)	Location	Jakarta, Republic of Indonesia	
(3)	Representative Director	President Director: Horoaki Harada	
(4)	Business Description	Manufacturing of bottled water	
(5)	Capital	10 bn IDR (IDR = Indonesian Rupiah, 86mn JPY)	
(6)	Date of Incorporation	16 October, 2013	
(7)	Assets	10 bn IDR (at the date of November 15, IDR = Indonesian Rupiah, 86mn JPY)	
(8)	Major shareholders and Current Ownership	AIBM: 80% MB: 20%	
(9)	Relationship with Asahi	Capital Relationship	TSP is a consolidated subsidiary of Asahi.
		Personal Relationship	Asahi is dispatching its employees to the Board of Directors of TSP.
		Business Relationship	There are no trade relationships between Asahi and TSP.
		Related Party Test	TSP is a consolidated subsidiary of Asahi.

(2) TMP

(1)	Company Name	PT Tirta Makmur Perkasa	
(2)	Location	Jakarta, Republic of Indonesia	
(3)	Representative Director	President Director: Yungky Setiawan	
(4)	Business Description	Distribution of bottled water	
(5)	Capital	10 bn IDR (IDR = Indonesian Rupiah, 86mn JPY)	
(6)	Date of Incorporation	16 October, 2013	
(7)	Assets	10 bn IDR (at the date of November 15, IDR = Indonesian Rupiah, 86mn JPY)	
(8)	Major shareholders and Current Ownership	IASB: 80% MB: 20%	
(9)	Relationship with Asahi	Capital Relationship	TMP is an affiliate of Asahi (IASB).
		Personal Relationship	Asahi is dispatching its employees to the Board of Directors of TMP.
		Business Relationship	There are no trade relationships between Asahi and TMP.
		Related Party Test	TMP is an affiliate of Asahi (IASB).

*1IDR = 0.0086 (as of November 14)

5. Timetable

(1) Execution of a conditional sale and purchase of assets agreement	November 15, 2013
(2) Closing	by the end of the first quarter of 2014 (planned)

6. Impact on Asahi's Financial Performance

The Transaction is not expected to materially impact Asahi's consolidated financials for this fiscal year. The impact on Asahi's consolidated financial for next fiscal year will be announced along with Asahi's consolidated financial projection for next fiscal year.

- END -