Note: This document has been translated from a part of the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.

(Securities Code: 1333)
June 5, 2018

To our shareholders:

Shigeru Ito,
President
Maruha Nichiro Corporation
2-20, Toyosu 3-chome, Koto-ku, Tokyo

Notice of the 74th Ordinary General Meeting of Shareholders

You are cordially invited to attend the 74th Ordinary General Meeting of Shareholders of Maruha Nichiro Corporation (the "Company"), which will be held as indicated below.

If you are unable to attend the meeting in person, please examine the attached Reference Documents for General Meeting of Shareholders and exercise your voting rights in one of the following ways by 5:00 p.m. on Tuesday, June 26, 2018 (JST).

[In the case of voting by post]

Please indicate "for" or "against" for each proposal on the enclosed voting form, and return it by post.

[In the case of voting via the internet]

Please refer to "Guide to Exercising Voting Rights via the Internet" (in Japanese only), follow the instructions on the screen and indicate "for" or "against" for each proposal.

1. Date and Time: Wednesday, June 27, 2018, at 10:00 a.m. (JST)

2. Venue: Mielparque Hall
5-20, Shibakoen 2-chome, Minato-ku, Tokyo

3. Purpose of the Meeting

Matters to be reported

1. The Business Report and the Consolidated Financial Statements for the 74th fiscal year (from April 1, 2017 to March 31, 2018), and the results of audits of the Consolidated Financial Statements by the financial auditor and the Audit & Supervisory Board
2. The Non-consolidated Financial Statements for the 74th fiscal year (from April 1, 2017 to March 31, 2018)

Matters to be resolved

Proposal No. 1: Appropriation of Surplus
Proposal No. 2: Election of Ten Directors
Proposal No. 3: Election of One Audit & Supervisory Board Member

- When you attend the meeting, you are kindly requested to submit the enclosed voting form at the reception of the meeting.
- The following items are posted on the Company's website (https://www.maruha-nichiro.co.jp/home.html) pursuant to relevant laws and regulations and Article 15 of the Company's Articles of Incorporation. These documents are thus not included in the attached documents.

  i) Notes to the Consolidated Financial Statements

  ii) Notes to the Non-consolidated Financial Statements

  The Consolidated Financial Statements and the Non-consolidated Financial Statements that were audited by the Audit & Supervisory Board Members and the financial auditor consist of the documents included in the documents attached to this notice of the General Meeting of Shareholders, as well as the notes to the Consolidated Financial Statements and the notes to the Non-consolidated Financial Statements posted on the Company's website (https://www.maruha-nichiro.co.jp/home.html).
- If any changes are made to items in the Business Report, the Consolidated Financial Statements, the Non-consolidated Financial Statements or the Reference Documents for General Meeting of Shareholders, such changes will be posted on the Company's website (https://www.maruha-nichiro.co.jp/home.html).

Reference Documents for General Meeting of Shareholders

Proposal No. 1: Appropriation of Surplus

The Company proposes the appropriation of surplus as follows.

Year-end dividends

In regard to the year-end dividends for the 74th fiscal year, taking into consideration matters including the performance for the fiscal year under review and future business development, the Company proposes to pay an ordinary dividend as outlined below.

(1) Type of dividend property

To be paid in cash.

(2) Allotment of dividend property and the aggregate amount thereof

The Company proposes to pay a dividend of ¥40 per share of common stock of the Company. In this event, the total dividends will be ¥2,105,260,240.

(3) Effective date of dividends of surplus

The effective date of dividends will be June 28, 2018.

Proposal No. 2: Election of Ten Directors

The terms of office of all nine Directors will expire at the conclusion of this meeting.

Therefore, the Company proposes the election of ten Directors.

The candidates for Director are as follows.

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
1	Shigeru Ito (November 11, 1949)	Apr. 1972 Joined the Company Apr. 1997 General Manager of Marine Products Trade Department No. 3 Jun. 2001 Director Apr. 2003 Managing Director Apr. 2004 Director of MARUHA GROUP INC. Apr. 2004 Managing Executive Officer Apr. 2005 Executive Managing Director of the Company Jun. 2005 Senior Managing Executive Officer of MARUHA GROUP INC. Apr. 2008 President and Representative Director of Maruha Nichiro Seafoods, Inc. Apr. 2010 Executive Vice President and Representative Director of Maruha Nichiro Holdings, Inc. Apr. 2014 President and Representative Director of the Company (current position)	6,700
[Reasons for nomination as candidate for Director] Since joining the Company, Shigeru Ito has primarily been engaged in the marine products business and, after holding positions such as General Manager of Marine Products Trade Department No. 3, he served as Director of the Company from June 2001, President and Representative Director of Maruha Nichiro Seafoods, Inc. from April 2008, Executive Vice President and Representative Director of Maruha Nichiro Holdings, Inc. from April 2010, and President and Representative Director of the Company (current position) from April 2014. The Company once again nominates him as a candidate for Director having deemed that he has abundant work experience at the Company and the knowledge and capability necessary to appropriately and impartially supervise general management, global business management, and administrative work.		

<table>
<tr><th>Candidate No.</th><th>Name
(Date of birth)</th><th>Career summary, and position and responsibility in the Company
(Significant concurrent positions outside the Company)</th><th>Number of the Company's shares owned</th></tr>
<tr><td>2</td><td>Junichiro Yoneoka
(May 7, 1954)</td><td>Apr. 1978 Joined the Company
Apr. 2001 General Manager of Marine Products Trade Department No. 2
Jun. 2004 Executive Officer
Apr. 2005 President of Maruha Capital Investment, Inc.
Jun. 2005 Director of the Company
Apr. 2008 Managing Director of Maruha Nichiro Seafoods, Inc.
Apr. 2011 Executive Managing Director
Apr. 2014 Representative Executive Managing Director of the Company
Apr. 2016 Senior Managing Executive Officer
Jun. 2016 Representative Director (current position)
Apr. 2018 Executive Vice President (current position)
Responsibility
Supervisor of Food Division, Consumer Frozen Foods Business Unit, Consumer Processed Foods Business Unit, Institutional Foods Business Unit, Foods & Fine Chemicals Unit, Marketing Department, Business Administration Department, Regional Branches (Hokkaido, Tohoku, Kanto, Chubu, Kansai, Chugoku Shikoku, Kyushu), Extensive Area Sales Department</td><td>5,600</td></tr>
<tr><td colspan="4">[Reasons for nomination as candidate for Director]
Since joining the Company, Junichiro Yoneoka has primarily been engaged in the marine products business and, after holding positions such as General Manager of Marine Products Trade Department No. 2, he served as President of Maruha Capital Investment, Inc. from April 2005, Director of the Company from June 2005, Executive Managing Director of Maruha Nichiro Seafoods, Inc. from April 2011, Representative Executive Managing Director of the Company from April 2014, Senior Managing Executive Officer from April 2016, Representative Director (current position) from June 2016, and Executive Vice President (current position) from April 2018. The Company once again nominates him as a candidate for Director having deemed that he has abundant work experience at the Company and the knowledge and capability necessary to appropriately and impartially supervise general management and global business management.</td></tr>
<tr><td>3</td><td>Jun Watanabe
(March 30, 1955)</td><td>Apr. 1977 Joined The Industrial Bank of Japan, Limited
Jun. 2004 General Manager of Corporate Banking Division No. 16 of Mizuho Corporate Bank, Ltd.
Apr. 2007 Managing Executive Officer
Apr. 2008 Executive Vice President and Representative Director of Maruha Nichiro Seafoods, Inc.
Jun. 2008 Director of Maruha Nichiro Holdings, Inc.
Jun. 2008 Executive Officer
Apr. 2014 Executive Managing Director of the Company
Apr. 2016 Senior Managing Executive Officer (current position)
Jun. 2016 Director (current position)
Responsibility
Corporate Planning Department, Logistics Department, Unit Director of Logistics Unit</td><td>6,300</td></tr>
<tr><td colspan="4">[Reasons for nomination as candidate for Director]
Jun Watanabe joined The Industrial Bank of Japan, Limited in April 1977 after which he served as Executive Vice President and Representative Director of Maruha Nichiro Seafoods, Inc. from April 2008, Director of Maruha Nichiro Holdings, Inc. from June 2008, Executive Managing Director of the Company from April 2014, Senior Managing Executive Officer (current position) from April 2016, and Director (current position) from June 2016. The Company once again nominates him as a candidate for Director having deemed that he has abundant work experience at the Company and at financial institutions and the knowledge and capability necessary to appropriately and impartially supervise general management, business management, and administrative work.</td></tr>
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<tr><th>Candidate No.</th><th>Name
(Date of birth)</th><th>Career summary, and position and responsibility in the Company
(Significant concurrent positions outside the Company)</th><th>Number of the Company's shares owned</th></tr>
<tr><td>4</td><td>Naoki Oshikubo
(February 27, 1958)</td><td>Apr. 1980 Joined The Norinchukin Bank
Apr. 2000 General Manager of Oita Branch
Jun. 2006 Secretarial Manager
Jun. 2008 General Manager of General Affairs Department
Jun. 2009 Managing Director
Jun. 2013 Director of Maruha Nichiro Holdings, Inc.
Jun. 2013 Executive Officer
Jun. 2013 Executive Vice President and Representative Director of Maruha Nichiro Foods, Inc.
Apr. 2014 Executive Managing Director of the Company
Apr. 2016 Senior Managing Executive Officer (current position)
Jun. 2016 Director (current position)
Responsibility
Risk Management Department, Quality Assurance Department, Consumer Relations Center, Central Research Institute</td><td>6,300</td></tr>
<tr><td colspan="4">[Reasons for nomination as candidate for Director]
Naoki Oshikubo joined The Norinchukin Bank in April 1980, after which he served as Director of Maruha Nichiro Holdings, Inc. and Executive Vice President and Representative Director of Maruha Nichiro Foods, Inc. from June 2013, Executive Managing Director of the Company from April 2014, Senior Managing Executive Officer (current position) from April 2016, and Director (current position) from June 2016. The Company once again nominates him as a candidate for Director having deemed that he has abundant work experience at the Company and at a financial institution and the knowledge and capability necessary to appropriately and impartially supervise general management and administrative work.</td></tr>
<tr><td>5</td><td>Masayuki Nakajima
(May 14, 1956)</td><td>Apr. 1980 Joined the Company
Apr. 2004 General Manager of Marine Products Sales Department
Apr. 2008 Executive Officer of Maruha Nichiro Seafoods, Inc.
Apr. 2009 Director
Apr. 2011 Managing Director
Apr. 2014 Managing Director of the Company
Apr. 2016 Executive Managing Director
Apr. 2016 Senior Managing Executive Officer (current position)
Jun. 2016 Director (current position)
Responsibility
Supervisor of Marine Products Division, Fishery & Aquaculture Unit, Marine Products Trading Unit, Marine Products Wholesaling Unit, Meat and Products Trading Unit, Overseas Business Unit, North America Operations Unit, Kanto Regional Marine Products Sales Department</td><td>3,500</td></tr>
<tr><td colspan="4">[Reasons for nomination as candidate for Director]
Since joining the Company, Masayuki Nakajima has primarily been engaged in the marine products business and, after holding positions such as General Manager of Marine Products Sales Department, he served as Director of Maruha Nichiro Seafoods, Inc. from April 2009, Managing Director of Maruha Nichiro Seafoods, Inc. from April 2011, Managing Director of the Company from April 2014, Executive Managing Director and Senior Managing Executive Officer (current position) from April 2016, and Director (current position) from June 2016. The Company once again nominates him as a candidate for Director having deemed that he has abundant work experience at the Company and the knowledge and capability necessary to appropriately and impartially supervise general management and business management.</td></tr>
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<tr><th>Candidate No.</th><th>Name
(Date of birth)</th><th>Career summary, and position and responsibility in the Company
(Significant concurrent positions outside the Company)</th><th>Number of the Company's shares owned</th></tr>
<tr><td rowspan="2">6</td><td rowspan="2">Masato Tajima
(August 13, 1953)</td><td>Apr. 1972 Joined Nichiro Gyogyo Kaisha, Ltd.
Apr. 2007 General Manager of Tohoku Regional Branch
Apr. 2008 General Manager of Tohoku Regional Branch of Maruha Nichiro Foods, Inc.
Apr. 2009 General Manager of Institutional Foods Department
Apr. 2010 Executive Officer
Apr. 2011 Director
Apr. 2014 Managing Director of the Company
Apr. 2016 Managing Executive Officer
Jun. 2016 Director (current position)
Apr. 2018 Senior Managing Executive Officer (current position)
Responsibility
Production Management Department, Plants (Yu-bari, Shin-Ishinomaki, Shirataka, Oh-e, Utsunomiya, Gunma, Hiroshima, and Shimonoseki) , Unit Director of Consumer Frozen Foods Business Unit</td><td>3,700</td></tr>
<tr><td colspan="3">[Reasons for nomination as candidate for Director]
Since joining the Company, Masato Tajima has primarily been engaged in the food business and, after holding positions such as General Manager of Tohoku Regional Branch of Nichiro Corporation, he served as Director of Maruha Nichiro Foods, Inc. from April 2011, Managing Director of the Company from April 2014, Managing Executive Officer from April 2016, Director (current position) from June 2016, and Senior Managing Executive Officer (current position) from April 2018. The Company once again nominates him as a candidate for Director having deemed that he has abundant work experience at the Company and the knowledge and capability necessary to appropriately and impartially supervise general management and business management.</td></tr>
<tr><td rowspan="2">7</td><td rowspan="2">Masaru Ikemi
(December 22, 1957)</td><td>Apr. 1981 Joined the Company
Apr. 2008 General Manager of Overseas Operations Department of Maruha Nichiro Foods, Inc.
Apr. 2009 General Manager of Overseas Business Coordination Department of Maruha Nichiro Holdings, Inc.
Apr. 2011 Executive Officer
Apr. 2014 Executive Officer of the Company
Jun. 2014 Director
Apr. 2017 Managing Executive Officer (current position)
Jun. 2017 Director (current position)
Responsibility
General Affairs Department, Personnel Department, Investor Relations & Public Relations Department, Accounting Department, Finance Department, Internal Auditing Department</td><td>2,000</td></tr>
<tr><td colspan="3">[Reasons for nomination as candidate for Director]
Since joining the Company, Masaru Ikemi has primarily been engaged in the overseas business and, after holding positions such as General Manager of Overseas Operations Department of Maruha Nichiro Foods, Inc., he served as Director of the Company from June 2014 to June 2016, Managing Executive Officer (current position) from April 2017 and Director (current position) from June 2017. The Company nominates him as a candidate for Director having deemed that he has abundant work experience at the Company and the knowledge and capability necessary to appropriately and impartially supervise general management, global business management, and administrative work.</td></tr>
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<table>
<tr><th>Candidate No.</th><th>Name
(Date of birth)</th><th>Career summary, and position and responsibility in the Company
(Significant concurrent positions outside the Company)</th><th>Number of the Company's shares owned</th></tr>
<tr><td>8*</td><td>Osamu Momiyama
(January 28, 1959)</td><td>Apr. 1981 Joined the Company
Apr. 2004 General Manager of Marine Products Trade Department No. 2
Apr. 2009 Executive Officer of Maruha Nichiro Seafoods, Inc.
Apr. 2012 Director
Apr. 2014 Executive Officer of the Company
Jun. 2014 Director
Apr. 2018 Managing Executive Officer (current position)
Responsibility
Unit Director of Marine Products Trading Unit, Unit Director of Marine Products Wholesaling Unit, Unit Director of Overseas Business Unit</td><td>3,000</td></tr>
<tr><td colspan="4">[Reasons for nomination as candidate for Director]
Since joining the Company, Osamu Momiyama has primarily been engaged in the marine products business and, after holding positions such as General Manager of Marine Products Trade Department No. 2, he served as Director of the Company from June 2014 to June 2016, and Managing Executive Officer (current position) from April 2018. The Company nominates him as a candidate for Director having deemed that he has abundant work experience at the Company and the knowledge and capability necessary to appropriately and impartially supervise general management and business management.</td></tr>
<tr><td>9</td><td>Yoshiro Nakabe
(April 11, 1958)</td><td>Apr. 1982 Joined The Mitsubishi Trust and Banking Corporation
Aug. 1987 Joined Daitoh Trading Co., Ltd.
Jun. 1988 Director
Jul. 1989 Representative Managing Director
Sep. 1997 Representative Executive Managing Director
Jun. 2000 President and Representative Director (current position)
Jun. 2006 Outside Audit & Supervisory Board Member of MARUHA GROUP INC.
Jun. 2009 Outside Director
Apr. 2014 Outside Director of the Company (current position)
Significant concurrent positions outside the Company
President and Representative Director of Daitoh Trading Co., Ltd.</td><td>300</td></tr>
<tr><td colspan="4">[Reasons for nomination as candidate for outside Director]
Yoshiro Nakabe has knowledge of corporate management gained as President and Representative Director of Daitoh Trading Co., Ltd. (current position), and the Company deems that he will contribute to the Company's corporate governance and group management by providing opinions, based on abundant experience and exceptional insight, concerning group management from a perspective that differs from an inside Director. Accordingly, the Company once again nominates him as a candidate for outside Director.
He is currently an outside Director of the Company, and at the conclusion of this meeting, his tenure as an officer since becoming an outside Audit & Supervisory Board Member of MARUHA GROUP INC. will have been twelve years.</td></tr>
</table>

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
10	Somuku Iimura (April 14, 1953)	Apr. 1986 Registered as an attorney at law Apr. 1986 Joined Masuda & Ejiri Oct. 1988 Transferred to Rogers & Wells in U.S. (current Clifford Chance LLP) Jul. 1991 Returned to Masuda & Ejiri Jan. 1992 Partner Jul. 2007 Joined Nishimura & Asahi Jul. 2007 Partner (current position) Jun. 2014 Outside Director of the Company (current position) Jun. 2016 External Audit & Supervisory Board Member of Yamada Denki Co., Ltd. (current position) Feb. 2017 Outside Corporate Auditor of NACHI-FUJIKOSHI CORP. (current position) Significant concurrent positions outside the Company External Audit & Supervisory Board Member of Yamada Denki Co., Ltd. Outside Corporate Auditor of NACHI-FUJIKOSHI CORP.	0

[Reasons for nomination as candidate for outside Director]

Somuku Iimura has knowledge of legal compliance gained as an attorney, and the Company deems that he will contribute, from a fair and neutral standpoint, to the Company's corporate governance and group management by providing opinions, based on abundant experience and exceptional insight, concerning group management from a perspective that differs from an inside Director. Accordingly, the Company once again nominates him as a candidate for outside Director.
He has never been directly involved in the management of a company. However, the Company judges he will appropriately fulfill his duties as an outside Director based on the above reasons.
He is currently an outside Director of the Company, and at the conclusion of this meeting, his tenure as outside Director will have been four years.

(Notes)
1. New candidates for Director are indicated by an asterisk (*).
2. There is no special interest between any of the candidates and the Company.
3. Yoshiro Nakabe and Somuku Iimura are candidates for outside Director. The Company appointed Yoshiro Nakabe and Somuku Iimura as independent officers provided for under the provisions of the Tokyo Stock Exchange and registered the individuals as such with that exchange.
4. Pursuant to Article 427, paragraph 1 of the Companies Act, the Company has entered into an agreement with Yoshiro Nakabe to limit his liability for damages under Article 423, paragraph 1 of the Companies Act. The maximum amount of liability for damages under this agreement is the minimum liability amount provided for under laws and regulations. If he is reelected and assumes office as an outside Director, said agreement will continue to be in effect.

   Pursuant to Article 427, paragraph 1 of the Companies Act, the Company has entered into an agreement with Somuku Iimura to limit his liability for damages under Article 423, paragraph 1 of the Companies Act. The maximum amount of liability for damages under this agreement is the minimum liability amount provided for under laws and regulations. If he is reelected and assumes office as an outside Director, said agreement will continue to be in effect.

Proposal No. 3: Election of One Audit & Supervisory Board Member

The terms of office of Audit & Supervisory Board Member Hiroyuki Shimizu will expire at the conclusion of this meeting.

Therefore, the Company proposes the election of one Audit & Supervisory Board Member.

The candidate for Audit & Supervisory Board Member is as follows.

The consent of the Audit & Supervisory Board has been obtained for the submission of this proposal.

Name (Date of birth)	Career summary and position in the Company (Significant concurrent positions outside the Company)		Number of the Company's shares owned
Hiroyuki Shimizu (February 10, 1958)	Apr. 1980	Joined The Long-Term Credit Bank of Japan, Limited	700
	Jan. 1999	Joined The Mitsubishi Trust and Banking Corporation	
	Jun. 2004	General Manager of Structured Finance Division II	
	Jun. 2008	Executive Officer	
	Jun. 2013	Representative Director and Deputy President of MU Trust Apple Planning Company, Ltd.	
	Jun. 2014	Audit & Supervisory Board Member of the Company (current position)	
[Reasons for nomination as candidate for outside Audit & Supervisory Board Member] Hiroyuki Shimizu has expertise regarding financial accounting including many years of experience at financial institutions and abundant knowledge. Based on this, the Company deems that he is capable of properly executing the duties of an outside Audit & Supervisory Board Member and, accordingly, once again nominates him as a candidate for outside Audit & Supervisory Board Member. He is currently an outside Audit & Supervisory Board Member of the Company, and at the conclusion of this meeting, his tenure as outside Audit & Supervisory Board Member will have been four years.			

(Notes) 1. There is no special interest between the candidate and the Company.

2. Hiroyuki Shimizu is a candidate for outside Audit & Supervisory Board Member.

3. Within the past five years, Hiroyuki Shimizu served until May 2013 as an Executive Officer at Mitsubishi UFJ Trust and Banking Corporation, which is a specified affiliated business operator of the Company.