

# Employees' Profit Sharing and Savings Plan

**The part of this Benefits Resource Guide under the caption “Employees’ Profit Sharing and Savings Plan” constitutes part of a prospectus covering securities that have been registered under the Securities Act of 1933.**

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus. Any representation to the contrary is a criminal offense.**

**The date of this Summary Plan Description/Prospectus is August 1, 2017.**

## Table of Contents

<b>GENERAL INFORMATION.....</b>	<b>125</b>
<b>WHO IS ELIGIBLE .....</b>	<b>125</b>
<b>AUTO ENROLLMENT .....</b>	<b>126</b>
<b>AUTO ESCALATION.....</b>	<b>126</b>
<b>TRANSFER OF EMPLOYMENT .....</b>	<b>127</b>
<b>401(K) SAVINGS CONTRIBUTIONS TO THE PLAN.....</b>	<b>127</b>
<b>INVESTMENT OF 401(K) AND PROFIT SHARING CONTRIBUTIONS .....</b>	<b>130</b>
<b>THE INVESTMENT FUNDS.....</b>	<b>130</b>
<b>TD AMERITRADE SELF-DIRECTED BROKERAGE ACCOUNT .....</b>	<b>137</b>
<b>WITHDRAWALS AND DISTRIBUTIONS.....</b>	<b>139</b>
<b>TAX IMPLICATIONS.....</b>	<b>141</b>
<b>HOW TO APPLY FOR WITHDRAWAL OR DISTRIBUTION .....</b>	<b>142</b>
<b>PLAN LOANS .....</b>	<b>142</b>
<b>OTHER PLAN INFORMATION.....</b>	<b>143</b>
<b>QUALIFIED DOMESTIC RELATIONS ORDERS.....</b>	<b>146</b>

## General Information

This document constitutes part of a prospectus covering employer securities that have been registered under the Securities Act of 1933.

The Lubrizol Corporation Employees' Profit-Sharing Plan, established on December 11, 1944, and The Lubrizol Corporation Employees' Stock Purchase and Savings Plan, established in 1986, were merged effective January 1, 1995 and renamed The Lubrizol Corporation Employees' Profit Sharing and Savings Plan. The plan provides employees of Lubrizol and its participating subsidiaries and affiliates with retirement benefits funded by a portion of the company's profits and by voluntary employee savings. It works together with The Lubrizol Corporation Pension Plan (for those employees hired prior to January 1, 2010), The Age-Weighted Defined Contribution Plan (for those eligible employees hired or transferred on or after January 1, 2010) and The Lubrizol Corporation Wage Employees' Pension Plan to provide a retirement income base, along with Social Security and your own retirement savings outside the plan.

This summary plan description (SPD) describes the main features of The Lubrizol Corporation Employees' Profit Sharing and Savings Plan. A complete description of the terms of the plan is contained in the plan document and trust agreement, and the terms of those documents will govern.

Although it is Lubrizol's expectation that the plan will be a permanent program, the company has the right to terminate or amend the plan in whole or in part by written action of its Board of Directors or its designee. However, no amendment may reduce a participant's vested interest in his/her account balance at the time the amendment is made. Neither this SPD, nor the plan document or trust agreement described herein, constitutes a contract of employment or a promise of continuing employment.

The plan is financed by your voluntary before-tax, after-tax and Roth 401(k) contributions and employer matching contributions which are based on your before-tax, after-tax and Roth 401(k) contributions, and by participating employers' discretionary profit sharing contributions to the trust fund. Under current law, none of the funds held in trust for the plan can be used for any purpose other than the provision of benefits under the plan, until full payment of all benefits under the plan has been provided.

Federal law provides you with certain rights and protections under the Employee Retirement Income Security Act of 1974 (ERISA). A summary of these rights is included in the "General Information Section – Your Rights Under ERISA" at the beginning of this Benefits Resource Guide, which is incorporated by reference herein. If you have any questions about the terms of the plan or about the payment of benefits, you may obtain more information from any benefits or human resources representative.

Quarterly statements regarding your account balance, performance and transactions are available through Voya, the plan's recordkeeper. You may also view your account online anytime through the Voya Participant website at <https://lzs401k.voya.com>.

## Who is Eligible

As a regular employee of Lubrizol, a Lubrizol subsidiary or an affiliate which adopts the plan, you automatically become an active participant in this plan beginning on your date of employment. If you are a temporary employee of Lubrizol, a Lubrizol subsidiary or an affiliate which adopts the plan and who works at least 1,000 hours in any 12 month period, you will participate beginning the following January 1 or July 1.

Please see Exclusions from Coverage for All Plans in the General Section of this Benefits Resource Guide for a list of persons who are excluded from coverage (unless otherwise provided).

## Auto Enrollment

As a participant in the plan you are eligible to enroll in the 401(k) portion of the plan. Newly eligible employees, both new hires and rehires, are subject to automatic enrollment. You will be automatically enrolled in the plan at a before-tax contribution rate of 3% if you take no action on your own to enroll.

There is a 30-day opt-out period during which you may change your before-tax contribution rate or elect not to contribute ("opt-out"). If you do not make a positive election or opt-out, your contributions will begin to be withheld from your paycheck as soon as administratively possible following the end of the 30 day period. Your before-tax contributions and company match contributions will be invested in the appropriate State Street Target Retirement Fund. Once enrolled, you may choose to change your election percentage or stop contributing at any time. You can also change how your contributions will be invested at any time.

## Auto Escalation

If you were hired on or before January 1 of the current year with plan contribution rates between 0% and 5% of eligible compensation (whether those contributions are pre-tax, Roth, after-tax, or any combination) as of July 1 of the current year, your pre-tax contribution rate will automatically increase to the next higher full percent starting the first full pay period after July 1 of the current year (or as soon thereafter as administratively practicable). Auto escalation will continue the first full pay period after July 1 of each year until you are contributing 6%.

If you are hired after January 1 of any year, auto escalation will work as described above, except that the first automatic escalation will not occur until July 1 of the year following the year you were hired.

Keep in mind that, depending on the timing of July payroll dates year-to-year, your new auto escalated payroll deduction might vary between the first and second pay date of the month.

Any additional contributions made to your plan account as a result of auto escalation will be invested in the plan's core investment funds in accordance with your election on file. If you have no election on file, then those amounts will be invested in the State Street Target Retirement Fund that most closely matches your expected retirement date based on age 65.

## Opting Out of Auto Escalation

You have the right to opt out of your scheduled auto escalation before it would otherwise take effect. To opt out online, log on to your account at <https://lzs401k.voya.com> and select Account> Contributions> Rate Escalator, then select "Discontinue your Rate Escalator on file." Or, you can call the Information Line at 1-866-597-4015 and speak with a Customer Service Associate. Each year the window in which you can opt out of auto escalation will be communicated.

Your opt out election affects only the 12-month period for which the election is made. If you do not want to be auto escalated on the following July 1, you will need to go into your account again next year before July 1 and discontinue the scheduled rate escalator.

If you did not opt out of auto escalation in a given year, and you wish to discontinue it for the remainder of the 12-month period, you can always do so by logging into your account online or by calling the Information Line and speaking with a Customer Service Associate, and changing your pre-tax contribution percentage to your desired pre-tax contribution level (including 0%, if you do not want to make any pre-tax contributions to your account).

## Transfer of Employment

If you should transfer to employment with a Lubrizol subsidiary or affiliate not covered by this plan, you will become an inactive participant. No additional contributions will be made on your behalf, unless you are entitled to a “true-up” matching contribution for the plan year in which your transfer occurs (see the “Employer Matching Contributions” section under “401(k) Savings Contributions to the Plan” below). The amounts in your accounts will continue to appreciate/depreciate with the value of the investment funds during the time you are an inactive participant. If you should later return to employment covered by this plan, you will immediately become an active participant again and future contributions will be credited to your account as provided by the plan. Any service you have with a related employer will be counted in determining your eligibility for employer matching contributions and your vested percentage when you finally retire or terminate employment.

## Re-employment

If you terminate employment and become re-employed by Lubrizol or a participating subsidiary or affiliate, any benefit payments which you are receiving will cease and you will once more become a participant in the plan, and earn further service and benefits as provided by the plan. If you originally left covered employment before you were fully vested and received a distribution of your vested portion, or if you were not vested, you forfeited the unvested portion of your account. These forfeitures may be reinstated under certain conditions if you return to covered employment within 60 months, and repay any lump sum benefits already received.

## 401(k) Savings Contributions to the Plan

### Your Before-Tax Contributions

This type of contribution is taken from your earnings before deductions for federal and, as a general matter, state income taxes are made. (However, your before-tax contributions are still subject to FICA tax.) That means your taxable income will be lower and your take-home pay will be higher than if you made these contributions on an after-tax basis. You may elect to have from 1% to 75% of your eligible compensation contributed to the plan as before-tax contributions in whole percentage increments subject to the limits described below. Your eligible compensation is your wages, salaries, fees for professional services, and other amounts received for services actually rendered in the course of employment, to the extent that the amounts are includible in gross income. Your eligible compensation also includes salary reduction amounts that you contributed to an employer-sponsored cafeteria plan or 401(k) plan. Your eligible compensation does not include, however, long-term incentive compensation payments if you are considered a “highly compensated employee” under applicable IRS rules, severance pay, deferred compensation, reimbursements and allowances, moving expenses, and fringe benefits.

### Your After-Tax Contributions

This type of contribution is deducted from your earnings after the deduction for income taxes. You may elect to have from 1% to 75% of your eligible compensation (same as defined for before-tax contributions above) contributed to the plan as after-tax contributions in whole percentage increments, subject to the limits described below.

### Your Roth 401(k) Contributions

This type of contribution is deducted from your earnings after the deduction for income taxes. You may elect to have from 1% to 75% of your eligible compensation (same as defined for before-tax contributions above) contributed to the plan as Roth 401(k) contributions in whole percentage increments, subject to the limits described below.

Once a day, you may change the percentage of your future before-tax, after-tax, and Roth 401(k) contributions or stop and resume contributions. To do so, contact Voya by visiting the Participant website at <https://lzs401k.voya.com> or calling the Information Line at 1-866-597-4015. The change will take effect with the next available payroll date.

## Limits on your Contributions

Under current law, your before-tax and Roth 401(k) contributions cannot be greater than \$18,000 in 2017. Also under current law, the amount of eligible compensation that may be used to determine your contributions under the plan is limited to **\$270,000** in 2017. These limits may be adjusted periodically by the Internal Revenue Service for increases in the cost of living.

In addition to the above limits, your total before-tax, after-tax and Roth 401(k) contributions cannot be greater than 75% of eligible compensation for the year.

Finally, the Internal Revenue Service limits contributions that may be made in a year to defined contribution plans. These contributions are sometimes called “total annual additions,” and the year for which the total annual additions are made is called the “limitation year.” The limit on total annual additions is **\$54,000** in 2017. This **\$54,000** includes a combination of contributions you and your employer make to The Lubrizol Corporation Employees’ Profit Sharing and Savings Plan (any catch-up contributions you make are not included in the limit) plus employer contributions made to The Lubrizol Corporation Age-Weighted Defined Contribution Plan.” This limit also may be adjusted periodically by the Internal Revenue Service. If the Plan Administrator determines that the “total annual additions” to be credited to a participant for a limitation year under all defined contribution plans of the Company will exceed the \$54,000 limit, the first contribution to be reduced will be the profit sharing contribution under The Lubrizol Corporation Employees’ Profit Sharing and Savings Plan, and, the next contribution to be reduced, if necessary, is the profit sharing contribution under the Age-Weighted Defined Contribution Plan. In the event that those reductions do not eliminate the excess annual addition amount, the Plan Administrator will then have the discretion to determine the order in which other contributions will be reduced.

## Catch Up Contributions

If you will turn at least age 50 during the year, you may elect to make additional before-tax and/or Roth 401(k) contributions of up to \$6,000 (in 2017). You may contribute this amount only if you meet one of the following conditions:

- You elect for the full plan year to make combined before-tax and Roth 401(k) contributions at 75% of your eligible compensation; or
- You contribute \$18,000 for the 2017 plan year.

## Employer Matching Contributions

You are eligible for employer matching contributions upon enrollment in the 401(k) portion of the plan. Your employer contributes an amount equal to 100% of your before-tax, after-tax, and Roth 401(k) contributions up to 6% of your eligible compensation. This means, for example, that your employer will contribute \$1.00 for every \$1.00 that you have contributed as before-tax, after-tax, or Roth 401(k) contributions to the 401(k) portion of the plan (on the first 6% of your eligible compensation).

For example: if your annual eligible compensation is \$40,000, and you elect to contribute 10% of your eligible compensation to the 401(k) portion of the plan (5% as before-tax contributions, 3% as after-tax contributions, and 2% as Roth 401(k) contributions), your total annual 401(k) contributions would be as follows:

Before-tax contributions.....	(5% of \$40,000) .....	\$2,000
After-tax contributions.....	(3% of \$40,000) .....	\$1,200
Roth 401(k) contributions .....	(2% of \$40,000) .....	\$800
Employer matching contributions .....	100% of (6% of \$40,000).....	\$2,400

Since your before-tax contributions would be made before taxes are taken out, your taxable pay would be \$38,000 (\$40,000 - \$2,000).

In the event you stop contributing or change the amount you are contributing during the plan year, you will receive the full match (100% of your contributions, up to the 6% of eligible compensation limit). Once year end payroll processing is complete, Voya and Lubrizol will annualize the matching contributions. Once such amounts are calculated, Lubrizol will deposit the difference (or **true-up** the match amount) into participants' accounts as soon as administratively possible in the following year.

Because the Internal Revenue Service currently limits the amount of base salary that may be used to determine contributions to **\$270,000**, employer matching contributions are limited to \$16,200 (**\$270,000** x 6%) in 2017. This limit may be adjusted periodically by the Internal Revenue Service for increases in the cost of living.

## Profit Sharing Contributions to the Plan

### Determination of Contribution

The plan allows a participating employer to make a discretionary profit sharing contribution the plan. The amount of the profit sharing contribution, if any, for a plan year is determined on or before the following March 15<sup>th</sup>.

### Amount of your Profit Sharing Portion

If your employer determines to make a discretionary profit sharing contribution to the plan for a plan year, you will receive a portion of the profit sharing contribution if you are an active participant in the plan on the last day of the plan year, or if you transferred to a non-participating subsidiary or affiliate of the company during the year and were employed by them on the last day of the plan year, or were an active participant during the year and on an approved leave of absence on the last day of that plan year.

Your portion of your employer's profit sharing contribution is based on a percentage of your **basic compensation**. Your basic compensation is your base biweekly salary as applicable (including military pay up to twelve weekly or six biweekly pay periods), overtime, shift premiums, vacation and holiday pay, bonuses (excluding long term incentives) and commissions paid during the plan year, as applicable. Any portion of your salary which you defer as before-tax contributions under the 401(k) portion of this plan is included as are any before-tax contributions made to the flexible reimbursement program and health savings accounts. Noncash or special allowances, extraordinary compensation, and long-term disability benefits are not included.

For example, if your basic compensation for the year is \$40,000 and the profit sharing percentage approved by your employer for that year is 2.25% your share would be \$900. Calculated as follows:

$$\begin{array}{rclcl} \$40,000 & & \times & 2.25\% & = & \$900 \end{array}$$

Under current law the amount of basic compensation that may be used to determine your portion of the profit sharing contribution is limited to **\$270,000** for 2017. This limit may be adjusted by the Internal Revenue Service periodically for increases in the cost of living.

### Rollover Contributions

If you have worked for another employer and receive, or are eligible to receive, a lump-sum distribution or installment payments (for less than 10 years) from certain types of retirement plans, you may roll over or transfer the distribution payment into the 401(k) portion of the plan. By making a rollover, you can postpone paying taxes on the rollover. Rollover contributions may be made by depositing the allowable cash payment within 60 days of receipt. You may postpone paying taxes on your entire distribution payment by arranging for a direct transfer from the other plan or a previously-established rollover IRA to this plan. You may not transfer monies from a Roth 401(k) plan, Roth IRA or personal IRA to the plan. Contact the Information Line, 1-866-597-4015, for more details.

## Investment of 401(k) and Profit Sharing Contributions

All contributions made to the 401(k) and/or profit sharing portions of the plan are held by the plan trustee, and allocated to individual accounts established in the name of each participant. These separate accounts reflect the type of contributions (profit sharing, before-tax, after-tax, Roth 401(k), employer match, rollover, or transferred) as well as the participant's investment choice.

The plan trustee invests your employee, employer matching and profit sharing contributions according to the investment choices you have elected. **If you do not have an investment election on file with Voya, your employee, employer matching and profit sharing contributions will be invested in the Target Retirement Fund which most closely matches your expected retirement date based on age 65.**

### The Investment Funds

Your profit sharing, before-tax, after-tax, Roth 401(k), rollover and transferred contributions and your employer matching contributions may be invested in any one, or combination of, the following funds, according to your election. **If you do not have an investment election on file with Voya, your contributions will be invested in the Target Retirement Fund that most closely matches your expected retirement date based on age 65. These descriptions are intended as a general overview of the investment choices offered. Participants are encouraged to call Voya to obtain and read both the prospectus and the fund fact sheet for each fund to better understand its investment policy, composition, operating guidelines, historical performance, potential risks and applicable expenses. Additional fund information from mutual fund rating services such as Morningstar and Value Line may also be available at your public library. Be sure to carefully consider your options and your investment objectives before making any election. None of the investment options are guaranteed, and your account balance may decline due to investment loss.**

Except as described below, there are no restrictions on your ability to transfer between any of the investment funds available under the plan. However, there may be certain restrictions on your ability to withdraw from the investment funds before you reach age 59½. Refer to the discussion under "Withdrawals and Distributions" for further information.

The **Stable Value Fund** investment objective is to provide a stable rate of return while seeking to preserve principal value. Goldman Sachs Asset Management serves as the investment manager of the Fund. The Fund invests in stable value investment contracts issued by banks, insurance companies, and other financial institutions and a diversified portfolio of fixed income instruments including U.S. government and agency securities, mortgage-backed securities, asset backed securities, corporate bonds, and interest rate futures and options. Up to 100% of the Fund may be invested in any of these types of fixed income investments. All income received by the Fund is automatically reinvested in the Fund. While the value of the underlying securities in the Fund will change, it is the intention of the Fund to maintain a \$1 net asset value (NAV). Fund performance is measured against the return of the Barclays Intermediate Government/Credit Bond Index. Any assets of the Fund not invested in fixed income instruments may also be invested by the Trustee or fund manager on a temporary basis in a money market fund maintained as part of a collective trust fund. The principal value of the fund is insured by several different insurance companies through wrap contracts negotiated by the manager (Goldman Sachs) in order to help protect the principal value of the fund; however, it is not backed by the FDIC or any government agency. Participants who wish to transfer account balances from the Fund into their self-directed brokerage account must first transfer those account balances from the Fund into any of the other investment options. The transferred account balances must remain invested in investment options (excluding the Fund) for 90 days before they can be transferred into the self-directed brokerage account.

The **Core Fixed Income Fund** investment objective is to maximize total return by investing for both current income and capital appreciation, consistent with preservation of capital and prudent investment management. The Fund invests in an actively managed mutual fund, the Baird Aggregate Bond Fund (Institutional Class) (tracking fund reference ticker symbol: BAGIX), which invests in fixed income securities and can include U.S. government and corporate bond securities, mortgage and other asset-backed securities, U.S. dollar and non-U.S. dollar denominated securities of non-U.S. issuers. The fund focuses on intermediate maturity, fixed income securities and maintains an average duration ranging between three and seven years. All income received by the Fund is automatically reinvested in the Fund. The value of this Fund varies depending on the performance of the securities in the underlying actively managed fund. Fund performance is measured against the return of the BBgBarc US Aggregate Bond Index. Assets of the Fund may also be invested by the Trustee or fund manager on a short-term basis in a money market fund maintained as part of a mutual fund.

The **Retirement Ready Target Retirement Income Fund** investment objective is to allocate its assets across multiple asset classes in a conservative manner. The fund is designed for those in or near retirement or those who wish to have a more conservative investment structure. The Fund seeks to provide a balanced fund with current income from fixed income securities while maintaining a moderate exposure to global equity, real estate, and commodity investments for capital appreciation. The Fund is managed by State Street Global Advisors, an affiliate of the Trustee, and has a current target asset allocation of 65% fixed income, and 35% in equities, real estate, and commodities. Fund performance is measured against the return of a similarly weighted composite benchmark. The Fund also seeks to maintain a level of volatility which approximates that of the composite benchmark.

The **Retirement Ready Target Retirement 2020 Fund** investment objective is to allocate its assets across multiple asset classes in a manner which becomes increasingly conservative over time, while seeking to achieve the appropriate level of risk given a participant's anticipated retirement date on or within a few years of 2020. The Fund seeks to provide a balanced fund with current income from fixed income securities while maintaining a larger exposure to global equity, real estate, and commodity investments for capital appreciation. The Fund is managed by State Street Global Advisors, an affiliate of the Trustee, and has a current target asset allocation of 45% fixed income, and 55% in equities, real estate, and commodities. Fund performance is measured against the return of a similarly weighted composite benchmark. The Fund also seeks to maintain a level of volatility which approximates that of the composite benchmark.

The **Retirement Ready Target Retirement 2030 Fund** investment objective is to allocate its assets across multiple asset classes in a manner which becomes increasingly conservative over time, while seeking to achieve the appropriate level of risk given a participant's anticipated retirement date on or within a few years of 2030. The Fund seeks to provide a balanced fund with some current income from fixed income securities while mainly maintaining an exposure to global equity and some commodity investments for capital appreciation. The Fund is managed by State Street Global Advisors, an affiliate of the Trustee, and has a current target asset allocation of 26% fixed income, and 74% equities and commodities. Fund performance is measured against the return of a similarly weighted composite benchmark. The Fund also seeks to maintain a level of volatility which approximates that of the composite benchmark.

The **Retirement Ready Target Retirement 2040 Fund** investment objective is to allocate its assets across multiple asset classes in a manner which becomes increasingly conservative over time, while seeking to achieve the appropriate level of risk given a participant's anticipated retirement date on or within a few years of 2040. The Fund seeks to provide a balanced fund with a large exposure to global equity and some commodity investments for capital appreciation and some current income from fixed income securities. The Fund is managed by State Street Global Advisors, an affiliate of the Trustee, has a current target asset allocation of 14% fixed income, and 86% equities and commodities. Fund performance is measured against the return of a similarly weighted composite benchmark. The Fund also seeks to maintain a level of volatility which approximates that of the composite benchmark.

The **Retirement Ready Target Retirement 2050 Fund** investment objective is to allocate its assets across multiple asset classes in a manner which becomes increasingly conservative over time, while seeking to achieve the appropriate level of risk given a participant's anticipated retirement date on or within a few years of 2050. The Fund seeks to provide a balanced fund with a large exposure to global equity and some commodity investments for capital appreciation and some current income from fixed income securities. The Fund is actively managed by State Street Global Advisors, an affiliate of the Trustee, and has a current target asset allocation of 10% fixed income, and 90% equities and commodities. Fund performance is measured against the return of a similarly weighted composite benchmark. The Fund also seeks to maintain a level of volatility which approximates that of the composite benchmark.

The **Retirement Ready Target Retirement 2060 Fund** investment objective is to allocate its assets across multiple asset classes in a manner which becomes increasingly conservative over time, while seeking to achieve the appropriate level of risk given a participant's anticipated retirement date on or within a few years of 2060. The Fund seeks to provide a balanced fund with a large exposure to global equity and some commodity investments for capital appreciation and some current income from fixed income securities. The Fund is actively managed by State Street Global Advisors, an affiliate of the Trustee, and has a current target asset allocation of 10% fixed income, and 90% equities and commodities. Fund performance is measured against the return of a similarly weighted composite benchmark. The Fund also seeks to maintain a level of volatility which approximates that of the composite benchmark.

The **Large Cap Core Equity Passive Fund** investment objective is to provide investment results which closely replicate the overall performance of the common stocks included in the Standard & Poor's 500 Composite Stock Price Index ("S&P 500 Index"). The S&P 500 Index is a composite stock price index of 500 large capitalization common stocks, selected by Standard & Poor's Corporation, which is intended to furnish a measure of the composite price patterns of domestic, publicly-traded common stocks, weighted by capitalization, and represent a cross section of industry sectors and companies within each industry. The Fund invests in an index fund, the SSgA S&P 500 Index Fund, maintained by State Street Global Advisors, an affiliate of the Trustee, as part of a collective trust fund which invests in the common stocks included in the S&P 500 Index, futures contracts and other derivative securities. This fund does not purchase or sell any individual stock in the Index on the basis of any independent consideration relating to economic or financial conditions or market timing or analysis. All dividends and other income received by the Fund are automatically reinvested in the Fund. The value of this Fund varies depending on the performance of the securities in the underlying index fund. Fund performance is measured against the return of the S&P 500 Index. Assets of the Fund may also be invested by the Trustee or fund manager on a short-term basis in a money market fund maintained as part of a collective trust fund.

The **Large Cap Value Equity Passive Fund** investment objective is to provide investment results which closely replicate the overall performance of the common stocks included in the FTSE Russell 1000 Value Index ("Russell 1000 Value Index"). The Russell 1000 Value Index measures the performance of the large-cap value segment of the U.S. equity universe. It includes those Russell 1000 companies with lower price-to-book ratios and lower expected growth values. The Russell 1000 Value Index is constructed to provide a comprehensive and unbiased barometer for the large-cap value segment. The Index is completely reconstituted annually to ensure new and growing equities are included and that the represented companies continue to reflect value characteristics. The Fund invests in an index fund, the SSgA Russell Large Cap Value Index Fund, maintained by State Street Global Advisors, an affiliate of the Trustee, as part of a collective trust fund which invests in the common stocks included in the Russell 1000 Value Index, futures contracts and other derivative securities. This fund does not purchase or sell any individual stock in the Index on the basis of any independent consideration relating to economic or financial conditions or market timing or analysis. All dividends and other income received by the Fund are automatically reinvested in the Fund. The value of this Fund varies depending on the performance of the securities in the underlying index fund. Fund performance is measured against the return of the Russell 1000 Value Index. Assets of the Fund may also be invested by the Trustee or fund manager on a short-term basis in a money market fund maintained as part of a collective trust fund.

The **Large Cap Growth Equity Passive Fund** investment objective is to provide investment results which closely replicate the overall performance of the common stocks included in the FTSE Russell 1000 Growth Index (“Russell 1000 Growth Index”). The Russell 1000 Growth Index measures the performance of the large-cap growth segment of the U.S. equity universe. It includes those Russell 1000 companies with higher price-to-book ratios and higher forecasted growth values. The Russell 1000 Growth Index is constructed to provide a comprehensive and unbiased barometer for the large-cap growth segment. The Index is completely reconstituted annually to ensure new and growing equities are included and that the represented companies continue to reflect growth characteristics. The Fund invests in an index fund, the SSgA Russell Large Cap Growth Index Fund, maintained by State Street Global Advisors, an affiliate of the Trustee, as part of a collective trust fund which invests in the common stocks included in the Russell 1000 Growth Index, futures contracts and other derivative securities. This fund does not purchase or sell any individual stock in the Index on the basis of any independent consideration relating to economic or financial conditions or market timing or analysis. All dividends and other income received by the Fund are automatically reinvested in the Fund. The value of this Fund varies depending on the performance of the securities in the underlying index fund. Fund performance is measured against the return of the Russell 1000 Growth Index. Assets of the Fund may also be invested by the Trustee or fund manager on a short-term basis in a money market fund maintained as part of a collective trust fund.

The **Mid Cap Value Equity Fund** investment objective is to seek long-term capital appreciation and income from mid-capitalization stocks. The Fund invests in an actively managed mutual fund, the Vanguard Selected Value fund (ticker symbol: VASVX), which invests in equity securities which are believed to be undervalued. The fund is currently sub-advised by three investment managers with complementary investment processes. Vanguard oversees the allocations to the sub-advisors, and the resulting portfolio typically has 100-160 stocks. All dividends and other income received by the Fund are automatically reinvested in the Fund. The value of this Fund varies depending on the performance of the securities in the underlying actively managed fund. Fund performance is measured against the return of the Russell Mid Cap Value Index. Assets of the Fund may also be invested by the Trustee or fund manager on a short-term basis in a money market fund maintained as part of a collective trust fund. The Vanguard Selected Value Fund has a short-term trading restriction to protect investors from the cost impact of short-term trading. Participants who transfer/reallocate money out of this fund will be prohibited from transferring/reallocating money back into this fund for 60 calendar days.

The **Mid Cap Growth Equity Fund** investment objective is to seek long-term capital growth. The Fund invests in an actively managed mutual fund, the MassMutual Select Mid Cap Growth Equity Fund II Class I (ticker symbol: MEFZX), which invests primarily in securities of companies which are expected to grow at a faster rate than the average company. The fund is currently sub-advised by two investment managers with complementary investment processes. MassMutual oversees the allocations to the sub-advisors, and the resulting portfolio typically has 150-250 stocks. All dividends and other income received by the Fund are automatically reinvested in the Fund. The value of this Fund varies depending on the performance of the securities in the underlying actively managed fund. Fund performance is measured against the return of the Russell Mid Cap Growth Index. Assets of the Fund may also be invested by the Trustee or fund manager on a short-term basis in a money market fund maintained as part of a collective trust fund.

The **Small Cap Value Equity Fund** investment objective is to seek long-term growth through capital appreciation and income. The Fund invests in an actively managed mutual fund, the DFA US Small Cap Value fund (ticker symbol: DFSVX), which invests primarily in a portfolio of common stocks of small capitalization companies which are believed to be undervalued versus their peer group. DFA utilizes a quantitative investment approach, and the fund is broadly diversified across industries and typically holds over 1,000 different stocks. Under normal market conditions, at least 80% of the fund will be invested in securities of companies with a market value capitalization consistent with equities in the Russell 2000 Value Index. All dividends and other income received by the Fund are automatically reinvested in the Fund. The value of this Fund varies depending on the performance of the securities in the underlying actively managed fund. Fund performance is measured against the return of the Russell 2000 Value Index. Assets of the Fund may also be invested by the Trustee or fund manager on a short-term basis in a money market fund maintained as part of a collective trust fund.

The **Small Cap Growth Equity Fund** investment objective is to seek long-term capital appreciation. The Fund invests in an actively managed mutual fund, the Hartford Small Cap Growth HLS fund (ticker symbol: HISCX), which invests primarily in a portfolio of common stocks of small market capitalization companies which are believed to have superior growth potential. The fund is sub-advised by Wellington Management, and employs both a quantitative and fundamental investment process. The fund is broadly diversified across industries and typically holds 300-400 stocks. All dividends and other income received by the Fund are automatically reinvested in the Fund. The value of this Fund varies depending on the performance of the securities in the underlying actively managed fund. Fund performance is measured against the return of the Russell 2000 Growth Index. Assets of the Fund may also be invested by the Trustee or fund manager on a short-term basis in a money market fund maintained as part of a collective trust fund.

The **International Core Equity Fund** investment objective is to achieve long-term capital growth by investing in securities of issuers domiciled outside the United States. The Fund invests in an actively managed mutual fund, the Fidelity Advisors Diversified International Fund Z (ticker symbol: FZABX), which invests in a diversified portfolio of common stocks and other equity-like securities of companies based outside the United States. The assets of this fund may be invested with geographic diversity; however, there is no limitation on the percentage of assets which may be attributable to any one country, nor will all countries be represented. In addition to investing directly in common stocks, investments may also be maintained in securities convertible into common stocks, preferred stocks and warrants. All dividends and other income received by the Fund are automatically reinvested in the Fund. The value of this Fund varies depending on the performance of the securities in the underlying actively managed fund. Fund performance is measured against the return of the MSCI EAFE Index. Assets of the Fund may also be invested by the Trustee or fund manager on a short-term basis in a money market fund maintained as part of a collective trust fund. To help offset the negative impact of short-term trading, this Fund has added redemption fees. Charged as a percentage of the money withdrawn, the redemption fee only applies if you sell your shares before the end of the required holding period. There is a 1% redemption fee for shares sold before the required holding period of 30 days has elapsed.

The **International Small Cap Equity Fund** investment objective is to achieve long-term capital growth by investing in securities of issuers domiciled outside the United States. The Fund invests in an actively managed mutual fund, the Vanguard International Explorer Fund (ticker symbol: VINEX), which invests primarily in the equity securities of small-capitalization companies located outside the United States that the advisors believe offer the potential for capital appreciation. The fund is currently sub-advised by two investment managers with complementary investment processes. Vanguard oversees the allocations to the sub-advisors, and the resulting portfolio typically has approximately 300 holdings. Under normal market conditions, at least 80% of the assets will be invested in securities of international small capitalization companies. All dividends and other income received by the Fund are automatically reinvested in the Fund. The value of this Fund varies depending on the performance of the securities in the underlying actively managed fund. Fund performance is measured against the return of the MSCI ACWI ex US Small Cap Index. Assets of the Fund may also be invested by the Trustee or fund manager on a short-term basis in a money market fund maintained as part of a collective trust fund. The Vanguard International Explorer Fund has a short-term trading restriction to protect investors from the cost impact of short-term trading. Participants who transfer/reallocate money out of this fund will be prohibited from transferring/reallocating money back into this fund for 30 calendar days.

The **Emerging Markets Equity Fund** investment objective is to achieve long-term capital growth by investing in securities of issuers domiciled in the Emerging Markets. The Fund invests in an actively managed mutual fund, the DFA Emerging Markets Core Equity fund (ticker symbol: DFCEX), which invests in a diversified portfolio of equity securities that are traded principally in the Emerging Markets. DFA utilizes a quantitative investment approach, and the fund is broadly diversified across countries and typically holds approximately 3,000 different stocks. Under normal market conditions, at least 80% of the assets will be invested in securities of Emerging Markets companies. All dividends and other income received by the Fund are automatically reinvested in the Fund. The value of this Fund varies depending on the performance of the securities in the underlying actively managed fund. Fund performance is measured against the return of the MSCI Emerging Markets Index. Assets of the Fund may also be invested by the Trustee or fund manager on a short-term basis in a money market fund maintained as part of a collective trust fund.

The **Berkshire Hathaway Class B Stock Fund** investment objective is to provide long-term growth of capital by investing solely in shares of Class B Common Stock of Berkshire Hathaway Inc. (ticker symbol: BRK-B). The shares of Berkshire Hathaway Class B Common Stock held by the Fund are purchased at the then-current market price on the open market. All income received by the Fund automatically is reinvested in the Fund. The value of investments in this Fund varies depending on the market price of Berkshire's Class B Common Stock. Any assets of this Fund not invested in Class B Common Stock may also be invested by the Trustee on a short-term basis in a money market fund maintained by the Trustee as part of a collective trust fund. Because the Fund typically holds a small amount of cash in order to provide liquidity to participants, the performance of the Fund may deviate slightly from the actual Berkshire Hathaway stock. This Fund is part of an employee stock ownership plan (ESOP) contained in the plan. Note that, effective July 1, 2015, certain limitations with respect to the Berkshire Hathaway Class B Stock Fund went into effect:

- You may not make a transfer into the Berkshire Hathaway Class B Stock Fund if the percentage of your account balance invested in the Berkshire Hathaway Class B Stock Fund exceeds 50%, or to the extent that the transfer would cause your account balance invested in the Berkshire Hathaway Class B Stock Fund to exceed 50%.
- You may not make a reallocation election or a rebalancing election for the Berkshire Hathaway Class B Stock Fund that exceeds 50%.
- You may not make a rollover election into the Berkshire Hathaway Class B Stock Fund that exceeds 50%.
- You may not make an election to invest more than 50% of your future contributions in the Berkshire Hathaway Class B Stock Fund.
- On the last day of the quarter, if 50% or more of your account balance is invested in the Berkshire Hathaway Class B Stock Fund, any election you have on file to invest future contributions into the Berkshire Hathaway Class B Stock Fund will automatically be reduced to 0%. In that event, however, you will not be restricted from restoring your prior election for the Berkshire Hathaway Class B Stock Fund or electing another percentage for the Berkshire Hathaway Class B Stock Fund, as long as your election does not exceed 50%.
- If you attempt to make a transaction or election online that does not comply with the limits on the Berkshire Hathaway Class B Stock Fund, the transaction or election will not be processed, and you will receive a message prompting you to revise your transaction or election to comply with the limit. If your rollover election form shows an election for the Berkshire Hathaway Class B Stock Fund that exceeds 50%, your election for the Berkshire Hathaway Class B Stock Fund will automatically be reduced to 50%, and the excess percentage will be invested in the SSgA Target Date Retirement Fund that most closely corresponds to your age.

<b>Annual Returns of Plan Investment Options</b>						
	<b>Annual Returns (%)</b>					
<b><u>Periods Ending 12/31</u></b>	<b><u>2016</u></b>	<b><u>2015</u></b>	<b><u>2014</u></b>	<b><u>2013</u></b>	<b><u>2012</u></b>	<b><u>2011</u></b>
Stable Value Fund	2.04	2.01	2.02	1.99	1.96	2.37
Core Fixed Income Fund	3.52	0.55	6.89	-1.25	7.92	7.85
Retirement Ready Target Retirement Income Fund	5.82	-1.37	3.69	5.14	9.73	4.68
Retirement Ready Target Retirement 2020 Fund	7.60	-1.88	6.00	13.29	13.85	5.94
Retirement Ready Target Retirement 2030 Fund	8.42	-2.02	6.49	18.24	15.02	3.56
Retirement Ready Target Retirement 2040 Fund	9.12	-2.32	6.31	21.38	16.09	0.10
Retirement Ready Target Retirement 2050 Fund	9.48	-2.43	6.27	21.51	16.08	0.12
Retirement Ready Target Retirement 2060 Fund	9.49	N/A	N/A	N/A	N/A	N/A
Large Cap Core Equity Passive Fund	11.96	1.36	13.63	32.34	15.97	2.09
Large Cap Equity Value Passive Fund	17.29	-3.70	13.37	32.44	17.52	0.38
Large Cap Equity Growth Passive Fund	7.09	5.65	13.02	33.44	15.27	2.56
Mid Cap Value Equity Fund	16.34	-3.80	6.36	42.04	15.25	0.82
Mid Cap Growth Equity Fund	6.19	5.95	13.00	36.31	14.71	-1.74
Small Cap Value Equity Fund	28.26	-7.81	3.48	42.38	21.72	-7.55
Small Cap Growth Equity Fund	12.37	-0.55	5.83	44.87	17.40	1.42
International Core Equity Fund	-2.52	4.30	-3.02	26.42	20.49	-13.41
International Small Cap Equity Fund	-1.77	8.60	-2.88	30.24	17.93	19.74
Emerging Markets Equity Fund	12.35	-14.86	-0.91	-2.64	20.49	-20.65
Berkshire Hathaway Class B Stock Fund	22.77	-11.92	25.80	30.86	N/A	N/A

### **Newly Hired Employees**

If a newly hired or rehired employee does not make an investment election with Voya, his/her contributions, company matching contributions and profit sharing contributions will be defaulted to the appropriate Target Retirement Fund with the date that most closely matches a retirement age of 65.

### **Valuation of the Funds**

The value of each separate account is determined daily (based on the most recent valuation of the fund(s) and the best available information). It reflects increases or decreases in the value of the assets of each investment fund due to contributions, withdrawals, investment gains and losses, as well as income earned. There are limited circumstances where the value of an investment fund reflects the most currently available information. The value of each separate account will be a proportionate amount of the total value of the fund in which it is invested.

### **Allocation and Transfer of your Investments**

When you begin to participate in the plan, you will indicate your investment choices for your contributions in multiples of 1%.

Once a day, you may change the manner in which your future contributions are to be invested through Voya. The change will take effect on the next available payroll date.

Once a day, you may transfer the balance in each of your separate accounts to any of the investment funds in 1% increments, subject to the limitations described below. This change may be made through Voya. These changes will occur at the end of the first available business day (i.e., 4:00 p.m. Eastern Time on the first available day the New York Stock Exchange is open). Your account will reflect these changes on the next available business day.

## Vesting

You are always entitled to (or “vested in”) 100% of the value of your contributions and earnings, including before-tax contributions, after-tax contributions, Roth 401(k) contributions, rollover contributions and transferred contributions. You are immediately vested in 100% of Lubrizol’s matching contributions to your account.

If your employment ends after December 31, 2014, you will be 100% vested in the employer matching contributions and profit sharing contributions made to your account. You (or your beneficiary) will also be 100% vested in your employer matching contributions and profit sharing contributions if your participation in the plan ends because of your retirement at or after age 55, because you become totally and permanently disabled and are placed on long-term disability leave, or because of your death.

If your employment ended on or before December 31, 2014 except on account of retirement, disability, or death as described above, you are vested in the value of the employer matching and profit sharing contributions made on your behalf based on your years of service with the company and related companies.

<b>If you have completed at least:</b>	<b>The percentage of employer matching and profit sharing contributions in which you are vested:</b>
1 year of service	33
2 years of service	66
3 years of service	100%

## TD Ameritrade Self-Directed Brokerage Account

The self-directed brokerage account is a brokerage account offered in the plan and provided through TD Ameritrade. It gives you access to more than 13,000 mutual funds (of which more than 2,100 are no-load, no-transaction-fee (NTF) mutual funds). However, unlike the plan’s current investment options, transaction fees and operating expense fees generally apply to the mutual funds available through the self-directed brokerage account.

You may invest up to 50% of your total vested plan account balance through the self-directed brokerage account. Your minimum initial transfer into your self-directed brokerage account must be \$1,000 per account, and you will have to establish separate accounts (each with a \$1,000 minimum and subject to the fees described below) for amounts transferred from your before-tax contributions and your Roth 401(k) contributions. The mutual fund you select may also require a minimum investment. An investment in the self-directed brokerage account must come from your current plan balance through a funds transfer; you cannot elect to directly invest future contributions, including loan repayments, into the self-directed brokerage account.

### Fees

Transaction fees and operating expense fees may apply to the mutual funds available within the plan’s self-directed brokerage account. Once you open a self-directed brokerage account, there is a \$50.00 annual fee (billed quarterly in \$12.50 installments) to maintain the self-directed brokerage account. In addition, any investment you purchase or sell through the self-directed brokerage account may carry with it additional fees. Please read the TD Ameritrade Fee Schedule, which can be found on the TD Ameritrade website at [www.tdameritraderetirement.com](http://www.tdameritraderetirement.com). In addition, be sure to ask TD Ameritrade about any fees, including any undisclosed fees, that may be charged in connection with the purchase or sale of any investment in the self-directed brokerage account, including a redemption fee of \$49.99 for almost any mutual fund investment that you do not hold for at least 90 days.

### **Loans, Withdrawals, Distributions and Qualified Domestic Relations Orders**

If you are eligible to take a loan or withdrawal from the plan, you cannot borrow or withdraw directly from your investments in the self-directed brokerage account. If you need to access the money you have invested in the self-directed brokerage account for a loan or withdrawal under the plan, you first need to sell some or all of your mutual fund investment(s) in the self-directed brokerage account and transfer the assets back to the plan's core investment funds. However, your total plan account balance, including your balance in the self-directed brokerage account, will be used to calculate the maximum loan amount you may take from the plan.

You cannot take a distribution directly from your investments in the self-directed brokerage account. If a distribution is to be made from your plan account that cannot otherwise be funded from your account balances outside the self-directed brokerage account, you must first transfer money from the self-directed brokerage account back into any of the plan's core investment funds. Once this has been completed, you can request the distribution from the plan according to plan rules.

Similar rules apply in the case of a qualified domestic relations order, where a separate interest in your plan account is established for your former spouse or other dependent. If the separate interest cannot be established entirely from money in your plan accounts not invested in the self-directed brokerage account, you will be asked to transfer money out of the self-directed brokerage account and into any of the plan's core investment options, so that the separate interest may be established entirely from your plan balances held outside the self-directed brokerage account.

### **Dividends and Interest**

Any dividends and/or interest on your investments in the self-directed brokerage account will be reinvested in the mutual fund that paid the dividend and/or interest.

### **Required Minimum Distributions**

If your plan account balance outside of the self-directed brokerage account is not sufficient to satisfy the required minimum distribution amount after you attain age 70½, you must transfer sufficient funds from your investments in the self-directed brokerage account back to the core investment funds available under the plan to make up for the shortfall and meet the required minimum distribution rules. If you do not make the required transfer, the plan administrator may cause investments in your self-directed brokerage account to be liquidated sufficient to fund the required minimum distribution.

### **Statements**

**You will receive a monthly statement regarding your self-directed brokerage account, unless there has been no activity in your account, in which case you will receive a quarterly statement. You will also receive trade confirmations made through your self-directed brokerage account.**

### **Other Terms and Conditions**

The self-directed brokerage account feature is subject to any additional terms and conditions which the plan administrator may adopt from time to time.

### **Customer Service Support**

If you have questions about making a trade on the TD Ameritrade website, or about any account alerts or notifications you may receive if you request a trade, call a TD Ameritrade representative at 1-866-766-4015. Representatives are available between 8:00 a.m. and 7:00 p.m. Eastern Time on weekdays, except New York Stock Exchange holidays.

# Withdrawals and Distributions

## Withdrawals While Employed

Because The Lubrizol Corporation Employees' Profit Sharing and Savings Plan is designed as a long-term investment vehicle to provide you with retirement income, there are certain restrictions on withdrawals before you reach age 59½. These generally include an IRS penalty tax of 10% of any amount not previously subject to income tax (earnings, before-tax contributions and earnings on Roth 401(k) contributions), in addition to regular income tax on these amounts.

Withdrawals from your after-tax and rollover contribution accounts may be made at any time and must be at least \$1,000 or, if smaller, the entire balance of your account. When a withdrawal is made, the money is taken proportionately from each investment fund. Any withdrawal of after-tax contributions will be taken first from contributions you made to the plan before January 1, 1987. Withdrawal of any after-tax contributions which you made after January 1, 1987 will include a portion of previously untaxed earnings on those contributions. These earnings will be subject to income tax and the 10% penalty tax. You must withdraw your entire after-tax contribution account before you withdraw your rollover contributions. If you receive an after-tax withdrawal, you may not make another after-tax withdrawal for six months. Similarly, you may not take a withdrawal of rollover amounts for six months after receiving a rollover withdrawal.

You may take a withdrawal from your matching contributions any time after you reach age 59 ½. If you had matching contributions that were made to the plan prior to January 1, 2015, you may withdraw those matching contributions any time after you reach age 55.

Your profit sharing account balance cannot be distributed until separation from employment or you meet the Plan's definition of Disability.

You may take a withdrawal at any time from your 401(k) account balance, once you have reached age 59½. Otherwise, you may not take a withdrawal from your 401(k) account balance unless you meet the requirements for a hardship withdrawal. A hardship is an immediate and heavy financial need that cannot be met from other sources (including withdrawals of after-tax and rollover contributions and plan loans).

You may request a hardship withdrawal for the following reasons:

- Purchase of a principal residence for you, excluding mortgage payments (but only after your offer has been accepted by the seller);
- Prevention of your eviction from or mortgage foreclosure on your principal residence (but only after you have received an eviction or foreclosure notice);
- Payment of tuition and related expenses for you, your spouse, your dependents or your designated beneficiary for the next 12 months of post-secondary education;
- Medical care expenses previously incurred by you, your spouse, your dependents or your designated beneficiary, and expenses that are necessary for you, your spouse, your dependents or your designated beneficiary to obtain medical care (i.e., distribution prior to actual incurring of the expense);
- Payment for burial or funeral expenses for your deceased parent, spouse, children, dependents or your designated beneficiary; or
- Payment for expenses for the repair of damage to your principal residence that would qualify as a casualty deduction under Section 165 of the Internal Revenue Code.

If you qualify for a hardship withdrawal, you may withdraw only the amount necessary to meet the immediate need which may include amounts necessary to cover federal, state or local income taxes or resulting penalties. However, you may not withdraw more than your before-tax contribution account balance and your Roth 401(k) contributions (Roth earnings are not eligible to be withdrawn due to a hardship). A hardship withdrawal requires separate application and approval of the committee. Any withdrawal from your before-tax contribution account is subject to ordinary income tax and is generally subject to the 10% penalty tax.

If you want to take a hardship withdrawal, you must first withdraw your after-tax and rollover contributions, and you must obtain all available plan loans. Withdrawals of contributions will be made proportionately from your investment funds. You may not take another hardship withdrawal for six months after receiving a hardship withdrawal.

**If you receive a hardship withdrawal, your before-tax, after-tax and Roth 401(k) contributions will be suspended for six months.** You may then resume contributions through Voya.

Profit sharing contributions may not be withdrawn prior to your eligibility for a full distribution.

## **Full Distributions**

Distributions of your total vested interest in the plan may be made if you terminate employment through retirement, death or otherwise. Additionally, you may receive a distribution of your total vested interest in the plan if you become totally and permanently disabled as defined by the Internal Revenue Service and you are placed on long-term disability leave. Distributions will include both your profit sharing and 401(k) portions of the plan.

Other than described below, distribution will be made only with your written consent.

If you leave employment prior to age 70½ and choose to defer your benefit distribution or if you make no election to receive your benefits when you terminate or retire, your benefit distribution will begin at the earlier of your distribution request or the April 1 of the calendar year following the year in which you reach age 70½. If you retire after age 70½, benefit distribution will automatically begin on the April 1 of the calendar year following the year in which you retire.

If you have a termination of employment and your account balance is \$1,000 or less, your account balance will be distributed to you in a lump sum payment.

If you are not yet age 59½ at the time a distribution is made, certain tax penalties may apply (see Tax Implications).

## **Methods of Payment**

Your vested 401(k) and profit sharing account balances may be paid in a single lump sum, partial payments, or monthly, quarterly or annual installments over a fixed period of time not to exceed your life expectancy or the joint life expectancy of you and your designated beneficiary, whichever you elect. Participants who have a transferred balance from the Vesta Intermediate Funding, Inc. Profit Sharing Plan may also receive their distribution as an annuity.

The lump-sum distribution is the normal form of benefit under the plan. All distributions from the Berkshire Hathaway Class B Stock Fund are made in shares of Berkshire Class B Common Stock, except that cash is paid in place of a fractional share. You have the right, however, to choose cash in place of the shares of Class B Common Stock which you would otherwise receive. You may make this election by submitting a written form to Voya. Distributions from the rest of the investment funds are made in cash.

## Death Benefits

If you die before benefit payments begin, a benefit may be payable to your spouse or other designated beneficiary as follows:

If you are married at the time of your death, your spouse will receive the full amount of your account balance in one lump sum. This benefit is provided whether or not you are actively employed by Lubrizol at the time of your death (provided you have not yet begun to receive benefits under the plan), and may be waived only with your spouse's written, notarized agreement.

If you are unmarried at the time of your death, or if you have waived the surviving spouse benefit described above, your entire account balance will be paid to your designated beneficiary in one lump sum.

## Designation of Beneficiary

Your beneficiary designation must be in writing and comply with any procedures established by the plan administrator. You may designate a beneficiary or change your designation at any time through the Participant website (<https://lzs401k.voya.com>) or by calling Voya to obtain a Designation of Beneficiary form. The form must be returned to Voya to the address provided on the form. Voya is the official recordkeeper of the beneficiary elections. If you are married, your spouse is automatically your beneficiary, even if you designate another, unless your spouse provides written, notarized agreement to your designation. If you are not married and you die with no surviving designated beneficiary, your account balance will be paid to your estate.

## Tax Implications

Because the plan is a tax-qualified plan under Section 401(a) of the Internal Revenue Code, under current law there are special tax advantages for participants:

- Before-tax contributions are made before federal income taxes are withheld. Your before-tax contributions, profit sharing contributions, employer matching contributions and earnings or gains are not subject to federal income tax until they are distributed or withdrawn.
- After-tax contributions have already been taxed at the time they are made. However, any earnings or gains on after-tax contributions are not subject to tax until they are withdrawn or distributed.
- Roth 401(k) contributions are after-tax contributions that have already been taxed at the time they are made. Earnings or gains on such contributions are not taxable upon a qualified distribution if your account is held for at least 5 years.
- Rollover and transferred contributions are untaxed contributions rolled over or transferred from other qualified plans or rollover IRAs. These contributions and their earnings or gains are not subject to tax until they are withdrawn or distributed.

Any distribution or withdrawal of contributions or earnings which have not already been taxed will be subject to ordinary income tax unless rolled over to another qualified plan or to an IRA. Roth 401(k) contributions and earnings are eligible to be rolled over to a Roth IRA with no tax or penalties. Previously untaxed amounts will also be subject to a penalty tax equal to 10% of the untaxed amount unless:

- You are at least age 59½ when the withdrawal or distribution is made;
- The distribution is made after you reach age 55 and is due to retirement;
- The distribution is made because of your death or total disability; or
- The withdrawal is used to pay a deductible medical expense.

The taxable portion of any distribution or withdrawal that is paid directly to you will be subject to an automatic 20% federal income tax withholding requirement. There may be additional tax consequences if you do not roll over the entire taxable amount of your distribution (including the 20% withheld) to an IRA or a new employer's qualified retirement plan within 60 days of your receipt of the distribution.

To avoid the 20% withholding requirement and additional tax consequences, you may elect instead to have the taxable amount of your distribution or withdrawal directly transferred to an IRA or a new employer's qualified retirement plan.

Hardship withdrawals are not subject to this 20% withholding rule. However, hardship withdrawals are subject to the 10% penalty tax except as described above.

Because tax laws are complex and frequently change, this information is intended only as a general outline. Before you withdraw or receive any distribution from the plan, you should consult a tax advisor.

## How to Apply for Withdrawal or Distribution

Applications for withdrawals and distributions may be obtained through the Participant website at <https://lzs401k.voya.com> or by calling the Information Line at 1-866-597-4015. Applications must be properly filled out, signed and sent to Voya for processing. A separate application is required for distributions involving Roth 401(k) contributions and earnings.

Withdrawals of your matching, after-tax or rollover contributions while you are employed may be made by calling the Information Line at 1-866-597-4015.

Withdrawals from your 401(k) account balance before you reach age 59½ may only be made for immediate and heavy financial need (see the section titled Withdrawals and Distributions). Call the Information Line at 1-866-597-4015 for withdrawal forms and information.

A completed written application for distribution of your 401(k) account balance due to permanent and total disability or for distribution of your entire 401(k) and profit sharing account balances upon separation of employment must be sent to Voya at the following address:

### Mail

Voya  
Attention: Lubrizol Plan Administration  
P.O. Box 24747  
Jacksonville, FL 32241-4747

### Overnight Delivery

Voya  
U.S. Retirement Services  
Attention: Lubrizol Plan Administration  
30 Braintree Hill  
Braintree, MA 02184

## Plan Loans

You may be eligible to borrow money from your 401(k) account balance while you are still employed. Your profit sharing balance is not eligible for plan loans. You repay your loan plus interest through payroll deductions. Upon repayment of the loan, the principal and interest on the loan are deposited into the investment funds based on your current elections. A loan will not be considered a withdrawal subject to income taxes if you pay back your loan within the payment period. The payment period may not be more than five years, except for loans issued to purchase your principal residence, which may be repaid within 15 years.

You may also pay off your total outstanding loan balance via certified check, cashier's check or money order made payable to "Voya Institutional Trust Company" at any time prior to the original payoff date. Partial payoffs are not allowed. Loan payoffs must be sent to Voya at the following address:

### Mail

Voya  
Attention: Lubrizol Plan Administration  
P.O. Box 24747  
Jacksonville, FL 32241-4747

### Overnight Delivery

Voya  
U.S. Retirement Services  
Attention: Lubrizol Plan Administration  
30 Braintree Hill  
Braintree, MA 02184

The loan number and your Social Security Number are required on the check or money order.

You may apply for a loan by calling the Information Line at 1-866-597-4015 or visiting the Participant website at <https://lzs401k.voya.com>. Residential loans (purchase of a principal residence) require paper processing accompanied by a Truth in Lending Agreement. A \$75 fee will be charged for each new loan application. The fee will be deducted from your account balance.

You may borrow a minimum of \$1,000. The maximum amount you may borrow is the lesser of:

- 50% of the value of your vested plan account balance or, if less, 100% of the value of your accounts attributable to before-tax, Roth, catch-up contributions, company stock dividends, matching contributions, other company contributions (special contributions made to employees of a specific business unit or business subsidiary) and rollover contributions or
- \$50,000 less the highest outstanding loan balance in the last twelve months.

The loan will be made proportionately from your 401(k) source balances. You are limited to three outstanding loans at any one time. Your loan will be secured by up to 50% of your vested 401(k) balance.

The loan interest rate will equal the prime interest rate +1%, as printed in the Wall Street Journal for the last business day of the prior month, unless the plan administrator has established a different interest rate for plan loans. The interest rate will be fixed for the life of the loan. The loan application will be approved only if all of the following conditions are met:

- the applicant is an active employee;
- the applicant is not on long term disability;
- the employee's net biweekly pay will cover the loan repayment amount;
- there are no legal restraints on the employee's account (such as a pending qualified domestic relations order or a temporary restraining order);
- the employee has less than 3 outstanding loans; and
- none of the employee's outstanding loans are in default.

## **Expedited Mailing**

You may request expedited mailing from Voya. A fee of \$50.00 for each mailing for which you request expedited delivery will be deducted from your account.

## **Other Plan Information**

### **Who Administers the Plan**

Lubrizol (also referred to in this SPD as "the company") is the administrator of this plan. Day-to-day administration, such as receiving and approving applications for benefits and directing the trustee to pay benefits, is handled by the Employee Benefits Administrative Committee ("the committee"). Contact information for the committee is as follows: Employee Benefits Administrative Committee, c/o Human Resources Director – Employee Benefits, The Lubrizol Corporation, 29400 Lakeland Boulevard, Wickliffe, Ohio 44092, (440) 943-4200. Benefits under this plan will be paid only if the plan administrator decides in its discretion that the applicant is entitled to them. The administrator has the sole right to interpret and construe the plan, to make factual determinations and to determine any disputes under the plan.

### **Notification of Benefit Determination**

You will be notified of any benefit determination within 90 days after receipt of your claim. This period may be extended for an additional 90 days if more time is needed due to special circumstances. You will be notified prior to the end of the first 90 days if more time is needed. This notice will tell you how much more time is needed and why it is needed.

## **If Your Claim is Denied**

If your claim is denied, you will receive a notice explaining the reason for the denial, including specific plan provisions on which the decision was made. You will be given a description of any additional information needed to complete the claim and why the information is necessary. You will also be given a description of the plan's review procedure and time limits, including a statement of your rights to bring suit.

## **Claims Review Procedure**

If you disagree with a decision made by the committee regarding a claim under the plan, you have the right to ask for a review of the decision. You should contact the Employee Benefits Administrative Committee, in writing, within 60 days of the date on which you receive notice of denial of the claim. Your request for review must include the date on which your request is filed; the specific part of the claim you want reviewed; the reasons you think the decision should be revised; and any written material that you think is pertinent to your claim. You will have the right to review and get copies of any information relevant to your claim. The review of the decision will take into account all comments, documents, records and other information you submit. Within 60 days of the date your request is filed, the committee will review the denial of the claim and notify you in writing of its decision, unless special circumstances require an extension of not more than an additional 60 days. You will be notified prior to the end of the first 60 days if more time is needed. The notice will tell you how much more time is needed and why it is needed. You will receive a written notification of the committee's decision, which will include the specific reasons for the action taken as well as indicate the specific plan provisions on which the decision is based. The written notification will include a statement that you are entitled to receive, upon request and free of charge, reasonable access to, and copies of, all documents, records and other information relevant to your claim.

## **Lawsuits Against the Plan**

You must exhaust the plan's claims procedure before you can bring a lawsuit against the plan. The lawsuit must be filed within 18 months of the earlier of the date of the committee's decision following the review of your claim, or the date the review period described above expires. Any lawsuit must be filed in the U.S. District Court for the Southern District of Texas. In the unlikely event that the United States District Court for the Southern District of Texas lacks jurisdiction over a particular lawsuit, the lawsuit must be brought in the United States District Court for the Northern District of Ohio, or if such court lacks jurisdiction, then the lawsuit may be brought in any United States federal or state court that does have jurisdiction.

## **Voting Berkshire Class B Common Stock**

As a participant in The Lubrizol Corporation Employees' Profit Sharing and Savings Plan, you are considered a "named fiduciary" with respect to the voting of the Berkshire Hathaway Class B common stock credited to your separate accounts in the Berkshire Hathaway Class B Stock Fund.

As the named fiduciary, you have the right to give the trustee voting instructions for the Berkshire Hathaway Class B common stock held in your accounts. You also have the right to direct the trustee to vote Berkshire Hathaway Class B common stock for which the trustee does not receive voting instructions. In this case, your instructions to the trustee will be to vote the portion of unvoted shares of Berkshire Hathaway Class B common stock which reflects the ratio of your shares in the plan to the total number of shares in the plan for which instructions have been received.

Your exercise of voting and tender rights with respect to the common stock held in the Berkshire Hathaway Class B Common Stock Fund is kept confidential. To ensure confidentiality of participant voting or tender instructions, you will be provided with a form on which you can give confidential instructions to the trustee by mail or telephone on how to vote or tender the number of shares of common stock allocated to your account. All such instructions are held in strict confidence and are not divulged to any person associated with Lubrizol or Berkshire Hathaway Inc., including the Employee Benefits Administrative Committee, and employees, officers and directors of Lubrizol or Berkshire Hathaway Inc. or their affiliates.

## **Disability**

If you become disabled and qualify for benefits under The Lubrizol Corporation Long Term Disability Plan, you will be placed and remain on a long-term disability leave so long as you are eligible for those benefits. While you are on long-term disability leave, you will continue to be credited with earnings and any changes in the investment values in your accounts. However, no additional contributions will be added to your account. If you are totally and permanently disabled you may elect a distribution of your 401(k) account balances.

If your long-term disability benefits terminate because you recover and return to covered employment, you will continue as an active participant in the plan and again be eligible to receive a share of any discretionary profit sharing contribution. If you recover and do not return to covered employment, or if your long-term disability benefits end for any other reason (including by your own choice), your long-term disability leave and your employment will end. You will then be eligible for benefits under this plan (see the section titled Full Distributions).

## **Forfeitures**

If you terminate employment prior to December 31, 2014, other than by retirement, disability, or death, before you have completed three years of service with Lubrizol, you will forfeit the non-vested portion of your interest in the profit sharing portion of the plan and in the employer matching contributions of the 401(k) portion of the plan made on your behalf. These forfeitures may be reinstated under certain conditions if you return to covered employment within 60 months. Forfeitures are used to reduce future employer matching contributions to the plan. The plan administrator may use forfeitures to pay administrative expenses of the plan. If you terminate employment during the course of a plan year, whether by retirement, death or otherwise, you will not be entitled to share in the profit sharing contribution which is made for that plan year.

You may not assign, alienate, pledge, or encumber your benefits under this plan. You may not cause your benefits to be paid to anyone other than yourself, or, in the event of your death, to your spouse or other designated beneficiary, except as provided by a qualified domestic relations order in the event of your divorce or separation.

## **Missing Participants**

A participant who does not apply for benefits within 120 days of attaining age 55 will have his/her balances forfeited if the plan administrator is unable to locate the participant. If the participant later applies for distribution, the amounts will be reinstated and distributed to the Participant.

## **VOYA**

Voya provides the Participant Account Information System which gives you access to your account information from a touch tone phone or through the Internet. You may call Voya at any time by calling the Information Line at 1-866-597-4015 or you may visit the Participant website at <https://lzs401k.voya.com>. You can also speak with a Customer Service Associate at Voya for more information. They are available from 8:00 a.m. to 8:00 p.m. Eastern Time, Monday through Friday (except on stock market holidays).

## **Investment Advice**

Independent investment advice is available through VoyaRetirement Advisors, LLC, powered by Financial Engines. This service provides personalized advice on your retirement account and is accessible through the phone or website. Through the Information Line you can speak to a licensed and trained Financial Advisor. Financial Advisors are available from 8:00 a.m. to 8:00 p.m. Eastern Time, Monday through Friday (except on stock market holidays).

Professional financial management of your account is available for a fee of 0.75% of your account balance per year. Discounts would apply to accounts with balances in excess of \$50,000. A team of professionals will manage your investments by selecting your funds, handling all of your account transactions and keeping you informed with a quarterly progress report.

## **Qualified Domestic Relations Orders**

Participants and beneficiaries can obtain, without charge, a copy of the plan's procedures governing Qualified Domestic Relations Orders from the plan administrator.

## **Miscellaneous**

The value of your accounts may fluctuate due to increases or decreases in the value of the investments. At the current time, there are no fees charged to participants for plan administrative and operating expenses. Currently, plan administrative and operating expenses incurred are either paid by Lubrizol or are offset by revenue sharing payments received by the plan trustee and record keeper from investment fund managers for providing administrative, recordkeeping and other plan services for which the fund managers may have otherwise had to provide. Such payments made by investment fund managers to the plan service providers are made from the total expense charges paid by participants investing in the funds offered under the plan. Lubrizol monitors the payments received by the plan service providers to ensure that these are properly used for qualifying plan administrative and operating expenses. Lubrizol also reserves the right to initiate charges to participants for plan administrative and operating costs in future periods if offsetting revenue sharing payments are not sufficient to cover such costs.

Service for vesting purposes will include up to one year following termination of employment, but only if you return to covered employment before that year ends. If your absence is for maternity or paternity reasons, you may return within two years and receive some credit for vesting service. However, the second year of such a period will not be included as service for vesting purposes. Re-employment during or after that period will be subject to company policies and practices.

Any amount payable to a person who is found to be mentally or physically incapable of attending to his/her own financial affairs may be paid to a qualified guardian or other legal representative. If there is no such guardian or representative, at the discretion of the committee the benefits may be paid to another person for the use and benefit of the person found to be incapable, or benefits may be paid in satisfaction of legal obligations incurred by or on behalf of that person. Because the plan funds are held in separate accounts in the name of each participant, and because the amount in these accounts is never less than the total benefits payable to participants, insurance of benefits by the Pension Benefit Guaranty Corporation is neither necessary nor available.

Lubrizol intends for this plan to comply with the optional provisions of ERISA § 404(c) and Title 29 of the Code of Federal Regulations, Section 2550.404c-1, on participant-directed investments. To the extent that investments for your account are made as you have directed, the plan fiduciaries (the company, the committee and the trustee) may not be held responsible for the investment performance of your account.

Berkshire Hathaway Inc., the parent company of Lubrizol, is subject to the information requirements of the Securities Exchange Act of 1934. In accordance with those requirements, Berkshire Hathaway files reports and other information with the Securities and Exchange Commission. These documents are incorporated by reference into the registration statement relating to the plan. Lubrizol will provide without charge to each participant, upon written or oral request, a copy of any or all of the information that has been incorporated by reference into the registration statement for the plan. Lubrizol will also provide without charge to each participant a copy of any reports, proxy statements and other communications that Berkshire Hathaway distributes to its security holders generally. Requests for copies of any of these materials may be made orally or in writing and should be directed to The Lubrizol Corporation, 29400 Lakeland Boulevard, Wickliffe, Ohio 44092-2298, telephone 440/943-4200, attention: Anthony M. Smits.

## **Change of Address**

It is your responsibility to notify Lubrizol of a change in your mailing address.

If you are an active employee you must complete a Personnel Action Request (PAR) – Address and Phone Number Change form. The form can be completed online or by submitting a hard copy. For the online and hard copy versions of the form visit the Channel at *Corporate Services > Human Resources > U.S. Payroll*.

If you are a retired or terminated participant with a balance in your account, you must notify Lubrizol of your address change in writing. Correspondence should be sent to the following address:

The Lubrizol Corporation  
c/o The Employee Benefits Administrative Committee  
29400 Lakeland Blvd.  
Wickliffe, Ohio 44092

Or via email to: **[lzretirementplans@Lubrizol.com](mailto:lzretirementplans@Lubrizol.com)**