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(Stock Exchange Code 2810)

To Shareholders with Voting Rights:

Hiroshi Urakami
Director, President
House Foods Group Inc.
1-5-7 Mikuriyasakae-machi,
Higashi-osaka-city, Osaka

NOTICE OF
THE 70TH ANNUAL GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders:

We would like to express our appreciation for your continued support and patronage.

You are cordially invited to attend the 70th Annual General Meeting of Shareholders of House Foods Group Inc. (the "Company"). The meeting will be held for the purposes as described below.

If you are unable to attend the meeting, you can exercise your voting rights in writing. Please review the attached Reference Documents for the General Meeting of Shareholders, indicate your vote for or against the proposals on the enclosed Voting Rights Exercise Form and return it so that it is received by 5:35 p.m. on Monday, June 27, 2016, Japan time.

1. **Date and Time:** Tuesday, June 28, 2016 at 10:00 a.m. Japan time

2. **Place:** Kourin, 3F, RIHGA Royal Hotel Osaka
5-3-68 Nakanoshima, Kita-ku, Osaka, Japan

3. **Meeting Agenda:**

Matters to be reported:

1. The Business Report, Consolidated Financial Statements for the Company's 70th Fiscal Year (April 1, 2015 - March 31, 2016) and results of audits by the Accounting Auditor and the Board of Auditors of the Consolidated Financial Statements
2. Non-consolidated Financial Statements for the Company's 70th Fiscal Year (April 1, 2015 - March 31, 2016)

Proposals to be resolved:

Proposal 1: Appropriation of Surplus
Proposal 2: Election of Ten (10) Directors
Proposal 3: Election of Two (2) Auditors
Proposal 4: Continuation of Countermeasures (Anti-takeover measures) Regarding Large-scale Acquisition of the Company's Stock

<Information>

◎ When attending on the day of the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk. Additionally, to conserve resources, please bring this "Notice" with you.

◎ As the reception will be crowded immediately before the commencement of the meeting, we request that you arrive early. If the venue is at capacity on the day of the meeting, we will prepare a second or third venue. We appreciate your understanding.

◎ Of the documents to be provided with this Notice of Annual General Meeting of Shareholders, "6. Systems to Ensure Appropriateness of Business and Summary of Operational Status of the Systems" and "7. Basic Policy Regarding Control of the Company" in the Business Report, "Notes to the Consolidated Financial Statements" in the Consolidated Financial Statements, and "Notes to the Non-consolidated Financial Statements" in the Non-consolidated Financial Statements are posted on the Company's website (http://housefoods-group.com) in accordance with laws and regulations and Article 14 of the Company's Articles of Incorporation, and are thus not included in the attached documents in this Notice of Annual General Meeting of Shareholders. As a result, the attached documents in this Notice of Annual General Meeting of Shareholders are a portion of the documents audited during the course of preparation of the Audit Report by the Auditors and the Accounting Audit Report by the Accounting Auditor.

◎ Should the Reference Documents for the General Meeting of Shareholders, Business Report, Non-consolidated Financial Statements, and Consolidated Financial Statements require revision, the revised versions will be posted on the Company's website (http://housefoods-group.com).

Proposal 1: Appropriation of Surplus

The Company proposes the appropriation of surplus as follows.

Matters Regarding Year-end Dividends

The Company has held as its basic policy regarding the distribution of profits to shareholders to aim for stable dividends with a standard of a consolidated dividend payout ratio of 30% or more. However, in line with the consolidation of ICHIBANYA CO., LTD. during the fiscal year under review, for the foreseeable future and including the fiscal year under review, it is projected that profits and losses will vary greatly but will not involve the movement of cash, such as through the occurrence of gains and losses on step acquisitions and depreciation and amortization of goodwill and non-current assets.

As a result, under the belief that excluding these variable factors from the funds that will be used as the standard for distribution of profits will allow for materialization of "stable dividends," the Company will revise its basic dividend policy to "Continue to provide stable dividends with a standard of a consolidated dividend payout ratio of 30% or more excluding the effects of extraordinary gains and amortization of goodwill that occur in line with business combinations."

Based on the revised basic policy on distribution of profits, year-end ordinary dividends for the 70th fiscal year are proposed to be 15 yen per share.

1. Type of dividend property
   Cash
2. Matters concerning allocation of dividend property and total amount
   15 yen per share of common stock Total amount: 1,541,319,915 yen
   As a result, annual dividends, including interim dividends of 15 yen per share, will be 30 yen per share.
3. Effective date of distribution of surplus
   June 29, 2016

Proposal 2: Election of Ten (10) Directors

The terms of office of all 9 Directors will expire at the conclusion of this year's Annual General Meeting of Shareholders.

Accordingly, with the aim of further strengthening corporate governance, the election of 10 Directors is proposed, with an addition of 1 Outside Director.

The candidates for Director are as follows:

No.	Name (Date of birth)	Past experience, positions and responsibilities	Number of shares of the Company held
1	Hiroshi Urakami (August 16, 1965)	September 1991 Joined Sumitomo Bank (currently Sumitomo Mitsui Banking Corporation) May 1997 Retired from Sumitomo Bank July 1997 Joined the Company June 2002 Director, the Company June 2004 Representative Director, the Company (current position) July 2004 Director, Vice President, the Company April 2009 Director, President, the Company (current position) April 2016 Responsible for Corporate Planning Division, the Company (current position) Significant concurrent positions Vice Chairman, All Japan Curry Manufacturers Association Vice Chairman, Japan Canners Association Representative Director and President, HKL Co., Ltd. Senior Managing Director, House Kosan Co., Ltd.	1,032,674 shares
[Reasons for nomination as a candidate for Director] As the Director, President of the Company, Mr. Hiroshi Urakami is integrating the Company and the Group, and based on a wealth of knowledge and experience, he has directed formulation of the Medium-term Management Plan that serves as the core of the Group's management, and demonstrated strong leadership in executing the plan. As a result, the Company has judged that he is a person necessary for enhancing corporate value of the Company Group, and requests his continued election as a Director of the Company.			

(Notes) 1. Mr. Hiroshi Urakami is the Representative Director and President of HKL Co., Ltd., which has transactional relationships with the Company for the rental of office space.

2. Mr. Hiroshi Urakami was appointed as Vice Chairman, All Japan Curry Manufacturers Association on May 27, 2016.

No.	Name (Date of birth)	Past experience, positions and responsibilities	Number of shares of the Company held
2	Keiji Matsumoto (March 1, 1949)	March 1971 Joined the Company June 1998 Director, the Company June 2004 Retired from Director, the Company July 2004 Senior Executive Officer and General Manager, Public Relations Division, the Company April 2006 Senior Executive Officer and General Manager, Customer Communications Headquarters, the Company June 2006 Director, the Company Senior Executive Officer and General Manager, Customer Communications Headquarters, and responsible for SCM Division, the Company April 2008 Senior Managing Executive Officer and General Manager, Management Headquarters, and responsible for Purchasing Division and Customer Communications Headquarters, the Company April 2009 Senior Managing Executive Officer and General Manager, Management Headquarters, and responsible for Purchasing Division, the Company April 2010 Senior Managing Executive Officer and General Manager, Management Headquarters, and responsible for Purchasing Division and Affiliated Companies Operations Division, the Company April 2012 Representative Director, the Company (current position) June 2013 Senior Managing Executive Officer and General Manager, Management Headquarters, and responsible for Purchasing Division, Affiliated Companies Operations Division, Manufacturing, and SCM Headquarters, the Company October 2013 Senior Managing Director, the Company (current position) General Manager, Management Headquarters, and responsible for Purchasing Division, the Company April 2014 General Manager, Management Headquarters, and responsible for Purchasing Division and Senior Meal Solutions Business Strategy Division, the Company April 2015 General Manager, Management Headquarters, and responsible for Purchasing Division and New Business Planning & Development Division, the Company April 2016 Responsible for Domestic Affiliated Companies Planning Support Division, Human Resources Development Division, Purchasing Division, and New Business Planning & Development Division, the Company (current position) Significant concurrent positions Director and Chairman, Vox Trading Co., Ltd.	30,927 shares

[Reasons for nomination as a candidate for Director]
Mr. Keiji Matsumoto has a wealth of experience primarily in each division of purchasing, human resources, public relations, and manufacturing SCM, etc., as well as businesses of affiliated companies, and as the person responsible for promoting business of affiliated companies and new business development, he has achievements in expanding the business foundation at each Group company and unearthing new businesses.
As a result, the Company has judged that he is a person necessary for improving corporate value of the Company Group, and requests his continued election as a Director of the Company.

(Note) There are no special conflicts of interest between Mr. Keiji Matsumoto and the Company.

No.	Name (Date of birth)	Past experience, positions and responsibilities		Number of shares of the Company held
3	Yasukatsu Hiroura (July 27, 1955)	April 1978	Joined the Company	34,751 shares
		July 2004	Corporate Officer and General Manager, Food Seasoning Division, the Company	
		April 2006	Senior Executive Officer and General Manager, Marketing Headquarters, the Company	
		June 2006	Director, the Company	
		April 2008	Managing Executive Officer and General Manager, Marketing Headquarters, and responsible for Somatech Center, the Company	
		April 2009	Managing Executive Officer and General Manager, Marketing Headquarters, and responsible for Somatech Center and Quality Assurance Division, the Company	
		April 2010	Senior Managing Executive Officer and General Manager, Marketing Headquarters, and responsible for Somatech Center and Quality Assurance Division, the Company	
		April 2012	Senior Managing Executive Officer and General Manager, Global Headquarters, and responsible for Corporate Planning Division, the Company	
		October 2013	Senior Managing Director, the Company (current position) General Manager, Global Headquarters, and responsible for Corporate Planning Division, the Company	
		April 2015	Responsible for Corporate Planning Division and Global Headquarters, the Company	
		April 2016	Responsible for R&D Center, Global Headquarters, and Quality Assurance Management Division, the Company (current position)	
[Reasons for nomination as a candidate for Director] Mr. Yasukatsu Hiroura has a wealth of experience primarily in each division of global business, corporate planning, and marketing, etc., and as the person responsible for Global Headquarters, he has achievements in areas such as formulating overseas business strategies, improving overall profitability in global businesses, and creating new demand overseas. As a result, the Company has judged that he is a person necessary for improving corporate value of the Company Group, and requests his continued election as a Director of the Company.				

(Note) There are no special conflicts of interest between Mr. Yasukatsu Hiroura and the Company.

No.	Name (Date of birth)	Past experience, positions and responsibilities	Number of shares of the Company held
4	Masahiko Kudo (March 11, 1953)	April 1975 Joined the Company April 2007 Corporate Officer and General Manager, Retort and Low Temperature Foods Division, the Company April 2008 Corporate Officer and General Manager, Spice Foods Division, the Company April 2010 Managing Executive Officer and General Manager, Spice Foods Division, the Company April 2011 Managing Executive Officer and General Manager, Spice Foods Business Division, the Company April 2012 Managing Executive Officer and General Manager, Marketing Headquarters, the Company June 2012 Director, the Company April 2013 President and Representative Director, House Foods Split Preparation Co., Ltd. (currently House Foods Corporation) (current position) June 2013 Managing Executive Officer and General Manager, Marketing Headquarters, and responsible for Sales Headquarters and Food Service Business Division, the Company October 2013 Managing Director, the Company (current position) Significant concurrent positions President and Representative Director, House Foods Corporation	6,600 shares
[Reasons for nomination as a candidate for Director] Mr. Masahiko Kudo has a wealth of experience in spices and the food seasoning processing business, the core businesses of the Company Group. He has also served as President and Representative Director of House Foods Corporation, with achievements in expanding profits at existing domestic businesses and product development toward the creation of new demand. As a result, the Company has judged that he is a person necessary for enhancing corporate value of the Company Group, and requests his continued election as a Director of the Company.			

(Note) There are no special conflicts of interest between Mr. Masahiko Kudo and the Company.

No.	Name (Date of birth)	Past experience, positions and responsibilities		Number of shares of the Company held
5	Toyoaki Fujii (March 5, 1954)	April 1976	Joined the Company	15,400 shares
		July 2004	Corporate Officer and General Manager, Health Foods Division, the Company	
		April 2006	Corporate Officer and General Manager, Food Seasoning Division, the Company	
		April 2008	Managing Executive Officer and General Manager, Customer Communications Headquarters, the Company	
		June 2008	Director, the Company (current position)	
		April 2009	Managing Executive Officer and General Manager, Customer Communications Headquarters, and responsible for Overseas Business Division, the Company	
		April 2010	Managing Executive Officer and General Manager, Customer Communications Headquarters, and responsible for Global Business Division, the Company	
		April 2012	Managing Executive Officer and General Manager, Customer Communications Headquarters, the Company	
		October 2013	General Manager, Customer Communications Headquarters, the Company	
		April 2015	General Manager, Corporate Communication Headquarters, the Company (current position)	
[Reasons for nomination as a candidate for Director] Mr. Toyoaki Fujii has a wealth of experience primarily in each division of advertising, public relations, and product development, and has achievements in the advertising strategy of the Company Group and formulating communication strategies with stakeholders. As a result, the Company has judged that he is a person necessary for improving corporate value of the Company Group, and requests his continued election as a Director of the Company.				

(Note) There are no special conflicts of interest between Mr. Toyoaki Fujii and the Company.

No.	Name (Date of birth)	Past experience, positions and responsibilities		Number of shares of the Company held
6	Masao Taguchi (September 22, 1953)	April 1976 July 2004 April 2008 April 2012 June 2012 October 2013 April 2016	Joined the Company Corporate Officer and General Manager, Somatech Center, the Company Managing Executive Officer and General Manager, Somatech Center, the Company Managing Executive Officer and General Manager, Somatech Center, and responsible for Intellectual Properties Division and Quality Assurance Division, the Company Director, the Company (current position) General Manager, Central Research & Development Institute and responsible for Quality Assurance control Division, the Company General Manager, Central Research & Development Institute, the Company (current position)	9,300 shares
[Reasons for nomination as a candidate for Director] Mr. Masao Taguchi has a wealth of experience primarily in each division of research and development, technological development, and quality assurance, and as the General Manger of the Central Research & Development Institute, he has achievements in creating and promoting the research and development themes and the technological development themes, as well as researching customer lifestyles and surveying markets. As a result, the Company has judged that he is a person necessary for improving corporate value of the Company Group, and requests his continued election as a Director of the Company.				

(Note) There are no special conflicts of interest between Mr. Masao Taguchi and the Company.

No.	Name (Date of birth)	Past experience, positions and responsibilities	Number of shares of the Company held
7	Akira Koike (September 30, 1957)	April 1980 Joined the Company April 2009 Corporate Officer and General Manager, Finance & Accounting Division, the Company October 2013 Executive Officer and General Manager, Finance & Accounting Division, the Company April 2014 Executive Officer and General Manager, General Affairs Division, and General Manager, Finance & Accounting Division, the Company June 2014 Director, the Company (current position) General Manager, General Affairs Division, and General Manager, Finance & Accounting Division, the Company April 2016 Responsible for General Affairs Division, Legal & Intellectual Properties Division, Finance & Accounting Division, and Secretariat Division, the Company (current position) Significant concurrent positions Director, House Business Partners Corporation Director, House Foods Holding USA Inc. Corporate Auditor, Vox Trading Co., Ltd.	3,400 shares
[Reasons for nomination as a candidate for Director] Mr. Akira Koike has a wealth of experience primarily in each division of finance and accounting, general affairs, and corporate planning, and has achievements in formulating finance and accounting strategies of the Company Group and promoting maintenance of a structure that complies with the Corporate Governance Code. As a result, the Company has judged that he is a person necessary for improving corporate value of the Company Group, and requests his continued election as a Director of the Company.			

(Note) There are no special conflicts of interest between Mr. Akira Koike and the Company.

No.	Name (Date of birth)	Past experience, positions and responsibilities	Number of shares of the Company held
8	Kunikatsu Yamamoto (February 2, 1942)	April 1965 Joined Sumitomo Bank (currently Sumitomo Mitsui Banking Corporation) June 1990 Director, Sumitomo Bank November 1994 Managing Director, Sumitomo Bank June 1997 Senior Managing Director, Sumitomo Bank June 1999 Senior Managing Director and Senior Managing Executive Officer, Sumitomo Bank June 2000 President and Representative Director, GINSEN CO., LTD. June 2004 Chairman and Representative Director, GINSEN CO., LTD. Auditor, the Company June 2005 Special Advisor, GINSEN CO., LTD. (current position) June 2008 Director, the Company (current position) Significant concurrent positions Director (Outside), BML, INC.	2,600 shares
Reasons for nomination as a candidate for Director] Through his many years of engagement in financial operations at Sumitomo Bank (currently Sumitomo Mitsui Banking Corporation) and GINSEN CO., LTD., Mr. Kunikatsu Yamamoto has a wealth of knowledge in finance and accounting and deep insights into corporate management. While submitting opinions and making decisions regarding management decision-making from an objective standpoint, he has fulfilled his role in monitoring and supervising the business execution of Directors. As a result, the Company has judged that he is a person necessary for enhancing corporate value of the Company Group, and requests his continued election as a Director of the Company.			

(Notes) 1. There are no special conflicts of interest between Mr. Kunikatsu Yamamoto and the Company.
2. Mr. Kunikatsu Yamamoto is a candidate for Outside Director.
3. The term of office of Mr. Kunikatsu Yamamoto as Outside Director of the Company will be 8 years as of the end of this Annual General Meeting of Shareholders. Furthermore, he was previously an Outside Auditor of the Company.
4. The Company has concluded a liability limitation agreement with Mr. Kunikatsu Yamamoto pursuant to Article 427, Paragraph 1 of the Companies Act. If he is reelected as Director at this Annual General Meeting of Shareholders, the Company plans to continue the liability limitation agreement with him. The maximum amount of liability for damages under the agreement shall be the amount defined by laws and regulations.
5. Mr. Kunikatsu Yamamoto is an Independent Director as defined by the Tokyo Stock Exchange.

No.	Name (Date of birth)	Past experience, positions and responsibilities	Number of shares of the Company held
9	Kazuo Shirai (October 19, 1958)	April 1981 Joined the Company April 2009 General Manager, Corporate Planning Division, the Company April 2014 Executive Officer and General Manager, Corporate Planning Division, the Company April 2015 Managing Director, House Wellness Foods Corporation April 2016 President and Representative Director, House Wellness Foods Corporation (current position) Significant concurrent positions Representative Director and President, House Wellness Foods Corporation	13,300 shares
[Reasons for nomination as a candidate for Director] Mr. Kazuo Shirai has a wealth of experience primarily in corporate planning divisions of the Company and House Wellness Foods Corporation. Since assuming the position of Representative Director and President of House Wellness Foods Corporation from April 1, 2016, he has been demonstrating strong leadership in the promotion of the health foods business. As a result, the Company has judged that he is a person necessary for enhancing corporate value of the Company Group, and requests his new election as a Director of the Company.			

(Notes) 1. Mr. Kazuo Shirai is a new candidate for Director.

2. There are no special conflicts of interest between Mr. Kazuo Shirai and the Company.

No.	Name (Date of birth)	Past experience, positions and responsibilities		Number of shares of the Company held
10	Kyuzo Saito (July 17, 1945)	April 1970	Joined the Ministry of Agriculture and Forestry (currently the Ministry of Agriculture, Forestry and Fisheries)	0 shares
		June 2000	General Manager, Food Logistics Bureau, Ministry of Agriculture and Forestry	
		January 2001	General Manager, Comprehensive Food Bureau, Ministry of Agriculture and Forestry	
		July 2003	Retired from Ministry of Agriculture, Forestry and Fisheries	
		August 2003	Chairman, special public institution Farmers Pension Fund (currently independent administrative institution Farmers Pension Fund)	
		December 2006	Chairman, Japan Food Industry Association	
		June 2015	Advisor, Japan Food Industry Association (current position)	
[Reasons for nomination as a candidate for Director] Through long tenures of service at the Ministry of Agriculture, Forestry and Fisheries and the Japan Food Industry Association, Mr. Kyuzo Saito has deep views on the food business and the food industry, and aside from providing views and decisions on management decision-making from an objective standpoint, the Company believes that he can fulfill the duty of monitoring and supervising the execution of business of Directors. As a result, the Company has judged that he is a person necessary for improving corporate value of the Company Group, and requests his new election as an Outside Director of the Company.				

(Notes) 1. Mr. Kyuzo Saito is a new candidate for Director.
2. There are no special conflicts of interest between Mr. Kyuzo Saito and the Company.
3. Mr. Kyuzo Saito is a candidate for Outside Director.
4. The Company has concluded a liability limitation agreement with Outside Directors pursuant to Article 427, Paragraph 1 of the Companies Act, and if his election as Director is approved at this General Meeting of Shareholders, the Company plans to conclude a liability limitation agreement with him. The maximum amount of liability for damages under the agreement shall be the amount defined by laws and regulations.
5. If Mr. Kyuzo Saito is elected, he is planned to be submitted as an Independent Director as defined by the Tokyo Stock Exchange.

Proposal 3: Election of Two (2) Auditors

The terms of office of Auditors Toshikazu Kato and Shinpei Nihei will expire at the conclusion of this year's Annual General Meeting of Shareholders.

Accordingly, the election of 2 Auditors is proposed.

The Board of Auditors has previously given its approval to this proposal.

The candidates for Auditor are as follows:

No.	Name (Date of birth)	Past experience and positions		Number of shares of the Company held
1	Hiroshi Kato (July 10, 1953)	April 1978	Joined the Company	11,200 shares
		April 2006	Executive and General Manager, Health Foods Division, the Company	
		April 2008	Managing Executive and General Manager, Health Foods Division, the Company	
		April 2010	Managing Executive and Vice General Manager, Marketing Headquarters, the Company	
		June 2010	Director, the Company	
		April 2012	Director and Vice President, House Wellness Foods Corporation General Manager, Marketing Headquarters, House Wellness Foods Corporation	
		October 2013	General Manager, Functional Foods Business Headquarters, House Wellness Foods Corporation	
		April 2015	Executive Officer and General Manager, CSR Division, the Company	
		April 2016	Executive Officer, the Company (current position)	
Reasons for selection as a candidate for Auditor Mr. Hiroshi Kato has knowledge regarding each business of the Company Group, centered on the health foods business, and a wealth of experience as a corporate manager as Director of the Company, Executive Officer of the Company, and Director and Vice President of House Wellness Foods Corporation. The Company has judged that he is a person that will be able to utilize the above in the management and audit of the Company Group, and requests his new election as an Auditor of the Company.				

(Notes) 1. Mr. Hiroshi Kato is a new candidate for Auditor.

2. There are no special conflicts of interest between Mr. Hiroshi Kato and the Company.

No.	Name (Date of birth)	Past experience and positions	Number of shares of the Company held
2	Junsuke Fujii (December 22, 1952)	April 1976 Joined Sumitomo Bank (currently Sumitomo Mitsui Banking Corporation) June 2003 Executive Officer, Sumitomo Mitsui Banking Corporation April 2006 Managing Executive Officer, Sumitomo Mitsui Banking Corporation April 2008 Managing Executive Officer, Sumitomo Mitsui Banking Corporation Managing Executive Officer, Sumitomo Mitsui Financial Group, Inc. June 2008 Managing Executive Officer, Sumitomo Mitsui Banking Corporation Director, Sumitomo Mitsui Financial Group, Inc. April 2009 Director and Senior Managing Executive Officer, Sumitomo Mitsui Banking Corporation Director, Sumitomo Mitsui Financial Group, Inc. April 2011 Director, Sumitomo Mitsui Banking Corporation Director, Sumitomo Mitsui Financial Group, Inc. June 2011 Senior Advisor, Sumitomo Mitsui Banking Corporation April 2012 Representative Director, President and CEO, The Japan Research Institute, Limited May 2015 Director, Chairman, The Japan Research Institute, Limited (current position) Significant concurrent positions Chairman and Director, The Japan Research Institute, Limited	0 shares
[Reasons for selection as a candidate for Auditor] Mr. Junsuke Fujii has deep knowledge of management and a wealth of deep insight and experience in corporate management as Director of Sumitomo Mitsui Banking Corporation and Sumitomo Mitsui Financial Group, Inc., and Director, Chairman of The Japan Research Institute, Limited. The Company has judged that he is a person that will be able to utilize the above in the management and audit of the Company Group, and requests his new election as an Auditor of the Company.			

(Notes) 1. Mr. Junsuke Fujii is a new candidate for Auditor.
2. There are no special conflicts of interest between Mr. Junsuke Fujii and the Company.
3. Mr. Junsuke Fujii is a candidate for Outside Auditor.
4. Within the past five years, Mr. Junsuke Fujii has been a person executing business for Sumitomo Mitsui Banking Corporation, a company that has a special business relationship interest with the Company.
5. The Company has concluded liability limitation agreements pursuant to Article 427, Paragraph 1 of the Companies Act with all Outside Auditors, and if the election of Mr. Junsuke Fujii as Auditor is approved at this General Meeting of Shareholders, the Company plans to conclude a liability limitation agreement with him. The maximum amount of liability for damages under the agreement shall be the amount defined by laws and regulations.
6. If Mr. Junsuke Fujii is elected, he is planned to be submitted as an Independent Auditor as defined by the Tokyo Stock Exchange.

Proposal 4: Continuation of Countermeasures (Anti-takeover Measures) Regarding Large-scale Acquisition of the Company's Stock

At a Board of Directors meeting of the Company held on February 9, 2007, as a basic policy regarding parties controlling decisions relating to the Company's financial and business policies (as stipulated in the introductory clause of Article 118, Item 3 of the Ordinance for Enforcement of the Companies Act, hereinafter the "Basic Policy") and measures to prevent control of decisions of financial and business policies of the Company by inappropriate persons in light of the Basic Policy (Article 118, Item 3, b (2) of the Ordinance for Enforcement of the Companies Act), the Company determined to implement "Countermeasures (Anti-takeover Measures) Regarding Large-scale Acquisition of the Company's Stock," and approval was granted by shareholders at the 61st Annual General Meeting of Shareholders of the Company held on June 27, 2007.

Afterward, at the 64th Annual General Meeting of Shareholders held on June 25, 2010 and the 67th Annual General Meeting of Shareholders held on June 26, 2013, approval was granted to continue with the anti-takeover measures upon partial amendments (the anti-takeover measures to which approval was granted at the 67th Annual General Meeting of Shareholders shall be hereinafter referred to as the "Plan").

The valid period for the Plan is until the conclusion of this Annual General Meeting of Shareholders. As a result, from the viewpoint of securing and improving the Company's corporate value and the common interest of shareholders, the Company requests approval to continue with the Plan as shown below, maintaining the same current contents.

1. Basic policy regarding parties controlling decisions relating to the Company's financial and business policies

   In the Company's view, parties controlling decisions relating to the Company's financial and business policies must be those that understand the sources of corporate value of the Company and its subsidiaries and affiliates (hereinafter the "Group"), and enable securing and improving the Group's corporate value and the common interest of shareholders continuously and persistently.

(1) Sources of the Group's corporate value

The Company was founded in 1913 and aims for business expansion into markets that have potential for growth, beginning with core products such as curry, stew, and spice and in businesses such as the Health Foods Business, the International Food Business and the Restaurant Business, etc. By creating stable business results and a healthy financial standing, the Company works to secure and improve the Group's corporate value and share profits with shareholders.

Taking advantage of the opportunity of adopting the holding company structure on October 1, 2013, the Group has established a new Group philosophy, "Through food, we aim to be a good corporate citizen, connecting and collaborating with people to create smiles in their lives." By positioning this Group philosophy and the existing "Our Founding philosophy" and "House No Kokoro," the three factors, as its corporate philosophy, the Group has been striving to expand its businesses through consistent business activities by clarifying the targets it aims to achieve.

The sources of the Company's corporate value are: [1] the Company's proprietary research and technology development strength in roux manufacturing technology and powderization technology, retort technology, vitamins, and lactic acid bacteria, etc., and strength in original product development supported by these technologies, [2] a rich lineup that delivers new value and bountiful dining through various products and menus not restricted by business type, for residential use and commercial use, and in forms such as room-temperature and chilled, [3] possession of numerous top brands that boast high market share and long histories of patronage by consumers, such as "Vermont Curry," "Stew Mix," "Tongari Corn," and "C1000", [4] a preferential quality assurance system to provide products with safety and peace of mind from the manufacturing system that operate under standards such as ISO9001 and HACCP, and [5] a high strength in marketing, that effectively and widely communicates the Company's products to customers via measures such as advertising and sales and promotional activities. Through both tangible and intangible assets that have been cultivated since the Company's founding and strong relationships of trust with partners and customers, the Company has created the safe and trustworthy "House" brand.

(2) Content of the Basic Policy

In view of the Group's sources of corporate value being dependent on management resources cultivated by the Group across many years as described above, the Company, in the case that a specific person or group acquires stock that exceeds 20% of total voting rights of the Company and

there is a possibility that the corporate value of the Group or the common interest of shareholders will be damaged, will determine that the specific person or group is inappropriate to control the financial and business policies of the Company. Within the limits allowed by laws and regulations and the Articles of Incorporation, appropriate measures will be taken to secure and improve the corporate value of the Group and the common interest of shareholders, and this will serve as the basic policy regarding parties controlling decisions relating to the Company's financial and business policies.

(3) Purpose of continuing Anti-takeover Measures

The Board of Directors of the Company, as a listed Company, even in cases where a so-called "hostile takeover" is undertaken without attaining the approval of the Board of Directors, if such action will be beneficial to corporate value and the common interest of shareholders, will not necessarily view it negatively. Additionally, regarding determination on whether or not to respond to a purchase proposal in line with the transfer of control of a company, the Company views this decision as one to be made based on the opinions of shareholders.

However, among large-scale acquisitions of stock (as defined in 2. (2), the same applies hereinafter), there are not a few cases where the action will not be beneficial to the corporate value and the common interest of shareholders of the target company, such as those that will clearly violate the corporate value or the common interest of shareholders of the target company from the viewpoint of the motive, etc., those that may essentially force the sale of stock of the target company, those that do not provide sufficient time or information for the Board of Directors and shareholders of the target company to consider the content, etc., of the large-scale acquisition or for the Board of Directors of the target company to propose alternative measures, and those that do not sufficiently reflect the appropriate intrinsic value of the target company within the conditions presented by the purchaser.

As low birth rates and an aging society progresses, amid a harsh market environment where competition is fierce, for the Group to secure and improve its corporate value and the common interest of shareholders as a corporate group associated with food, in addition to high safety and guarantee of quality for its products and a stable supply system, relationships of mutual trust established with the Company's shareholders both in Japan and abroad in each product business are essential.

Unless the party conducting the large-scale acquisition of the Company's stock will secure and improve these over the medium to long term, the corporate value of the Group and the common interest of shareholders will be damaged. Additionally, when receiving a proposal for a large-scale acquisition from a purchaser that is an outside party, aside from the various points above, upon appropriately assessing various factors such as the tangible and intangible management resources of the Group, latent effects of measures toward the future, and other factors comprising the corporate value of the Group, it is necessary to determine the effects of said large-scale acquisition on the corporate value of the Group and the common interest of shareholders.

Meanwhile, regarding the status of the Company's shareholders (as of March 31, 2016), except one party, no shareholders exist that hold 10% or more of the Company's stock, and they are widely distributed among individual investors and domestic companies, etc. Amid such conditions, the Board of Directors, as a measure to prevent control of decisions on financial and business policies of the Company by inappropriate persons in light of the above Basic Policy in the case that a large-scale acquisition of the Company's shares is made, by enabling shareholders to determine whether or not to respond to said large-scale acquisition, the Board of Directors of the Company to secure necessary information and time to propose alternative proposals to shareholders, and shareholders to conduct negotiations, etc., has determined that it is a necessary requirement to continue to maintain a framework to prevent large-scale acquisitions that conflict with the corporate value of the Group and the common interest of shareholders, and determined to continue with the Plan. Furthermore, at the current time, the Company has not received notices or proposals to conduct a large-scale acquisition from a specific third party.

2. Content of the Plan

(1) Overview of the Plan

i. Overview of the Plan

The Plan, with the intent of securing and improving the corporate value of the Group and the common interest of shareholders, in the case that a large-scale acquisition of the securities, etc., of the Company is made, defines procedures concerning [1] requesting advance provision of necessary

and sufficient information regarding the large-scale acquisition, [2] securing time to gather information on and consider, etc., the large-scale acquisition, and [3] present plans and alternative proposals, etc., of the Company's management team to shareholders and negotiate with the party attempting to conduct a large-scale acquisition (hereinafter the "Large-scale Purchaser").

ii. Establishment of Independent Committee and consultation with the Independent Committee

Regarding whether or not the Large-scale Purchaser has observed the procedures defined by the Plan, whether or not the large-scale acquisition will significantly damage the corporate value of the Group or the common interest of shareholders, and the consideration and determination of whether or not to execute countermeasures, in order to guarantee objectivity, fairness, and reasonableness, the Company will establish an Independent Committee as an organization independent from the Board of Directors of the Company. Regarding consideration and determination of the above, the Board of Directors will always consult with said Independent Committee.

The Independent Committee will request participation by Directors, Auditors, and employees, etc., of the Company as required, and while seeking explanations on required information, will deliberate and make resolutions regarding items to which it has received consultation from the Board of Directors of the Company, and based on the content of these resolutions, will report to the Board of Directors of the Company. The content of reports of the Independent Committee will be announced, and the Board of Directors of the Company will respect the reports to the maximum extent and swiftly resolve on whether to invoke or not invoke countermeasures.

When the Board of Directors of the Company makes a resolution, the reports of the Independent Committee will be respected to the maximum extent, and by creating the requirement to undergo reporting procedures with the Independent Committee, the procedures are positioned as a method to enable functions of securing objectivity, fairness, and reasonableness of the decisions of the Board of Directors of the Company.

Additionally, regarding a summary of the Independent Committee, please see Attachment 1, and regarding the past experience of the Independent Committee Members, please see Attachment 2.

Furthermore, regarding specific contents of countermeasures that the Board of Directors of the Company will consult with the Independent Committee regarding whether or not to invoke, please see 2. (7) below.

(2) Applicable large-scale acquisitions

The Plan applies to cases where either one of the actions in i. to iii. below apply or could possibly apply, or may be attempted (hereinafter the "Large-scale Acquisition").

i. Purchase or other acquisition of securities, etc., that the Company has issued which will result in a specific shareholder having a securities, etc., holding ratio being 20% or more of said securities, etc.

ii. Purchase or other acquisition of securities, etc., that the Company has issued which will result in a specific shareholder's securities, etc., holding ratio and a special related party's securities, etc., holding ratio being 20% or more of said securities, etc.

iii. Regardless of whether or not each action stated in i. or ii. above is enacted, for a specific shareholder regarding securities, etc., that the Company has issued, agreement or other actions that will result in categorization as a joint holder with another shareholder of the Company (includes multiple parties; the same applies within iii. hereinafter) between said another shareholder and said specific shareholder, actions between said specific shareholder and said another shareholder in which one essentially controls the other, or they create relations for collaboration and coordination between the parties (however, only in the case where the total holding ratio of securities, etc., of said specific shareholder are 20% or more).

(3) Request to Large-scale Purchasers to provide information

Excluding cases where the Board of Directors of the Company deems it unnecessary, Large-scale Purchasers conducting a Large-scale Acquisition as defined in (2) above must submit in advance to the Company, addressed to the Board of Directors of the Company and in a format defined by the Company, necessary and sufficient information for shareholders and the Board of Directors of the Company to formulate an opinion (hereinafter the "Required Information"), documentation containing an oath to comply with the Plan by the Large-scale Purchaser during the Large-scale Acquisition, and documentation proving the credentials of the representative that has signed and stamped said documentation (hereinafter collectively the "Large-scale Acquisition Instructions"). Furthermore, the language used in the Large-scale Acquisition Instructions must be Japanese.

Specific content of the Required Information will vary depending upon the category of the Large-scale Purchaser and the content of the Large-scale Acquisition, but general items will be as

follows.

i. Specifics (includes information regarding specific names, business contents, capital structure, investment composition, financial contents, business experience in the same type of business of the Company and the Group, and existence or lack of violations of laws and regulations within the past ten years (and the contents if such violations exist), and names, past experiences, and existence or lack of violations of laws and regulations in the past (and the contents if such violations exist) of executives, etc.) of the Large-scale Purchaser and its group companies, etc., (major shareholders or investors and significant subsidiaries or affiliates, and including joint holders regarding the Company's stock and special related parties, if the Large-scale Purchaser is a fund or a business type that is related to such investment, members, investors (without regard to direct or indirect), and other members thereof, and business execution members and persons who provide advice regarding investments on an ongoing basis; the same applies hereinafter)

ii. Intent, method, and content (Type and number of securities, etc., of the Company that will be targeted by the Large-scale Acquisition, type and amount of compensation provided for the Large-scale Acquisition, timing and mechanisms for transactions related to the Large-scale Acquisition, legality of the method for the Large-scale Acquisition, possibility of realizing transactions related to the Large-scale Acquisition (in the case that the Large-scale Acquisition is dependent upon certain conditions, the content of such conditions), and if it is foreseeable that the securities, etc., of the Company will be delisted subsequent to the acquisition, notification and reasons, etc., for the delisting. Additionally, regarding the legality of the method for the Large-scale Acquisition, an opinion from a qualified attorney must also be submitted.) of the Large-scale Acquisition

iii. Existence or lack of contact of intent for the Large-scale Acquisition with a third party (includes contact of intent regarding conducting a significant proposal action, etc., toward the Company as stipulated in Article 27-26, Paragraph 1 of the Financial Instruments and Exchange Act, the same applies hereinafter), and if a contact of intent exists, specific terms and contents

iv. Appraisal basis and appraisal details of acquisition compensation for the Company's stock (Includes prerequisite facts for appraisal, appraisal methods, information regarding the appraisal institutions, numerical information utilized for the appraisal, and contents and appraisal bases, etc., of expected synergies and dis-synergies to result from the process of transactions related to the Large-scale Acquisition.), and substantiation for funds to be acquired (Includes specific names of parties to provide funds, including the essential provider (without regard to direct or indirect), procurement method, existence or lack of conditions for fund provision to be executed and contents, guarantee subsequent to fund provision and existence or lack of oath items and contents, and contents of related specific transactions.)

v. Management candidates (Includes information regarding experience, etc., in business areas in the same type of business as the Group.), management policies, business plans, financial plans, funding plans, capital policies, dividend policies, asset utilization measures (Includes plans related to sale of assets, provision of guarantees, and other disposal.), etc., expected to occur subsequent to participation in the management of the Group through the Large-scale Acquisition

vi. Existence or lack of changes to relationships and contents of executives, employees, and subsidiaries and associates and transaction partners, etc., (Includes regional public organizations where these are located.) and other stakeholders of the Group after conclusion of the Large-scale Acquisition and response policies to the above

vii. Scheme to avoid conflicts of interest with general shareholders of the Company

Additionally, in the case that upon evaluating the initial information provided through the Large-scale Acquisition Instructions, the Board of Directors of the Company determines that it is insufficient as Required Information, the Board of Directors of the Company will, within ten business days in principle (excluding the initial day) of the Board of Directors of the Company receiving Large-scale Acquisition Instructions in the proper format without imperfection, request, in writing, provision of additional information from the Large-scale Purchaser until sufficient Required Information is provided. If facts that are proposed by the Large-scale Purchaser and Required Information provided to the Board of Directors of the Company are determined to be required for decision-making by shareholders, these will be disclosed, either in whole or in part, at an appropriate time as determined by the Board of Directors of the Company or the Independent Committee.

Furthermore, in the case that the Board of Directors of the Company receives the Required Information, it will be swiftly provided to the Independent Committee. If the Independent Committee determines that the content of the Required Information recorded in the Large-scale

Acquisition Instructions is insufficient, may request for additional submissions of Required Information through the Board of Directors of the Company upon defining an appropriate and rational time limit to the Large-scale Purchaser.

In the case that the Board of Directors of the Company and the Independent Committee determines that the provision of the Required Information is complete, the Board of Directors of the Company will, in principle, make appropriate disclosure at an appropriate time under the Companies Act, the Financial Instruments and Exchange Act, regulations, cabinet orders, Cabinet Office Ordinances, ministerial ordinances, and financial instrument exchange regulations (hereinafter "Laws and Regulations, etc.") as applicable.

(4) Establishment of evaluation period for the Independent Committee, etc.

In the case that the Independent Committee determines that the provision of the Required Information is complete, the Independent Committee will establish a period in i. or ii. below as an evaluation period for evaluation and consideration by the Independent Committee depending upon the content of the Large-scale Acquisition as disclosed by the Large-scale Purchaser (hereinafter the "Independent Committee Evaluation Period"; calculation of the Independent Committee Evaluation Period will begin on the day that the Company discloses that the Board of Directors and the Independent Committee have determined that the provision of Required Information has completed, and excludes the initial day.) The Large-scale Acquisition may only begin after the passing of the Independent Committee Evaluation Period. Additionally, the relevant Independent Committee Evaluation Period has been established taking into consideration the evaluation and difficulty in considering the business content of the Company, creation of opinions, and difficulty of creating alternative proposals and negotiating, etc., with the Large-scale Purchaser, etc.

i. In the case that a purchase of all of the securities, etc., of the Company are to be made via public purchase with compensation in cash (Japanese yen) only: Maximum of 60 days

ii. In the case that a Large-scale Purchase is to be made via a method other than in i.: Maximum of 90 days

Based on the Required Information provided by the Large-scale Purchaser during the Independent Committee Evaluation Period, the Independent Committee, from the viewpoint of securing and improving the corporate value of the Group and the common interest of shareholders, will evaluate and consider, etc., the Large-scale Acquisition of the Large-scale Purchaser. Additionally, in addition to requesting the provision of Required Information from the Large-scale Purchaser, the Independent Committee may request presentation of opinions and other basis documents, alternative proposals (only in the case where the Board of Directors of the Company wishes to present an alternative proposal), and other information and documents, etc., that the Independent Committee deems necessary regarding the content of the Large-scale Acquisition from the Board of Directors of the Company upon defining an appropriate and rational response deadline.

Furthermore, while working to ascertain the opinions of shareholders, the Independent Committee will gather opinions as required from customers, transaction partners, employees, and other regional related parties, etc. In addition, the Independent Committee may obtain advices at the Company's expense as required from third parties (Including financial advisors, certified public accountants, attorneys, consultants, and other specialists, etc.) independent of the management team of the Company, in order to increase the rationality and objectivity of its judgment.

From the viewpoint of securing corporate value of the Group and the common interest of shareholders, the Independent Committee will consider the content of the Large-scale Acquisition, and deliberate and negotiate with the Large-scale Purchaser through the Board of Directors of the Company as required in order to improve the content of the Large-scale Acquisition.

In the case that the Independent Committee requests documents for consideration and provision of other information or deliberation and negotiation through the Board of Directors of the Company, the Large-scale Purchaser must respond in a swift manner.

Additionally, in the case that extenuating circumstances arise as shown in (5) below during the Independent Committee Evaluation Period that do not allow for a recommendation to be reached by the Independent Committee, the Independent Committee may, within a required range, extend the Independent Committee Evaluation Period by a maximum of 30 days in principle (excluding the initial day). In the case that the Independent Committee resolves to extend the Independent Committee Evaluation Period, the Board of Directors of the Company will, upon hearing the opinions of the Independent Committee, make appropriate disclosure at an appropriate time under applicable Laws and Regulations, etc., for the specific period of extension for said resolution and the reason that the specific period is required.

(5) Recommendation process by the Independent Committee and resolution by the Board of Directors of the Company

i. Recommendation process by the Independent Committee

Within the Independent Committee Evaluation Period, the Independent Committee will make a recommendation regarding the Large-scale Acquisition to the Board of Directors of the Company based on the definitions below.

a. In the case that the Large-scale Purchaser observes the processes defined in the Plan

In the case that the Large-scale Purchaser observes the processes defined in the Plan, the Independent Committee will, in principle, recommend to the Board of Directors of the Company that countermeasures not be enacted toward the Large-scale Acquisition.

However, even in the case that the processes defined in the Plan are observed, if the Independent Committee determines that the Large-scale Acquisition will significantly damage the corporate value of the Group and the common interest of shareholders, enacting of countermeasures toward said Large-scale Acquisition will be recommended. Specifically, if cases in the following categories are found to be true, the Company will, in principle, view the Large-scale Acquisition as a case of significantly damaging the corporate value of the Group and the common interest of shareholders.

a) In the case that the Large-scale Acquisition may significantly damage the corporate value of the Group and the common interest of shareholders through actions, etc., outlined in (a) to (e) below
   (a) Actions that purchase stock and request that the company buy back the stock at a high price
   (b) Actions that temporarily take control of the company's management and acquire the company's significant assets, etc., at a low price, etc., conducting management that realizes profits for the Large-scale Purchaser
   (c) Actions that divert the assets of the company to credit guarantees and payment funds for liabilities of the Large-scale Purchaser or its group companies, etc.,
   (d) Actions that temporarily take control of the company's management, dispose of high-value assets, etc., that are not related to the company's business at the time, and conduct temporary high dividends with the profits from disposal, or sell the company's stock utilizing the opportunity that temporary high dividends cause a rapid rise in the stock price
   (e) Actions that attempt to seek own profits by not being particularly interested or involved in the company's management, and through various measures subsequent to acquisition of the Company's stock, attempt to realize gains on sales by reselling the Company's stock within a short timeframe to the Company or a third party, and in the end, even consider the disposal of the Company's assets

b) In the case that the Large-scale Acquisition may essentially force shareholders to sell stock via a coercive two-stage acquisition (This refers to a stock purchase such as a public purchase that sets disadvantageous purchase conditions for the second stage of an acquisition relative to the initial stage, or does not make clear the conditions for the second stage of an acquisition.), partial public purchase (a public purchase that only applies to a portion of the Company's securities, etc., and not the entirety), etc.

c) In the case that by the Large-scale Purchaser acquiring control, the profits of stakeholders such as employees, customers, and transaction partners, are damaged, and the corporate value of the Group and the common interest of shareholders are significantly damaged as a result

d) In the case that the conditions of the Large-scale Acquisition (Includes type and amount of compensation, timing of the Large-scale Acquisition, legality of purchase method, and response policy toward stakeholders such as employees, customers, and transaction partners of the Group subsequent to the Large-scale Purchase, etc.) are substantially insufficient or inappropriate in view of the intrinsic value of the Group

e) In the case that the Large-scale Acquisition has a significant possibility of going against the corporate value of the Group or the common interest of shareholders by destroying, etc., the relationships of the employees, customers, transaction partners, etc., of the Group or the corporate culture of the Group that are essential for the Group to create corporate value

f) In the case that there is a rational basis for determining that the Large-scale Purchaser is effectively in appropriate to be the controlling shareholder of the Company from a public policy viewpoint due to the case that there are parties within the management team, major shareholders, or investors of the Large-scale Purchaser that have relations with anti-social forces or terrorist organizations, etc.

g) In the case that the Large-scale Acquisition is in conflict with laws and regulations or the

Articles of Incorporation of the Company

h) In cases that the corporate value of the Group and the common interest of shareholders will be significantly damaged in other cases conforming to a) to g)

b. In the case that the Large-scale Purchaser does not observe the processes defined in the Plan

In the case that the Large-scale Purchaser does not observe the processes defined in the Plan and if the situation is not rectified within five business days (excluding the initial day) of the Board of Directors of the Company providing written notice to rectify, the Independent Committee may, in principle, excluding the case where it is clear that enacting countermeasures is not necessary to secure and improve the corporate value of the Group and the common interest of shareholders and other special circumstances, recommend enacting of countermeasures to the Board of Directors of the Company regarding the Large-scale Acquisition. If said recommendation is made, the Board of Directors of the Company will make appropriate disclosure at the appropriate time under applicable Laws and Regulations, etc., the opinions, reasons for those opinions, and other information that is deemed appropriate of the Independent Committee.

Additionally, even after making recommendation for enacting countermeasures toward the Large-scale Acquisition to the Board of Directors of the Company, in the case that the Large-scale Acquisition is rescinded or other changes arise to facts, etc., related to the basis for making the recommendation, said countermeasures may be cancelled, its action may be stopped, or other recommendations may be made by the Independent Committee to the Board of Directors of the Company. Even in the case that the recommendation is made again, the Board of Directors of the Company will make appropriate disclosure at the appropriate time under applicable Laws and Regulations, etc., the opinions, reasons for those opinions, and other information that is deemed appropriate of the Independent Committee.

c. Recommendation by the Independent Committee to confirm opinions of shareholders

In cases where as a result of evaluation, etc., by the Independent Committee that there is not a clear discrepancy between the purchase proposal, including the business plan of the Group, presented by the Large-scale Purchaser, etc., and the business plan, etc., of the Group presented by the Board of Directors of the Company, it can be difficult to determine whether or not enacting countermeasures will be desirable in securing and improving corporate value of the Group and the common interest of shareholders. As a result, if the Independent Committee determines that it will be desirable, it may recommend to the Board of Directors of the Company confirming the opinions of shareholders regarding the necessity and content of enacting countermeasures toward the Large-scale Acquisition at a general meeting of shareholders.

Additionally, even after making recommendation to the Board of Directors of the Company for confirming the opinions of shareholders at a general meeting of shareholders, in the case that the Large-scale Acquisition is rescinded or other changes arise to facts, etc., related to the basis for making the recommendation, the Independent Committee may make a differing separate recommendation to the Board of Directors of the Company.

Even in the event that such a separate recommendation is made, the Board of Directors of the Company will make appropriate disclosure at the appropriate time under applicable Laws and Regulations, etc. the separate recommendation, reasons for the separate recommendation, and other information that is deemed appropriate of the Independent Committee.

ii. Resolution by the Board of Directors of the Company

While respecting the recommendation of the Independent Committee to the maximum extent, the Board of Directors of the Company will make resolutions on whether or not to enact countermeasures, determine convocation of a general meeting of shareholders to confirm the opinions of shareholders, and make other required resolutions. Additionally, even after recommendation is made by the Independent Committee to the Board of Directors of the Company to enact countermeasures, in the case that the Large-scale Acquisition is rescinded or other changes arise to facts, etc., related to the basis for making the determination, the countermeasures may be cancelled or other determinations may be made.

In the case that these resolutions are made, the Board of Directors of the Company will make appropriate disclosure at the appropriate time under applicable Laws and Regulations, etc. the opinions of the Board of Directors, reasons for the opinions, and other information that is deemed appropriate.

Furthermore, in the case that a recommendation is made by the Independent Committee to confirm the opinions of shareholders at a general meeting of shareholders as defined in i. c. above, the Board of Directors of the Company will implement without delay procedures for convocation of an extraordinary general meeting of shareholders under Laws and Regulations, etc., and the Articles of

Incorporation. Resolution to confirm opinions of shareholders regarding necessity of enacting countermeasures and its content, etc., toward said Large-scale Purchase will be made at a general meeting of shareholders at which shareholders of the Company that can execute voting rights holding a majority of voting rights are in attendance, and the majority of voting rights of shareholders in attendance are cast. In the case that a resolution is gained in approval of the necessity of enacting countermeasures and the content, etc., toward the Large-scale Acquisition at said general meeting of shareholders, the Board of Directors of the Company, in line with said resolution of the general meeting of shareholders, enact countermeasures toward the Large-scale Acquisition.
Additionally, in the case that a recommendation is made by the Independent Committee to confirm the opinions of shareholders at a general meeting of shareholders as defined in i. c. above, the Large-scale Acquisition may not be implemented until the day after the day that the general meeting of shareholders is convened based on said recommendation.

(6) Changes to Required Information
In line with the definitions in 2. (3) above, after the Company discloses that it has determined that provision of Required Information is complete, in the case that it has been determined by the Board of Directors of the Company or the Independent Committee that a significant change was made to said Required Information by the Large-scale Purchaser, by immediately disclosing to shareholders under applicable Laws and Regulations, etc., the fact, the reasons, and other information that is deemed appropriate, the process based on the Plan that was in progress for the Large-scale Acquisition that is based in the previous Required Information (hereinafter the "Large-scale Acquisition Before Change") will be cancelled, and regarding the Large-scale Acquisition based on Required Information after the change, procedures will be reapplied based on the Plan as a Large-scale Acquisition separate from the Large-scale Acquisition Before Change.

(7) Specific content of countermeasures
Countermeasures toward the Large-scale Acquisition that will be enacted by the Company based on the Plan will be gratis allotment of stock acquisition rights and other appropriate measures that are recognized as within the rights of the Board of Directors of the Company under the Companies Act, other laws and regulations, and the Articles of Incorporation of the Company. A summary of the case that a gratis allotment of stock acquisition rights is to be made as a countermeasure toward the Large-scale Acquisition (the stock acquisition rights to be issued are hereinafter the "Stock Acquisition Rights") is provided in Attachment 3.
In the case that a gratis allotment of Stock Acquisition Rights is to be made, conditions may be imposed such as [1] exercise conditions that do not allow for rights exercise by Exempt Parties (As defined in Attachment 3; the same applies hereinafter.), [2] exercise periods, exercise conditions, and acquisition conditions, etc., in consideration of its effect as countermeasures toward the Large-scale Acquisition and appropriateness as countermeasures, such as acquisition conditions that allow for the Company to only acquire the Stock Acquisition Rights held by holders of Stock Acquisition Rights that are not Exempt Parties upon a partial acquisition of Stock Acquisition Rights.

3. Valid period, etc., of the Plan
The valid period of the Plan will be the three years from the conclusion of this Annual General Meeting of Shareholders until the Annual General Meeting of Shareholders associated with the fiscal year ending March 31, 2019. However, even if before the expiration of the valid period, the Plan may be terminated via a resolution of a general meeting of shareholders of the Company or a resolution of the Board of Directors of the Company. Additionally, upon receiving approval from the Independent Committee, the Board of Directors of the Company may amend or change the Plan during the valid period.
In the case that the Plan is terminated or changed, etc., the Company will make appropriate disclosure at the appropriate time under applicable Laws and Regulations, etc., regarding said termination or changes, etc., the contents of changes, etc., and other items.

Attachment 1

Summary of Independent Committee Regulations

1. Summary of Independent Committee

- The Independent Committee will be established via a resolution of the Board of Directors of the Company.
- Members of the Independent Committee will be composed of at least three persons, and be independent from the management team that executes business of the Company, and selected by the Board of Directors of the Company as persons that are (i) Outside Directors of the Company, (ii) Outside Auditors of the Company, or (iii) Outside specialists (Concerning (i) and (ii), includes substitutes.) will be selected by the Board of Directors of the Company based on the following criteria. Outside specialists must be persons who hare achievements in corporate management, persons who are well-versed in investment banking operations, attorneys, certified public accountants, or researchers who primarily research the Companies Act, etc., or persons who conform to these standards, and must have concluded a separate agreement with the Company defined by the Board of Directors of the Company including items such as duty of diligence clauses.
- The term of office of Independent Committee Members will be from the conclusion of this Annual General Meeting of Shareholders until the Annual General Meeting of Shareholders associated with the fiscal year ending March 31, 2019. Additionally, if separate definitions are made via a resolution of the Board of Directors of the Company, this is not necessarily the case. Furthermore, if an Independent Committee Member that was an Outside Director or Outside Auditor of the Company no longer serves as Director or Auditor of the Company (Excluding the case where the person is reappointed.), the term of office as Independent Committee Member will also end at the same time.

2. Duties of the Independent Committee

- The Independent Committee shall make determinations regarding matters shown in each item below, and the contents of these determinations with attached reasoning shall be given as recommendations to the Board of Directors of the Company. Additionally, each Committee Member of the Independent Committee, when making such determinations, will do so from the viewpoint of whether or not the determination will be beneficial to the corporate value of the Group and the common interest of shareholders, and must not aim for their own personal profits or profits of the management team of the Company.

(1) Enacting or not enacting countermeasures or convocation of a general meeting of shareholders to confirm the opinions of shareholders
(2) Cancellation or related matters to the countermeasures
(3) Of other matters that should be determined by the Board of Directors of the Company, matters that the Board of Directors of the Company has requested of the Independent Committee

- In addition to matters defined above, the Independent Committee may conduct matters in each of the following items.

(1) Determination of relevance of the Large-scale Acquisition to the Plan
(2) Determination of whether or not the provision of Required Information from the Large-scale Purchaser is complete
(3) Determination of extension of the Independent Committee Evaluation Period
(4) Evaluation and consideration of the content of the Large-scale Acquisition by the Large-scale Purchaser
(5) Approval of amendment or change to the Plan
(6) Other matters that the Independent Committee may conduct as defined by the Plan
(7) Matters that the Board of Directors of the Company have separately defined that the Independent Committee may conduct

3. Authority by the Independent Committee to execute duties

- If the Independent Committee determines that the content of records in the Required Information or the Large-scale Acquisition Instructions submitted by the Large-scale Purchaser are not adequate, the Independent Committee may, upon defining an appropriate and rational deadline, request additional submission of Required Information through the Board of Directors of the Company. Additionally, in the case that Required Information and Large-scale Acquisition Instructions are submitted by the Large-scale Purchaser, the Independent Committee may, upon defining an appropriate and rational deadline, request presentation of opinions and basis documents, alternative proposals (only in the case where the Board of Directors of the Company wishes to present an alternative proposal), and other information and

documents, etc., deemed appropriate by the Independent Committee from the Board of Directors of the Company as well.

- In order to collect required information, the Independent Committee may request attendance from Directors, Auditors, and employees of the Company and other persons whom the Independent Committee deems necessary, and seek explanations regarding matters that the Independent Committee seeks.
- The Independent Committee may obtain advices at the Company's expense as required from independent third parties (including financial advisors, certified public accountants, attorneys, consultants, and other specialists, etc.)
- Each Independent Committee Member may convene the Independent Committee when a Large-scale Acquisition is made or at any other time.

4. Method of resolution

- Resolutions of the Independent Committee will be made, in principle, via a majority of members wherein a majority are in attendance. However, in the case of an accident to an Independent Committee Member or other extenuating circumstances, resolution will be made via a majority of Independent Committee Members wherein all Independent Committee Members excluding said Independent Committee Member are in attendance.
- For resolutions in the previous Item, if the number of votes for or against are equal, the chairman will carry the deciding vote.

Attachment 2

Past Experience of Independent Committee Members

Nobuyuki Isagawa
[Past experience]
Born 1966

April	1989	Joined New Japan Securities Co., Ltd.
March	1995	Finished PhD Program, Graduate School of Business Administration, Kobe University
April	1995	Assistant, Business Administration Department, Kobe University
April	1998	Assistant Professor, Business Administration Department, Kobe University
April	1999	Assistant Professor, Graduate School of Business Administration, Kobe University
April	2007	Professor, Graduate School of Business Administration, Kobe University
April	2016	Professor, Graduate School of Management, Kyoto University (current position)

Masaaki Kobayashi
[Past experience]
Born 1946

April	1970	Joined Japanese National Railways
June	2001	Director, Japan Freight Railway Company
June	2002	Managing Director, Japan Freight Railway Company
June	2004	Senior Representative Director, Japan Freight Railway Company
June	2006	Representative Director and Vice President, Japan Freight Railway Company
June	2007	Representative Director and President, Japan Freight Railway Company
June	2012	Director and Chairman, Japan Freight Railway Company
June	2013	Advisor, Japan Freight Railway Company
June	2015	Special Advisor, Japan Freight Railway Company (current position)

Hiroyuki Kamano
[Past experience]
Born 1945

April	1971	Joined Ministry of Foreign Affairs
April	1981	Registered as an Attorney
October	1988	Representative Attorney, Kamano Sogo Law Offices (current position)
April	2009	Vice President, Tokyo Bar Association
April	2013	Full-time Director, Japan Federation of Bar Associations
June	2015	Outside Auditor, the Company (current position)

Attachment 3

Summary of the Case for Gratis Allotment of Stock Acquisition Rights

1. Shareholders who will Receive Allotment
   Gratis allotment will be made at the ratio of one unit of stock acquisition rights (hereinafter the "Stock Acquisition Rights") per share of stock held (However, excluding common stock of the Company held by the Company.) to shareholders that are recorded in the final shareholder registry as of the record date defined by the Board of Directors of the Company.

2. Number of shares to be the target of the Stock Acquisition Rights
   The type of stock that will be the target of the Stock Acquisition Rights will be common stock of the Company, and the number of shares of common stock of the Company that will be the target of one Stock Acquisition Right will be one share.

3. Effective date of gratis allotment of the Stock Acquisition Rights
   Defined separately by the Board of Directors of the Company.

4. Amount of assets funded upon exercise of the Stock Acquisition Rights
   The target of funding upon exercise of the Stock Acquisition Rights will be cash, and the minimum amount of assets funded upon exercise of the Stock Acquisition Rights for one share of common stock of the Company will be 1 yen, the maximum will be one-half of the market value of one share of common stock of the Company, and the Board of Directors will define the amount within this range.

5. Limits on transfer of the Stock Acquisition Rights
   Acquisition of the Stock Acquisition Rights via transfer will require approval from the Board of Directors of the Company.

6. Exercise conditions of the Stock Acquisition Rights
   Exercise conditions of the Stock Acquisition Rights will be defined separately by the Board of Directors of the Company (Furthermore, exercise conditions may be added that take into consideration the effects as countermeasures toward a Large-scale Acquisition, such as not allowing exercise by Large-scale Purchasers that are in violation of the Plan, Large-scale Purchasers that classify as abusive purchasers, parties in cooperation with these parties, and special related parties and parties that effectively exercise control or act in cooperation or collaboration with these parties, etc., as defined by the Board of Directors of the Company (hereinafter the "Exempt Parties")).

7. Acquisition of the Stock Acquisition Rights by the Company
   (1) The Company, under the condition that on a day the Large-scale Purchaser undertakes an action that does not observe the procedures as defined in the Plan or other certain conditions exist, or upon arrival of a day defined separately by the Board of Directors of the Company, in line with a resolution of the Board of Directors of the Company, the Board of Directors of the Company may add acquisition conditions that allow for acquisition of the Stock Acquisition Rights, either in whole or only the Stock Acquisition Rights held by stock acquisition rights holders other than Exempt Parties.
   (2) In the case that acquisition conditions are added in the previous Item, acquisition conditions may be defined with appropriate contents in consideration of the effect as countermeasures toward the Large-scale Acquisition or appropriateness as countermeasures.

8. Gratis Acquisition Reason for the Stock Acquisition Rights (Reason for Termination of Countermeasures)
   In the case that either event below transpires, the Company may make a gratis acquisition of all Stock Acquisition Rights.
   (a) In the case that approval is obtained from an ordinary resolution regarding the purchase proposal of the Large-scale Purchaser at a general meeting of shareholders
   (b) In the case that other separate definition is made by the Board of Directors of the Company

9. Exercise period, etc., of the Stock Acquisition Rights
   Regarding the exercise period of the Stock Acquisition Rights and other required matters, separate definition will be made by the Board of Directors of the Company.