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(Stock Exchange Code 2264)
June 5, 2018

To Shareholders with Voting Rights:

Michio Miyahara
President
Morinaga Milk Industry Co., Ltd.
5-33-1 Shiba, Minato-ku, Tokyo, Japan

NOTICE OF THE 95TH 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 95th Annual General Meeting of Shareholders of Morinaga Milk Industry Co., Ltd. (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 by electronic means (Internet, etc.). Please exercise your voting rights by means of either of the following upon reviewing the accompanying Reference of the Annual General Meeting of Shareholders.

[Exercise of Voting Rights in Writing]

Please indicate your approval or disapproval of the proposals on the enclosed Voting Rights Exercise Form and return it so that it is received by 5:30 p.m., June 27, 2018, Japan time.

[Exercise of Voting Rights by Electronic Means (Internet, etc.)]

Please refer to “Guide to the Exercise of Voting Rights via the Internet, etc.” (Page 4) and indicate your approval or disapproval of the proposals by 5:30 p.m., June 27, 2018, Japan time.

1. Date and Time: Thursday, June 28, 2018 at 10:00 a.m. Japan time (reception starts at 9:00 a.m.)

2. Place: Toranomon Hills Forum
Toranomon Hills Mori Tower 5th Floor,
1-23-3 Toranomon, Minato-ku, Tokyo, Japan

3. Meeting Agenda:

- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements for the Company’s 95th Fiscal Year (April 1, 2017 - March 31, 2018) and results of audits of the Consolidated Financial Statements by the Accounting Auditors and the Audit & Supervisory Board
 2. Non-consolidated Financial Statements for the Company’s 95th Fiscal Year (April 1, 2017 - March 31, 2018)

Proposals to be resolved:

Proposal 1: Appropriation of Surplus

Proposal 2: Election of Eleven (11) Directors

Proposal 3: Election of One (1) Audit & Supervisory Board Member

Proposal 4: Election of One (1) Substitute Audit & Supervisory Board Member

Proposal 5: Determination of Remuneration for Allocation of Restricted Stock to Directors (excluding External Directors)

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- When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
 - The followings are posted on the Company's website (<http://www.morinagamilk.co.jp/ir/stock/info.html>) in place of this notice in accordance with laws and regulations and Article 16 of the Company's Articles of Incorporation.
 - 1) Notes to consolidated financial statements
 - 2) Notes to non-consolidated financial statementsConsolidated financial statements and non-consolidated financial statements audited by the Audit & Supervisory Board Members and the accounting auditors are the accompanying documents of this notice as well as the notes to consolidated financial statements and notes to non-consolidated financial statements on the Company's website.
 - If it is necessary to modify the contents of the Reference Documents of the Annual General Meeting of Shareholders and/or the accompanying documents, the modified versions will be posted on the Company's website.

Guide to the Exercise of Voting Rights

For Those Attending the General Meeting of Shareholders

Date and time of the meeting: Thursday, June 28, 2018 at 10:00 a.m. Japan time (reception starts at 9:00 a.m.)

Please bring and present the enclosed Voting Rights Exercise Form at the reception desk of the meeting place. Additionally, please bring this document with you as reference for the proceedings.

For Those Not Attending the General Meeting of Shareholders

Via mail

Exercise deadline: Arrival by Wednesday, June 27, 2018 at 5:30 p.m. Japan time

Please indicate your vote for or against the proposals on the Voting Rights Exercise Form enclosed herewith, and return it to us by the deadline.

Via the Internet

Exercise deadline: Wednesday, June 27, 2018 at 5:30 p.m. Japan time

Please indicate whether you approve or disapprove of each proposal on the Exercise of Voting Rights Website that is designated by the Company:

<https://evote.tr.mufg.jp/>

Please see the following page for details.

1. Exercise of Voting Rights by Proxy

If you are unable to attend the Annual General Meeting of Shareholders, you can have another shareholder, who also has a voting right, act as proxy. In such case, submission of a document in writing certifying the authority as proxy will be required.

2. Handling of Duplicate Voting

- (1) If you exercise your voting rights in duplicate in both writing and via the Internet, the vote exercised via the Internet will be deemed valid.
- (2) If you exercise your voting rights in duplicate via the Internet, your last vote exercised will be deemed valid. Also, if you exercise your voting rights in duplicate on computers, smartphones and/or mobile phones, your last vote exercised will be deemed valid.

Guide to the Exercise of Voting Rights via the Internet

If you exercise your voting rights via the Internet, please read the following prior to doing so. If you are attending the meeting, it is unnecessary to exercise your voting rights by mailing or via the Internet, etc.

1. Exercise of Voting Rights Website

- (1) Exercise of your voting rights via the Internet is possible only by accessing the Exercise of Voting Rights Website that is designated by the Company (<https://evote.tr.mufg.jp/>), from a computer, smartphone, and/or mobile phone (i-mode, EZweb, or Yahoo! Keitai). (Please note that operation of the Website stops from 2:00 a.m. to 5:00 a.m. each day)
- (2) The exercise of voting rights on the Exercise of Voting Rights Website for computers or smartphones may not be possible in certain operating environments due to factors including the use of a firewall when accessing the Internet, the use of antivirus software and/or the use of a proxy server.
- (3) To exercise your voting rights on mobile phones, please use i-mode, EZweb, or Yahoo! Keitai services. For security reasons, you cannot vote by a mobile phone which does not have functions of TLS encrypted transmission or transmission of phone ID information.
- (4) If you have any questions, please contact our Help Desk indicated below.
(Note) “i-mode”, “EZweb”, and “Yahoo!” are trademarks or registered trademarks of NTT DoCoMo Inc., KDDI Corporation and Yahoo! Inc. respectively.

2. Exercise of Voting Rights via the Internet

- (1) On the website for exercise of voting rights (<https://evote.tr.mufg.jp/>), please use the log-in ID and temporary password given on your Voting Rights Exercise Form and follow the on-screen instructions to indicate your approval or disapproval of each proposal.
- (2) To prevent unauthorized access by persons who are not qualified shareholders (“impersonation”) and manipulation of voting details, please be aware that shareholders using this site will be asked to change their temporary passwords.
- (3) Every time the Annual General Meeting of Shareholders is convoked, new log-in IDs and temporary passwords will be issued.

3. Cost Incurred in Accessing the Exercise of Voting Rights Website

The costs incurred when accessing the voting website, such as Internet access fees and telephone charges, will be borne by shareholders. Also, fees required to use mobile phones, such as packet transmission fees, will be borne by shareholders.

For inquiries about the system and other matters, contact:

Securities Business Division (Help Desk), Mitsubishi UFJ Trust and Banking Corporation

Phone: (0120) 173-027 (Toll Free) (available from 9:00 to 21:00) (Japan only)

4. Electronic Platform for Exercising Voting Rights

Nominee shareholders such as custodian banks (including standing proxies) can use the Electronic Voting Platform for Institutional Investors, which is operated by ICJ, as a means of exercising voting rights for the meeting only if they submit an application to do so in advance.

Reference Documents for the Annual General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

In the light of profit for the current fiscal year, future management environment and stable distribution of profits to shareholders, as well as to express our gratitude for your constant support and reinforce our management practices, we propose to appropriate the surplus as follows by increasing five (5) yen per share from the end of the previous fiscal year.

1. Year-end cash dividend

(1) Type of dividend property: Cash

(2) Allotment of dividend property to shareholders and total amount

Allotment of dividend property to shareholders: ¥50 per share of the Company's common stock

Total amount: ¥2,473,617,100

(3) Effective date of the dividends of surplus:

June 29, 2018

2. Other Appropriations of Surplus

(1) Item and the amount of surplus to be increased:

Reserve for dividends ¥2,300,000,000

General reserve: ¥8,500,000,000

(2) Item and the amount of surplus to be decreased:

Retained earnings brought forward: ¥10,800,000,000


Proposal 2: Election of Eleven (11) Directors



The terms of office of all the eleven (11) Directors will expire at the conclusion of the meeting. Accordingly, we propose the election of eleven (11) Directors.

The candidates for Director are as follows.


No.	Name		Current positions and responsibilities at the Company	Attendance at Board of Directors meetings	Number of shares of the Company held
1	Reappointment	Michio Miyahara	Representative Director and President	100% (13 / 13)	14,800 shares
2	Reappointment	Junichi Noguchi	Representative Director and Executive Vice President (Assistant to President)	100% (13 / 13)	12,000 shares
3	Reappointment	Kazuo Aoyama	Senior Managing Director (Quality Assurance, Dairy Farm Services, and Distribution)	100% (13 / 13)	5,800 shares
4	Reappointment	Teiichiro Okawa	Senior Managing Director (R&D) Senior Executive Managing Officer, General Manager of R&D Division, and General Manager of Food Research & Application Center, R&D Division	100% (13 / 13)	5,300 shares
5	Reappointment	Tsuyoshi Minato	Managing Director (Special and General Affairs) Executive Managing Officer and General Manager of Special Affairs Division	100% (13 / 13)	2,200 shares
6	Reappointment	Yoichi Onuki	Managing Director (Strategic Planning, Public Relations, Finances and Information System)	100% (13 / 13)	1,900 shares
7	Reappointment	Shigemi Kusano	Director (Manufacturing) Executive Managing Officer, General Manager of Manufacturing Division	92% (12 / 13)	2,800 shares
8	Reappointment	Mitumasa Saito	Director (Human Resources and Administration)	100% (13 / 13)	5,200 shares
9	Reappointment	Kenichi Ohara	Director (Sales and Marketing) Executive Managing Officer and General Manager of Sales & Marketing Divisions	100% (13 / 13)	2,700 shares
10	Reappointment External Director Independent Director	Kyoko Okumiya	Director	100% (13 / 13)	700 shares
11	Reappointment External Director Independent Director	Shoji Kawakami	Director	100% (13 / 13)	800 shares



(Note) Current positions and responsibilities at the Company display information as of May 25, 2018, the date the Reference Documents for the Annual General Meeting of Shareholders were created.


No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
1	 <p>Michio Miyahara (January 4, 1951)</p> <p>Reappointment</p> <p>Attendance at Board of Directors meetings 100% (13 / 13)</p>	<p>April 1975 Joined the Company</p> <p>April 2001 General Manager of Morioka Plant</p> <p>June 2003 Managing Officer and General Manager of Engineering Section, Production Department</p> <p>June 2005 Executive Managing Officer and General Manager of Production Department</p> <p>February 2006 Executive Managing Officer and General Manager of Manufacturing Division</p> <p>June 2007 Senior Executive Managing Officer and General Manager of Manufacturing Division</p> <p>June 2007 Senior Managing Director, Senior Executive Managing Officer and General Manager of Manufacturing Division</p> <p>June 2009 Director and Executive Vice President</p> <p>February 2010 Director, Executive Vice President, Managing Officer and General Manager of Sales & Marketing Division 2</p> <p>June 2011 Representative Director and Executive Vice President</p> <p>June 2012 Representative Director and President (present) to present</p> <p>[Significant concurrent positions] Chairperson, Japan Dairy Industry Association</p>	14,800
<p><Reasons for selection as candidate></p> <p>Aside from holding posts in the manufacturing and sales divisions of the Company, Mr. Michio Miyahara has served as an executive in related organizations, and possesses specialized knowledge regarding the dairy industry. Additionally, from 2007 onward, he has experienced important duties as Director, and from 2012, he has managed the Group as Representative Director and President. By utilizing this knowledge and experience, the Company expects that he can contribute to further growth and improvement in corporate value of the Group, and his reappointment as candidate for Director is requested.</p>			


No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
2	 Junichi Noguchi (June 30, 1950) Reappointment Attendance at Board of Directors meetings 100% (13 / 13)	April 1973 Joined the Company June 2003 Managing Officer and General Manager of Retail Department February 2006 Managing Officer and General Manager of Fresh Products Division June 2007 Managing Director, Executive Managing Officer and General Manager of Sales & Marketing Division June 2009 Senior Managing Director, Senior Executive Managing Officer and General Manager of Sales & Marketing Division February 2010 Senior Managing Director, Senior Executive Managing Officer and General Manager of Sales & Marketing Division 1 June 2014 Director, Executive Vice President, Managing Officer and General Manager of Sales & Marketing Division 1 June 2015 Representative Director, Executive Vice President, Managing Officer and General Manager of Sales & Marketing Division I June 2016 Representative Director, Executive Vice President, Managing Officer and General Manager of Sales & Marketing Division June 2017 Representative Director and Executive Vice President (present) to present [Responsibilities at the Company] Assistant to President [Significant concurrent positions] Chairperson, Japan Ice Cream Association Chairperson, Ice Cream and Frozen Dessert Fair Trade Council	12,000
<Reasons for selection as candidate> Aside from holding posts in the sales division of the Company, Mr. Junichi Noguchi has served as an executive in related organizations, and possesses specialized knowledge regarding the dairy industry. Additionally, from 2007 onward, he has experienced important duties as Director, and from 2015, he has managed the Group as Representative Director and Executive Vice President. By utilizing this knowledge and experience, the Company expects that he can contribute to further growth and improvement in corporate value of the Group, and his reappointment as candidate for Director is requested.			
3	 Kazuo Aoyama (May 7, 1952) Reappointment Attendance at Board of Directors meetings 100% (13 / 13)	April 1975 Joined the Company December 2005 General Manager of Tokyo Plant April 2008 General Manager of Quality Assurance Department June 2011 Managing Officer and General Manager of Tokyo Tama Plant June 2013 Director, Executive Managing Officer and General Manager of Manufacturing Division June 2014 Managing Director, Executive Managing Officer and General Manager of Manufacturing Division June 2016 Senior Managing Director, Senior Executive Managing Officer and Manager of Manufacturing Division June 2017 Senior Managing Director (present) to present [Responsibilities at the Company] Quality Assurance, Dairy Farm Services, and Distribution	5,800
<Reasons for selection as candidate> Aside from holding posts in the manufacturing division of the Company, Mr. Kazuo Aoyama has served as an executive in related organizations, and possesses specialized knowledge regarding the dairy industry. Additionally, from 2011 onward, he has experienced important duties as Managing Officer, and from 2013, he has been involved in management as Director. By utilizing this knowledge and experience, the Company expects that he can contribute to further growth and improvement in corporate value of the Group, and his reappointment as candidate for Director is requested.			

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
4	 Teiichiro Okawa (June 21, 1956) Reappointment Attendance at Board of Directors meetings 100% (13 / 13)	April 1982 Joined the Company June 2012 General Manager of Food Research & Development Institute June 2013 Managing Officer and General Manager of Food Research & Development Institute June 2015 Managing Director, Executive Managing Officer and General Manager of Food Research & Development Institute November 2015 Managing Director June 2016 Managing Director, Executive Managing Officer and General Manager of R&D Division June 2017 Senior Managing Director, Senior Executive Managing Officer and General Manager of R&D Division February 2018 Senior Managing Director, Senior Executive Managing Officer, General Manager of R&D Division and General Manager of Food Research & Application Center, R&D Division (present) to present [Responsibilities at the Company] Research & Development	5,300
<Reasons for selection as candidate> Aside from holding posts in the research & development division of the Company, Mr. Teiichiro Okawa has served as an executive in both domestic and overseas related organizations, and possesses specialized knowledge regarding the dairy industry. Additionally, from 2013 onward, he has experienced important duties as Managing Officer, and from 2015, he has been involved in management as Director. By utilizing this knowledge and experience, the Company expects that he can contribute to further growth and improvement in corporate value of the Group, and his reappointment as candidate for Director is requested.			
5	 Tsuyoshi Minato (June 23, 1964) Reappointment Attendance at Board of Directors meetings 100% (13 / 13)	April 1988 Joined the Company November 2007 General Manager of Special Affairs Department June 2010 Managing Officer and General Manager of Special Affairs Department June 2015 Director, Executive Managing Officer, Deputy General Manager of Special Affairs Division and General Manager of Special Affairs Department November 2015 Director, Executive Managing Officer and Deputy General Manager of Special Affairs Division June 2016 Managing Director, Executive Managing Officer and General Manager of Special Affairs Division (present) to present [Responsibilities at the Company] Special and General Affairs [Significant concurrent positions] Councilor, Hikari Kyokai (Hikari Association)	2,200
<Reasons for selection as candidate> Aside from holding posts in the administration division of the Company, Mr. Tsuyoshi Minato has served as an executive in related organizations, and possesses specialized knowledge regarding the dairy industry. Additionally, from 2010 onward, he has experienced important duties as Managing Officer, and from 2015, he has been involved in management as Director. By utilizing this knowledge and experience, the Company expects that he can contribute to further growth and improvement in corporate value of the Group, and his reappointment as candidate for Director is requested.			

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
6	 Yoichi Onuki (December 4, 1959) Reappointment Attendance at Board of Directors meetings 100% (13 / 13)	April 1983 Joined the Company May 2008 General Manager of Sales & Marketing Administration Office, Sales & Marketing Division February 2010 General Manager of Sales & Marketing Administration Office June 2011 Managing Officer, General Manager of Corporate Strategic Planning Department and General Manager of Public Relations Department November 2014 Managing Officer, General Manager of Corporate Strategic Planning Department June 2015 Director, Executive Managing Officer and General Manager of Corporate Strategic Planning Department April 2016 Director June 2017 Managing Director (present) to present [Responsibilities at the Company] Strategic Planning, Public Relations, Finances and Information System	1,900
<Reasons for selection as candidate> Mr. Yoichi Onuki has held posts in the sales and administration divisions of the Company and possesses specialized knowledge regarding the dairy industry. Additionally, from 2011 onward, he has experienced important duties as Managing Officer, and from 2015, he has been involved in management as Director. By utilizing this knowledge and experience, the Company expects that he can contribute to further growth and improvement in corporate value of the Group, and his reappointment as candidate for Director is requested.			
7	 Shigemi Kusano (May 26, 1957) Reappointment Attendance at Board of Directors meetings 92% (12 / 13)	April 1980 Joined the Company April 2008 General Manager of Tokyo Plant June 2011 General Manager of Quality Assurance Department June 2013 Managing Officer and General Manager of Production Department, Manufacturing Division November 2013 Managing Officer and General Manager of Manufacturing Department, Manufacturing Division June 2016 Director, Executive Managing Officer, Deputy General Manager of Manufacturing Division and General Manager of Manufacturing Department June 2017 Director, Executive Managing Officer and General Manager of Manufacturing Division (present) to present [Responsibilities at the Company] Manufacturing	2,800
<Reasons for selection as candidate> Aside from holding posts in the manufacturing division of the Company, Mr. Shigemi Kusano has served as an executive in related organizations and possesses specialized knowledge regarding the dairy industry. Additionally, from 2013 onward, he has experienced important duties as Managing Officer in executive posts, and from 2016, he has been involved in management as Director. By utilizing this knowledge and experience, the Company expects that he can contribute to further growth and improvement in corporate value of the Group, and his reappointment as candidate for Director is requested.			

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
8	 Mitsumasa Saito (January 1, 1958) Reappointment Attendance at Board of Directors meetings 100% (13 / 13)	April 1980 Joined the Company June 2008 General Manager of General Affairs Department May 2009 General Manager of Purchasing Department, Manufacturing Division June 2011 Managing Officer and General Manager of Purchasing Department, Manufacturing Division June 2012 Managing Officer and General Manager of Human Resources Department June 2016 Director (present) to present [Responsibilities at the Company] Human Resources, Administration	5,200
		<Reasons for selection as candidate> Aside from holding posts in the manufacturing and administration divisions, Mr. Mitsumasa Saito has served as an executive in related organizations and possesses specialized knowledge regarding the dairy industry. Additionally, from 2011 onward, he has experienced important duties as Managing Officer in executive divisions, and from 2016, he has been involved in management as Director. By utilizing this knowledge and experience, the Company expects that he can contribute to further growth and improvement in corporate value of the Group, and his reappointment as candidate for Director is requested.	
9	 Kenichi Ohara (January 6, 1958) Reappointment Attendance at Board of Directors meetings 100% (13 / 13)	January 1982 Joined Kelly Clark Company (until October 1982) December 1982 Joined Hagoromo Canning Company (current Hagoromo Foods Corporation) (until April 1986) April 1986 Joined Future Marketing Co., Ltd. (until October 1987) December 1987 Joined the Company June 2007 Seconded to Chez Forest Co. Ltd. (Representative Director and President) June 2010 Managing Officer and Deputy General Manager, Tokyo Office June 2012 Managing Officer and Deputy General Manager, Sales & Marketing Division 1 June 2016 Director, Executive Managing Officer and General Manager, Sales & Marketing Division 1 June 2017 Director, Executive Managing Officer and General Manager, Sales & Marketing Divisions (present) to present [Responsibilities at the Company] Sales and Marketing	2,700
		<Reasons for selection as candidate> Mr. Kenichi Ohara has held posts in the sales division of the Company and possesses specialized knowledge regarding the dairy industry. Additionally, from 2010 onward, he has experienced important duties as Managing Officer in executive posts, and from 2016, he has been involved in management as Director. By utilizing this knowledge and experience, the Company expects that he can contribute to further growth and improvement in corporate value of the Group, and his reappointment as candidate for Director is requested.	

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
10	 <p data-bbox="204 645 395 705">Kyoko Okumiya (June 2, 1956)</p> <p data-bbox="204 728 395 817">Reappointment External Director Independent Director</p> <p data-bbox="204 840 395 929">Attendance at Board of Directors meetings 100% (13 / 13)</p>	<p data-bbox="427 268 1292 347">April 1984 Registered as an Attorney at law (Dai-ichi Tokyo Bar Association) Joined Iwata Godo law firm (until August 2000)</p> <p data-bbox="427 358 1292 392">September 2000 Joined Tanabe & Partners law firm (present)</p> <p data-bbox="427 392 1292 448">September 2001 Secretary, Civil Action and Civil Execution Act Session, Legislative Council of Ministry of Justice (until February 2004)</p> <p data-bbox="427 448 1292 504">August 2003 Audit and Inspection Commissioner, City of Kawasaki (until July 2015)</p> <p data-bbox="427 504 1292 571">February 2006 Member of Defense Procurement Council of Ministry of Defense (until March 2014)</p> <p data-bbox="427 571 1292 627">June 2014 External Audit & Supervisory Board Member of NEC Corporation (present)</p> <p data-bbox="427 627 1292 660">June 2014 External Director of DC Co., Ltd. (until June 2016)</p> <p data-bbox="427 660 1292 694">June 2014 External Director of the Company (present)</p> <p data-bbox="427 694 1292 795">April 2015 Member of Public Utility Extraordinary Committee, Equal Employment Subcommittee, Labour Policy Council of Ministry of Health, Labour and Welfare (until May 2017)</p> <p data-bbox="427 795 1292 884">June 2017 Chairperson of Equal Employment Subcommittee, Labour Policy Council of Ministry of Health, Labour and Welfare (until July 2017)</p> <p data-bbox="427 884 1292 996">July 2017 Chairperson of Employment Environment and Equal Employment Subcommittee, Labour Policy Council of Ministry of Health, Labour and Welfare (present) to present</p> <p data-bbox="427 996 1292 1075">[Significant concurrent positions] Attorney at law (Tanabe & Partners) External Audit & Supervisory Board Member of NEC Corporation</p>	700
<p data-bbox="199 1093 1452 1265"><Reasons for selection as candidate> Although Ms. Kyoko Okumiya has no experience of direct involvement in corporate management, she has specialized knowledge as an attorney at law, and has been an External Director of the Company from June 2014, she is contributing to the sound management of the Company from an independent position and with an objective perspective based on her insight concerning law and regulation and companies and society. To continue to receive advice and recommendations toward management from these perspectives, her reappointment as candidate for External Director is requested.</p> <p data-bbox="199 1265 1452 1346"><Term of office as Director> She will have served as an External Director for four(4) years since June 2014 upon the conclusion of this Annual General Meeting of Shareholders.</p>			

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
11	 Shoji Kawakami (October 4, 1949) Reappointment External Director Independent Director Attendance at Board of Directors meetings 100% (13 / 13)	April 1974 Joined Toyota Motor Co., Ltd. (current Toyota Motor Corporation) January 1994 General Manager of Cost Accounting Office, Accounting Division, Accounting Group of Toyota Motor Corporation January 1998 Seconded to Kuozui Motors, Ltd. as Vice President January 2000 Senior Vice President of Kuozui Motors, Ltd. January 2001 General Manager, Affiliated Business Department, Accounting Division January 2005 Seconded to AISAN INDUSTRY CO., LTD. June 2005 Transferred to AISAN INDUSTRY CO., LTD. as Director June 2007 Managing Director of AISAN INDUSTRY CO., LTD. June 2008 Senior Executive Managing Officer and Representative Director of AISAN INDUSTRY CO., LTD. June 2013 Part-time Advisor of AISAN INDUSTRY CO., LTD. (until June 2014) June 2015 External Director of the Company (present) to present	800
<Reasons for selection as candidate> Mr. Shoji Kawakami possesses a wealth of experience, having served as General Manager of Affiliated Business Department, Accounting Division of Toyota Motor Corporation and had a managerial role at AISAN INDUSTRY CO., LTD. He was also involved in an overseas business at Kuozui Motors, Ltd., and has contributed to the management of the Company from an independent position as an External Director of the Company from June 2015. To continue to receive advice and recommendations toward management from these wide insights, his reappointment as candidate for External Director is requested. <Term of office as Director> He will have served as an External Director for three(3) years since June 2015 upon the conclusion of this Annual General Meeting of Shareholders.			

(Note 1) Past experience, positions, responsibilities, and significant concurrent positions for each candidate display information as of May 25, 2018, the date the Reference Documents for the Annual General Meeting of Shareholders were created.

(Note 2) No special interest exists between each candidate and the Company.

(Note 3) Ms. Kyoko Okumiya and Mr. Shoji Kawakami are candidates for External Director.

(Note 4) The Company has registered Ms. Kyoko Okumiya and Mr. Shoji Kawakami with the Tokyo Stock Exchange as independent directors. If their reelections are approved and they assume office, the Company intends to maintain their registrations as independent directors.

(Note 5) On July 12, 2016, NEC Corporation, where Ms. Kyoko Okumiya serves as External Audit & Supervisory Board Member, received notice from the Japan Fair Trade Commission that its transactions for telecommunications equipment for electric safety systems with Tokyo Electric Power Company Holdings, Inc. (the former Tokyo Electric Power Company) were in violation of the Antimonopoly Act. Additionally, on February 15, 2017, said company received a Cease and Desist Order and an Order for Payment of Surcharge from the Japan Fair Trade Commission for actions in violation of the Antimonopoly Act regarding transactions for hybrid optical communication equipment and equipment for transmission lines with Chubu Electric Power Co., Inc. Some of the actions were after she assumed office as External Audit & Supervisory Board Member, but after the facts were discovered, she requested surveys on the reasons for occurrence, etc., to the legal and internal audit divisions as External Audit & Supervisory Board Member and examined the survey results. She also provided advice to the Board of Directors regarding measures to prevent recurrence and further implementation of compliance and reviewed the implementation status of these measures, etc.

(Note 6) The Company has entered into liability limitation agreements with Ms. Kyoko Okumiya and Mr. Shoji Kawakami. If their reelections are approved at this Annual General Meeting of Shareholders and they assume office, the Company intends to extend these agreements. The outline of the agreement is as follows:


- 1) If an External Director is liable to the Company for damages pursuant to Article 423, Paragraph 1 of the Companies Act, his/her liability shall be limited to the minimum liability amount stipulated by laws and regulations.
- 2) The limitation of liability stated above is only applicable if an External Director is in good faith and is not grossly negligent in performing his/her duties.

Proposal 3: Election of One (1) Audit & Supervisory Board Member

Audit & Supervisory Board Member, Mr. Nobuo Iijima will retire from his position as Audit & Supervisory Board Member at the conclusion of this Annual General Meeting of Shareholders, and we propose the election of one (1) Audit & Supervisory Board Member.

The Audit & Supervisory Board has given its consent to this proposal.

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

Name (Date of birth)	Past experience, positions, and significant concurrent positions	Number of shares of the Company held
 <p data-bbox="172 853 363 913">Keiki Hirota (October 31, 1953)</p> <p data-bbox="172 936 363 965">New Candidate</p>	April 1978 Joined the Company	6,400
	June 2005 Managing Officer and General Manager of Beverage & Dessert Division	
	February 2006 Managing Officer and General Manager of Tohoku Branch	
	June 2007 Managing Officer and Deputy General Manager of Sales & Marketing Division	
	May 2008 Managing Officer, Deputy General Manager of Sales & Marketing Division, and General Manager of Advertising Department	
	May 2009 Managing Officer and Deputy General Manager of Sales & Marketing Division	
	February 2010 Managing Officer and Deputy General Manager of Sales & Marketing Division I	
	June 2012 Seconded to Daily Foods Corporation. (Representative Director and Vice President)	
	June 2014 Representative Director and President of Daily Foods Corporation (present) to present	

<Reasons for selection as candidate>

Mr. Keiki Hirota has held posts in the sales division of the Company and possesses specialized knowledge regarding the dairy industry. Additionally, from 2005 onward, he has experienced important duties as Managing Officer in executive posts, and he has been involved in management of affiliated companies. By utilizing this knowledge and remarkable ability to collect information based on his personal networks, the Company expects that he can audit effectively, and his appointment as candidate for Audit & Supervisory Board Member is requested.

(Note 1) Past experience, positions, and significant concurrent positions for the candidate display information as of May 25, 2018, the date the Reference Documents for the Annual General Meeting of Shareholders were created.

(Note 2) No special interest exists between the candidate Mr. Keiki Hirota and the Company.


Proposal 4: Election of One (1) Substitute Audit & Supervisory Board Member

To prepare for a contingency in which the number of Audit & Supervisory Board Members falls below the minimum stipulated by laws and regulations, we propose the election of one (1) Substitute Audit & Supervisory Board Member as a substitute for the External Audit & Supervisory Board Members, Mr. Takatomo Yoneda and Mr. Masahiko Ikaga.

The validity of the election under this proposal may only be cancelled prior to the assumption of office based on resolution by the Board of Directors upon consent of the Audit & Supervisory Board.

The Audit & Supervisory Board has given its consent to this proposal.

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

Name (Date of birth)	Past experience, positions, and significant concurrent positions	Number of shares of the Company held
 <p>Hiroshi Fujiwara (August 25, 1955)</p> <p>External Audit & Supervisory Board Member Independent Audit & Supervisory Board Member</p>	<p>April 1981 Registered as an Attorney at law (Tokyo Bar Association) Joined Hashimoto Shirohei law firm (current Hashimoto Sogo law firm) (present)</p> <p>January 2004 Practicing-attorney-professor for civil advocacy of Legal Training and Research Institute of Japan, Supreme Court of Japan (until January 2007)</p> <p>April 2011 Vice-President, Tokyo Bar Association (until March 2012)</p> <p>June 2015 External Audit & Supervisory Board Member of Kaneka Corporation (present) to present</p> <p>[Significant concurrent positions] Attorney at law (Hashimoto Sogo law firm) External Audit & Supervisory Board Member of Kaneka Corporation</p>	<p>0</p>
<p><Reasons for selection as candidate> Although Mr. Hiroshi Fujiwara has no experience of direct involvement in corporate management, he is expected to be capable of objectively auditing the Company's management in view of his professional knowledge of legal matters as an attorney at law and abundant experience of commercial issues.</p>		

(Note 1) Past experience, positions, and significant concurrent positions for the candidate display information as of May 25, 2018, the date the Reference Documents for the Annual General Meeting of Shareholders were created.

(Note 2) No special interest exists between the candidate Mr. Hiroshi Fujiwara and the Company.

(Note 3) Mr. Hiroshi Fujiwara is a candidate for Substitute External Audit & Supervisory Board Member.

(Note 4) If Mr. Hiroshi Fujiwara is appointed as the External Audit & Supervisory Board Member, the Company intends to register him with the Tokyo Stock Exchange as an independent Audit & Supervisory Board Member .

(Note 5) If Mr. Hiroshi Fujiwara is appointed as the External Audit & Supervisory Board Member, the Company intends to enter into a liability limitation agreement with Mr. Fujiwara. The outline of the agreement is as follows:

- 1) If an External Audit & Supervisory Board Member is liable to the Company for damages pursuant to Article 423, Paragraph 1 of the Companies Act, his/her liability shall be limited to the minimum liability amount stipulated by laws and regulations.
- 2) The limitation of liability stated above is only applicable if an External Audit & Supervisory Board Member is in good faith and is not grossly negligent in performing his/her duties.

Reference

[Standards for Determining Independence of External Executives]

If External Directors, External Audit & Supervisory Board Members, and candidates thereof fulfill the following conditions, the Company will determine that they possess adequate independence from the Company.

- (1) The person is not currently an Executive Director, etc., (Note 2) of the Group (Note 1), and was not an Executive Director, etc., of the Group in the past. For External Audit & Supervisory Board Members, in addition to the above, the person was not a Non-executive Director of the Group.
- (2) Within the present fiscal year and within the past three fiscal years, none of the following items applied.
 - 1) The person holds the Group as a major transaction partner (Note 3) or is an Executive Director, etc., of said transaction partner.
 - 2) The person is a major transaction partner of the Group (Note 4) or is an Executive Director, etc., of said transaction partner.
 - 3) The person is a consultant, accounting specialist, or legal specialist that receives a significant amount of cash (Note 5) or other property other than executive remuneration. Additionally, if the party receiving said property is an organization such as a corporation or association, then a person affiliated with said organization.
 - 4) The person is a major shareholder of the Company (Note 6) or is an Executive Director, etc., of said major shareholder.
 - 5) The person is from an organization such as a corporation or association that receives donations or support exceeding a certain amount (Note 7) from the Group.
- (3) The person is not currently a spouse or relative to within the second degree of a person to which any of the following apply.
 - 1) An Executive Director, etc., or a Non-executive Director of the Group. However, for persons who are employees also serving as Executive Directors, etc., this is limited to significant employees (Note 8).
 - 2) Significant persons (Note 9) to which any of (2) 1) to 5) apply.
- (4) The person is not a Director, Audit & Supervisory Board Member, Executive, Managing Officer, or employee of a company with which the Group has a mutual seconding of Directors, Audit & Supervisory Board Members, Executives, or Managing Officers.
- (5) None of the following items apply to the person.
 - 1) Persons with which there may be a conflict of interest with general shareholders.
 - 2) Persons with a total term of office exceeding eight (8) years.

(Note 1) The Group refers to the Company and subsidiaries of the Company.

(Note 2) Executive Directors, etc., refer to Executive Directors, Executives, Managing Officers, Managers, and other employees.

(Note 3) Persons who hold the Group as a major transaction partner are persons that receive payment from the Group of 2% or more of total annual consolidated net sales of said transaction partner.

(Note 4) Major transaction partners of the Group are persons to which any of the following apply.

- 1) Persons whose payment to the Group is 2% or more of total annual consolidated net sales of the Group.
- 2) A financial institution whose balance of loans to the Group as of the end of the fiscal year comprises 2% or more of total consolidated assets of the Group.

(Note 5) A significant amount of cash is 10 million yen per annum or 2% or more of consolidated net sales or total revenue for said corporation, whichever amount is greater, on average for the past three fiscal years.

(Note 6) Major shareholders are shareholders that hold stocks that account for 10% or more of total voting rights.

(Note 7) A certain amount is 10 million yen per annum or 30% or more of total annual expenses for said corporation, whichever amount is greater, on average for the past three fiscal years.

(Note 8) Significant employees are employees that are in upper levels of management, such as General Managers or higher.

(Note 9) Significant persons are certified public accountants, attorneys (including so-called associates), corporate directors, and committee members, etc., or persons that can objectively and rationally be said to possess a similar level of significance.

Proposal 5: Determination of Remuneration for Allocation of Restricted Stock to Directors (excluding External Directors)

With respect to the amount of remuneration, etc. for Directors of the Company, it was approved at the 80th Annual General Meeting of Shareholders held on June 27, 2003 that the total amount shall be within the limit of ¥36 million a month (excluding a portion of employee salaries) and it was approved at the 83rd Annual General Meeting of Shareholders held on June 29, 2006 that in a separate framework from the above amount of remuneration for Directors, the amount of remuneration regarding stock acquisition rights as stock remuneration-type stock options for Directors shall have a limit of ¥60 million per annum.

At this time, to have Directors (excluding External Directors) of the Company share the benefits and risks of share price fluctuations with shareholders and further increase the desire to contribute to improving the share price and corporate value, the Company proposes the allocation to Directors (excluding External Directors) as outlined below of the Company's common stock with a certain transfer restriction period and stipulations for gratis acquisition at no cost, etc., by the Company (hereinafter the "Restricted Stock") in place of the stock acquisition rights as stock remuneration-type stock options above.

In line with the above, the stipulations regarding the amount of remuneration, etc. regarding stock acquisition rights as stock remuneration-type stock options above shall be abolished, and in comprehensive consideration of various matters such as the level of contribution by Directors to the Company, the Company proposes the establishment of the total amount of monetary compensation claims regarding Restricted Stock to Directors (excluding External Directors) of the Company to be within ¥120 million per annum, separate from the above amount of remuneration for Directors of the Company. Furthermore, the total amount of monetary compensation claims (¥120 million per annum) is calculated based on comprehensive consideration of various matters such as the level of contribution by Directors to the Company, and the Company believes that the total amount is appropriate.

Additionally, if Proposal 2 is approved, the number of Directors subject to this plan will be nine (9), excluding two (2) External Directors.

Specific Content and Limit for Restricted Stock for Directors (excluding External Directors) of the Company

1. Allocation and Payment of Restricted Stock

For Directors (excluding External Directors) of the Company, based on a resolution of the Board of Directors of the Company, the Company will grant monetary compensation claims as remuneration regarding Restricted Stock within the above annual limit, and each Director (excluding External Directors) shall receive allocation of Restricted Stock by making in-kind contribution of all such monetary compensation claims.

The amount of paid in Restricted Stock shall be determined by the Board of Directors for such issuance or disposal within the scope that is not an amount that is particularly advantageous to the Directors who underwrite said Restricted Stock, based on the closing price of the common stock of the Company in the Tokyo Stock Exchange on the business day immediately prior to the date of each resolution of the Board of Directors (in the case that the transaction has not been established on that day, the closing price on the most recent trading day preceding that day).

Additionally, the above monetary compensation claims shall be granted under the condition that the Directors of the Company have agreed to the above in-kind contribution and have concluded a Restricted Stock Allocation Agreement that includes the contents defined in 3. below.

2. The total number of Restricted Stock

The total number of Restricted Stock to be allocated to Directors (excluding External Directors) of the Company shall be 15,000 shares or less in each fiscal year.

However, on or after the date of resolution of this proposal, in the event of a stock split (including a gratis allocation of the Company's common stock), a reverse stock split of the Company's common stock, or any other equivalent event requires adjustments to the total number of Restricted Stock to be allotted, said total number of Restricted Stock may be reasonably adjusted.

3. Content of Restricted Stock Allocation Agreement

Upon the allocation of Restricted Stock, based on a resolution of the Board of Directors of the Company, the Restricted Stock Allocation Agreement to be concluded between the Company and

Directors to receive allocation of Restricted Stock shall include the following.

(1) Restriction of Transfer

Directors who have received allocation of Restricted Stock shall not dispose of said Restricted Stock in any way for the period determined by the Board of Directors of the Company that is between twenty (20) years and thirty (30) years (hereinafter, "Transfer Restricted Period"), including transfer to a third party, creation of pledge, creation of mortgage, gift inter vivos, or bequest.

(2) Acquisition of Restricted Stock at No Cost

In the case that Directors who received allocation of Restricted Stock leave their posts as Directors on or after the beginning of the Transfer Restriction Period and until the day prior to the first Annual General Meeting of Shareholders, the Company shall acquire Restricted Stock allocated to the Directors (hereinafter, "Allocated Shares") at no cost except in the case of any reason that the Board of Directors of the Company recognizes to be a legitimate reason.

The Company shall acquire at no cost any Allocated Shares for which the restriction of transfer is not cancelled based on the provisions set forth in paragraph (3) below at the expiration of the Transfer Restricted Period defined in paragraph (1) above.

(3) Cancellation of the Restriction of Transfer

The Company shall cancel the restriction of transfer for all of the Allocated Shares owned by a Director as of the time when the Transfer Restriction Period expires, on the condition that the Directors who received allocation of Restricted Stock have maintained the status of Directors continuously from the day on or after Transfer Restriction Period until the first Annual General Meeting of Shareholders.

However, in the case that said Directors leave the posts before the Transfer Restriction Period expires for any of the reasons that the Board of Directors of the Company recognizes to be legitimate, such as retirement by expiration of the term of office, the Company shall cancel the restriction of transfer on the Allocated Shares, after the adjustment on the number of the Allocated Shares for which the Transfer Restrictions are cancelled and the timing of the cancellation of the Transfer Restrictions.

(4) Treatment in the Event of Organizational Restructuring, etc.

In the case that matters regarding merger contracts under which the Company becomes the disappearing company, share exchange agreements or share transfer plans under which the Company becomes a wholly owned subsidiary of another company, or any other organizational restructuring, etc. are approved at the General Meeting of Shareholders of the Company (or at a Meeting of the Board of Directors of the Company in the case that approval by the General Meeting of Shareholders of the Company is not required regarding the said organizational restructuring, etc.) during the Transfer Restriction Period, the Company shall cancel, based on the resolution of the Board of Directors of the Company, the Transfer Restrictions before the effective date of the said organizational restructuring, etc., with regard to a number of Allocated Shares reasonably defined in view of the period between the beginning date of the Transfer Restriction Period and the approval date of said organizational restructuring.

In the case above, the Company shall acquire at no cost the Allocated Shares for which the Transfer Restrictions have not been cancelled, at the time immediately after the cancellation of Transfer Restrictions, as stipulated above.