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Securities identification code: 7451  
June 5, 2018

To our shareholders:

Toru Moriyama  
Representative Director  
**Mitsubishi Shokuhin Co., Ltd.**  
1-1, Heiwajima 6-chome, Ota-ku Tokyo

## **NOTICE OF 2018 ORDINARY GENERAL MEETING OF SHAREHOLDERS**

You are cordially invited to attend the Ordinary General Meeting of Shareholders of Mitsubishi Shokuhin Co., Ltd. (the “Company”) for the fiscal year ended March 31, 2018, which will be held as described below.

If you are unable to attend the meeting in person, you may exercise your voting rights by postal mail or by the Internet, etc. Please exercise your voting rights after reviewing the attached Reference Documents for the General Meeting of Shareholders, by 5:30 p.m., Friday, June 22, 2018 (Japan Standard Time).

- 1. Date and Time:** Monday, June 25, 2018 at 10:00 a.m. (Japan Standard Time)  
(Reception begins at 9:00 a.m.)
- 2. Venue:** Tokyo Ryutsu Center, Annex, 9th Floor, Meeting Room of the Company  
1-1, Heiwajima 6-chome, Ota-ku, Tokyo, Japan

**3. Purposes:**

**Items to be reported:**

1. Business Report and Consolidated Financial Statements for the fiscal year ended March 31, 2018 (from April 1, 2017 to March 31, 2018), as well as the results of audit of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board
2. Non-Consolidated Financial Statements for the fiscal year ended March 31, 2018 (from April 1, 2017 to March 31, 2018)

**Items to be resolved:**

- Proposal 1:** Appropriation of surplus
- Proposal 2:** Election of ten (10) Directors

## Reference Documents for the General Meeting of Shareholders

### Proposals and Reference Matters

#### Proposal 1: Appropriation of surplus

Based on the dividend policy to “Continue to offer a stable dividend of no less than 50 yen annually,” as set forth in “Management Policy 2020,” and considering the Company’s business results and financial condition, the Company proposes year-end dividends as follows.

The Company will seek to improve financial performance by utilizing internal reserves to both further fortify our corporate structure and as funds for future business expansion.

##### 1. Matters related to year-end dividends

###### (1) Type of dividend property

Cash

###### (2) Allocation of dividend property and total amount thereof

25 yen per common share of the Company

Total amount of dividends: 1,428,444,100 yen

###### (3) Effective date of distribution of dividends of surplus

June 26, 2018

##### 2. Matters related to other appropriation of surplus

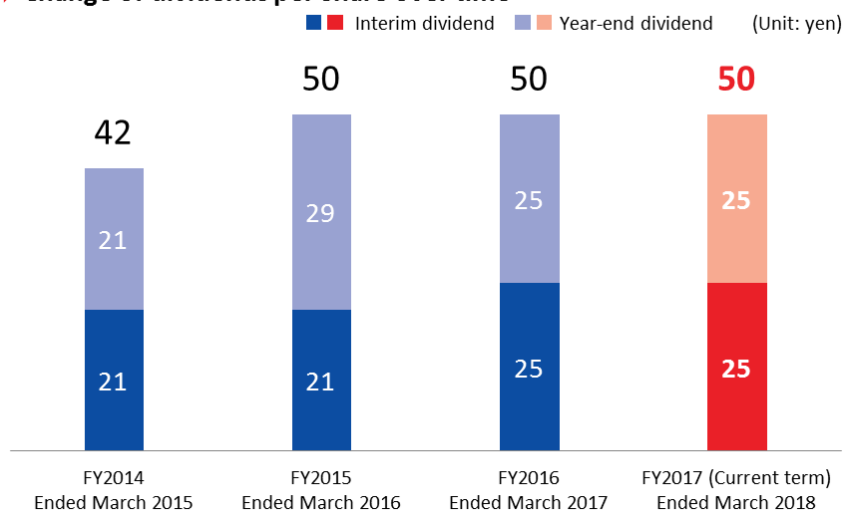
###### (1) Item of surplus to be increased and amount of increase thereof

General reserve: 7,500,000,000 yen

###### (2) Item of surplus to be decreased and amount of decrease thereof

Retained earnings brought forward: 7,500,000,000 yen

#### ► Change of dividends per share over time



**Proposal 2: Election of ten (10) Directors**

The terms of office of all ten (10) current Directors will expire at the conclusion of this meeting.

Therefore, the Company requests the election of ten (10) Directors in accordance with the Company's policy for selecting candidates for Director.

The candidates for Director are as follows:

Candidate No.	Name	Current position and responsibilities	Reelection / New election	Years in position
1	Toru Moriyama (63)	President and Chief Executive Officer	Reelection	2
2	Daiichiro Suzuki (61)	Chief Financial Officer, Chief Operating Officer, Corporate Staff Section	Reelection	5
3	Toshiki Furuya (60)	Chief Operating Officer, Confectionery Business Division	Reelection	3
4	Yoshihiko Sugiyama (61)	In charge of Trade	Reelection	2
5	Koichi Enomoto (56)	Chief Operating Officer, Corporate Staff Section, Corporate Administration, Legal & Human Resources (concurrently) Chief Compliance Officer (concurrently) Division COO, Corporate Planning Division	Reelection	2
6	Shinsaku Mori (60)	General Manager, Kansai Branch	Reelection	1
7	Takashi Onose (60)	Chief Operating Officer, Frozen and Chilled Foods Business Division	Reelection	1
8	Nodoka Yamasaki (57)	Senior Vice President, Division COO, Living Essential Distribution Division, Mitsubishi Corporation	New election	-
9	Tamaki Kakizaki (57)	Professor, School of Law, Meiji University	Reelection Outside Independent	2
10	Nobuyuki Teshima (56)	Professor, School of Commerce, Senshu University	Reelection Outside Independent	2

(Notes) 1. The Company has entered into limited liability agreements with Tamaki Kakizaki and Nobuyuki Teshima in accordance with Article 427, Paragraph 1 of the Companies Act. In the case that their reelection is approved, the Company intends to keep those agreements with both in force.

The details of the limited liability agreements are as follows:

Concerning the liability per Article 423, Paragraph 1 of the Companies Act

- 1) If they are performing their duties in good faith and are not grossly negligent
  - 2) The amount of damages paid to the Company shall be limited to the minimum liability set forth in Article 425, Paragraph 1 of the Companies Act.
2. Tamaki Kakizaki and Nobuyuki Teshima are candidates for Independent Directors pursuant to the regulations of Tokyo Stock Exchange, Inc.

Candidate No.	Name (Date of birth)	Career summary, position and responsibilities at the Company	Number of the Company's shares owned
1	<p>Toru Moriyama (August 9, 1954)</p> <p>Reelection</p> <p>Board of Directors Meeting Attendance in FY2017 15/15 Meetings</p>	<p>Apr. 1977      Joined Mitsubishi Corporation</p> <p>Apr. 2001      Unit Manager, Marine Products Unit, Foods (Products) Division, Mitsubishi Corporation</p> <p>Apr. 2004      General Manager, Living Essentials Group of Chubu Branch, Mitsubishi Corporation</p> <p>Sept. 2005      Executive Officer, Lawson, Inc.</p> <p>May 2006      Director, Senior Executive Vice President, Lawson, Inc.</p> <p>Apr. 2008      Senior Vice President, Mitsubishi Corporation</p> <p>Apr. 2009      Senior Vice President, Senior Assistant to Group CEO, Living Essentials Group (Next Generation Business Development Charge), Mitsubishi Corporation</p> <p>Apr. 2010      Executive Vice President, Group COO, Living Essentials Group, Mitsubishi Corporation</p> <p>Apr. 2011      Executive Vice President, Group CEO, Living Essentials Group, Mitsubishi Corporation</p> <p>June 2011      Outside Director, the Company</p> <p>Mar. 2013      Resigned from being Outside Director, the Company</p> <p>Apr. 2013      Executive Vice President, Regional CEO, Asia &amp; Oceania, Mitsubishi Corporation</p> <p>Apr. 2016      President and Chief Executive Officer, the Company</p> <p>June 2016      Representative Director, President and Chief Executive Officer, the Company (present position)</p> <p>Significant concurrent positions outside the Company No significant concurrent positions outside the Company.</p>	2,900 shares
<p>Reasons for nomination as candidate for Director</p> <p>Toru Moriyama has a wealth of managing experience as Executive Vice President and Group CEO of Living Essentials Group in our parent company Mitsubishi Corporation, and insight regarding general administration of trading companies as well as global business administration. He has served as President and Chief Executive Officer of the Company since FY2016 and has insight about general administration, business administration and operational management in the food distribution industry. Therefore, the Company has again selected Toru Moriyama as a candidate for Director.</p>			
<p>Special interest between the candidate and the Company</p> <p>There is no special interest between Toru Moriyama and the Company.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibilities at the Company		Number of the Company's shares owned
2	Daiichiro Suzuki (August 29, 1956)  Reelection  Board of Directors Meeting Attendance in FY2017 15/15 Meetings	Apr. 1979	Joined Mitsubishi Corporation	2,200 shares
		May 2008	Group Controller, Industrial Finance, Logistics & Development Group Controller Office, Mitsubishi Corporation	
		Apr. 2010	General Manager, Group Administration Department, Industrial Finance, Logistics & Development Group, Mitsubishi Corporation	
		Apr. 2011	President, Mitsubishi Corporation Financial & Management Services (Japan) Ltd.	
		Apr. 2013	Managing Executive Officer, Chief Financial Officer, Chief Operating Officer, Corporate Staff Section, (concurrently) Chief Compliance Officer, the Company	
		June 2013	Director, (concurrently) Managing Executive Officer, Chief Financial Officer, Chief Operating Officer, Corporate Staff Section, (concurrently) Chief Compliance Officer, the Company	
		Apr. 2016	Director, (concurrently) Managing Executive Officer, Chief Financial Officer, Corporate Staff Section, the Company (present position)	
		Significant concurrent positions outside the Company		
		No significant concurrent positions outside the Company.		
		Reasons for nomination as candidate for Director Having been primarily engaged in management of finances and accounting as General Manager of the Group Administration Department of the Industrial Finance, Logistics & Development Group, etc. at our parent company Mitsubishi Corporation, Daiichiro Suzuki possesses an abundance of business experience as well as insight for management. He currently works as Managing Executive Officer and Chief Financial Officer (CFO) of the Company's Corporate Staff Section, and he has insight regarding general administration and operational management of food distribution industry. Therefore, the Company has again selected Daiichiro Suzuki as a candidate for Director.		
Special interest between the candidate and the Company There is no special interest between Daiichiro Suzuki and the Company.				

Candidate No.	Name (Date of birth)	Career summary, position and responsibilities at the Company		Number of the Company's shares owned
3	Toshiki Furuya (September 16, 1957)  Reelection  Board of Directors Meeting Attendance in FY2017 15/15 Meetings	Apr. 1981	Joined Mitsubishi Corporation	2,500 shares
		Apr. 2006	Unit Manager, Confectionery & Pet Foods Unit, Foods (Products) Division, Mitsubishi Corporation	
		Apr. 2008	Unit Manager, Processed Foods B Unit, Foods (Products) Division, Mitsubishi Corporation	
		Apr. 2013	Deputy Division COO, Foods (Products), Retail & Healthcare Division, Mitsubishi Corporation	
		Apr. 2014	Executive Officer, Chief Operating Officer, Confectionery Business Division, the Company	
		Apr. 2015	Managing Executive Officer, Chief Operating Officer, Confectionery Business Division, the Company	
		June 2015	Director, (concurrently) Managing Executive Officer, Chief Operating Officer, Confectionery Business Division, the Company (present position)	
		Significant concurrent positions outside the Company No significant concurrent positions outside the Company.		
	Reasons for nomination as candidate for Director Having been primarily engaged in food-related operations and having worked as Deputy Division COO of the Foods (Products), Retail & Healthcare Division at our parent company Mitsubishi Corporation, Toshiki Furuya possesses an abundance of business experience as well as insight for management. He currently works as Managing Executive Officer, and COO of the Confectionery Business Division of the Company, and he has insight regarding general administration and operational management in the food distribution industry. Therefore the Company has again selected Toshiki Furuya as a candidate for Director.			
	Special interest between the candidate and the Company There is no special interest between Toshiki Furuya and the Company.			

Candidate No.	Name (Date of birth)	Career summary, position and responsibilities at the Company		Number of the Company's shares owned
4	Yoshihiko Sugiyama (September 8, 1956)  Reelection  Board of Directors Meeting Attendance in FY2017 15/15 Meetings	Apr. 1980	Joined Mitsubishi Corporation	1,400 shares
		Apr. 1997	General Manager, Foods Department, Mitsubishi Corporation (Shanghai) Ltd.	
		May 2005	President, Alliance Network Corporation	
		Apr. 2012	General Manager, Overseas Business Department, Development Division, the Company	
		Apr. 2013	Division COO, Overseas Business Division, the Company	
		Apr. 2014	Executive Officer, Division COO, Products Division, (concurrently) Division COO, Products Development Division, the Company	
		Apr. 2015	Managing Executive Officer, Chief Operating Officer, Processed Foods Business Division, the Company	
		June 2016	Director, (concurrently) Managing Executive Officer, Chief Operating Officer, Processed Foods Business Division, the Company	
		Apr. 2018	Director, (concurrently) Managing Executive Officer, in charge of Trade, the Company (present position)	
		Significant concurrent positions outside the Company No significant concurrent positions outside the Company.		
Reasons for nomination as candidate for Director Having been engaged in the food-related operations, primarily in processed foods, at our parent company Mitsubishi Corporation, Yoshihiko Sugiyama possesses an abundance of business experience as well as insight for management. He currently works as Managing Executive Officer and in charge of Trade of the Company, and he has insight regarding general administration and operational management in the food distribution industry. Therefore the Company has again selected Yoshihiko Sugiyama as a candidate for Director.				
Special interest between the candidate and the Company There is no special interest between Yoshihiko Sugiyama and the Company.				

Candidate No.	Name (Date of birth)	Career summary, position and responsibilities at the Company		Number of the Company's shares owned
5	Koichi Enomoto (December 18, 1961)  Reelection  Board of Directors Meeting Attendance in FY2017 15/15 Meetings	Apr. 1984	Joined Mitsubishi Corporation	0 shares
		Apr. 2012	General Manager, Corporate Planning Department, the Company	
		Apr. 2013	Division COO, Corporate Planning Division, the Company	
		Apr. 2014	Executive Officer, Division COO, Corporate Planning Division, the Company	
		Apr. 2016	Managing Executive Officer, Chief Operating Officer, Corporate Staff Section, Corporate Administration, Legal & Human Resources, (concurrently) Chief Compliance Officer, (concurrently) Division COO, Corporate Planning Division, the Company	
		June 2016	Director, (concurrently) Managing Executive Officer, Chief Operating Officer, Corporate Staff Section, Corporate Administration, Legal & Human Resources, (concurrently) Chief Compliance Officer, (concurrently) Division COO, Corporate Planning Division, the Company (present position)	
		Significant concurrent positions outside the Company No significant concurrent positions outside the Company.		
Reasons for nomination as candidate for Director Having been primarily engaged in policy planning and execution in the Living Essentials area at our parent company Mitsubishi Corporation, Koichi Enomoto possesses an abundance of business experience as well as insight for management. He currently works as Managing Executive Officer, COO of Corporate Staff Section and Corporate Administration (Legal & Human Resources), Chief Compliance Officer and Division COO of the Corporate Planning Division of the Company. Because of his insight regarding general administration and operational management in the food distribution industry, the Company has again selected Koichi Enomoto as a candidate for Director.				
Special interest between the candidate and the Company There is no special interest between Koichi Enomoto and the Company.				



Candidate No.	Name (Date of birth)	Career summary, position and responsibilities at the Company		Number of the Company's shares owned
6	Shinsaku Mori (May 1, 1958)  Reelection  Board of Directors Meeting Attendance in FY2017 12/12 Meetings	Apr. 1983	Joined Mitsubishi Corporation	200 shares
		Sept. 1994	President, SESMARK FOODS, INC. (U.S.A.)	
		July 2001	Senior Unit Manager, Grain Products Unit, Grain & Oilseeds Dept., Mitsubishi Corporation	
		Apr. 2004	President, TH Foods, Inc., (U.S.A.)	
		Mar. 2009	Unit Manager, Produce Unit, Foods (Commodity) Division, Mitsubishi Corporation	
		Apr. 2011	General Manager, Foods (Products) Department, Kansai Branch, Mitsubishi Corporation	
		Apr. 2015	Executive Officer, Chief Operating Officer, Liquor Business Division, the Company	
		Apr. 2017	Managing Executive Officer, Chief Operating Officer, Liquor Business Division, the Company	
		June 2017	Director, (concurrently) Managing Executive Officer, Chief Operating Officer, Liquor Business Division, the Company	
		Apr. 2018	Director, (concurrently) Managing Executive Officer, General Manager, Kansai Branch, the Company (present position)	
Significant concurrent positions outside the Company No significant concurrent positions outside the Company.				
Reasons for nomination as candidate for Director Having been engaged in food-related operations, primarily agricultural produce and its processed goods, at our parent company Mitsubishi Corporation, Shinsaku Mori possesses an abundance of business experience as well as insight for management. He currently works as Managing Executive Officer and General Manager of Kansai Branch of the Company, and he has insight regarding general administration and operational management in the food distribution industry. Therefore the Company has again selected Shinsaku Mori as a candidate for Director.				
Special interest between the candidate and the Company There is no special interest between Shinsaku Mori and the Company.				

Candidate No.	Name (Date of birth)	Career summary, position and responsibilities at the Company		Number of the Company's shares owned
7	Takashi Onose (May 26, 1958)  Reelection  Board of Directors Meeting Attendance in FY2017 12/12 Meetings	Apr. 1981	Joined Mitsubishi Corporation	500 shares
		Nov. 2011	General Manager, Strategy and Planning Office, Food (Products) Division, Mitsubishi Corporation	
		Apr. 2013	General Manager, Processed Foods B Dept., Retail & Healthcare Division, Mitsubishi Corporation	
		Apr. 2014	General Manager, Processed Foods Dept., Living Essential Products Div., Mitsubishi Corporation	
		Apr. 2015	Executive Officer, Division COO, Products Division, (concurrently) Division COO, Products Development Division, the Company	
		Apr. 2016	Executive Officer, Chief Operating Officer, Frozen and Chilled Foods Business Division, the Company	
		Apr. 2017	Managing Executive Officer, Chief Operating Officer, Frozen and Chilled Foods Business Division, the Company	
		June 2017	Director, (concurrently) Managing Executive Officer, Chief Operating Officer, Frozen and Chilled Foods Business Division, the Company (present position)	
		Significant concurrent positions outside the Company		
		No significant concurrent positions outside the Company.		
Reasons for nomination as candidate for Director Having been engaged in the food-related operations, primarily in processed foods, at our parent company Mitsubishi Corporation, Takashi Onose possesses an abundance of business experience as well as insight for management. He currently works as Managing Executive Officer, and COO of the Frozen and Chilled Foods Business Division of the Company, and he has insight regarding general administration and operational management in the food distribution industry. Therefore the Company has again selected Takashi Onose as a candidate for Director.				
Special interest between the candidate and the Company There is no special interest between Takashi Onose and the Company.				

Candidate No.	Name (Date of birth)	Career summary, position and responsibilities at the Company		Number of the Company's shares owned
8	Nodoka Yamasaki (April 6, 1961)  New election  Board of Directors Meeting Attendance in FY2017 -	Apr. 1984	Joined Mitsubishi Corporation	0 shares
		May 2002	International Cooperation Unit Manager, Communication & Broadcasting Division, Mitsubishi Corporation	
		Mar. 2004	President & CEO, Apprecia Inc.	
		Apr. 2007	Life Care Unit Manager, Mitsubishi Corporation	
		Apr. 2010	President & CEO, MC Healthcare, Inc.	
		Apr. 2011	Deputy Division COO, Retail & Healthcare Division, Mitsubishi Corporation	
		Aug. 2013	Executive Vice President, Beijing Tianxingpuxin Bio-Med Sinopharm Holding Co., LTD.	
		Apr. 2016	Senior Vice President, Division COO, Living Essential Distribution Division, Mitsubishi Corporation (present position)	
		Significant concurrent positions outside the Company Senior Vice President, Division COO, Living Essential Distribution Division, Mitsubishi Corporation, Director, MITSUBISHI SHOJI PACKAGING CORPORATION, Director, Nippon Care Supply Co., Ltd., Director, MC Healthcare, Inc.		
Reasons for nomination as candidate for Director Nodoka Yamasaki has a wealth of business experience and management knowledge primarily in the health care area through his service as Senior Vice President and Division COO of Living Essential Distribution Division in our parent company Mitsubishi Corporation. The Company believes him capable of appropriately supervising from a practical and wide perspective including the fusion of food and health regarding management and operations. Therefore, the Company has newly selected Nodoka Yamasaki as a candidate for Director.				
Special interest between the candidate and the Company There is no special interest between Nodoka Yamasaki and the Company.				

Candidate No.	Name (Date of birth)	Career summary, position and responsibilities at the Company		Number of the Company's shares owned
9	Tamaki Kakizaki (January 16, 1961)  Reelection Outside Independent  Board of Directors Meeting Attendance in FY2017 15/15 Meetings	Apr. 2002	Assistant Professor, Faculty of Management, Atomi University	300 shares
		Apr. 2008	Associate Professor, Legal work post graduate course, Professional Graduate School, Toyo University	
		Apr. 2009	Professor, Graduate School of Law, Toyo University	
		Apr. 2012	Professor, Graduate School of International Social Science, Yokohama National University	
		Apr. 2014	Professor, School of Law, Meiji University (present position)	
		June 2016	Outside Director, the Company (present position)	
		Significant concurrent positions outside the Company Professor, School of Law, Meiji University Outside Director, Eisai Co., Ltd. Outside Auditor, Japan Airport Terminal Co., Ltd.		
Reasons for nomination as candidate for Outside Director As a university professor whose field of research is the Commercial Code, and Financial Instruments and Exchange Act, Tamaki Kakizaki has expert insight on internal controls, etc. She appropriately supervises from an objective and expert perspective regarding management and operations at the Company. Therefore, the Company has again selected Tamaki Kakizaki as a candidate for Outside Director.				
Special interest between the candidate and the Company There is no special interest between Tamaki Kakizaki and the Company.				

Candidate No.	Name (Date of birth)	Career summary, position and responsibilities at the Company		Number of the Company's shares owned
10	Nobuyuki Teshima (November 3, 1961)  Reelection Outside Independent  Board of Directors Meeting Attendance in FY2017 15/15 Meetings	Apr. 1985	Joined The Bank of Tokyo Ltd.	0 shares
		May 1993	MBA, Massachusetts Institute of Technology	
		Feb. 1997	Senior Researcher, NEC Research Institute	
		Apr. 2001	Full-time Lecturer, School of Commerce, Senshu University	
		Apr. 2003	Associate Professor, School of Commerce, Senshu University	
		Apr. 2009	Professor, School of Commerce, Senshu University (present position)	
		June 2016	Outside Director, the Company (present position)	
		Significant concurrent positions outside the Company Professor, School of Commerce, Senshu University		
	Reasons for nomination as candidate for Outside Director As a university professor whose field of research is the stock market, corporate finance, and corporate governance, Nobuyuki Teshima has expert insight. He also has business experience in corporations and utilizes his experience to appropriately supervise from an objective and expert perspective regarding management and operations. Therefore, the Company has again selected Nobuyuki Teshima as a candidate for Outside Director.			
	Special interest between the candidate and the Company There is no special interest between Nobuyuki Teshima and the Company.			

(Reference) **Policy and procedure for the selection of candidates for Director**

The Company conducts wide and diversified operations in the food distribution industry. In order to achieve appropriate decision-making and management supervision, we have selected internal as well as external people who possess an abundance of experience, high-level insight and expertise.

Regarding the specifics of the policy for selection of candidates for Directors, Directors (internal), in addition to the President, who is the highest person in charge of execution of business, are selected from Executive Officers responsible for each business field and administrative department of the Company. Outside Directors are selected from among people who possess objective and expert perspectives based on abundant experience. As a rule, there may be no more than a total of twelve (12) Directors.

The Company has selected the appropriate candidates in line with the Policy for selection of Directors, who shall, upon resolution by the Board of Directors, be brought before the General Meeting of Shareholders.

**[Criteria for Independence of Outside Directors and Outside Audit & Supervisory Board Members]**

In addition to the requirements as established by Tokyo Stock Exchange, Inc., the independence of Outside Directors and Outside Audit & Supervisory Board Members is determined based on the following (1) through (6) items regarding the relevant person's current and past three (3) fiscal years:

- (1) A major shareholder of the Company (direct or indirect possessor of at least 10% of voting rights) or Executive thereof (\*1)
- (2) An Executive of a trading partner which exceeds the criteria set forth by the Company (\*2)
- (3) A person who has received monetary payment or other property benefits exceeding 10 million yen per one (1) fiscal year from the Company for their professional services as a consultant, attorney, or certified public accountant, etc., excluding Director's or Audit & Supervisory Board Member's remuneration.
- (4) An employee or senior partner of an accounting auditor of the Company
- (5) A person who belongs to an organization that has received donations which exceeds a given amount from the Company (\*3)
- (6) An Outside Director or Outside Audit & Supervisory Board Member of the Company whose term of office exceeds eight (8) years

\*1 "Executive" refers to an Executive Director, an Executive Officer, or an Operating Officer or other employee.

\*2 "Trading partner which exceeds the criteria set forth by the Company" refers to a trading partner whose transactions with the Company exceed 2% of the Company's consolidated net sales.

\*3 "Donation which exceeds a given amount" refers to donations exceeding 10 million yen per fiscal year.

Even in the case that any of items (1) through (6) above apply to an Outside Director or Outside Audit & Supervisory Board Member, the reason that the person concerned is deemed sufficiently independent will be explained and disclosed at the time of election as an Outside Director or Outside Audit & Supervisory Board Member.