The original disclosure in Japanese was released on May 11 ,2021 at 15:00

May 11, 2021

Company Name: House Foods Group Inc.
Representative: Hiroshi Urakami, President
(Securities Code: 2810, First Section of the Tokyo Stock Exchange)
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Notice of Partial Amendment to Articles of Incorporation

House Foods Group Inc. ("the Company") hereby announces that its Board of Directors resolved at a meeting held today to submit a request for approval of “Partial Amendment to the Articles of Incorporation” to the 75th Ordinary Shareholders' Meeting to be held on June 25, 2021. Details are as follows.

1. Purpose of amending the Articles of Incorporation

(1) As disclosed in the "Notice of Transition to a Company with Audit & Supervisory Committee" on February 19, 2021, the Company had decided to shift to a Company with Audit & Supervisory Committee subject to approval at the 75th Ordinary Shareholders' Meeting to be held on June 25, 2021, with the aim of strengthening supervisory functions of the Board of Directors and further enhancing the corporate governance system. Associated with this transition, the Company will make necessary amendments to the Articles of Incorporation, such as the establishment of new provisions on Audit & Supervisory Committee members and Audit & Supervisory Committee necessary for transition to a Company with Audit & Supervisory Committee, the deletion of provisions on Audit & Supervisory Board Members and the Audit & Supervisory Board, changes in the number of Directors, and the establishment of new provisions on the delegation of decisions on the execution of important operations.

(2) To develop an environment for Directors other than Outside Directors who do not execute operations to be able to play the roles expected of them upon the transition to a Company with Audit & Supervisory Committee, the Company will change the provisions of Article 29 of the existing Articles of Incorporation as provided for in Article 30 of the proposed amendment with respect to the range of Directors who may enter into an agreement limiting liability.

The Company has obtained the consent of the Audit & Supervisory Board Members for the submission of Article 30 of the proposed amendment to the the 75th Ordinary Shareholders' Meeting as a proposal.

(3) The Company will arrange the number of articles, etc. associated with the amendments above.

2. Details of the amendments to the Articles of Incorporation

Details of the amendments are as shown on the appendix.

3. Schedule

Date of the Shareholders' Meeting held for the amendments to the Articles of Incorporation: Friday, June 25, 2021

Effective date of the amendments to the Articles of Incorporation: Friday, June 25, 2021

Appendix (Details of the amendments to the Articles of Incorporation)

(Amendments are underlined.)

Existing Articles of Incorporation	Proposed amendments
Chapter I: General Provisions	Chapter I: General Provisions
Article 1 through Article 3 (Omitted)	Article 1 and Article 3 (Unchanged)
Article 4: Organs	Article 4: Organs
In addition to the Shareholders' Meetings and Directors, the Company shall establish the Board of Directors, Audit & Supervisory Board Members, the Audit & Supervisory Board and the Accounting Auditor.	In addition to the Shareholders' Meetings and Directors, the Company shall establish the Board of Directors, the Audit & Supervisory Committee and the Accounting Auditor.
Article 5 (Omitted)	Article 5 (Unchanged)
Chapter II: Shares	Chapter II: Shares
Article 6 through Article 10 (Omitted)	Article 6 through Article 10 (Unchanged)
Chapter III: Shareholders Meeting	Chapter III: Shareholders Meeting
Article 11 through Article 17 (Omitted)	Article 11 through Article 17 (Unchanged)
Chapter IV: Directors and Board of Directors	Chapter IV: Directors and Board of Directors
Article 18: Number of Directors	Article 18: Number of Directors
The number of Directors of the Company shall be no more than ten (10).	1. The number of Directors (excluding Directors who are Audit & Supervisory Committee members) of the Company shall be no more than ten (10).
<Newly established>	2. The number of Directors of the Company who are Audit & Supervisory Committee members shall be no more than eight (8).
Article 19: Election	Article 19: Election
1. Directors shall be elected at the Shareholders' Meeting.	1. Directors shall be elected by a resolution of the Shareholders' Meeting by making a distinction between Directors who are Audit & Supervisory Committee members and other Directors.
2. (Omitted)	2. (Unchanged)
3. (Omitted)	3. (Unchanged)
Article 20 (Term of Office of Directors)	Article 20 (Term of Office of Directors)
The term of office of Directors shall continue until the conclusion of the Ordinary Shareholders' Meeting for the last business year which ends within one (1) year from the time of their election.	1. The term of office of Directors (excluding Directors who are the Audit & Supervisory Committee members) shall continue until the conclusion of the Ordinary Shareholders' Meeting for the last business year which ends within one (1) year of the time of their election.
<Newly established>	2. The term of office of Directors who are Audit & Supervisory Committee members shall continue until the conclusion of the Ordinary Shareholders' Meeting for the last business year which ends within two (2) years from the time of their election.
<Newly established>	3. The term of office of a Director who is an Audit & Supervisory Committee member and has been elected to fill a vacancy shall be the same as the remaining term of office of the predecessor.
Article 21: Board of Directors	Article 21: Board of Directors
1. (Omitted)	1. (Unchanged)
2. (Omitted)	2. (Unchanged)
3. In cases where a Director made a proposal with respect to a matter which is the purpose of a resolution of a Board of Directors meeting, if all Directors who are entitled to exercise their votes on the matter manifest their intention to agree to the proposal in writing or using an electronic or magnetic record, and if Audit & Supervisory Board Members do not state an objection, it shall be deemed that a resolution to approve the proposal has been made by the Board of Directors.	3. In cases where a Director made a proposal with respect to a matter which is the purpose of a resolution of a Board of Directors meeting, if all Directors who are entitled to exercise their votes on the matter manifest their intention to agree to the proposal in writing or using an electronic or magnetic record, it shall be deemed that a resolution to approve the proposal has been made by the Board of Directors.

Article 22: Convocation 1. (Omitted) 2. A notice of a Board of Directors meeting shall be sent to each Director and each Audit & Supervisory Board Member not later than three (3) days prior to the scheduled date of meeting; provided, however, that this notice period may be shortened in the case of an emergency. 3. If the consent of all Directors and Audit & Supervisory Board Members is obtained, the Board of Directors meeting may be held without taking the convocation procedures.	Article 22: Convocation 1. (Unchanged) 2. A notice of a Board of Directors meeting shall be sent to each Director not later than three (3) days prior to the scheduled date of meeting; provided, however, that this notice period may be shortened in the case of an emergency. 3. If the consent of all Directors is obtained, the Board of Directors meeting may be held without taking the convocation procedures.
<Newly established>	Article 23: Delegation of Decisions on the Execution of Important Operations Pursuant to the provisions of Article 399-13, Paragraph 6 of the Companies Act, the Board of Directors may delegate all or part of the decisions on the execution of important operations (excluding matters specified in each item of Article 399-13, Paragraph 5 of the Companies Act) by its resolution.
Article 23 (Omitted)	Article 24 (Unchanged)
Article 24: Minutes A summary of the progress of the agenda of the Board of Directors meeting and the results thereof and other matters provided for in laws and regulations shall be entered or recorded in the minutes, and the Directors and Audit & Supervisory Board Members present at the meeting shall affix their names and seals or electronic signatures to it.	Article 25: Minutes A summary of the progress of the agenda of the Board of Directors meeting and the results thereof and other matters provided for in laws and regulations shall be entered or recorded in the minutes, and the Directors present at the meeting shall affix their names and seals or electronic signatures to it.
Article 25 through Article 27 (Omitted)	Article 26 through Article 28 (Unchanged)
Article 28: Remuneration, Etc. Remuneration, bonuses and other financial benefits received by Directors from the Company as consideration for duties executed (hereinafter referred to as "Remuneration, Etc.") shall be determined by a resolution of the Shareholders' Meeting.	Article 29: Remuneration, Etc. Remuneration, bonuses and other financial benefits received by Directors from the Company as consideration for duties executed shall be determined by resolution of the Shareholders' Meeting by making a distinction between Directors who are Audit & Supervisory Committee members and other Directors.
Article 29: Agreement Limiting Liability of Outside Directors Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company may enter into an agreement to limit liability of Outside Directors with Outside Directors; provided however, that the maximum amount of liability for damages based on the agreement shall be the amount specified in relevant laws and regulations.	Article 30: Agreement Limiting Liability of Directors Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company may enter into an agreement to limit liability of Directors with Directors (excluding those who are Executive Directors, etc.); provided however, that the maximum amount of liability for damages based on the agreement shall be the amount specified in relevant laws and regulations.
Chapter V: Audit & Supervisory Board Members and Audit & Supervisory Board	<Delete>
Article 30: Number of Audit & Supervisory Board Members The number of Audit & Supervisory Board Members of the Company shall be no more than five (5).	<Delete>
Article 31: Election 1. Audit & Supervisory Board Members shall be elected at the Shareholders' Meeting. 2. A resolution to elect an Audit & Supervisory Board Member shall be passed by a majority vote of shareholders present at the Shareholders' Meeting and representing at least one third (1/3) of voting rights of the shareholders entitled to exercise their voting rights.	<Delete>
Article 32: Term of Office of Audit & Supervisory Board Members 1. The term of office of Audit & Supervisory Board	<Delete>

Members shall continue until the conclusion of the Ordinary Shareholders' Meeting for the last business year which ends within four (4) years from the time of their election. 2. The term of office of an Audit & Supervisory Board Member who has been elected to fill a vacancy shall be the same as the remaining term of office of the predecessor.	
Article 33: Audit & Supervisory Board 1. The Audit & Supervisory Board shall deliberate or determine important matters concerning the execution of duties by Audit & Supervisory Board Members. 2. A resolution of the Audit & Supervisory Board shall be adopted by a majority vote of the Audit & Supervisory Board Members, unless otherwise provided for in laws and regulations.	<Delete>
Article 34: Convocation 1. A notice of an Audit & Supervisory Board meeting shall be sent to each Audit & Supervisory Board Member not later than three (3) days prior to the scheduled date of meeting; provided, however, that this notice period may be shortened in the case of an emergency. 2. If the consent of all Audit & Supervisory Board Members is obtained, the Audit & Supervisory Board meeting may be held without taking the convocation procedures.	<Delete>
Article 35: Minutes A summary of the progress of the agenda of the Audit & Supervisory Board meeting and the results thereof and other matters provided for in laws and regulations shall be entered or recorded in the minutes, and Audit & Supervisory Board Members present at the meeting shall affix their names and seals or electronic signatures to it.	<Delete>
Article 36: Rules on Audit & Supervisory Board Matters concerning the Audit & Supervisory Board shall be subject to the rules on the Audit & Supervisory Board as adopted by the Audit & Supervisory Board, in addition to those provided for in laws and regulations and these Articles of Incorporation.	<Delete>
Article 37: Full-time Audit & Supervisory Board Members Full-time Audit & Supervisory Board Members shall be appointed by a resolution of the Audit & Supervisory Board.	<Delete>
Article 38: Remuneration, Etc. Remuneration, Etc. for Audit & Supervisory Board Members shall be determined by a resolution of the Shareholders' Meeting.	<Delete>
Article 39: Agreement Limiting Liability of Outside Audit & Supervisory Board Members Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company may enter into an agreement to limit the liability of Outside Audit & Supervisory Board Members with Outside Audit & Supervisory Board Members; provided however, that the maximum amount of liability for damages based on the agreement shall be the amount specified in relevant laws and regulations.	<Delete>
<Newly established> <Newly established>	Chapter V: Audit & Supervisory Committee Article 31: Audit & Supervisory Committee 1. The Audit & Supervisory Committee shall deliberate or determine important matters concerning the execution of duties by Audit & Supervisory Committee members. 2. A resolution of the Audit & Supervisory Committee shall

	be adopted by a majority vote of the Audit & Supervisory Committee members present who are entitled to exercise their votes, unless otherwise provided for in laws and regulations.
<Newly established>	Article 32: Convocation 1. A notice of an Audit & Supervisory Committee meeting shall be sent to each Audit & Supervisory Committee member not later than three (3) days prior to the scheduled date of meeting; provided, however, that this notice period may be shortened in the case of an emergency. 2. If the consent of all Audit & Supervisory Committee members is obtained, the Audit & Supervisory Committee meeting may be held without taking the convocation procedures.
<Newly established>	Article 33: Minutes A summary of the progress of the agenda of the Audit & Supervisory Committee meeting and the results thereof and other matters provided for in laws and regulations shall be entered or recorded in the minutes, and the Audit & Supervisory Committee members present at the meeting shall affix their names and seals or electronic signatures to it.
<Newly established>	Article 34: Rules on Audit & Supervisory Committee Matters concerning the Audit & Supervisory Committee shall be subject to the rules on the Audit & Supervisory Committee as adopted by the Audit & Supervisory Committee, in addition to those provided for in laws and regulations and these Articles of Incorporation.
<Newly established>	Article 35: Full-time Audit & Supervisory Committee Members Full-time Audit & Supervisory Committee members may be appointed by a resolution of the Audit & Supervisory Committee.
Chapter VI: Accounting	Chapter VI: Accounting
Article 40 through Article 43 (Omitted)	Article 36 through Article 39 (Unchanged)
<Newly established>	Supplementary Provisions (Transitional measures relating to agreements limiting liability of Outside Audit & Supervisory Board Members) Agreements to limit liability for damages in Article 423, Paragraph 1 of the Companies Act in relation to acts of Outside Audit & Supervisory Board Members (including those who were Outside Audit & Supervisory Board Members) before the conclusion of the 75th Ordinary Shareholders' Meeting shall still be as provided for in Article 39 of the Articles of Incorporation before the amendment by a resolution of the said Ordinary Shareholders' Meeting.