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: 2908
June 5, 2020

To our shareholders:

Masakazu Fukui,
President (CEO)
FUJICCO Co., Ltd.
6-13-4 Minatojima-Nakamachi,
Chuo-Ku, Kobe

Notice of the 60th Annual General Meeting of Shareholders

You are hereby notified that the 60th Annual General Meeting of Shareholders of FUJICCO Co., Ltd. (the "Company") will be held as described below.

Recently, together with the declaration of a state of emergency by the national government and emergency measures, etc. in Hyogo Prefecture, the national government and prefectural governors strongly requested that people refrain from going outside to prevent the spread of the novel coronavirus disease (COVID-19). Given this situation and after careful consideration, the Company has decided to hold this Annual General Meeting of Shareholders while taking appropriate preventive measures.

From the standpoint of preventing the spread of infection, you are encouraged to exercise your voting rights prior to the meeting in writing or via the Internet, if at all possible. Regardless of your own state of health, you are strongly urged to refrain from traveling to the venue on the date of the meeting.

If you exercise your voting rights in writing or via the Internet, please review the Reference Documents for General Meeting of Shareholders included in this notice and exercise your voting rights no later than 12:00 p.m. on Monday, June 22, 2020 (JST).

1. Date and Time: Tuesday, June 23, 2020, at 10:00 a.m. (JST) (reception opens at 9:00 a.m.)

2. Venue: FF Hall, 2F, the Company
6-13-4 Minatojima-Nakamachi, Chuo-Ku, Kobe

3. Purpose of the Meeting

Matters to be reported:

1. The business report, the consolidated financial statements and the results of the audit of the consolidated financial statements by Financial Auditor and the Audit and Supervisory Committee for the 60th fiscal year (from April 1, 2019 to March 31, 2020)
2. The non-consolidated financial statements for the 60th fiscal year (from April 1, 2019 to March 31, 2020)

Matters to be resolved:

Proposal No. 1 Appropriation of Surplus

Proposal No. 2 Election of Seven Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

Proposal No. 3 Election of Three Directors Who Are Audit and Supervisory Committee Members

Proposal No. 4 Continuation of a Takeover Defense Measure (Pre-Warning Type Rights Plan)

Reference Documents for General Meeting of Shareholders

Proposals and Reference Information

Proposal No. 1 Appropriation of Surplus

The Company's basic policy is to work on improving profitability and strengthening the financial base to steadily boost earnings while giving importance to pay stable dividends on an ongoing basis.

After giving comprehensive consideration to various matters including the commemoration of the 60th anniversary of the Company's founding and the financial standing, the Company proposes that the year-end dividend be as follows.

As the Company has already paid an interim dividend of 19 yen per share, the annual dividend for the fiscal year under review will be 40 yen per share.

Year-end dividends

(1) Type of dividend property

Cash

(2) Allotment of dividend property and their aggregate amount

21 yen per common share of the Company
(Regular dividends of 19 yen and commemorative dividends of 2 yen)

Total amount of dividends: 631,068,312 yen.

(3) Effective date of dividends of surplus

June 24, 2020

Proposal No. 2 Election of Seven Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

At the conclusion of this meeting, the term of office for all six Directors (excluding Directors who are Audit and Supervisory Committee Members) will expire. Therefore, the Company proposes the election of seven Directors (excluding Directors who are Audit and Supervisory Committee Members), increasing the number of outside Directors by one to further strengthen the management team. As for this proposal, the Audit and Supervisory Committee has judged that each candidate is appropriate for Director of the Company.

The candidates for Director (excluding Directors who are Audit and Supervisory Committee Members) are as follows:

Candidate no.	Name	Position	Attendance at Board of Directors meetings
1 Reelection	Masakazu Fukui (57 years old)	President (CEO)	100% (14/14)
2 Reelection	Kazunori Kagotani (60 years old)	Managing Director	100% (14/14)
3 Reelection	Yoshitaka Ishida (59 years old)	Managing Director	100% (14/14)
4 Reelection	Katsushige Yamada (64 years old)	Managing Director	100% (14/14)
5 Reelection	Kazuyuki Arata (56 years old)	Director	100% (14/14)
6 Reelection	Shotaro Watanabe (84 years old) Outside Independent	Outside Director	100% (14/14)
7 New election	Akira Oze (73 years old) Outside Independent		–

Reelection Candidate for Director to be reelected

New election Candidate for Director to be newly elected

Outside Candidate for outside Director

Independent officer

<table>
<tr><th>Candidate no.</th><th>Name
(Date of birth)</th><th colspan="2">Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company</th><th>Number of the Company's common shares owned</th></tr>
<tr><td rowspan="2">1</td><td>Masakazu Fukui
(September 11, 1962)
57 years old

Reelection

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

Number of years in office as a Director:
24 years</td><td>Apr. 1995
June 1996
June 2000
June 2002
June 2004</td><td>Joined the Company
Director
Managing Director
Senior Managing Director
President (CEO) (current position)</td><td>1,021,863</td></tr>
<tr><td colspan="4">Reasons for nomination as candidate for Director
Masakazu Fukui has served as President (CEO) of the Group since June 2004. He has demonstrated strong leadership aimed at improving corporate value and a track record of improving business performance. The Company therefore judges that he is an appropriate person for promoting global business management of the Group aimed at improving sustainable corporate value, and accordingly proposes his reelection as a Director.</td></tr>
<tr><td rowspan="2">2</td><td>Kazunori Kagotani
(September 5, 1959)
60 years old

Reelection

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

Number of years in office as a Director:
16 years</td><td>Apr. 1982
June 2004
June 2008</td><td>Joined the Company
Director
Managing Director (current position)</td><td>12,940</td></tr>
<tr><td colspan="4">Reasons for nomination as candidate for Director
Kazunori Kagotani has served in important roles in the sales division and the production division since joining the Company and has extensive experience in corporate management. The Company therefore judges that he is capable of demonstrating his experience and abilities in the Group's management, and accordingly proposes his reelection as a Director.</td></tr>
</table>

<table>
<tr><th>Candidate no.</th><th>Name
(Date of birth)</th><th colspan="2">Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company</th><th>Number of the Company's common shares owned</th></tr>
<tr><td rowspan="2">3</td><td>Yoshitaka Ishida
(December 4, 1960)
59 years old

Reelection

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

Number of years in office as a Director:
13 years</td><td>Apr. 1983
June 2007
June 2017</td><td>Joined the Company
Director
Managing Director (current position)</td><td>7,100</td></tr>
<tr><td colspan="4">Reasons for nomination as candidate for Director
Yoshitaka Ishida has served in important roles in the sales division and in development and corporate planning since joining the Company. The Company therefore judges that he is capable of demonstrating his extensive experience in corporate management and abilities in the Group's management, and accordingly proposes his reelection as a Director.</td></tr>
<tr><td rowspan="2">4</td><td>Katsushige Yamada
(July 7, 1955)
64 years old

Reelection

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

Number of years in office as a Director:
16 years</td><td>Apr. 1978
June 2004
June 2018</td><td>Joined the Company
Director
Managing Director (current position)</td><td>11,440</td></tr>
<tr><td colspan="4">Reasons for nomination as candidate for Director
Katsushige Yamada has served in important roles in the production division, the development division and the human resources and labor division and has been a director of a Group subsidiary since joining the Company. The Company therefore judges that he is capable of demonstrating his extensive experience and insight in the Group's management, and accordingly proposes his reelection as a Director.</td></tr>
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<table>
<tr><th>Candidate no.</th><th>Name
(Date of birth)</th><th colspan="2">Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company</th><th>Number of the Company's common shares owned</th></tr>
<tr><td rowspan="2">5</td><td>Kazuyuki Arata
(March 2, 1964)
56 years old

Reelection

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

Number of years in office as a Director:
2 years</td><td>Apr. 1986
Apr. 2015
Apr. 2017
June 2018
Apr. 2020</td><td>Joined the Company
Executive Officer
Senior Executive Officer
Director (current position)
General Manager of Core Business Division (current position)</td><td>7,500</td></tr>
<tr><td colspan="4">Reasons for nomination as candidate for Director
Kazuyuki Arata has served in important roles in the sales division and the product planning division since joining the Company. The Company therefore judges that he is capable of demonstrating his extensive experience and in-depth insights related to the food industry in the Group's management, and accordingly proposes his reelection as a Director.</td></tr>
<tr><td rowspan="2">6</td><td>Shotaro Watanabe
(January 2, 1936)
84 years old

Reelection

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

Number of years in office as a Director:
5 years</td><td>June 1988

May 2006

June 2008

June 2012

June 2015</td><td>Executive Vice President, Representative Director of Kao Soap Co., Ltd. (currently Kao Corporation)
Lifetime Executive of Japan Association of Corporate Executives (current position)
Outside Audit & Supervisory Board Member of the Company
Retired from office as Outside Audit & Supervisory Board Member
Outside Director (current position)</td><td>2,000</td></tr>
<tr><td colspan="4">Reasons for nomination as candidate for outside Director
Judging that Shotaro Watanabe has extensive experience and broad-ranging insights both as a corporate manager, and from his activities in the business community, and that he is capable of working to enhance the Group's management foundation, the Company accordingly proposes his reelection as an outside Director.</td></tr>
<tr><td rowspan="2">7</td><td>Akira Oze
(March 17, 1947)
73 years old

New election

Attendance at Board of Directors meetings:
–

Number of years in office as a Director:
–</td><td>Apr. 2002

Apr. 2009
June 2014
June 2015
June 2016</td><td>Representative Director & President of House Foods Corporation (currently House Foods Group Inc.)
Representative Director & Chairman
Director & Senior Advisor
Chairman (current position)
Chairman of Japan Food Industry Association (current position)</td><td>0</td></tr>
<tr><td colspan="4">Reasons for nomination as candidate for outside Director
Judging that Akira Oze has extensive experience and in-depth insights related to the food industry as a corporate manager, and that he is capable of working to enhance the Group's management foundation, the Company accordingly newly proposes his election as an outside Director.</td></tr>
</table>

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

2. Of the candidates for Directors, Shotaro Watanabe and Akira Oze are candidates for outside Directors as defined in Article 2, paragraph (3), item (vii) of the Ordinance for Enforcement of the Companies Act, and if they are elected as outside Directors, they are candidates for independent officers as provided for by Tokyo Stock Exchange, Inc.

3. Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company has entered into an agreement with Shotaro Watanabe to limit the amount of his liability for damages under Article 423, paragraph (1) of the same Act, to the amount set forth in the laws and regulations. If his reelection is approved, the Company plans to continue the aforementioned agreement with him.

4. If Akira Oze is elected as Director, pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company plans to enter into an agreement with him to limit the amount of his liability for damages under Article 423, paragraph (1) of the same Act, to the amount set forth in the laws and regulations.

Proposal No. 3 Election of Three Directors Who Are Audit and Supervisory Committee Members

All of three Directors who are Audit and Supervisory Committee Members' term of office will expire at the conclusion of this Annual Meeting of Shareholders. Therefore, the Company proposes the election of three Directors who are Audit and Supervisory Committee Members.

The Audit and Supervisory Committee has already given its consent to this proposal.

Candidates for the role of Director who is an Audit and Supervisory Committee Member are as follows:

<table>
<tr><th>Candidate no.</th><th>Name
(Date of birth)</th><th colspan="2">Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company</th><th>Number of the Company's common shares owned</th></tr>
<tr><td rowspan="2">1</td><td>Akira Fujisawa
(May 16, 1958)
62 years old

Reelection

Attendance at Board of Directors meetings
93% (13/14)

Attendance at Audit and Supervisory Committee meetings:
100% (14/14)

Number of years in office as a Director:
2 years</td><td>Apr. 1998
June 2018</td><td>Joined the Company
Director who is an Audit and Supervisory Committee Member (current position)</td><td>3,600</td></tr>
<tr><td colspan="4">Reasons for nomination as candidate for Director
Judging that Akira Fujisawa has extensive experience in the corporate planning division since joining the Company, and the necessary capabilities to carry out appropriate supervision of the Group's management, the Company accordingly proposes his reelection as a Director who is an Audit and Supervisory Committee Member.</td></tr>
<tr><td rowspan="2">2</td><td>Akira Ishida
(July 17, 1948)
71 years old

Reelection

Attendance at Board of Directors meetings
93% (13/14)

Attendance at Audit and Supervisory Committee meetings:
100% (14/14)

Number of years in office as a Director:
4 years</td><td>May 1992
July 2012
June 2013
June 2016
June 2016</td><td>Senior Partner of Deloitte Touche Tohmatsu LLC (currently Partner)
External Auditor of KYOSHA CO., LTD. (current position)
Outside Audit & Supervisory Board Member of the Company
Retired from office as Outside Audit & Supervisory Board Member
Outside Director who is an Audit and Supervisory Committee Member (current position)</td><td>0</td></tr>
<tr><td colspan="4">Reasons for nomination as candidate for outside Director
Judging that Akira Ishida has extensive expertise and experience as a certified public accountant, and he is capable of working to strengthen the Group's audit system, the Company accordingly proposes his reelection as an outside Director who is an Audit and Supervisory Committee Member.</td></tr>
</table>

Candidate no.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company		Number of the Company's common shares owned
3	Takashi Hikino (October 18, 1950) 69 years old Reelection Attendance at Board of Directors meetings 100% (14/14) Attendance at Audit and Supervisory Committee meetings: 100% (14/14) Number of years in office as a Director: 4 years	Sept. 1992 Aug. 2015 Apr. 2016 June 2016 Apr. 2020	Senior Researcher, Management Division, Harvard Business School Professor, College of Administrative Sciences and Economics, Koc University (current position) Adjunct Professor, Graduate School of Management, Kyoto University Outside Director who is an Audit and Supervisory Committee Member of the Company (current position) Adjunct Professor, Graduate School of Management, Kyoto University (current position)	0
	Reasons for nomination as candidate for outside Director Judging that Takashi Hikino has in-depth insights and extensive experience as a scholar, and that he is necessary for strengthening the Group's audit system, the Company accordingly proposes his reelection as an outside Director who is an Audit and Supervisory Committee Member.			

(Notes) 1. There are no special interests between the Company and the candidates for Directors who are Audit and Supervisory Committee Members.

2. Of the candidates for Directors who are Audit and Supervisory Committee Members, Akira Ishida and Takashi Hikino are candidates for outside Director as defined in Article 2, paragraph (3), item (vii) of the Ordinance for Enforcement of the Companies Act.

3. Akira Ishida and Takashi Hikino are candidates for independent officers as provided for by Tokyo Stock Exchange, Inc.

4. Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company has entered into agreements with each of Akira Fujisawa, Akira Ishida and Takashi Hikino to limit the amount of their liability for damages under Article 423, paragraph (1) of the same Act, to the amount set forth in the laws and regulations. If their reelection is approved, the Company plans to continue the aforementioned agreements with each of them.

Proposal No. 4 Continuation of a Takeover Defense Measure (Pre-Warning Type Rights Plan)

The effective term of the Pre-Warning Type Rights Plan (the "Plan") will expire at the close of the 60th Ordinary General Meeting of Shareholders to be held on June 23, 2020. Therefore, the Company proposes to continue the Plan in accordance with Article 48, Paragraph 1 of the articles of incorporation of the Company (the "Articles of Incorporation").

I. Basic Policy on Enhancing the Corporate Value and Ensuring the Common Interests of Shareholders

1. Management philosophy

The corporate philosophy (management philosophy) of the Group, as a health creation company, is to realize a happy and healthy life by providing society with health foods made mainly from Japanese traditional food materials.

Further, the Group values its customers, strives to fulfil its social responsibilities, including compliance with laws, regulations, and social norms, as well as environmental preservation, and resource protection, and lives up to the trust of its stakeholders (such as shareholders, customers, business partners, employees, and local communities), thereby enhancing its corporate value.

2. Policy on return of profits

Pursuant to the management policy aimed at continuation and growth as a health creation company that places the highest priority on the health and safety of customers, the Group's policy on return of profits emphasizes the accumulation of retained earnings that will enable the Group to make investments necessary for the manufacture and development of safe and stable products over a long period of time rather than to pursue short-term profits, and to continue the Group's business even in the event of an emergency such as an act of God (an earthquake, typhoon, epidemic, etc.) or a global recession.

Based on the foregoing, and pursuant to the basic policy to maintain stable dividends, the annual dividend per share distributed to the shareholders was 36 yen for the fiscal year ended March 2018 and 38 yen for the fiscal year ended March 2019, and is expected to be 40 yen for the fiscal year ended March 2020 and 40 yen for the fiscal year ended March 2021.

3. Public mission as a food business operator

The corporate value of the Group, as a food business operator, is enhanced by providing a safe and stable supply of products as well as by continuously fulfilling the Group's important public mission, such as preserving the environment, securing employment, and paying taxes.

4. Specific efforts

We are proactively investing a large amount of money for full safety measures to cope with new technologies, such as the establishment of the Food Safety Inspection Section to develop an in-house inspection system for genetic modification to prevent the use of genetically-modified soybeans, residual pesticides, allergens, etc.

Further, in order to meet the needs of the market that thoroughly pursue the safety and security of food, the Company has been working on activities such as the commencement of traceability (retention of chronological information records) and the preparation of specifications to ensure the accuracy of labeling (including allergens). At the same time, the Company has also been working on quality assurance systems and environmental issues, including the acquisition of ISO 9001 certification by the entire production unit, the acquisition ISO 14001 certification by each plant and the preparation of the "Fujicco Report" (a comprehensive report on business, society, environment and governance).

In addition, the Company announced the "voluntary declaration of consumer-orientation" in January 2017. This declaration states the policies for the approach and efforts to realize the "consumer-oriented management" that is being promoted by the Consumer Affairs Agency. The Company has established a new quality assurance management system under which "prioritizing customer interests" is the basis of management, and has established the "Accident Prevention Committee" as a concrete measure.

II. Details of the Plan

1. Purpose of introduction of the Plan

Recently, there have been trends in the capital market of forcibly purchasing a large number of shares in a target company suddenly and unexpectedly without holding sufficient discussions with the management of the target company or following proper procedures for holding such discussions, and of purchasing a large number of shares in a target company gradually over time (while following procedural requirements) and forcing, or aiming at, a takeover of management rights without indicating a clear explanation on the specific policy of management of such target company.

The Company does not object to such acquisition in principle as long as the intentions of our shareholders as a whole are ultimately and legally reflected in the procedures for determining whether to accept or reject a proposal of a large-scale purchase of shares in the Company, and the takeover contributes to the corporate value of the Group and the common interests of our shareholders.

However, some takeovers are actually merely so-called "short-term speculations (money game)," and their purposes fundamentally disregard the corporate value and the common interests of shareholders of the target company.

If a takeover attempt is regarded as a short-term speculation (money game), the target company is allowed to take legal and socially appropriate defensive measures in order to maintain its corporate value and the common interests of its shareholders.

In order to maintain the corporate value of the Group, it is essential for the Group to continue to carry on its management philosophy and its basic approach to the public mission as a food business operator as stated above. In other words, the Group needs to be managed in a manner that concretely and continuously realizes, from a medium- to long-term perspective, that: (i) the Group maintains and strengthens trust with its stakeholders while respecting their interests; (ii) the Group establishes a stable management base and continuously makes capital investment, including taking safety measures; and (iii) the Group continuously researches and develops new health products without interruption. If, for example, the acquirer were to demand that the Company pay a high dividend out of the proceeds from the sale of its assets, it is apparent that the corporate value of the Group and the common interests of our shareholders would be damaged.

In the first place, whether a product can be supported by customers who have various tastes and preferences is an important factor in the food business in determining the marketability of the product. In making such determination, it is necessary, based on our experience, to ascertain market trends on a broad and long-term basis, and the health and safety of customers will be given top priority.

If our shareholders receive a proposal for a large-scale purchase of shares in the Company, it will not be easy for them to fully understand the various elements that constitute the corporate value of the Group and to properly determine whether to accept or reject such proposal in a short period of time.

Under such circumstances, in order to avoid any damage to the corporate value and the common interests of our shareholders, the Company decided to introduce the Plan as a framework that applies in the event of a large-scale purchase of shares in the Company to enable the Company to request that the purchaser or the proposer of the purchase (collectively, the "Purchaser") disclose information on the purchase in advance so that our shareholders can make a decision or secure the information and time necessary for the Board of Directors to present an alternative proposal and negotiate with the Purchaser on behalf of our shareholders. The Company has been continuing the Plan with the approval of our shareholders.

The founding family of the Company (Representative Director Masakazu Fukui) and its related persons (collectively, the "Founding Family Related Persons") currently hold approximately 26.07% of shares in the Company (excluding treasury shares) in total, which is below 50% (Exhibit 2). Therefore, it is possible that a large-scale purchase of shares in the Company that would damage the corporate value and the common interests of our shareholders may be conducted in the future. Further, it is also possible that the shares held by the Founding Family Related Persons may be diversified in the future due to various reasons, including a transfer or inheritance of such shares, and it is not certain whether their shareholding will be in a stable position in the future.

2. Reasonableness of the conditions precedent to the commencement of the Plan

As a general rule, the procedures of the Plan, that is, consideration of whether to take a takeover defense measure against a Purchaser, will commence in the event of a purchase or tender offer by which the Purchaser holds 20% or more of shares in the Company, as described in the list under 3. (1) (page 6) below.

This percentage of 20% or more has been set for the following reasons.

Since its foundation, the Company has been striving to realize a health creation company under the Company's motto "Always Be Creative" established by the late Hachiro Yamagishi, the founder of the Company. Since April 2018, our employees have been working together as one team under the Company's new philosophy, "The Spirit of Fujicco," and as a result, the Company is confident that it is currently maximizing its corporate value in a given economic environment for all stakeholders, including shareholders, customers, business partners, employees, and local communities, even though the Company may be requested to make more efforts. In order to research, develop, and commercialize food products that promote health and are used as daily food over a long period of time by customers, rather than simply to launch a popular product with a short product life on a spot basis, it is essential that we take time and work to make patient efforts.

The Company is certain that those who do not have experience and know-how of such efforts will not be able to commercialize safe health foods that will be loved by customers for a long period of time, and to achieve greater profits by merely evaluating and reviewing the figures in the financial statements. Conversely, if the Company disposes of its assets, it may be possible to distribute higher dividends merely in terms of theoretical calculations. However, such calculations will only be possible if the Company abandons its management philosophy as a health creation company, which is to commercialize safe health foods that will be loved by customers for a long period of time. In other words, insistence on such calculations means causing fundamental changes to the corporate philosophy of "The Spirit of Fujicco" and the corporate culture of the Company, which aims to be a health creation company.

If a person who insists only on such calculations becomes a major shareholder of the Company and attempts to control the management of the Company, the corporate value of the Company, which has been formed over the years under its management philosophy, would be in danger of being damaged.

Accordingly, the Company believes that it is the responsibility of the management of the Company to detect as early as possible whether the corporate value of the Company is in danger of being damaged, and if such danger is detected, to take defensive measures for the benefit of our shareholders.

In this regard, as the Founding Family Related Persons currently hold approximately 26.07% of shares in the Company (excluding treasury shares) in total (Exhibit 2), if there is a Purchaser attempting to hold shares in the Company in a percentage close to the percentage of shares held by the Founding Family Related Persons (as mentioned above, there is a possibility that the percentage of shares held by them may decrease in the future due to diversification of their shares or other reasons), the Purchaser would seek a position as a major shareholder in place of the Founding Family Related Persons. In such case, it can be assumed that the Purchaser has expressed its intent to control the management rights of the Company. Therefore, the management of the Company must, as their duty, detect whether the corporate value of the Company is in danger of being damaged.

Accordingly, the Company has decided that if the percentage of shares to be held by a Purchaser becomes 20% or more, the Company will commence the procedures for a takeover defense measure in order to ascertain whether such purchase would enhance or cause damage to the corporate value and the common interests of our shareholders at an early stage before the occurrence of any disruption that may hinder the management of the Company.

Therefore, the Company believes that it is reasonable to commence the procedures on the condition that the percentage of shares to be held by the Purchaser in the Company becomes 20% or more.

3. Details of the Plan

(1) Purchase of shares in the Company subject to the Plan

If any purchase falling within (i) or (ii) below is to be made, the Plan will generally be commenced in accordance with the procedures provided for in the Plan.

	Conditions precedent to the commencement of the Plan	Grounds under the Financial Instruments and Exchange Act (the "Act")
(i)	**A purchase** of **Share Certificates, etc.**(*1) issued by the Company by which the **holder**(*2)'s **Holding Ratio of Share Certificates, etc.**(*3) becomes **20% or more** in total	(*1) Meaning "Share Certificates, etc." as defined in Article 27-23, Paragraph (1) of the Act; the same applies hereinafter. (*2) Including those who are deemed as holders under Article 27-23, Paragraph (3) of the Act; the same applies hereinafter. (*3) Meaning "Holding Ratio of Share Certificates, etc." as defined in Article 27-23, Paragraph (4) of the Act; the same applies hereinafter.
(ii)	A **Tender Offer** (*5) of **Share Certificates, etc.**(*4) issued by the Company by which the total of the **Share Certificates, etc. Holding Ratio** (*6) of the Share Certificates, etc. subject to the Tender Offer and the Share Certificates, etc. Holding Ratio of the **Persons in Special Relationship**(*7) becomes **20% or more**	(*4) Meaning "Share Certificates, etc." as defined in Article 27-2, Paragraph (1) of the Act; the same applies hereinafter in (ii). (*5) Meaning "Tender Offer" as defined in Article 27-2, Paragraph (6) of the Act; the same applies hereinafter. (*6) "Share Certificates, etc. Holding Ratio" as defined in Article 27-2, Paragraph (8) of the Act; the same applies hereinafter. (*7) Meaning "Persons in Special Relationship" as defined in Article 27-2, Paragraph (7) of the Act (for those who are listed in Item (i) of the said Paragraph, excluding those set forth in Article 3, Paragraph (1) of the Cabinet Office Order on Disclosure Required for Tender Offer for Share Certificates by Persons Other Than Issuers (the "Cabinet Office Order")); the same applies hereinafter.

(2) Provision of Information by the Purchaser to the Company

(i) If a Purchaser is going to make a purchase or proposal of a purchase that falls within the list in 3. (1) above (collectively the "Purchase"), the Purchaser must first express its intent to make the Purchase in writing to the Board of Directors (the "Statement of Intent") before conducting the Purchase.

Upon receipt of the Statement of Intent from the Purchaser, the Board of Directors will disclose and publicize the fact of receipt of the Statement of Intent in a timely manner.

If the Purchaser conducts the Purchase without giving the "Statement of Intent," that is, without following the procedures provided for in the Plan, such Purchase will be deemed to be an unjust hostile takeover (an "Unjust Hostile Takeover") that would damage the corporate value and the common interests of our shareholders.

Further, if the Purchaser of a Tender Offer issues the Public Notice for Commencing Tender Offer (Article 27-3, Paragraphs (1) and (2) of the Act, Article 9-3, Paragraph (1) of the Order for Enforcement of the Act, and Article 9 of the Cabinet Office Order) without following the procedures starting with the Statement of Intent as provided for in the Plan, such Tender Offer will be deemed to be an Unjust Hostile Takeover.

(ii) Within seven days from the date of receipt of the Statement of Intent from the Purchaser, the Board of Directors will send or transmit the following documents to the Purchaser: (a) a form of pledge that the Purchaser will comply with the procedures provided for in the Plan when conducting the Purchase (the "Letter of Pledge"); and (b) questions concerning the information set forth in 3. (2) (viii) 1) - 8) below (the "Purchase Information") and the format of responses (the "Information Request Questionnaire"), after finalizing the format of each document.

The Board of Directors may not send or transmit the Letter of Pledge and the Information Request Questionnaire to the Purchaser if the Board of Directors resolves that it is not necessary to commence the procedures of the Plan in view of the purpose of introduction of the Plan (that is, to avoid any damage to the corporate value and the common interests of our shareholders; hereinafter the same).

(iii) Upon receipt of the Letter of Pledge for signing and sealing from the Board of Directors, the Purchaser must submit to the Board of Directors the Letter of Pledge with the Purchaser's signature and seal in a manner designated by the Board of Directors within 15 days from the date of receipt of the Statement of Intent by the Board of Directors.

(iv) Upon receipt of the Information Request Questionnaire from the Board of Directors, thePurchaser must submit responses to the Information Request Questionnaire in the form and manner designated by the Board of Directors (the "Information Request Response") to the Board of Directors within 60 days from the date of receipt of the Statement of Intent by the Board of Directors. The Board of Directors may set a separate deadline for submission of responses to each Purchase Information item within the above submission deadline (within 60 days from the date of receipt of the Statement of Intent by the Board of Directors).

(v) If the Purchaser fails to submit the Letter of Pledge or Information Request Response within the respective submission deadlines stated above, such Purchase will be deemed to be an Unjust Hostile Takeover that would damage the corporate value and the common interest of our shareholders.

(vi) Upon receipt of the Purchaser's Letter of Pledge and Information Request Response, the Board of Directors will promptly provide them to the Corporate Value Determination Committee (as defined in 3. (7) below, the "Determination Committee ").
If the Board of Directors resolves that it is not necessary to implement the takeover defense measure under the Plan in view of the purpose of introduction of the Plan, the Board of Directors may not provide the Letter of Pledge and the Information Request Response to the Determination Committee after disclosing the reason for such resolution.

(vii) If the Determination Committee determines that the content of the Information Request Response that was provided by the Board of Directors is insufficient as the Purchase Information, it may request the Purchaser to provide additional information as deemed appropriate by setting a deadline for responding to such request which is no less than 10 days and no more than 30 days from such request. In such case, the Purchaser must submit such additional information by the deadline. If the Purchaser fails to respond to such request by the deadline, such Purchase may be deemed to be an Unjust Hostile Takeover.
The Company will disclose the fact of receipt of the Letter of Pledge and the Information Request Response, and the Purchase Information and other information related to the Purchase that the Determination Committee regards as relevant, at the time and in a manner as deemed appropriate by the Determination Committee.

(viii) Details of the information to be submitted as the Purchase Information differ depending on the category of the Purchaser and the details of the Purchase, but the main items are as follows.

[Details of the "Purchase Information" to be stated in the "Information Request Response"]

1) Details of the Purchaser and its group (including joint holders, persons in special relationship and, in the case of a fund, partners and other members) (including information on the specific name, capital structure, background or history, business description, financial conditions, experience in the same type of business as that of the Company);
2) The purpose, method, and details of the purchase (including the value and type of consideration for the purchase, the timing of the purchase, the structure of related transactions, the legality of the purchase method, and the probability and feasibility of the purchase);
3) Whether there is any communication (collaboration) with a third party on the Purchase, and if there is any communication (collaboration), the details thereof;
4) Grounds for the calculation of the purchase price (including facts and assumptions that form the basis for the calculation, the calculation method, and numerical information used for the calculation);

5) Financing of purchase funds (including the specific name of the provider(s) of purchase funds (including the substantial provider(s)), the financing method and details of related transactions);
6) Post-purchase management policy, business plan, financial plan, capital policy, dividend policy, asset utilization measures, etc. (including safety management policy in conducting the food business, and investment policy) to be applied to the Company and the Group;
7) Post-purchase policies on treatment of the Company's and the Group's employees, business partners, customers and local community, and other stakeholders of the Company; and
8) Other information that the Determination Committee reasonably deems necessary.

(ix) After the submission by the Purchaser of the Letter of Pledge and the Information Request Response as well as additional Purchase Information requested by the Determination Committee, if the Determination Committee finds that sufficient information has been provided by the Purchaser, the Determination Committee must disclose and publicize in a timely manner the fact that the provision of the Purchase Information by the Purchaser has been completed (the date on which the Determination Committee discloses and publicizes the fact of such completion is hereinafter referred to as the "Information Provision Completion Date").

If the Determination Committee finds that sufficient information on the Purchase has been provided by the Purchaser, the Determination Committee will set a period of time as set forth either in (A) or (B) below (the "Determination Period") depending on the content of the Purchase, starting from the Information Provision Completion Date, in order for the Determination Committee to secure time to evaluate and review the information, negotiate with the Purchaser and/or form its opinion on the Purchase.

(A) 60 days in the event of a tender offer (TOB) for all shares in the Company in cash (Japanese yen); or
(B) 90 days in the event of other purchases.

The Determination Committee may request the Board of Directors to submit its opinion on the Purchase, supporting materials, alternative proposals and any other information and materials as deemed necessary by the Determination Committee from time to time within a deadline set by the Determination Committee as appropriate, which shall be within 60 days from the Information Provision Completion Date. However, the deadline for the submission of alternative proposals shall be five days prior to the expiration of the Determination Period as stated below.

The Purchaser may conduct the purchase only after the expiration of the Determination Period.

(3) Review by the Determination Committee of the details of the purchase

During the Determination Period, the Determination Committee will evaluate and review the details of the purchase by the Purchaser based on the information and materials provided by the Purchaser and the Board of Directors, in view of the purpose of introduction of the Plan.

The Board of Directors may discuss and negotiate with the Purchaser in view of the purpose of introduction of the Plan, and based on the results thereof, may present an alternative proposal of purchase to the Determination Committee no later than five days prior to the expiration of the Determination Period. Upon receipt of such alternative proposal, the Determination Committee immediately reports the alternative proposal to the Purchaser and, if the Purchaser indicates its intent to consider the alternative proposal within five days after such report or by the day immediately before the expiration of the Determination Period, whichever comes first, the Determination Committee may request the Purchaser to respond whether to accept or reject the alternative proposal by setting a deadline no less than 10 days and no more than 30 days from such request. In such case, the Purchaser must respond whether to accept or reject the alternative proposal by such deadline.

If the Purchaser fails to express its intent to consider the alternative proposal within the period specified above or fails to respond whether to accept or reject the alternative proposal by the deadline, the Purchaser will be deemed to have rejected such alternative proposal.

If a response deadline for the Purchaser to consider the alternative proposal is set, and if such deadline occurs after the expiration of the Determination Period, the Determination Period of the Determination Committee will be extended until the response deadline mentioned above.
If the Determination Committee determines that no recommendation can be made regarding the implementation or non-implementation of the takeover defense measure under the Plan set forth in 3. (4) below on the grounds that there are exceptional reasonable circumstances that make it difficult to complete a sufficient investigation and review within the Determination Period, the Determination Committee may extend the Determination Period by its resolution for up to 30 days, no later than five days prior to the expiration of the Determination Period (the same applies to any additional extension of the Determination Period after such extension).
The Determination Committee may seek advice of independent third party experts (such as financial advisors, attorneys, and certified public accountants) at the expense of the Company to ensure that the evaluation, review, and judgment above are appropriate for the corporate value and the common interests of our shareholders.
If the Determination Period is extended, the Determination Committee will disclose the period of and reason for the extension and other matters as deemed appropriate promptly after the resolution of the extension, and the Purchaser may conduct the purchase only after the expiration of the extended Determination Period.

(4) Process of implementing/not implementing the takeover defense measure under the Plan

(i) Recommendation by the Determination Committee to implement the takeover defense measure

The Determination Committee will recommend that the Board of Directors implement the takeover defense measure (the specific content of the measure is described in 3. (5) below) by the expiration of the Determination Period on the ground that the purchase constitutes an inappropriate purchase if: (a) the Purchaser fails to provide the information as set forth in 3. (2) and (3) above or otherwise comply with the procedures provided in the Plan; or (b) it is found, as a result of the evaluation and review of the information and materials provided by the Purchaser and the Board of Directors or the discussion and negotiation with the Purchaser, that the purchase by the Purchaser falls within any of the elements set forth in 1) to 6) below and is deemed to be a purchase that may infringe or damage the corporate value or the common interests of our shareholders (only if it is deemed reasonable to implement the takeover defense measure after weighing the impact of implementation of the takeover defense measure under the Plan against the risk of causing infringement and damage).
If the Determination Committee makes this recommendation, it will disclose the summary of the recommendation and any other matters deemed appropriate by it promptly after the resolution.

[Elements for recommending the implementation of the takeover defense measure]

1) A purchase that may cause clear infringement of, or damage to, the corporate value of the Company, and in turn, the common interests of our shareholders as a result of any of the following acts listed in (a) to (d) below:
   (a) An act of demanding that the Company purchase the purchased shares at a high price;
   (b) An act of temporarily controlling the management of the Company and managing the Company in a manner sacrificing the Company for the realization of profits of the Purchaser, such as acquisition of important assets of the Company at a low price;
   (c) An act of diverting the Company's assets as security for, or as funds for, repayment of debts of the Purchaser or any of its group companies, etc.; or
   (d) An act of temporarily controlling the management of the Company causing the Company to dispose of high-value assets, etc. that have no immediate relevance to the Company's business, and then causing the Company to pay temporarily high dividends out of the profits from such disposal, or an act of selling the purchased shares in the Company at a high price, taking advantage of the opportunity for a sharp rise in the share price due to such temporarily high dividends;
2) A purchase that is likely to effectively coerce shareholders into selling their shares, such as a coercive two-tiered purchase (a purchase of shares through a tender offer, without soliciting

the purchase of all shares in the first purchase, setting unfavorable conditions for the second stage of the purchase, or not clarifying such conditions);

3) A purchase that is made without giving the Company such time as may reasonably be required to present an alternative proposal for such purchase;
4) A purchase that is made without fully providing our shareholders with the Purchase Information and other information reasonably required to judge the details of the purchase;
5) A purchase the terms of which (including the value and type of consideration for the purchase, the timing of the purchase, the legality of the purchase method and the probability of the purchase, as well as post-purchase policies on treatment of the Company's employees, business partners, customers, and other stakeholders) are significantly inadequate or inappropriate in light of the essential value of the Company; or
6) A purchase that may seriously hinder the assurance of the safety of the food business, such as the health of customers, because the content of the post-purchase management policy or business plan of the Purchaser is insufficient or inappropriate.

(ii) Cancellation of the takeover defense measure after its implementation

Even after the Determination Committee has recommended the implementation of the takeover defense measure and the Board of Directors has implemented it, the Determination Committee may recommend that the Board of Directors cancel the implementation of the takeover defense measure if:

a) the Purchaser withdraws the purchase or the situation of the Purchase is otherwise resolved; or
b) there are any changes in the facts based on which the implementation of the takeover defense measure was recommended as stated in 3. (4) (i) above and it is determined that the purchase by the Purchaser does not fall under any of the elements set forth in 3. (4) (i) 1) to 6) above.

If the Determination Committee recommends the cancellation of implementation of the takeover defense measure, it will disclose the summary of the recommendation and any other matters deemed appropriate by it promptly after the resolution.

As described below, the core of the takeover defense measure under the Plan is a gratis allotment of share options under Article 277 of the Companies Act.

If the Determination Committee recommends the implementation of the takeover defense measure (the Plan), the Board of Directors will respect such recommendation to the fullest extent and adopt a resolution for a gratis allotment of share options based on the Plan. When adopting such resolution, the Board of Directors will designate the date on which the shareholders to whom share options are allotted free of charge become the holders of the share options, that is, the date on which the gratis allotment of share options becomes effective (the "Effective Date of Gratis Allotment") and the final day (last day) of the period during which the share options allotted free of charge may be exercised.

Generally, from three business days prior to the date on which share options are allotted to shareholders and the shareholders become holders of the share options (as mentioned above, the date is referred to as the "Effective Date of Gratis Allotment" under this Plan), a phenomenon known as ex-rights occurs in the stock exchange market, that is, the relevant shares are traded at a price below market value.

Thus, if the implementation of the takeover defense measure is cancelled after four business days prior to the Effective Date of Gratis Allotment, no new shares will actually be issued, while leaving the effect of ex-rights on the stock market, which may harm the fairness among shareholders and cause unforeseen damage to the shareholders who sold their shares at the price of ex-rights.

Therefore, the deadline for the Determination Committee to recommend that the Board of Directors cancel the implementation of the takeover defense measure based on the existence of an event listed in either a) or b) above shall be five business days prior to the Effective Date of Gratis Allotment, and the deadline for the Board of Directors to cancel the implementation of the takeover defense measure (the Plan) based on the recommendation of the Determination Committee shall be four business days prior to the Effective Date of Gratis Allotment.

In the event of cancellation mentioned above, no share options will be allotted.

(iii) Recommendation by the Determination Committee not to implement the takeover defense measure

If the Determination Committee determines that the Purchase by the Purchaser does not fall within any of the elements set forth in 3. (4) (i) 1) to 6) above as a result of its evaluation and review of the information and materials provided by the Purchaser and the Board of Directors and the discussions and negotiations with the Purchaser, or if the Board of Directors fails to provide its opinion as set forth in 3. (2) (ix) above or any information and materials requested by the Determination Committee within the designated deadline despite the request of the Determination Committee, the Determination Committee will recommend the Board of Directors not to implement the takeover defense measure.

In such case, the Determination Committee will disclose the summary of the recommendation and other matters as deemed appropriate by the Determination Committee promptly after the resolution.

However, if there are any changes in the facts on which such determination was made during the Determination Period and the purchase by the Purchaser falls within any of the elements set forth in 3. (4) (i) 1) to 6) above, the Determination Committee may make a separate determination, including whether to implement the takeover defense measure (the Plan) again, and make a recommendation to the Board of Directors. In such case, the Determination Committee will disclose the summary of the recommendation and other matters as deemed appropriate by the Determination Committee promptly after the resolution.

In the event that the takeover defense measure is not implemented based on the recommendation of the Determination Committee and the Determination Period has expired, if the Purchaser is going to make the Purchase under circumstances different from the facts and circumstances based on which the recommendation was made, the Purchaser must provide a new Statement of Intent to the Board of Directors.

(iv) Respect for recommendations of the Determination Committee by the Board of Directors

The Board of Directors will respect recommendations of the Determination Committee made in accordance with 3. (4) (i) to (iii) above to the fullest extent, and decide whether to implement or not to implement the takeover defense measure (the Plan) (the specific measure is described in 3. (5) below).

Upon making such decision, the Board of Directors will disclose the summary of the decision and other matters as deemed appropriate by the Board of Directors promptly after the decision.

If the Purchaser fails to follow the procedures under the Plan and proceeds with the Purchase, the Board of Directors may implement the takeover defense measure without waiting for a recommendation by the Determination Committee.

(v) Admissibility and adequacy of the Plan

1) Meeting of the requirements under guidelines concerning takeover defense measures, etc.

The Plan meets the three principles provided for in the Guidelines Regarding Takeover Defense for the Purposes of Protection and Enhancement of Corporate Value and Shareholders' Common Interests issued by the Ministry of Economy, Trade and Industry and the Ministry of Justice on May 27, 2005 (i.e., principle of protecting and enhancing corporate value and shareholders' common interests, principle of prior disclosure and shareholders' will, and principle of ensuring the necessity and reasonableness). The Plan also conforms to the "Takeover Defense Measures in Light of Recent Environmental Changes" issued on June 30, 2008 by the Corporate Value Study Group established within the Ministry of Economy, Trade and Industry.

2) Emphasis on shareholders' will

As stated in 3. (6) below, the Company will confirm the shareholders' will with respect to the continuation of the Plan at the 60th Ordinary General Meeting of Shareholders to be held in June 2020.

In addition, even before the expiration of the effective term of the Plan, if a proposal to abolish the Plan is approved at a general meeting of shareholders of the Company, the Plan will be abolished at that time.

Further, since the directors of the Company, whose term of office is one year, are elected at an ordinary general meeting of shareholders every year, and the Board of Directors can decide to abolish the Plan, the shareholders of the Company can also indirectly abolish the Plan at their discretion through the election of directors every year.
In such manners, the introduction, continuation and abolition of the Plan reflect the shareholders' will.

3) Establishment of objective requirements

As described in 3. (4) above, the Plan is designed to be implemented only if reasonable and objective requirements are met.

4) The Plan is not a dead-hand or slow-hand type takeover defense measure

Since a majority vote is required when the Board of Directors decides whether to implement the Plan, if half or more of the directors comprising the Board of Directors are replaced at a general meeting of shareholders, it is impossible for the minority of directors to implement the Plan. Therefore, the Plan does not constitute an unjustified dead-hand type takeover defense measure.
In addition, since all directors of the Company are elected at an ordinary general meeting of shareholders every year, all directors can be replaced. Therefore, the Plan does not constitute an unjustified slow-hand type takeover defense measure.

(5) Details of the takeover defense measure (the Plan)

The Plan (a takeover defense measure) described in 3. (4) above consists of a gratis allotment of share options ("Share Options under the Plan") under Article 277 of the Companies Act as described below.

(i) Shareholders subject to the allotment of Share Options under the Plan

The Board of Directors will separately set the Effective Date of Gratis Allotment (meaning the date on which the shareholders to whom share options are allotted free of charge become holders of the share options, that is, the date on which the gratis allotment of share options takes effect) in accordance with Article 278, Paragraph (3) and Paragraph (1), Item (iii) of the Companies Act, and will give notice, without delay after that date, to the shareholders who are entered or recorded on the latest register of shareholders of the Company as of that date in accordance with Article 279, Paragraph (2) of the Companies Act, stating that one Share Option under the Plan is allotted to each share held by the shareholders (excluding treasury shares).

(ii) Total number of Share Options under the Plan to be allotted

The maximum number of Share Options under the Plan to be allotted is the final total number of issued shares (excluding treasury shares) as of the Effective Date of Gratis Allotment.

(iii) Class and number of shares subject to Share Options under the Plan

Shares subject to Share Options under the Plan are common shares in the Company, and one common share will be issued per Share Option under the Plan, unless otherwise adjusted.

(iv) Price of Share Options under the Plan

Free of charge.

(v) Amount to be paid in upon exercise of Share Options under the Plan

The amount to be paid in per share delivered upon exercise of a Share Option under the Plan is 1 yen.

(vi) Final day (last day) of the exercise period of Share Options under the Plan

The Board of Directors will set the Effective Date of Gratis Allotment in accordance with Article 278, Paragraph (3) and Paragraph (1), Item (iii) of the Companies Act, and will give notice, without delay after that date, to the shareholders to whom share options are allotted free of charge in accordance with Article 279, Paragraph (2) of the Companies Act. Since Paragraph (3) of the said Article 279provides that the final day (last day) of the exercise period of share options shall be at least two weeks from the date of delivery of the notice, the final

day (last day) of the exercise period of Share Options under the Plan shall be a date that is at least two weeks from the Effective Date of Gratis Allotment.

(vii) Cancellation of the allotment of Share Options under the Plan

As stated above, the deadline for the Determination Committee to recommend that the Board of Directors cancel the implementation of the Plan under 3. (4) (ii) a) or b) above shall be five business days prior to the Effective Date of Gratis Allotment, and the deadline for the Board of Directors to cancel the gratis allotment based on such recommendation of the Determination Committee shall be four business days prior to the Effective Date of Gratis Allotment.

(viii) Conditions precedent to the exercise of Share Options under the Plan (Criteria of persons who are not recognized as eligible to exercise share options)

In general, persons listed in (a) to (f) below may not exercise Share Options under the Plan. Further, in general, non-residents who are required to follow prescribed procedures for exercising Share Options under the Plan under applicable laws and regulations in Japan or foreign countries may not exercise Share Options under the Plan. The Company is not expecting to deliver money in order to acquire the share options held by the Purchaser.

	Person who may not exercise	**Meanings (hereinafter, the "Act" means the Financial Instruments and Exchange Act)**
(a)	Specified Large Volume Holder	A holder of Share Certificates, etc. issued by the Company, who is found by the Board of Directors to have a Holding Ratio of Share Certificates, etc. of 20% or more in respect of such Share Certificates, etc.
(b)	Joint Holder of (a)	A "Joint Holder" as defined in Article 27-23, Paragraph (5) of the Act, including any person who is deemed as a Joint Holder under Paragraph (6) of that Article.
(c)	Specified Large-Scale Purchaser	A person who gives public notice for commencing a tender offer concerning a Purchase, etc. (meaning a "Purchase, etc." as defined in Article 27-2, Paragraph (1) of the Act, the same applies hereinafter) of Share Certificates, etc. (meaning "Share Certificates, etc." as defined in that Paragraph, the same applies hereinafter) issued by the Company by way of a tender offer (TOB), and whose Holding Ratio of Share Certificates, etc. after such Purchase, etc. will be 20 % or more when totaling with the Holding Ratio of Share Certificates, etc. of Persons in Special Relationship with such person.
(d)	Persons in Special Relationship with (c)	"Persons in Special Relationship" as defined in Article 27-2, Paragraph (7) of the Act (for those who are listed in Item (i) of the said Paragraph, excluding those set forth in Article 3, Paragraph (1) of the Cabinet Office Order on Disclosure Required for Tender Offer for Share Certificates by Persons Other Than Issuers); the same applies hereinafter.
(e)	Any person who has acquired or succeeded to Share Options under the Plan from any of the persons set forth in (a) to (d) above without the approval of the Board of Directors	
(f)	Any related person of the persons set	A "related person" means a person, as recognized by the Board of Directors, who substantially controls, is controlled by, or is under

	forth in (a) to (e) above	common control with, a person under any of (a) to (e) above or is acting in concert with such person.

(ix) Restrictions on transfer of Share Options under the Plan

A transfer of Share Options under the Plan is subject to the approval of the Board of Directors. In other words, any transfer of Share Options under the Plan without the approval of the Board of Directors is not effective against the Company.

(x) Events of, and conditions precedents to, the cancellation of Share Options under the Plan

Since the Company is not entitled under laws and regulations (Article 278, Paragraph (2) of the Companies Act) to receive a gratis allotment of Share Options under the Plan, the Plan does not provide for the conditions precedents to the cancellation of Share Options under the Plan under Article 276 of the Companies Act.

In order to amend the Plan, including an addition of a provision to the effect that the Company may acquire Share Options under the Plan in exchange for shares in the Company (call clause), the Company must obtain the approval of our shareholders at a general meeting of shareholders as stated below.

(6) Effective term of the Plan and procedures for introduction, continuation, amendment, and abolition of the Plan

The introduction, continuation, or amendment of the Plan must be approved at a general meeting of shareholders of the Company by an ordinary resolution under Article 309, Paragraph (1) of the Companies Act (a resolution passed by a majority of the votes of the shareholders present at a meeting of shareholders at which the shareholders holding a majority of the votes of the shareholders who are entitled to vote are present) in accordance with Article 48, Paragraph 3 of the Articles of Incorporation, notwithstanding the provision of Article 17, Paragraph 1 of the Articles of Incorporation.

The effective term of the Plan is through the close of the ordinary general meeting of shareholders to be held with respect to the last fiscal year that ends within three years after the introduction, continuation, or amendment of the Plan is approved by an ordinary resolution (Article 309, Paragraph (1) of the Companies Act) in accordance with Article 48, Paragraph 3 of the Articles of Incorporation at a general meeting of shareholders of the Company.

More specifically, if the continuation of the Plan is approved at the 60th Ordinary General Meeting of Shareholders to be held in June 2020, the Plan will remain effective, unless any procedures to amend or abolish the Plan are taken thereafter, through the close of the ordinary general meeting of shareholders to be held in June 2023.

However, even before the expiration of the effective term, if (a) a proposal to abolish the Plan is approved at a general meeting of shareholders of the Company, or (b) a resolution to abolish the Plan is adopted by the Board of Directors consisting of directors elected at a general meeting of shareholders, the Plan will be abolished at that time.

In addition, any amendment to the Plan requires the approval by an ordinary resolution (Article 309, Paragraph (1) of the Companies Act) in accordance with Article 48, Paragraph 3 of the Articles of Incorporation, and if the Plan is amended during the effective term of the Plan, the amended Plan remains effective through the close of the ordinary general meeting of shareholders to be held with respect to the last fiscal year that ends within three years after such amendment of the Plan is approved by an ordinary resolution (Article 309, Paragraph (1) of the Companies Act) in accordance with Article 48, Paragraph 3 of the Articles of Incorporation at a general meeting of shareholders of the Company.

The Company plans to submit a proposal for the continuation of the Plan to the next ordinary general meeting of shareholders, i.e., the 60th Ordinary General Meeting of Shareholders.

Further, the Company will review or consider amending the Plan as necessary from the perspective of enhancing the corporate value and in turn, the common interests of our shareholders, taking into account the revision and development of related laws and regulations as well as court judgments and precedents, and the outcome of such review or consideration will be presented as a proposal at a general meeting of shareholders of the Company.

The Company will also promptly disclose material facts or information relating to the Plan and any other matters as deemed appropriate by the Board of Directors or the Determination Committee.

(7) About the Determination Committee

Upon introduction of the Plan, the Company established the Corporate Value Determination Committee (referred to as the "Determination Committee" as already mentioned above) consisting exclusively of persons independent from the Board of Directors in order to avoid any arbitrary judgments by the Board of Directors on whether to implement the Plan and other related matters.

The Determination Committee consists of three or more members who are appointed by the Board of Directors from outside directors who are members of the audit and supervisory committee of the Company as well as from outside experts well-versed in the theory and practice of corporate management or corporate acquisitions (such as company managers, ex-government officials, attorneys, certified public accountants, and academics).

The name and brief biography of each of the current members of the Determination Committee is shown in (Exhibit 1).

In principle, a resolution of the Determination Committee is adopted by a majority of members at a meeting where all members are present. However, under unavoidable circumstances, a resolution may be adopted by a majority of members present at a meeting where a majority of members are present.

The Determination Committee will make a report on its determination process and disclose the report in a timely manner.

(8) Impact on shareholders and investors

(i) If the Purchaser fails to follow the above procedures under the Plan

If the Purchaser fails follow the procedures under the Plan described in 3. (2) above, such as submitting the Statement of Intent, the purchase will be deemed to be an Unjust Hostile Takeover.

(ii) Impact on shareholders and investors upon introduction of the Plan

Unless the Plan is implemented, Share Options under the Plan will not be issued. Therefore, the introduction of the Plan does not directly provide any specific impact on the rights and economic interests of our shareholders and investors.

(iii) Impact on shareholders and investors upon gratis allotment of Share Options under the Plan

If a resolution to implement the takeover defense measure (the Plan) and conduct a gratis allotment of Share Options under the Plan to our shareholders is adopted, one Share Option under the Plan will be allotted free of charge to each of shares held by the shareholders who are entered or recorded on the latest register of shareholders of the Company as of the Effective Date of Gratis Allotment.

If a shareholder to whom Share Options under the Plan have been allotted fails to follow the procedures set forth in 3. (8) (iv) 3) below during the exercise period for the allotted Share Options under the Plan, the shares held by such shareholder in the Company will be diluted (a decrease in the percentage of shares held by such shareholder in the Company) as a result of the exercise of Share Options under the Plan by other shareholders (provided, however, that if the Company is able to acquire such Share Options under the Plan in exchange for shares in the Company and the Company implements the procedures for such acquisition, such shareholder receives shares in the Company as consideration for acquisition of such Share Options under the Plan by the Company without completing the procedures described in 3. (8) (iv) 3) below and no dilution will be caused to such shareholder's shares in the Company).

(iv) Procedures required to be taken by shareholders in connection with the issuance of Share Options under the Plan by way of allotment to shareholders

1) The latest register of shareholders as of the Effective Date of Gratis Allotment

If the Board of Directors resolves to implement the takeover defense measure (the Plan) and conduct a gratis allotment of Share Options under the Plan to shareholders, the Board of Directors will set the Effective Date of Gratis Allotment and give public notice thereof. Our shareholders are asked to confirm completion of the necessary procedures at the Japan Securities Depository Center through their account management institutions (such as securities companies) respectively by the final day (last day) of the exercise period of Share Options under the Plan stated in the notice to the shareholders and public notice.

2) Procedures for application for Share Options under the Plan

Under the Plan, Share Options under the Plan will be allotted to our shareholders by way of a gratis allotment of share options under Article 277 of the Companies Act, and the shareholders entered or recorded on the latest register of shareholders as of the Effective Date of Gratis Allotment will automatically become holders of share options on the Effective Date of Gratis Allotment without making an application therefor.

3) Procedures for exercising the Share Options under the Plan

After the Effective Date of Gratis Allotment, the Company will, without delay, give notice to all the shareholders who are entered or recorded on the latest register of shareholders as of the Effective Date of Gratis Allotment concerning the details of Share Options under the Plan and send an exercise request form (in a form designated by the Company, including a letter of pledge to the effect that the shareholder is not a Specified Large Volume Holder) and other documents necessary to exercise the Share Options under the Plan.

Upon submission of these necessary documents and payment of 1 yen per Share Option under the Plan by the final day (last day) for exercising Share Options under the Plan separately designated by the Board of Directors, one common share in the Company will be issued per Share Option under the Plan.

If the Company provides, in accordance with the laws and regulations, that the Company may acquire Share Options under the Plan in exchange for shares in the Company, and the Company implements the procedures for such acquisition, the shareholders holding the Share Options under the Plan that are subject to such acquisition as determined by the Board of Directors will receive shares in the Company as consideration for the acquisition of the Share Options under the Plan by the Company without payment of their exercise price (in such case, each such shareholder may be separately requested to submit a written statement in a form designated by the Company pledging that he/she is not a Specified Large Volume Holder).

END

(Exhibit 1)

Career Summary of Corporate Value Determination Committee Members

As of May 14, 2020

Hiroyuki Ozaki			
March 1984		:	Graduated from 2nd Program, Faculty of Law, the University of Tokyo
April 1984	- May 1993	:	Nomura Securities Co., Ltd.
	(May 1990	:	MBA, New York University)
June 1993	- August 1995	:	Morgan Stanley Japan Limited
September 1995	- April 1997	:	Goldman Sachs (Japan) Ltd.
May 1997	- May 2001	:	Executive Officer, General Manager, Sales Division, Goldman Sachs Investment Trust (Japan) Ltd.
May 2001	- August 2002	:	General Manager, Bio Business Preparation Office, Softbank Investment Co., Ltd.
August 2002	- January 2004	:	Managing Director, Biovision Capital Co., Ltd.
April 2004	- May 2005	:	Director, DNAVEC Corporation (Gene therapy venture)
	(March 2005	:	Completed doctoral course, Waseda University Graduate School and gained doctorate (research)
May 2005	- March 2015	:	Professor, Entrepreneurship Program, Tokyo University of Technology Graduate School
June 2012	- June 2016	:	Outside Audit & Supervisory Board Member, the Company
April 2015	- Present	:	Professor, Graduate School of Business Administration, Kobe University
April 2016	- Present	:	Professor, Graduate School of Science, Technology and Innovation, Kobe University

Nobuyuki Isagawa			
March 1989		:	Graduated from School of Business Administration, Kobe University
April 1989	- March 1993	:	New Japan Securities Co., Ltd. (currently Mizuho Securities Co., Ltd.)
April 1993	- March 1995	:	Doctoral Program, Graduate School of Business Administration, Kobe University
April 1995	- March 1997	:	Assistant, School of Business Administration, Kobe University
April 1997	- March 2007	:	Associate Professor, Graduate School of Business Administration, Kobe University
April 2007	- March 2016	:	Professor, Graduate School of Business Administration, Kobe University
April 2016	- Present	:	Professor, Graduate School of Management, Kyoto University
	(2000	:	PhD (Management), Kobe University)

Hiroshi Iguchi			
March 1985		:	Graduated from Department of Law, Faculty of Law, Chuo University
October 1986		:	Passed the national bar examination
April 1987	- March 1989	:	Legal apprentice (41st term)
April 1989	- January 1994	:	Registered as an attorney at law, assigned to Sannomiya Law Office
February 1994	- Present	:	Senior Partner Attorney, Kobe City Law Office
			(Became an incorporated entity in October 2005)

End

(Exhibit 2)

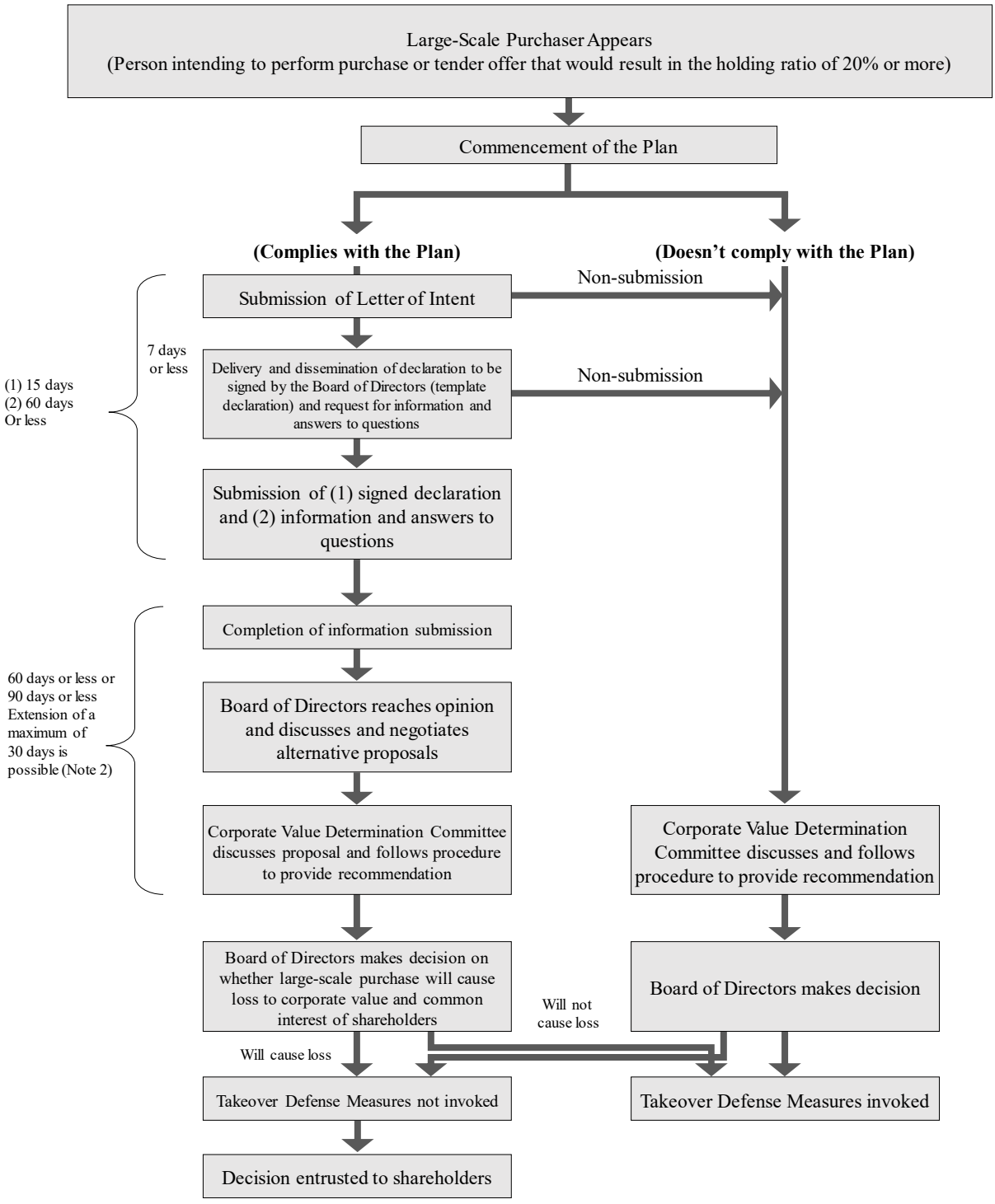
Major shareholders (Top 10) as of March 31, 2020

Name	Number of shares held	Shareholding ratio (%)
Minimal Corporation	6,194,173	17.70
FUJICCO Co., Ltd.	4,940,649	14.11
The Master Trust Bank of Japan, Ltd. (Trust Account)	1,787,200	5.10
Masakazu Fukui	1,021,863	2.92
MUFG Bank, Ltd.	895,140	2.55
SUMITOMO LIFE INSURANCE COMPANY	854,000	2.44
Japan Trustee Services Bank, Ltd. (Trust Account)	695,800	1.98
Hisako Tanaka	616,834	1.76
Nippon Life Insurance Company	550,919	1.57
Sumitomo Mitsui Banking Corporation	494,887	1.41
Total	18,051,465	51.58

(Note) Shareholding ratio was calculated including the number of treasury stock.

(Exhibit 3)

Flow Chart in Case of Commencement of Large-Scale Purchase



(Notes) 1. The above flow chart is a reference material for the purpose of making it simpler to understand the Plan. It does not necessarily show all the procedures. Please read the main text for details of the Plan.

2. In principle, 60 days in cases of a tender offer for consideration in cash and in principle, 90 days in other tender offer cases. However, an extension of up to 30 days may be possible if the Corporate Value Determination Committee recognizes that there are special and reasonable circumstances. In such a case the period would be up to 90 days and 120 days, respectively. (There may be cases where the determination period is extended beyond that period.)

End