

# Kewpie Corporation

1-4-13 Shibuya, Shibuya-ku, Tokyo 150-0002, Japan Tel:03-3486-3331



(Translation)

January 25, 2017

Dear Sirs:

Name of the Company: Kewpie Corporation  
Representative: Minesaburo Miyake,  
Representative Director,  
President and Chief Executive  
Corporate Officer

(Code No. 2809; the first section of the Tokyo Stock Exchange)

Person to contact: Masato Shinohara,  
Corporate Officer and General  
Manager of Operation Promote  
Department

## Matters Concerning Controlling Shareholder, Etc.

It is hereby notified that with regard to Nakashimoto Co., Ltd., which is among the other associated companies of Kewpie Corporation (the "Company"), the matters concerning controlling shareholders, etc. are as described below:

### 1. Trade name, etc. of parent company, etc.:

(As of November 30, 2016)

Corporate name	Attribute	Ratio of voting rights (%)			Financial instruments exchange, etc. on which the issued shares are listed
		Direct holdings	Other holdings included	Total	
Nakashimoto Co., Ltd.	Other associated company	13.0	7.9	20.9	None

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2. Position of the Company in the corporate group of the parent company, etc. and the relationships between other listed companies and the parent company, etc.:

(1) Position of the Company in the corporate group of the parent company, etc. and its relationships of transactions, human resources and capitals with the parent company, etc. and other group companies:

Nakashimoto Co., Ltd. (Shibuya-ku, Tokyo, capital: ¥50 million, major business; sale of various processed foods; "Nakashimoto") is among the other associated companies of the Company and is the largest shareholder of the Company that holds 20.9% of its voting rights (including 7.9% thereof held indirectly).

The Company has transactions, including purchase of products, sales of products and merchandise and expense transactions, with Nakashimoto (the transaction amount for the year ended November 30, 2016 was ¥5,874 million), as well as a transaction of the leasing of real estate, etc. (the transaction amount for the year ended November 30, 2016 was ¥1,807 million) with Toka Co., Ltd. (which holds 7.9% of the voting rights of the Company), a wholly owned subsidiary of Nakashimoto.

With regard to the relationship of human resources, two of the officers of the Company concurrently serve as officers of Nakashimoto and the Company has sent some employees on loan to Nakashimoto.

(State of concurrent services of officers)

(As of November 30, 2016)

Title	Name	Title in the parent company, etc.	Reason for assumption of office
Chairman and Director	Amane Nakashima	President and Director	To exchange information on management, business, etc.
Representative Director, President and Chief Executive Corporate Officer	Minesaburo Miyake	Director (part-time)	To exchange information on management, business, etc.

(Note) Mr. Amane Nakashima also concurrently serves as Chairman and Director of Toka Co., Ltd.

(2) Constraints, risks and merits on/in the business of the Company for belonging to the corporate group of the parent company, etc. and impacts of its relationships of transactions, human resources and capitals with the parent company, etc. and its group companies on the management and business activities of the Company:

The Company understands that with regard to the relationships with Nakashimoto and its group companies, such factors may have no material impact on the operating results and

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financial positions of the Company's group.

- (3) Points of view about, and measures for, the maintenance of a certain level of independence from the parent company, etc. when constraints on the business of the Company for belonging to the corporate group of the parent company, etc. and/or impacts of its relationships of transactions, human resources and capitals with the parent company, etc. and its group companies on the management and business activities of the Company exist:

The Company and Nakashimoto, which is its largest shareholder, have a continuous and close relationship. However, all important matters on the management of the Company's group are determined by the Company itself, independently of any intention of Nakashimoto.

- (4) State of maintenance of a certain level of independence from the parent company, etc.:

The Company has no relation with Nakashimoto or Toka Co., Ltd. with regard to cash loans or guarantees of obligations. In addition, all transactions are determined individually upon consultation by reference to market prices, as with other transactions in general. Hence, the Company understands that it has maintained an appropriate level of independence from the parent company, etc.

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## 3. Matters concerning transactions with the parent company, etc. (from December 1, 2015 to November 30, 2016):

(Millions of yen)

Corporate name	Address	Capital stock	Principal business	Ratio of voting rights owned by the Company (owned in the Company)	Relationship		Transaction	Transaction amount	Account item	Ending balance
					Number of interlocking officers	Business relationship				
Nakashimoto Co., Ltd.	Shibuya-ku, Tokyo	50	Sales of various processed foods	Direct 11.6% Direct 13.0% Indirect 7.9%	2 officers	Purchase of products, sales of products and merchandise and payment of brand use fees	Purchase of products	383	Accounts payable - trade	52
							Sales of products and merchandise	57	Accounts receivable - trade	11
							Payment of brand use fees	720		
							Lease and rental of estate	10		
							Acquisition of treasury shares	4,701		

(Note) The transaction amounts do not include consumption taxes but the amounts of ending balance in the above table include consumption taxes.

The amounts stated above are shown by disregarding any fractions of one million yen.

The ratio of voting rights owned by the Company (owned in the Company) is stated by rounding to the nearest unit rounding up 1/2 or more of their respective units and rounding down the rest.

With regard to the acquisition of treasury shares, the Company, by resolution of its Board of Directors adopted on March 15, 2016, acquired 2,100,000 shares of common stock of the Company for 2,239 yen per share through a method of tender offer.

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