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(Securities Code 2810)
June 3, 2020

To Shareholders with Voting Rights:

Hiroshi Urakami
Representative Director and President
House Foods Group Inc.
1-5-7 Mikuriyasakae-machi,
Higashi-osaka-city, Osaka

**NOTICE OF CONVOCAION OF
THE 74TH 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 74th Annual General Meeting of Shareholders of House Foods Group Inc. (hereinafter 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 by mail or via the Internet, etc. Please review the attached “Reference Documents for the General Meeting of Shareholders” and exercise your voting rights by 5 p.m. on Wednesday, June 24, 2020, Japan time. Please refer to the “Information on Exercising Voting Rights” on Page 3 of this Notice.

- 1. Date and Time:** Thursday, June 25, 2020 at 10 a.m. Japan time
(Reception desk is scheduled to start at 9 a.m.)
- 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 74th Fiscal Year (April 1, 2019 - March 31, 2020) 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 74th Fiscal Year (April 1, 2019 - March 31, 2020)

Proposals to be resolved:

- Proposal 1:** Appropriation of Surplus
- Proposal 2:** Election of Ten (10) Directors
- Proposal 3:** Election of Two(2) Auditors

- END -

<Information>

- ◎ When attending on the day of the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk. Additionally, please note that depending on attendance, you may be guided to the 2nd or 3rd hall.
- ◎ Of the documents to be provided with this Notice, “6 Systems to Ensure Appropriateness of Business and Summary of Operational Status of the Systems” in the Business Report, “Consolidated Statement of changes in equity” and “Notes to Consolidated Financial Statements” in the Consolidated Financial Statements, “Non-consolidated Statement of changes in equity” and “Notes to Non-consolidated financial statements” in the Non-consolidated Financial Statements are posted on the Company’s website (<https://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. As a result, the attached documents in this Notice 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 (<https://housefoods-group.com/ir/>).

Information on Exercising Voting Rights

You can exercise your voting rights via the following three methods.

Please consider the following Reference Documents for the General Meeting of Shareholders, and exercise your voting rights.

- **Exercising your voting rights by attending the Annual General Meeting of Shareholders**

Please submit the Voting Rights Exercise Form at the reception desk.

In order to conserve resources, please bring this “Notice” with you to the meeting place.

Date and Time: Thursday, June 25, 2020 at 10 a.m.

(Reception desk is scheduled to start at 9 a.m.)

- **Exercising your voting rights by mail**

Please indicate your votes for or against the proposals on the enclosed Voting Rights Exercise Form and send it by mail without postage stamps.

If there is no indication of your votes for or against each of the proposals, your votes shall be deemed as in favor of proposals.

Deadline for Voting: delivery no later than 5 p.m., Wednesday, June 24, 2020

- **Exercising your voting rights via the Internet**

Please access the "Voting Rights Website" from smartphones, PCs, and other terminals and cast your votes for or against each of the proposals according to the guides on the screen.

Deadline for Voting: no later than 5 p.m., Wednesday, June 24, 2020

- If you exercise your voting rights twice, both by mail and via the Internet, only the vote via the Internet shall be deemed as valid. In the event that voting rights are exercised more than once via the Internet, only the last vote shall be deemed as valid.
- Expenses for the Internet (connection charges, communication charges, etc.) shall be borne by the shareholders.
- Depending on the use environment of the Internet, subscription services, or use model, the user may not be able to access the website.

Information on Exercise of Voting Rights via the Internet (omitted)
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Proposal 1: Appropriation of Surplus

Matters Regarding Year-end Dividends

Based on the basic policy on distribution of profits, year-end ordinary dividends for the 74th fiscal year are proposed to be 23 yen per share, increased by 1 yen from the prior term.

1. Type of dividend property
Cash
2. Matters concerning allocation of dividend property and total amount
23 yen per share of common stock
Total amount: 2,317,232,819 yen
As a result, annual dividends, including interim dividends of 23 yen per share, will be 46 yen (increased by 2 yen from the prior term) per share.
3. Effective date of distribution of dividends
June 26, 2020

Proposal 2: Election of Ten (10) Directors

The term of office of all ten (10) Directors will expire at the conclusion of this year's Annual General Meeting of shareholders.

Accordingly, the company proposes the election of 10 Directors.

The candidates for Director are as follows:

Number		Name	Present positions and responsibilities	Attendance at meetings of the Board of Directors held in FY2019
1	Reelection	Hiroshi Urakami	Representative Director and President, the Company Responsible for Corporate Planning Division	Attended all 14 meetings
2	Reelection	Keiji Matsumoto	Representative Senior Managing Director Responsible for Domestic Affiliated Companies Planning Support Division, Finance & Accounting Division, Spice Value Chain Project Supervising New Business Planning & Development Division	Attended all 14 meetings
3	Reelection	Yasukatsu Hiroura	Senior Managing Director Representative Director and President, House Wellness Foods Corporation	Attended all 14 meetings
4	Reelection	Masahiko Kudo	Senior Managing Director Representative Director and President, House Foods Corporation	Attended all 14 meetings
5	Reelection	Yoshiyuki Osawa	Director Responsible for General Affairs Division, Legal Division, Secretariat Division, Human Resources Development Division, Diversity Promotion Division, Group Compliance & Risk Management Division	Attended all 14 meetings
6	Reelection	Yoshiyuki Miyaoku	Director General Manager, Research & Development Headquarters Responsible for Quality Assurance Management Division, Purchasing Division, Digital Transformation Planning Division	Attended all 14 meetings
7	New Candidate	Tatsumi Yamaguchi	Executive Officer General Manager, Global Headquarters	—
8	New Candidate	Kotaro Kawasaki	Executive Officer General Manager, Corporate Communication Headquarters Responsible for New Business Planning & Development Division	—
9	Reelection Outside Independent	Kyuzo Saito	Outside Director	Attended all 14 meetings
10	New Candidate Outside Independent	Junsuke Fujii	Outside Director	Attended all 14 meetings

(Notes) The attendance of Mr. Junsuke Fujii is for the Board of Directors attended as an outside auditor.

No.	Name (Date of birth)	Past experience, positions and responsibilities	Number of shares of the Company held
1	Hiroshi Urakami age 54 (August 16, 1965) Reelection	<p>September 1991 Joined The Sumitomo Bank,Ltd. (currently Sumitomo Mitsui Banking Corporation)</p> <p>May 1997 Retired from The Sumitomo Bank,Ltd.</p> <p>July 1997 Joined the Company</p> <p>June 2002 Director, the Company</p> <p>June 2004 Representative Director, the Company (current position)</p> <p>July 2004 Director, Vice President, the Company</p> <p>April 2009 Director, President, the Company (current position)</p> <p>April 2016 Responsible for Corporate Planning Division, the Company (current position)</p> <p>Significant concurrent positions</p> <p>Vice Chairman, All Japan Curry Manufacturers Association</p> <p>Chairman, Japan Cannery Association</p> <p>Representative Director and President, HKL Co., Ltd.</p> <p>Senior Managing Director, House Kosan Co., Ltd.</p>	1,036,496 shares
Attendance rate at meetings of the Board of Directors (attendance): 100% (14/14 meetings)			
<p>[Reasons for nomination as a candidate for Director]</p> <p>As the Representative Director and 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 demonstrating strong leadership in executing the plan.</p> <p>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.</p>			

- (Notes)
1. Mr. Hiroshi Urakami is the Representative Director and President of HKL Co., Ltd., which has transactional relationships with the Company such as the rental of office space, but the transaction amount, is negligible.
 2. The number of shares of the Company held by Mr. Hiroshi Urakami includes that of shares actually held by him in the name of the House Foods Group Board Members' and Executive Officers' Shareholding Association.

No.	Name (Date of birth)	Past experience, positions and responsibilities	Number of shares of the Company held
2	Keiji Matsumoto Age 71 (March 1, 1949) Reelection	<p>March 1971 Joined the Company</p> <p>June 1998 Director, the Company</p> <p>June 2004 Retired from Director, the Company</p> <p>July 2004 Senior Executive Officer and General Manager, Public Relations Division, the Company</p> <p>April 2006 Senior Executive Officer and General Manager, Customer Communications Headquarters, the Company</p> <p>June 2006 Director, the Company Senior Executive Officer and General Manager, Customer Communications Headquarters, and responsible for SCM Division, the Company</p> <p>April 2008 Senior Managing Executive Officer and General Manager, Management Headquarters, and responsible for Purchasing Division and Customer Communications Headquarters, the Company</p> <p>April 2009 Senior Managing Executive Officer and General Manager, Management Headquarters, and responsible for Purchasing Division, the Company</p> <p>April 2010 Senior Managing Executive Officer and General Manager, Management Headquarters, and responsible for Purchasing Division and Affiliated Companies Operations Division, the Company</p> <p>April 2012 Representative Director, the Company (current position)</p> <p>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</p> <p>October 2013 Senior Managing Director, the Company (current position) General Manager, Management Headquarters, and responsible for Purchasing Division, the Company</p> <p>April 2014 General Manager, Management Headquarters, and responsible for Purchasing Division and Senior Meal Solutions Business Strategy Division, the Company</p> <p>April 2015 General Manager, Management Headquarters, and responsible for Purchasing Division and New Business Planning & Development Division, the Company</p> <p>April 2016 Responsible for Domestic Affiliated Companies Planning Support Division, Human Resources Development Division, Purchasing Division, and New Business Planning & Development Division, the Company</p> <p>February 2018 Responsible for Domestic Affiliated Companies Planning Support Division, Human Resources Development Division, Purchasing Division, New Business Planning & Development Division, and Global Headquarters, the Company</p> <p>April 2018 Responsible for Domestic Affiliated Companies Planning Support Division, Purchasing Division, New Business Planning & Development Division, and Finance & Accounting Division, and supervising Human Resources Development Division and Diversity Promotion Division, the Company</p> <p>June 2018 Responsible for Domestic Affiliated Companies Planning Support Division, Purchasing Division, New Business Planning & Development Division, and Finance & Accounting Division, the Company</p> <p>April 2019 Responsible for Domestic Affiliated Companies Planning Support Division, New Business Planning & Development Division, and Finance & Accounting Division, the Company</p> <p>April 2020 Responsible for Domestic Affiliated Companies Planning Support Division, Finance & Accounting Division, Spice Value Chain Project Supervising New Business Planning & Development Division the Company(current position)</p> <p>Significant concurrent positions</p>	37,276 shares

No.	Name (Date of birth)	Past experience, positions and responsibilities	Number of shares of the Company held
		Director and Chairman, Vox Trading Co., Ltd. Director, House Foods Holding USA Inc.	
Attendance rate at meetings of the Board of Directors (attendance): 100% (14/14 meetings)			
<p>[Reasons for nomination as a candidate for Director]</p> <p>Mr. Keiji Matsumoto has a wealth of experience primarily in each division of purchasing, human resources, public relations, and manufacturing SCM. In addition, he, as the person responsible for finance and accounting, businesses of affiliated companies, and Spice Value Chain Project, is demonstrating leadership in promoting capital policies and financial strategies, expanding the business foundation at each Group company and execution of the Sixth Medium-Term Management Plan.</p> <p>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.</p>			

(Notes)1. There are no special conflicts of interest between Mr. Keiji Matsumoto and the Company.

2. The number of shares of the Company held by Mr. Keiji Matsumoto includes that of shares actually held by him in the name of the House Foods Group Board Members' and Executive Officers' Shareholding Association.

No.	Name (Date of birth)	Past experience, positions and responsibilities	Number of shares of the Company held
3	Yasukatsu Hiroura age 64 (July 27, 1955) Reelection	<p>April 1978 Joined the Company</p> <p>July 2004 Corporate Officer and General Manager, Food Seasoning Division, the Company</p> <p>April 2006 Senior Executive Officer and General Manager, Marketing Headquarters, the Company</p> <p>June 2006 Director, the Company</p> <p>April 2008 Managing Executive Officer and General Manager, Marketing Headquarters, and responsible for Somatech Center, the Company</p> <p>April 2009 Managing Executive Officer and General Manager, Marketing Headquarters, and responsible for Somatech Center and Quality Assurance Division, the Company</p> <p>April 2010 Senior Managing Executive Officer and General Manager, Marketing Headquarters, and responsible for Somatech Center and Quality Assurance Division, the Company</p> <p>April 2012 Senior Managing Executive Officer and General Manager, Global Headquarters, and responsible for Corporate Planning Division, the Company</p> <p>October 2013 Senior Managing Director, the Company (current position) General Manager, Global Headquarters, and responsible for Corporate Planning Division, the Company</p> <p>April 2015 Responsible for Corporate Planning Division and Global Headquarters, the Company</p> <p>April 2016 Responsible for R&D Center, Global Headquarters, and Quality Assurance Management Division, the Company</p> <p>February 2018 Representative Director and President, House Wellness Foods Corporation (current position)</p> <p>Significant concurrent positions Representative Director and President, House Wellness Foods Corporation</p>	40,034 shares
Attendance rate at meetings of the Board of Directors (attendance): 100% (14/14 meetings)			
<p>[Reasons for nomination as a candidate for Director]</p> <p>Mr. Yasukatsu Hiroura has a wealth of experience primarily in each division of global business, marketing, R&D, and quality assurance. In addition, he has served as Representative Director and President of House Wellness Foods Corporation, and he is demonstrating leadership in the health foods business, as promoting the provision of new value.</p> <p>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.</p>			

(Notes) 1. There are no special conflicts of interest between Mr. Yasukatsu Hiroura and the Company.

2. The number of shares of the Company held by Mr. Yasukatsu Hiroura includes that of shares actually held by him in the name of the House Foods Group Board Members' and Executive Officers' Shareholding Association.

No.	Name (Date of birth)	Past experience, positions and responsibilities	Number of shares of the Company held
4	Masahiko Kudo age 67 (March 11, 1953) Reelection	<p>April 1975 Joined the Company</p> <p>April 2007 Corporate Officer and General Manager, Retort and Low Temperature Foods Division, the Company</p> <p>April 2008 Corporate Officer and General Manager, Spice Foods Division, the Company</p> <p>April 2010 Managing Executive Officer and General Manager, Spice Foods Division, the Company</p> <p>April 2011 Managing Executive Officer and General Manager, Spice Foods Business Division, the Company</p> <p>April 2012 Managing Executive Officer and General Manager, Marketing Headquarters, the Company</p> <p>June 2012 Director, the Company</p> <p>April 2013 Representative Director and President, House Foods Split Preparation Co., Ltd. (currently House Foods Corporation) (current position)</p> <p>June 2013 Managing Executive Officer and General Manager, Marketing Headquarters, and responsible for Sales Headquarters and Food Service Business Division, the Company</p> <p>October 2013 Managing Director, the Company</p> <p>April 2017 Senior Managing Director, the Company (current position)</p> <p>Significant concurrent positions</p> <p>Representative Director and President, House Foods Corporation</p>	10,554 shares
Attendance rate at meetings of the Board of Directors (attendance): 100% (14/14 meetings)			
<p>[Reasons for nomination as a candidate for Director]</p> <p>Mr. Masahiko Kudo has a wealth of experience in the product development division. In addition, he has served as Representative Director and President of House Foods Corporation, and he is demonstrating leadership in the spices and the food seasoning processing business, as promoting marketing, further improving earnings, and strategies aimed at creating 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.</p>			

(Notes) 1. There are no special conflicts of interest between Mr. Masahiko Kudo and the Company.

2. The number of shares of the Company held by Mr. Masahiko Kudo includes that of shares actually held by him in the name of the House Foods Group Board Members' and Executive Officers' Shareholding Association.

No.	Name (Date of birth)	Past experience, positions and responsibilities	Number of shares of the Company held
5	Yoshiyuki Osawa age 60 (June 23, 1959) Reelection	<p>April 1982 Joined the Company</p> <p>April 2014 Executive Officer and General Manager, Human Resources Division, the Company Director, House Foods Corporation</p> <p>April 2016 Executive Officer and General Manager, Human Resources Development Division, the Company Director, House Foods Corporation</p> <p>April 2018 Executive Officer , the Company Responsible for General Affairs Division, Legal Division, Secretariat Division, Human Resources Development Division, and Diversity Promotion Division, the Company</p> <p>June 2018 Director, the Company (current position) Responsible for General Affairs Division, Legal Division, Secretariat Division, Human Resources Development Division, and Diversity Promotion Division, the Company (current position)</p> <p>April 2020 Responsible for General Affairs Division, Legal Division, Secretariat Division, Human Resources Development Division, Diversity Promotion Division ,Group Compliance & Risk Management Division</p> <p>Significant concurrent positions Director, Ichibanya Co., Ltd. Director, House Business Partners Corporation</p>	3,919 shares
Attendance rate at meetings of the Board of Directors (attendance): 100% (14/14 meetings)			
<p>[Reasons for nomination as a candidate for Director]</p> <p>Mr. Yoshiyuki Osawa has a wealth of experience primarily in each division of sales planning, public relations, human resources development, and general affairs. In addition, he, as the person responsible for human resources development, general affairs, legal, and Group Compliance & Risk Management Division is focusing on promoting human resources strategies, including “achievement of diversity” and “implementation of work style reforms”, as well as improving corporate governance systems. 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.</p>			

(Notes) 1. There are no special conflicts of interest between Mr. Yoshiyuki Osawa and the Company.

2. The number of shares of the Company held by Mr. Yoshiyuki Osawa includes that of shares actually held by him in the name of the House Foods Group Board Members’ and Executive Officers’ Shareholding Association.

3. The age of Mr. Yoshiyuki Osawa is as of the date of dispatch of this Notice (June 3, 2020).

No.	Name (Date of birth)	Past experience, positions and responsibilities	Number of shares of the Company held
6	Yoshiyuki Miyaoku age 59 (November 24, 1960) Reelection	<p>April 1983 Joined the Company</p> <p>April 2016 Executive Officer and General Manager, Corporate Planning Division, the Company</p> <p>April 2018 Executive Officer and General Manager, Research & Development Headquarters, and responsible for Quality Assurance Management Division, the Company</p> <p>June 2018 Director, the Company (current position) General Manager, Research & Development Headquarters, and responsible for Quality Assurance Management Division, the Company</p> <p>April 2019 General Manager, Research & Development Headquarters, and responsible for Quality Assurance Management Division , Purchasing Division, Digital Transformation Planning Division, the Company (current position)</p>	4,704 shares
Attendance rate at meetings of the Board of Directors (attendance): 100% (14/14 meetings)			
<p>[Reasons for nomination as a candidate for Director]</p> <p>Mr. Yoshiyuki Miyaoku has a wealth of experience primarily in each division of research & development, product development, and corporate planning, and as Representative Director and President of House Food Analytical Laboratory Inc. In addition, he, as General Manager of Research & Development Headquarters, and responsible for quality assurance management, purchasing, and digital transformation planning, is focusing on strengthening R&D functions, optimizing the procurement functions of the entire Group, and formulating and promoting IT strategies.</p> <p>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.</p>			

(Notes) 1. There are no special conflicts of interest between Mr. Yoshiyuki Miyaoku and the Company.

2. The number of shares of the Company held by Mr. Yoshiyuki Miyaoku includes that of shares actually held by him in the name of the House Foods Group Board Members' and Executive Officers' Shareholding Association.

No.	Name (Date of birth)	Past experience, positions and responsibilities	Number of shares of the Company held
7	Tatsumi Yamaguchi age 55 (August 13, 1964) New Candidate	<p>April 1988 Joined the Company</p> <p>November 2012 Deputy General Manager, Corporate Planning Division, the Company</p> <p>April 2014 Deputy General Manager, Senior Meal Solutions Business Strategy Division, the Company</p> <p>April 2015 General Manager, New Business Planning & Development Division, the Company</p> <p>April 2018 President, House Foods Holding USA Inc. (current position)</p> <p>April 2020 President, House Foods America, Inc.</p> <p>Executive Officer and General Manager, Global Headquarters, the Company (current position)</p> <p>Significant concurrent positions</p> <p>President, House Foods Holding USA Inc.</p> <p>Director, House Foods America, Inc.</p>	1,974 shares
<p>[Reasons for nomination as a candidate for Director]</p> <p>Mr. Tatsumi Yamaguchi has a wealth of experience primarily in each division of sales, product development, new business development, and global business. In addition, since April 2018 , he had appointed President of House Foods America, Inc., and since April 2020, he has been appointed as Executive Officer and the General Manager of Global Headquarters, is focusing on expanding operations and strengthening profitability to accelerate the growth of global business.</p> <p>As a result, the Company has judged that he is a person necessary for enhancing corporate value of the Company Group, and requests his new election as a Director of the Company.</p>			

(Notes) 1. There are no special conflicts of interest between Mr. Tatsumi Yamaguchi and the Company.

2. The number of shares of the Company held by Mr. Tatsumi Yamaguchi includes that of shares actually held by him in the name of the House Foods Group Employee Shareholding Association.

No.	Name (Date of birth)	Past experience, positions and responsibilities		Number of shares of the Company held
8	Kotaro Kawasaki age 48 (December 6, 1971) New Candidate	April 1994 October 2013 April 2016 April 2018 April 2020	Joined the Company Deputy General Manager, Advertising Division, the Company Deputy General Manager, Corporate Planning Division, the Company General Manager, Corporate Planning Division, the Company Executive Officer and General Manager, Corporate Communication Headquarters, and responsible for New Business Planning & Development Division, the Company (current position)	511 shares
<p>[Reasons for nomination as a candidate for Director]</p> <p>Mr. Kotaro Kawasaki has a wealth of experience primarily in each division of r advertising and corporate planning, and has achievements in formulating and executing Medium-Term Management Plan. In addition, since April 2020, he has been appointed as Executive Officer and General Manager of Corporate Communication Headquarters, is focusing on the advertising strategy of the Company Group, formulating communication strategies and discovering new business.</p> <p>As a result, the Company has judged that he is a person necessary for enhancing corporate value of the Company Group, and requests his new election as a Director of the Company.</p>				

(Notes) 1. There are no special conflicts of interest between Mr. Kotaro Kawasaki and the Company.

2. The number of shares of the Company held by Mr. Kotaro Kawasaki includes that of shares actually held by him in the name of the House Foods Group Employee Shareholding Association.

No.	Name (Date of birth)	Past experience, positions and responsibilities	Number of shares of the Company held
9	Kyuzo Saito age 74 (July 17, 1945) Reelection Outside Director Independent Director	<p>April 1970 Joined the Ministry of Agriculture and Forestry (currently the Ministry of Agriculture, Forestry and Fisheries)</p> <p>June 2000 Director-General, Food Logistics Bureau, Ministry of Agriculture, Forestry and Fisheries</p> <p>January 2001 Director-General, Comprehensive Food Bureau, Ministry of Agriculture, Forestry and Fisheries</p> <p>July 2003 Retired from Ministry of Agriculture, Forestry and Fisheries</p> <p>August 2003 Chairman, special public institution Farmers Pension Fund (currently independent administrative institution Farmers Pension Fund)</p> <p>December 2006 Chairman, Japan Food Industry Association</p> <p>June 2015 Advisor, Japan Food Industry Association (current position)</p> <p>June 2016 Director, the Company (current position)</p>	4,141 shares

Attendance rate at meetings of the Board of Directors (attendance): 100% (14/14 meetings)

[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 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. 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 4 years 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.
 6. The number of shares of the Company held by Mr. Kyuzo Saito includes that of shares actually held by him in the name of the House Foods Group Board Members' and Executive Officers' Shareholding Association.

No.	Name (Date of birth)	Past experience, positions and responsibilities	Number of shares of the Company held
10	Junsuke Fujii age 67 (December 22, 1952) New Candidate Outside Director Independent Director	<p>April 1976 Joined The Sumitomo Bank, Ltd. (currently Sumitomo Mitsui Banking Corporation)</p> <p>June 2003 Executive Officer, Sumitomo Mitsui Banking Corporation</p> <p>April 2006 Managing Executive Officer, Sumitomo Mitsui Banking Corporation</p> <p>June 2008 Managing Executive Officer, Sumitomo Mitsui Banking Corporation</p> <p>April 2009 Director, Sumitomo Mitsui Financial Group, Inc. Director and Senior Managing Executive Officer, Sumitomo Mitsui Banking Corporation</p> <p>April 2011 Director, Sumitomo Mitsui Financial Group, Inc. Director, Sumitomo Mitsui Banking Corporation</p> <p>June 2011 Senior Advisor, Sumitomo Mitsui Banking Corporation</p> <p>April 2012 Representative Director, President and CEO, The Japan Research Institute, Ltd.</p> <p>May 2015 Director, Chairman, The Japan Research Institute, Ltd.</p> <p>June 2016 Auditor, the Company (current position)</p> <p>June 2017 Special adviser, The Japan Research Institute, Ltd. (current position)</p> <p>Significant concurrent positions Special adviser, The Japan Research Institute, Ltd. Auditor, Sumitomo Dainippon Pharma Co., Ltd.</p>	2,259 shares

Attendance rate at meetings of the Board of Directors (attendance): 100% (14/14 meetings)

[Reasons for nomination as a candidate for Outside Director]

Mr. Junsuke Fujii has deep knowledge of management and abundant experience as a corporate manager while working for Sumitomo Mitsui Banking Corporation, Sumitomo Mitsui Financial Group, Inc. and Japan Research Institute, Ltd. for a long time. Since June 2016, as Outside Auditor of the Company, he has properly audited the performance of duties by Directors of the Company.

As a result, the Company has judged that he is a person necessary for enhancing corporate value of the Company Group, and requests his new election as an Outside Director of the Company.

(Notes) 1. There are no special conflicts of interest between Mr. Junsuke Fujii and the Company.

2. Mr. Junsuke Fujii is a candidate for Outside Director.

3. The term of office of Mr. Junsuke Fujii as Outside Auditor of the Company will be 4 years as of the end of this Annual General Meeting of Shareholders. At the end of this Ordinary General Meeting of Shareholders, he plans to retire from the position of Outside Auditor due to the expiration of his term of office.

4. The attendance of Mr. Junsuke Fujii is for the Board of Directors attended as an outside auditor.

5. The Company has concluded a liability limitation agreement with all outside Directors pursuant to Article 427, Paragraph 1 of the Companies Act. If his election is approved at this Annual General Meeting of Shareholders, the Company plans to conclude 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.

6. Mr. Junsuke Fujii is an Independent Director as defined by the Tokyo Stock Exchange, and if his election is approved, the Company plans to continue designating him as an Independent Director and submit him as such.

7. The number of shares of the Company held by Mr. Junsuke Fujii includes that of shares actually held by him in the name of the House Foods Group Board Members' and Executive Officers' Shareholding Association.

Proposal 3: Election of Two (2) Auditors

The term of office of Auditor Hiroshi Kato and Junsuke Fujii will expire at the conclusion of this year's Annual General Meeting of Shareholders.

Accordingly, the company proposes the election of 2 Auditors.

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

The candidates for Auditor are as follows:

No.	Name (Date of birth)	Past experience and positions	Number of shares of the Company held
1	Akira Koike age 62 (September 30, 1957) New Candidate	<p>April 1980 Joined the Company</p> <p>April 2009 Corporate Officer and General Manager, Finance & Accounting Division, the Company</p> <p>October 2013 Executive Officer and General Manager, Finance & Accounting Division, the Company</p> <p>April 2014 Executive Officer and General Manager, General Affairs Division, and General Manager, Finance & Accounting Division, the Company</p> <p>June 2014 Director, the Company (current position)</p> <p>April 2016 General Manager, General Affairs Division, and General Manager, Finance & Accounting Division, the Company</p> <p>April 2017 Responsible for General Affairs Division, Legal & Intellectual Properties Division, Finance & Accounting Division, and Secretariat Division, the Company</p> <p>April 2018 Responsible for General Affairs Division, Legal Division, Finance & Accounting Division, and Secretariat Division, the Company</p> <p>April 2018 Responsible for Global Headquarters, and supervising General Affairs Division, Legal Division, and Secretariat Division, the Company</p> <p>June 2018 Responsible for Global Headquarters, the Company</p> <p>April 2020 Supervising Global Headquarters, the Company (current position)</p>	6,172 shares
Attendance rate at meetings of the Board of Directors (attendance): 100% (14/14 meetings)			
<p>[Reasons for selection as a candidate for Auditor]</p> <p>Mr. Akira Koike has a wealth of experience mainly in finance, general affairs, and corporate planning departments, and since April 2018 has been in charge of Global Headquarters to expand business and enhance profitability to accelerate overseas business growth, has a wide and deep insight into each domestic and overseas business of the Company Group.</p> <p>The Company has judged that he is a person that will be able to utilize these experiences and insights in the management and audit of the Company Group, and requests his new election as an Auditor of the Company.</p>			

(Notes) 1. There are no special conflicts of interest between Mr. Akira Koike and the Company.

2. The attendance of Mr. Akira Koike is for the Board of Directors attended as a director.

3. The number of shares of the Company held by Mr. Akira Koike includes that of shares actually held by him in the name of the House Foods Group Board Members' and Executive Officers' Shareholding Association.

No.	Name (Date of birth)	Past experience and positions	Number of shares of the Company held
2	Atsuko Okajima age 65 (October 15, 1954) New Candidate Outside Auditor Independent Auditor	<p>April 1977 Joined the Ministry of Agriculture and Forestry (currently the Ministry of Agriculture, Forestry and Fisheries)</p> <p>July 2003 Deputy Director-General, Ministry of Agriculture, Forestry and Fisheries</p> <p>July 2004 Deputy Director-General, Ministry of Health, Labor and Welfare</p> <p>July 2006 Vice Governor, Saitama prefecture</p> <p>July 2009 Director-General, Gender Equality Bureau, Cabinet Office</p> <p>September 2012 Retired from Cabinet Office</p> <p>April 2013 Member, the Information Disclosure and Personal Information Protection Review Board, Cabinet Office</p> <p>April 2016 Member, the Information Disclosure and Personal Information Protection Review Board, Ministry of Internal Affairs and Communications</p> <p>March 2019 Retired from Member</p>	0 shares

[Reasons for selection as a candidate for outside Auditor]

Ms.Atsuko Okajima has many years of experience as a member of the Ministry of Agriculture, Forestry and Fisheries, Ministry of Health, Labor and Welfare, Vice Governor of Saitama prefecture, Director General of Gender Equality Bureau of the Cabinet Office, Member of the Information Disclosure and Personal Information Protection Review Board of Cabinet Office and Ministry of Internal Affairs and Communications, and has a wide and deep insight not only in the food industry.

The Company has judged that she is a person that will be able to utilize these experiences and insights in the management and audit of the Company Group, and requests her new election as an Outside Auditor of the Company.

(Notes) 1. There are no special conflicts of interest between Ms.Atsuko Okajima and the Company.

2. Ms.Atsuko Okajima is a candidate for Outside Auditor.

3. 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 Ms.Atsuko Okajima as Auditor is approved at this General Meeting of Shareholders, the Company plans to conclude a liability limitation agreement with her. The maximum amount of liability for damages under the agreement shall be the amount defined by laws and regulations.

4. If Ms.Atsuko Okajima is elected, she is planned to be designated and submitted as an Independent Auditor as defined by the Tokyo Stock Exchange.

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