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(Stock Code 2810)
June 3, 2019

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 CONVOCATION OF
THE 73RD 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 73rd 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 in writing 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 Monday, June 24, 2019, Japan time. Please refer to the “Information on Exercising Voting Rights” on Page 3 of this Notice.

1. Date and Time: Tuesday, June 25, 2019 at 10 a.m. Japan time

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 73rd Fiscal Year (April 1, 2018 - March 31, 2019) 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 73rd Fiscal Year (April 1, 2018 - March 31, 2019)

Proposals to be resolved:

- Proposal 1:** Appropriation of Surplus
Proposal 2: Partial Amendments to the Articles of Incorporation
Proposal 3: Election of Ten (10) Directors
Proposal 4: Election of One (1) Auditor

- END -

<Information>

- ◎ When attending on the day of the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk. Additionally, to conserve resources, please bring this “Notice” with you.
- ◎ As the reception will be crowded immediately before the commencement of the meeting, we request that you arrive early. If the venue is at capacity on the day of the meeting, we will prepare a second or third venue. We appreciate your understanding.
- ◎ Of the documents to be provided with this Notice, “6 Systems to Ensure Appropriateness of Business and Summary of Operational Status of the Systems” and “7 Basic Policy Regarding Control of the Company” in the Business Report, “Notes to the Consolidated Financial Statements” in the Consolidated Financial Statements, and “Notes to the 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: Tuesday, June 25, 2019 at 10 a.m.

(Reception desk is scheduled to start at 8:30 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., Monday, June 24, 2019

- **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., Monday, June 24, 2019

■ 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 2: Partial Amendments to the Articles of Incorporation

1. Reason for a proposal

At our 70th Annual General Meeting of Shareholders held on June 28, 2016, the term of validity of the "Measures to Deal with the Acquisition of Large Volume of Our Shares (Takeover Defense Measures)" (hereinafter referred to as the "This plan") which was approved to be continued shall expire at the close of this Annual General Meeting of Shareholders.

Since the introduction of Takeover Defense Measures in 2007, the Company have been actively working to improve corporate value through steady implementation of the Medium-Term Management Plan, enhance shareholder returns, such as dividend increases and share repurchases, and strengthen corporate governance. As a result of careful deliberations on how to handle This plan at the end of the term of validity of This plan, the Company decided at our meeting of the Board of Directors held on May 13, 2019 that This plan would not continue or be abolished as of the conclusion of this Annual General Meeting of Shareholders, in view of the fact that the need for This plan has declined relatively from the viewpoint of raising the corporate value of the Group and securing and enhancing the common interests of shareholders, in light of the recent changes in the business environment surrounding us, the recent developments in Takeover Defense Measures, the regulations on the act of massive acquisitions under the Financial Instruments and Exchange Law, and the introduction of This plan to secure the necessary information and time for shareholders to make appropriate judgments to a certain extent.

Therefore, Chapter 7 (Articles 44 and 45) of the current Articles of Incorporation relating to This plan is deleted.

Any amendment to these Articles of Incorporation shall become effective as of the close of this Annual General Meeting of Shareholders.

2. Changes

Details of the change are as follows:

(Underlined indicates modified parts.)

Current article	Proposed amendments
<p style="text-align: center;"><u>Chapter 7 Takeover Defense Measures</u></p> <p><u>Article 44 (Introduction of Takeover Defense Measures, etc.)</u> <u>The General Meeting of Shareholders may decide to introduce, continue, change or abolish Takeover Defense Measures.</u> <u>2. The Board of Directors may decide to amend Takeover Defense Measures with the approval of the Independent Committee stipulated in the Takeover Defense Measures, and abolish such Takeover Defense Measures independently without the approval of the General Meeting of Shareholders.</u></p> <p><u>Article 45 (Decision on Allotment of Share Options without Contribution)</u> <u>In accordance with the procedures stipulated in the Takeover Defense Measures stipulated in the preceding article, the Company may, by a resolution of the Board of Directors, Allotment of Share Options without Contribution and Allotment of Share Options for Subscription.</u></p>	<p style="text-align: center;">Deletion</p> <p style="text-align: center;">Deletion</p> <p style="text-align: center;">Deletion</p>

Proposal 3: 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 FY2018
1	<input type="checkbox"/> Reelection Hiroshi Urakami	Representative Director and President, the Company Responsible for Corporate Planning Division	Attended all 14 meetings
2	<input type="checkbox"/> Reelection Keiji Matsumoto	Representative Senior Managing Director Responsible for Domestic Affiliated Companies Planning Support Division, New Business Planning & Development Division, Finance & Accounting Division	Attended all 14 meetings
3	<input type="checkbox"/> Reelection Yasukatsu Hiroura	Senior Managing Director Representative Director and President, House Wellness Foods Corporation	Attended all 14 meetings
4	<input type="checkbox"/> Reelection Masahiko Kudo	Senior Managing Director Representative Director and President, House Foods Corporation	Attended all 14 meetings
5	<input type="checkbox"/> Reelection Toyoaki Fujii	Director General Manager, Corporate Communication Headquarters	Attended all 14 meetings
6	<input type="checkbox"/> Reelection Akira Koike	Director Responsible for Global Headquarters	Attended all 14 meetings
7	<input type="checkbox"/> Reelection Yoshiyuki Osawa	Director Responsible for General Affairs Division, Legal Division, Secretariat Division, Human Resources Development Division, Diversity Promotion Division	Attended all 10 meetings
8	<input type="checkbox"/> Reelection Yoshiyuki Miyaoku	Director General Manager, Research & Development Headquarters Responsible for Quality Assurance Management Division, Purchasing Division, Digital Transformation Planning Division	Attended all 10 meetings
9	<input type="checkbox"/> Reelection <input type="checkbox"/> Outside <input type="checkbox"/> Independent Director Kunikatsu Yamamoto	Outside Director	Attended all 14 meetings
10	<input type="checkbox"/> Reelection <input type="checkbox"/> Outside <input type="checkbox"/> Independent Director Kyuzo Saito	Outside Director	Attended all 14 meetings

No.	Name (Date of birth)	Past experience, positions and responsibilities	Number of shares of the Company held
1	Hiroshi Urakami age 53 (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>Vice Chairman, Japan Cannery Association</p> <p>Representative Director and President, HKL Co., Ltd.</p> <p>Senior Managing Director, House Kosan Co., Ltd.</p>	1,035,750 shares

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

[Reasons for nomination as a candidate for Director]

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.

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.

- (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.
 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 70 (March 1, 1949) Reelection	March 1971 Joined the Company	36,133 shares
		June 1998 Director, the Company	
		June 2004 Retired from Director, the Company	
		July 2004 Senior Executive Officer and General Manager, Public Relations Division, the Company	
		April 2006 Senior Executive Officer and General Manager, Customer Communications Headquarters, the Company	
		June 2006 Director, the Company Senior Executive Officer and General Manager, Customer Communications Headquarters, and responsible for SCM Division, the Company	
		April 2008 Senior Managing Executive Officer and General Manager, Management Headquarters, and responsible for Purchasing Division and Customer Communications Headquarters, the Company	
		April 2009 Senior Managing Executive Officer and General Manager, Management Headquarters, and responsible for Purchasing Division, the Company	
		April 2010 Senior Managing Executive Officer and General Manager, Management Headquarters, and responsible for Purchasing Division and Affiliated Companies Operations Division, the Company	
		April 2012 Representative Director, the Company (current position)	
		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	
		October 2013 Senior Managing Director, the Company (current position) General Manager, Management Headquarters, and responsible for Purchasing Division, the Company	
		April 2014 General Manager, Management Headquarters, and responsible for Purchasing Division and Senior Meal Solutions Business Strategy Division, the Company	
		April 2015 General Manager, Management Headquarters, and responsible for Purchasing Division and New Business Planning & Development Division, the Company	
		April 2016 Responsible for Domestic Affiliated Companies Planning Support Division, Human Resources Development Division, Purchasing Division, and New Business Planning & Development Division, the Company	
		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	
		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	
June 2018 Responsible for Domestic Affiliated Companies Planning Support Division, Purchasing Division, New Business Planning & Development Division, and Finance & Accounting Division, the Company			
April 2019 Responsible for Domestic Affiliated Companies Planning Support Division, New Business Planning & Development Division, and Finance & Accounting Division, the Company(current position)			
Significant concurrent positions Director and Chairman, Vox Trading Co., Ltd.			

No.	Name (Date of birth)	Past experience, positions and responsibilities	Number of shares of the Company held
		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, Mr. Keiji Matsumoto, as the person responsible for finance and accounting, businesses of affiliated companies, and new business development, is demonstrating leadership in promoting capital policies and financial strategies, expanding the business foundation at each Group company and unearthing new businesses.</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 63 (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>	38,895 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, Mr. Yasukatsu Hiroura 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. 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 66 (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 Representative Director and President, House Foods Corporation</p>	9,417 shares
Attendance rate at meetings of the Board of Directors (attendance): 100% (14/14 meetings)			
[Reasons for nomination as a candidate for Director] Mr. Masahiko Kudo has a wealth of experience in the product development division. In addition, Mr. Masahiko Kudo 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.			

(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	Toyoaki Fujii age 65 (March 5, 1954) Reelection	<p>April 1976 Joined the Company</p> <p>July 2004 Corporate Officer and General Manager, Health Foods Division, the Company</p> <p>April 2006 Corporate Officer and General Manager, Food Seasoning Division, the Company</p> <p>April 2008 Managing Executive Officer and General Manager, Customer Communications Headquarters, the Company</p> <p>June 2008 Director, the Company (current position)</p> <p>April 2009 Managing Executive Officer and General Manager, Customer Communications Headquarters, and responsible for Overseas Business Division, the Company</p> <p>April 2010 Managing Executive Officer and General Manager, Customer Communications Headquarters, and responsible for Global Business Division, the Company</p> <p>April 2012 Managing Executive Officer and General Manager, Customer Communications Headquarters, the Company</p> <p>October 2013 General Manager, Customer Communications Headquarters, the Company</p> <p>April 2015 General Manager, Corporate Communication Headquarters, the Company (current position)</p>	17,730 shares

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

[Reasons for nomination as a candidate for Director]

Mr. Toyoaki Fujii has a wealth of experience primarily in each division of advertising, public relations, product development, and CSR. In addition, Mr. Toyoaki Fujii, as General Manager of Corporate Communication Headquarters, is focusing on strengthening the advertising strategy of the Company Group and formulating communication strategies with stakeholders, and promoting CSR activities, including “construction of the recycling-oriented model” and “achievement of a society of healthy longevity”.

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.

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

2. The number of shares of the Company held by Mr. Toyoaki Fujii 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
6	Akira Koike age 61 (September 30, 1957) Reelection	<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) General Manager, General Affairs Division, and General Manager, Finance & Accounting Division, the Company</p> <p>April 2016 Responsible for General Affairs Division, Legal & Intellectual Properties Division, Finance & Accounting Division, and Secretariat Division, the Company</p> <p>April 2017 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 (current position)</p>	5,474 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. Akira Koike has a wealth of experience primarily in each division of finance and accounting, general affairs, corporate planning, and global business. In addition, Mr. Akira Koike, as the person responsible for Global Headquarters, is focusing on expanding operations and strengthening profitability to accelerate the growth of global business, as well as promoting global business strategies, including the development of new global markets.</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. Akira Koike and the Company.

2. 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, positions and responsibilities	Number of shares of the Company held
7	Yoshiyuki Osawa age 59 (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>Significant concurrent positions Director, Ichibanya Co., Ltd. Director, House Business Partners Corporation</p>	3,178 shares
Attendance rate at meetings of the Board of Directors (attendance): 100% (10/10 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, Mr. Yoshiyuki Osawa, as the person responsible for human resources development, general affairs, and legal, is focusing on promoting human resources strategies, including “achievement of diversity” and “implementation of work style reforms”, as well as improving corporate governance systems.</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 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, 2019).

No.	Name (Date of birth)	Past experience, positions and responsibilities	Number of shares of the Company held
8	Yoshiyuki Miyaoku age 58 (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)</p> <p> 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>	4,015 shares
Attendance rate at meetings of the Board of Directors (attendance): 100% (10/10 meetings)			
[Reasons for nomination as a candidate for Director] 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, Mr. Yoshiyuki Miyaoku, 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. 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.			

(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
9	Kunikatsu Yamamoto age 77 (February 2, 1942) Reelection Outside Director Independent Director	<p>April 1965 Joined The Sumitomo Bank,Ltd. (currently Sumitomo Mitsui Banking Corporation)</p> <p>June 1990 Director, The Sumitomo Bank,Ltd.</p> <p>November 1994 Managing Director, The Sumitomo Bank,Ltd.</p> <p>June 1997 Senior Managing Director, The Sumitomo Bank,Ltd.</p> <p>June 1999 Senior Managing Director and Senior Managing Executive Officer, The Sumitomo Bank,Ltd.</p> <p>June 2000 Representative Director and President, Ginsen Co., Ltd.</p> <p>June 2004 Representative Director and Chairman, Ginsen Co., Ltd. Auditor, the Company</p> <p>June 2005 Special Advisor, Ginsen Co., Ltd. (current position)</p> <p>June 2008 Director, the Company (current position)</p> <p>Significant concurrent positions Director (Outside), BML, Inc.</p>	2,989 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 his many years of engagement in financial operations at The Sumitomo Bank,Ltd. (currently Sumitomo Mitsui Banking Corporation) and Ginsen Co., Ltd., Mr. Kunikatsu Yamamoto has a wealth of knowledge in finance and accounting and deep insights into corporate management. While submitting opinions and making decisions regarding 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. Kunikatsu Yamamoto and the Company.
2. Mr. Kunikatsu Yamamoto is a candidate for Outside Director.
3. The term of office of Mr. Kunikatsu Yamamoto as Outside Director of the Company will be 11 years as of the end of this Annual General Meeting of Shareholders. Furthermore, he was previously an Outside Auditor of the Company.
4. The Company has concluded a liability limitation agreement with Mr. Kunikatsu Yamamoto 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. Kunikatsu Yamamoto 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. Kunikatsu Yamamoto 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	Kyuzo Saito age 73 (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 General Manager, Food Logistics Bureau, Ministry of Agriculture and Forestry</p> <p>January 2001 General Manager, Comprehensive Food Bureau, Ministry of Agriculture and Forestry</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>	3,209 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 3 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.

Proposal 4: Election of One (1) Auditor

The term of office of Auditor Hiroyuki Kamano will expire at the conclusion of this year's Annual General Meeting of Shareholders.

Accordingly, the company proposes the election of 1 Auditor.

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

The candidate for Auditor is as follows:

Name (Date of birth)	Past experience and positions	Number of shares of the Company held
Hiroyuki Kamano age 73 (July 21, 1945) Reelection Outside Auditor Independent Auditor	April 1971 Joined the Ministry of Foreign Affairs April 1981 Registration as a Practicing Lawyer October 1988 Representative Lawyer at Kamano Sogo Law Offices (current position) April 2009 Vice President of the Tokyo Bar Association April 2013 Executive Governor of Japan Federation of Bar Associations June 2015 Auditor, the Company(current position) Significant concurrent positions Representative Lawyer at Kamano Sogo Law Offices Director (Outside),NGK Insulators,Ltd.	2,326 shares
Attendance rate at meetings of the Board of Directors (attendance): 100% (14/14 meetings) Attendance rate at meetings of the Corporate Auditors (attendance):100% (12/12 meetings)		
[Reasons for nomination as a candidate for Outside Auditor] As an Lawyer, Mr. Hiroyuki Kamano has a wealth of knowledge and experience in corporate legal affairs. He has served as an outside director and outside auditor of multiple companies, and has a deep insight into corporate management, and as an outside auditor, he accurately and appropriately audits the execution of duties of our directors. As a result, the Company has judged that he is a person necessary for future management and audit of the Company Group, and requests his continued election as an Outside Auditor of the Company.		

(No tes) 1. There are no special conflicts of interest between Mr. Hiroyuki Kamano and the Company.

2. Mr. Hiroyuki Kamano is a candidate for Outside Auditor.

3. The term of office of Mr. Hiroyuki Kamano as Outside Auditor 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. Hiroyuki Kamano 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. During his tenure as an outside director of NGK Insulators,Ltd., the company agreed with the U.S. Department of Justice on a plea deal mainly for the payment of fines in September 2015, alleging that the company violated the U.S. Antitrust Law in connection with part of its transactions with automobile catalyst carriers. He has always made remarks from the perspective of legal compliance at the company's board of directors, etc., and has played an active role in strengthening the compliance system, including compliance with competition laws, through the activities of the committees established in response to this incident.

In January 2018, NGK Insulators,Ltd. confirmed that there were cases in which the delivery inspection based on the contract was not properly carried out for the products such as "insulator". He was not aware of the fact until the fact was found, but he made remarks on a daily basis from the perspective of strengthening compliance at the company's board of directors, etc., and through the activities of the committee established in response to this incident, made recommendations to investigate the actual situation, investigate the cause of the incident, and formulate measures to prevent the recurrence of the incident.

6. Mr. Hiroyuki Kamano is an Independent Auditor as defined by the Tokyo Stock Exchange, and if his reelection is approved, the Company plans to continue designating him as an Independent Auditor and submit him as such.

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

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