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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 71ST 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 71st 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 Tuesday, June 27, 2017, Japan time.

1. **Date and Time:** Wednesday, June 28, 2017 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 71st Fiscal Year (April 1, 2016 - March 31, 2017) 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 71st Fiscal Year (April 1, 2016 - March 31, 2017)

Proposals to be resolved:

Proposal 1: Appropriation of Surplus
Proposal 2: Election of Ten (10) Directors
Proposal 3: Election of One (1) Auditor

<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/ir/) 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/ir/).

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. and GABAN Co., Ltd., variation in profits and losses on step acquisitions, as well as profits and losses which do not involve the movement of cash, such as depreciation and amortization of goodwill, have been occurring from the fiscal year ended March 31, 2016.

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 revised 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" starting from the fiscal year ended March 31, 2016.

Based on the revised basic policy on distribution of profits, year-end ordinary dividends for the 71st fiscal year are proposed to be 17 yen per share, increased by 2 yen from the prior term.

1. Type of dividend property
   Cash
2. Matters concerning allocation of dividend property and total amount
   17 yen per share of common stock Total amount: 1,746,805,539 yen
   As a result, annual dividends, including interim dividends of 15 yen per share, will be 32 yen (increased by 2 yen from the prior term) per share.
3. Effective date of distribution of dividends
   June 29, 2017

Proposal 2: Election of Ten (10) Directors

The terms of office of all 10 Directors will expire at the conclusion of this year's Annual General Meeting of Shareholders.

Accordingly, the election of 10 Directors is proposed.

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) Reelection	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.	1,033,974 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.			

(Note) 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.

No.	Name (Date of birth)	Past experience, positions and responsibilities	Number of shares of the Company held
2	Keiji Matsumoto (March 1, 1949) Reelection	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.	33,227 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) Reelection	April 1978	Joined the Company	36,351 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 R&D Center and Global Headquarters, he has achievements in areas such as strengthening R&D functions, 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) Reelection	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 April 2017 Senior Managing Director, the Company (current position) Significant concurrent positions President and Representative Director, House Foods Corporation	7,100 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) Reelection	April 1976 July 2004 April 2006 April 2008 June 2008 April 2009 April 2010 April 2012 October 2013 April 2015	Joined the Company Corporate Officer and General Manager, Health Foods Division, the Company Corporate Officer and General Manager, Food Seasoning Division, the Company Managing Executive Officer and General Manager, Customer Communications Headquarters, the Company Director, the Company (current position) Managing Executive Officer and General Manager, Customer Communications Headquarters, and responsible for Overseas Business Division, the Company Managing Executive Officer and General Manager, Customer Communications Headquarters, and responsible for Global Business Division, the Company Managing Executive Officer and General Manager, Customer Communications Headquarters, the Company General Manager, Customer Communications Headquarters, the Company General Manager, Corporate Communication Headquarters, the Company (current position)	16,100 shares
[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 General Manager of Corporate Communication Headquarters. 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) Reelection	April 1976 July 2004 April 2008 April 2012 June 2012 October 2013 April 2016 April 2017	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 General Manager, Research & Development Headquarters, the Company (current position)	9,900 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 Research & Development Headquarters, 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) Reelection	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 April 2017 Responsible for General Affairs Division, Legal 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.	4,000 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	Kazuo Shirai (October 19, 1958) Reelection	April 1981 Joined the Company April 2009 General Manager, Corporate Planning Office, 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) June 2016 Director, the Company (current position) Significant concurrent positions Representative Director and President, House Wellness Foods Corporation	14,000 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. Assuming concurrent position as Representative Director and President of House Wellness Foods Corporation, he is 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 continued election as a Director of the Company.

(Notes) 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
9	Kunikatsu Yamamoto (February 2, 1942) Reelection Outside Director Independent Director	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.	2,700 shares
[Reasons for nomination as a candidate for Outside 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 an Outside 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 9 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 his reelection is approved 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, and if his reelection is approved, the Company plans to continue designating him as an Independent Director and submit him as such.

No.	Name (Date of birth)	Past experience, positions and responsibilities		Number of shares of the Company held
10	Kyuzo Saito (July 17, 1945) Reelection Outside Director Independent Director	April 1970	Joined the Ministry of Agriculture and Forestry (currently the Ministry of Agriculture, Forestry and Fisheries)	1,000 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)	
		June 2016	Director, the Company (current position)	

[Reasons for nomination as a candidate for Outside 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, 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 improving corporate value of the Company Group, and requests his continued election as an Outside Director of the Company.

(Notes) 1. There are no special conflicts of interest between Mr. Kyuzo Saito and the Company.
2. Mr. Kyuzo Saito is a candidate for Outside Director.
3. The term of office of Mr. Kyuzo Saito as Outside Director of the Company will be 1 year as of the end of this Annual General Meeting of Shareholders.
4. The Company has concluded a liability limitation agreement with Mr. Kyuzo Saito pursuant to Article 427, Paragraph 1 of the Companies Act. If his reelection is approved 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. Kyuzo Saito is an Independent Director as defined by the Tokyo Stock Exchange, and if his reelection is approved, the Company plans to continue designating him as an Independent Director and submit him as such.

Proposal 3: Election of One (1) Auditor

The terms of office of Auditor Daiji Shindo will expire at the conclusion of this year's Annual General Meeting of Shareholders.

Accordingly, the election of 1 Auditor is proposed.

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

The candidate for Auditor is as follows:

Name (Date of birth)	Past experience and positions		Number of shares of the Company held
Tamotsu Iwamoto (September 25, 1950) New candidate Outside Auditor Independent Auditor	April 1974	Joined Ajinomoto Co., Inc.	0 shares
	July 2001	President, AJINOMOTO VIETNAM CO., LTD.	
	June 2005	Corporate Executive Officer and General Manager, Human Resources Division, Ajinomoto Co., Inc.	
	June 2009	Member of the Board and Corporate Vice President, Ajinomoto Co., Inc.	
	June 2011	Member of the Board and Corporate Senior Vice President, Ajinomoto Co., Inc.	
	June 2015	Representative Director, Member of the Board and Corporate Executive Deputy President, Ajinomoto Co., Inc. (current position)	

[Reasons for selection as a candidate for Outside Auditor]
Mr. Tamotsu Iwamoto has deep knowledge of the food industry and the overseas food business and a wealth of experience as an operational executive officer at Ajinomoto Co., Inc. and its overseas Group companies.
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 Outside Auditor of the Company.

(Notes) 1. There are no special conflicts of interest between Mr. Tamotsu Iwamoto and the Company.
2. Mr. Tamotsu Iwamoto is a candidate for Outside Auditor.
3. Although Ajinomoto Co., Inc. holds the Company's stock, its ratio of shareholdings is 2.62% as of March 31, 2017, and will not have an effect on the execution of duties by Mr. Tamotsu Iwamoto as Auditor of the Company. Additionally, he is scheduled to retire as Representative Director, Member of the Board and Corporate Executive Deputy President of Ajinomoto Co., Inc. on June 27, 2017.
4. 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. Tamotsu Iwamoto 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.
5. If Mr. Tamotsu Iwamoto is elected, he is planned to be designated and submitted as an Independent Auditor as defined by the Tokyo Stock Exchange.