

[Translation]

March, 2009

To all shareholders;

Takao Murakami  
President and Representative Director, CEO  
Sapporo Holdings Limited

**Request for Exercising Voting Rights and Matters to Be Noted  
at the 85th Ordinary General Meeting of Shareholders**

Thank you for your continued ownership and support of Sapporo Holdings Limited (the “**Company**”).

We recently sent to you **the Notice of Convocation of the 85th Ordinary General Meeting of Shareholders to be held on Friday, March 27, 2009** (the “**Notice of Convocation**”), at which meeting the Company will present the business report of the year 2008 to the shareholders and request them to resolve important matters. We therefore request your attendance at the meeting or, if you are unable to attend it, your participation in the resolution of the meeting by **returning to us the voting rights exercise form** enclosed in the Notice of Convocation **or exercising your voting rights via the Internet**.

Please note the following two items when giving consideration to the exercise of voting rights.

1. **Part of the explanation regarding Proposal No. 5 has become unnecessary as mentioned below:**
  - **Steel Partners Japan Strategic Fund (Offshore) L.P. (“SPJSF”) canceled its proposal for a large-scale purchase of the shares of the Company, which we received from SPJSF on February 15, 2007, in a letter dated February 17, 2009 sent to the Company;**
  - **Accordingly, part of the explanation regarding Proposal No. 5, “Approval of Policy Toward Large-Scale Purchase of Share**

**Certificates, etc. of the Company” (from the 29<sup>th</sup> line of page 16 to the 8<sup>th</sup> line of page 17 of the reference material for the general meeting of shareholders<sup>1</sup>), has become unnecessary;**

- In addition, the contents of the “Policy Toward Large-Scale Purchase of Share Certificates, etc. of the Company”, of which the Company requests the shareholders’ approval on Proposal No. 5, are not changing.

**2. We made a press release with respect to the letter dated February 17, 2009 from SPJSF as mentioned below:**

- **On February 24, 2009**, we made a press release explaining, among other things, (i) the fact that **we have been in continuous discussions with SPJSF from the perspective of protecting the common interests of the shareholders**, and (ii) the fact that **we increased net income for the two most recent consecutive years with respect to the Company’s business performance on a consolidated basis and observed steady results of actions that have been implemented under the business plan;**
- As for the details of the press release, please refer to **the material attached hereto (a copy of the press release of the Company).**

We will continue to take appropriate actions from the perspective of protecting the common interests of the shareholders and to manage the Company for meeting shareholders’ expectations by implementing sincere corporate actions which will gain the trust of the Company’ s stakeholders including the shareholders, supporting the Company and aiming for the continuous enhancement of the corporate value of the Company.

**We would greatly appreciate it if you would read and examine the Notice of Convocation sent to you previously, this letter, the material attached hereto, etc. and exercise your voting rights.**

Sincerely yours,

[End of this letter]

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<sup>1</sup> This part corresponds to the portion starting at the 35th line through to the 46th line of page 24 of the English translation of the Notice of Convocation.

[Translation]

[For reference: The Company's press release dated February 24, 2009]

February 24, 2009

Company Name	Sapporo Holdings Limited
Representative	Takao Murakami, President and Representative Director
Stock Code	2501
Listed on	Tokyo Stock Exchange Sapporo Securities Exchange
Inquiries	Tsutomu Kamijo Director, Corporate Planning Department Tel: 81-3-5423-7407

**Re: Letter from SPJSF dated February 17, 2009**

We received from Steel Partners Japan Strategic Fund (offshore) L.P. (hereinafter referred to as "SPJSF") a letter dated February 17, 2009. We hereby announce that today we sent to SPJSF a letter in response, communicating our thoughts.

Specifically, we have been in continuous discussions with SPJSF from the perspective of protecting the common interests of shareholders and we have made efforts to explore solutions that would satisfy SPJSF and other shareholders of the Company as well as all other stakeholders. Today we again conveyed to SPJSF our aforementioned intentions.

Moreover, with respect to SPJSF's observation of "the Company's ever-worsening performance" as stated in their letter, we additionally explained to SPJSF the Company's business performance for the most recent three years and its business plan for the next two years starting this year, as set forth in the Attachment.

All of the proposals that were set forth in SPJSF's letter as measures to improve the Company's corporate value and shareholder value have, in fact, been examined or are being implemented by the Company, and therefore we have proposed to SPJSF to "conduct specific and constructive discussions" regarding SPJSF's proposals. Today, we reiterated such intention to SPJSF.

We will continue to take appropriate actions from the perspective of protecting the common interests of all of our shareholders and to manage the Company for the maximization of the Company's corporate value.

[End of this release]

Supplemental Presentation Regarding the Company's Business Performance for the Most Recent Three Years and its Business Plan for this Year and thereafter (Summary)

1 The Company's Business Performance for the Most Recent Three Years

	2006 (Actual)	2007 (Actual)	2008 (Actual)
Net sales	435.0 billion yen	449.0 billion yen	414.5 billion yen
Operating income	8.6 billion yen	12.3 billion yen	14.6 billion yen
Ordinary income	5.8 billion yen	8.1 billion yen	10.5 billion yen
Net income	2.3 billion yen	5.5 billion yen	7.6 billion yen
Balance of financial debt	236.0 billion yen	212.4 billion yen	189.2 billion yen
D/E ratio	2.1	1.7	1.6
ROE	2.1%	4.6%	6.3%

1) With respect to the Company's business performance on a consolidated basis, we had increased net income for the two most recent consecutive years. We observed steady results of "strengthening the earnings structure" that has been implemented under the business plan. In addition, the debt-to-equity (D/E) ratio and return on equity (ROE) have been gradually improved, which shows steady results of "strengthening the financial basis" and "enhancing capital efficiency."

2) In the meantime, we implemented various reforms and measures with successful results, including a reorganization of production sites and control over sales promotion costs with respect to our domestic alcoholic beverages segment, the acquisition of Sleeman Breweries Ltd. ("Sleeman") with respect to our international alcoholic beverages segment, a business restructuring by the business alliance with an outside partner with respect to our soft drinks segment, innovative operations at existing restaurants and the further opening of newly-developed types of restaurant with respect to our restaurant segment, and a business alliance with an outside partner and the development of new real property with respect to our real estate segment.

3) Last year, sales declined with respect to our domestic alcoholic beverages segment due to lower sales of some new brands and the influence of the timing of sales price changes. However, we are endeavoring to achieve higher sales this year relative to last year by strengthening our brands, such as "Yebisu" and "Mugi-to-Hop."

4) In addition, with respect to our international alcoholic beverages segment, impairment of our equity investment in Sleeman resulted from the re-evaluation of “goodwill” to reflect an increased risk premium in the Canadian stock market due to the global financial crisis. Sleeman’s sales volumes have increased at a rate greater than the growth rate of total demand in Canada.

## 2 Business Plan for this Year and Thereafter

	2009 (Plan)	2010 (Plan)	2016 (Target)
Net sales	408.3 billion yen	413.1 billion yen	600.0 billion yen
Operating income	12.0 billion yen	14.7 billion yen	40.0 billion yen
Ordinary income	8.5 billion yen	-	—
Net income	3.0 billion yen	-	—
Balance of financial debt	188.0 billion yen	-	—
D/E ratio	1.6	1.6	circa 1
ROE	2.6%	3.5%	8% or more

1) In the midst of an unprecedented recessionary phase worldwide, our group will have to develop the businesses of all of our segments under difficult circumstances. In the newly-prepared business plan, we regard years 2009-2010 as “the period to form the basis on which to transform ourselves for the next growth path,” and we will continue to carry out “measures for sustainable growth” and “business development by making the most of our strength and strengthening our earnings structure.”

2) We have planned for decreased net income for the year 2009. However, it is effectively a plan with increased net income if the influence of factors, such as increased depreciation expenses associated with changes in accounting principles and foreign exchange, are eliminated. We will continue our reforms with a view to constructing a basis on which to realize stable revenue even under changing circumstances.

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