

(TRANSLATION)
Security Code: 2282

June 3, 2024

To the Shareholders:

Notice of the 79th Ordinary General Meeting of Shareholders

Please take notice that the 79th Ordinary General Meeting of Shareholders of NH Foods Ltd. (the “Company”) will be held as described below.

In convening this General Meeting of Shareholders, we have taken measures for electronic provision. Matters subject to measures for electronic provision have been published on the following websites.

Our company’s website: <https://www.nipponham.co.jp/eng/ir/events/generalmeeting/>

The matters subject to measures for electronic provision are also posted on the website of the Tokyo Stock Exchange (TSE). Please access the TSE website (Listed Company Search) below, perform a search by entering “NH Foods Ltd.” for “Issue name (company name)” or “2282” for “Code,” and then select “Basic information” followed by “Documents for public inspection/PR information” to review the information.

TSE website: <https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>

You may exercise your voting rights via the Internet, etc. or in writing in lieu of attending the meeting in person. Please review the “Reference Document for the General Meeting of Shareholders” included in the matters subject to measures for electronic provision, and exercise your voting rights by 5:00 p.m., June 24 (Monday), 2024.

Yours very truly,

Nobuhisa Ikawa
President and
Representative Director

NH Foods Ltd.
4-9, Umeda 2-chome,
Kita-ku, Osaka

(TRANSLATION)

Description

1. Date and hour of the meeting:

June 25 (Tuesday), 2024, at 10:00 a.m.
(Reception is scheduled to start at 9:00 a.m.)

2. Place of the meeting:

Sankei Hall Breeze, 7F Breeze Tower,
4-9, Umeda 2-chome, Kita-ku, Osaka
(Please note that the venue is different from last year.)

3. Matters forming the objectives of the meeting:

Matters to be reported:

1. Report on the business report, the consolidated financial statements, and the financial statements for the 79th fiscal year (from April 1, 2023 to March 31, 2024)
2. Report on the results of audit of the consolidated financial statements for the 79th fiscal year by the Accounting Auditors and the Audit & Supervisory Board

Matters for resolution:

- Proposition No. 1: Election of 9 Directors
Proposition No. 2: Partial Amendments to Performance-Based Stock Compensation, etc. for Directors, etc.

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Matters published on the websites pursuant to measures for electronic provision

- Among the matters subject to the measures for electronic provision, the following items are not included in a paper copy to be delivered to our shareholders who have requested the delivery of the paper copy, pursuant to the provisions of laws and regulations and Article 15 of the Articles of Incorporation of the Company.

Accordingly, the paper copy to be delivered to our shareholders who have requested the delivery of said paper copy is therefore a part of the materials audited by the Audit & Supervisory Board Members and the Accounting Auditors in preparing their Audit Report and Independent Auditor's Report.

- (1) "Establishment of the systems to secure the properness of business activities and the status of the implementation of such systems" and "Fundamental policy on corporate control" of the Business Report
 - (2) "Consolidated Statement of Changes in Equity" and "Notes to Consolidated Financial Statements" of the Consolidated Financial Statements
 - (3) "Non-consolidated Statement of Changes in Net Assets" and "Notes to Non-consolidated Financial Statements" of the Non-consolidated Financial Statements
- Any revisions to the matters subject to the measures for electronic provision will be published on the above-listed websites.
 - Please kindly understand in advance that the results of resolutions will be posted on the Company's website in lieu of delivering the notice of resolutions in writing.

(TRANSLATION)

To the Shareholders

Enclosed is a notice of the 79th Ordinary General Meeting of Shareholders of NH Foods Ltd.

This fiscal year has marked the start of our “Medium-Term Management Plan 2026” (April 1, 2024–March 31, 2027). To begin the challenge of achieving Vision 2030: “Unleash new potentials for protein,” we have declared the theme for the “Medium-Term Management Plan 2026”: “Working together to create value through protein.” In addition to ensuring the stable supply of proteins as a company responsible for food infrastructure to date, we are strongly committed to creating new value for protein by joining forces with various partners.

We look forward to our shareholders’ ongoing support.

June 2024

Nobuhisa Ikawa
President and Representative Director

(TRANSLATION)

(Reference) Main points of the propositions

Proposition No. 1: Election of 9 Directors

The term of office of all 8 Directors currently in office will expire at the closing of this General Meeting of Shareholders. In this regard, it is proposed that 9 Directors including 4 Outside Directors be elected, adding one independent Outside Director to strengthen the diversity and the management supervisory function of the Board of Directors.

Candidate No.	Name	Current title and responsibilities	Number of attendances at the Board of Directors meetings
1	Tetsuhiro Kito (Reappointment)	Chairperson and Director, Chairperson of the Board of Directors	18/18 (100%)
2	Nobuhisa Ikawa (Reappointment)	President and Representative Director (President and CEO)	18/18 (100%)
3	Masahito Kataoka (Reappointment)	Vice President and Director (Executive Vice President), in charge of Accounting & Finance Department and Sustainability Department	18/18 (100%)
4	Fumio Maeda (Reappointment)	Director and Senior Managing Executive Officer, General Manager of Fresh Meats Business Division	18/18 (100%)
5	Kohei Akiyama (Reappointment)	Director and Managing Executive Officer, in charge of Human Resources Department, Legal Affairs Department, General Affairs Department, Public & Investor Relations Department and Secretarial Office	13/13 (100%)
6	Yasuko Kono (Reappointment) Outside Director Independent Officer	Outside Director	18/18 (100%)
7	Hideo Arase (Reappointment) Outside Director Independent Officer	Outside Director	18/18 (100%)
8	Tokushi Yamasaki (Reappointment) Outside Director Independent Officer	Outside Director	18/18 (100%)
9	Hiroko Miyazaki (New appointment) Outside Director Independent Officer		–

(Note) Regarding the number of attendances at the Board of Directors meetings for Mr. Kohei Akiyama, only the meetings of the Board of Directors held subsequent to his assumption of office on June 27, 2023 are counted.

Proposition No. 2: Partial Amendments to Performance-Based Stock Compensation, etc. for Directors, etc.

The Company requests your approval for partial amendments to the performance-based stock compensation plan (hereinafter referred to as the “Plan”) with the objective of further clarifying the linkage between the compensation for Directors, etc. and the Company’s business performance and shareholder value, and providing incentives to encourage the enhancement of corporate value over the medium and long term in order to realize the Company’s corporate philosophy.

● Outline of the Plan

The Plan is a stock compensation plan in which the shares of NH Foods Ltd. will be acquired by a trust funded by NH Foods Ltd. using part of the compensation for the Directors, etc., and the shares of NH Foods Ltd. and the amount of money equivalent to the proceeds from the disposal of the shares of NH Foods Ltd. (collectively the “Shares, etc. of NH Foods Ltd.”) are delivered and paid (hereinafter collectively the “Delivery, etc.”) to the Directors, etc.

(i) Persons eligible for the Delivery, etc. of the Shares, etc. of NH Foods	<ul style="list-style-type: none"> Directors (excluding Outside Directors and non-Japan residents) and Executive Officers (excluding non-Japan residents) of NH Foods Ltd.
(ii) Impact of the shares of NH Foods Ltd. under the Plan on the total number of the shares outstanding	
Maximum amount of the funding by NH Foods Ltd.	<ul style="list-style-type: none"> ¥220 million per fiscal year ¥660 million for the target period after the amendment to the Plan comprising three fiscal years
Acquisition method of the shares of NH Foods Ltd. and the maximum number of the Shares, etc. of NH Foods Ltd. for the Delivery, etc. to the Directors, etc.	<ul style="list-style-type: none"> No dilution is expected as the shares of NH Foods Ltd. shall be acquired in the stock market. Maximum number of points to be granted to the Directors, etc. per fiscal year shall be 88,000 points (equivalent to 88,000 shares). The number of the shares of NH Foods Ltd. equivalent to the maximum number of points to be granted to the Directors, etc. per fiscal year shall account for approximately 0.085% of the total number of the shares outstanding (as of March 31, 2024, excluding treasury stock).
(iii) Conditions for achieving performance goals	<ul style="list-style-type: none"> Variable based on the degree of target achievement of the performance indicators in the medium-term management plan, and the Company’s TSR (Total Shareholder Return) evaluation (relative to TOPIX) for each fiscal year
(iv) Timing of the Delivery, etc. of the Shares, etc. of NH Foods Ltd.	<ul style="list-style-type: none"> Around July immediately following the end of the final fiscal year under the medium-term management plan or at the time of retirement of the Directors, etc. The Directors, etc. shall continue to hold the shares of NH Foods Ltd. acquired under the Plan until one year has passed since their retirement.

(TRANSLATION)

Reference Document for the General Meeting of Shareholders

Propositions and Reference Items

Proposition No. 1: Election of 9 Directors

The term of office of all 8 Directors currently in office will expire at the closing of this General Meeting of Shareholders. In this regard, it is proposed that 9 Directors including 4 Outside Directors be elected, adding one independent Outside Director to strengthen the diversity and the supervisory management function of the Board of Directors.

The candidates for Directors are as follows. Among the candidates for Directors, the candidates for Outside Directors satisfy the requirements for independent officer as stipulated by the Tokyo Stock Exchange. NH Foods Ltd. has determined that the candidates for Outside Directors are deemed to be independent of NH Foods Ltd., having checked them against the “Criteria on Independence of Outside Officers” described on page 23.

The candidates for Directors are selected based on the recommendation from the Executive Appointments Committee, an optional committee whose majority members consist of independent officers that is chaired by a Director who is an independent officer.

(TRANSLATION)

Candidate No.	Name (Date of birth) <Number of shares of NH Foods Ltd. held by Candidate>	Brief history
1	 <p data-bbox="336 658 564 992">Tetsuhiro Kito (February 9, 1960) <12,100 shares> (Reappointment) (9 years) (18/18 100%)</p>	<p data-bbox="582 349 1423 472">April 1982 March 2002 Joined Nippon Meat Packers, Inc. Assistant General Manager of Imported Broiler Department, Fresh Meats Business Division of Nippon Meat Packers, Inc.</p> <p data-bbox="582 479 1423 568">September 2002 General Manager of Imported Broiler Department, Fresh Meats Business Division of Nippon Meat Packers, Inc.</p> <p data-bbox="582 575 1423 665">March 2007 General Manager of Imported Fresh Meats Sales Division, Fresh Meats Business Division of Nippon Meat Packers, Inc.</p> <p data-bbox="582 672 1423 761">April 2009 General Manager of Food Services Division, Sales & Marketing Division, Processed Foods Business Division of Nippon Meat Packers, Inc.</p> <p data-bbox="582 768 1423 857">April 2011 Executive Officer, General Manager of Food Services Division, Sales & Marketing Division, Processed Foods Business Division of Nippon Meat Packers, Inc.</p> <p data-bbox="582 864 1423 987">April 2013 Executive Officer, General Manager of General Merchandising Division, Sales & Marketing Division, Processed Foods Business Division of Nippon Meat Packers, Inc.</p> <p data-bbox="582 994 1423 1084">April 2015 Executive Officer, General Manager of Sales & Marketing Division, Processed Foods Business Division of NH Foods Ltd.</p> <p data-bbox="582 1090 1423 1180">June 2015 Director and Executive Officer, General Manager of Sales & Marketing Division, Processed Foods Business Division of NH Foods Ltd.</p> <p data-bbox="582 1187 1423 1276">April 2017 Director and Managing Executive Officer, General Manager of Sales & Marketing Division, Processed Foods Business Division of NH Foods Ltd.</p> <p data-bbox="582 1283 1423 1373">April 2018 Director and Managing Executive Officer, in charge of group sales management and Group Sales Planning Department of NH Foods Ltd.</p> <p data-bbox="582 1379 1423 1469">April 2019 Director and Managing Executive Officer, General Manager of Overseas Business Division of NH Foods Ltd.</p> <p data-bbox="582 1476 1423 1565">April 2020 Representative Director and Senior Managing Executive Officer, General Manager of Fresh Meats Business Division of NH Foods Ltd.</p> <p data-bbox="582 1572 1423 1695">April 2021 Vice President and Representative Director (Executive Vice President), General Manager of Fresh Meats Business Division and in charge of cross-business strategy of NH Foods Ltd.</p> <p data-bbox="582 1702 1423 1747">April 2023 Chairperson and Director, Chairperson of the Board of Directors of NH Foods Ltd., to date</p>

(TRANSLATION)

Reason for nomination as a candidate for Director

Mr. Tetsuhiro Kito, since taking office as a Director of NH Foods Ltd., has held various roles within the Company. These include being in charge of the field of Processed Foods Business, group sales management and Group Sales Planning Department, General Manager of Overseas Business Division, Vice President and Representative Director, General Manager of Fresh Meats Business Division, and in charge of cross-business strategy of NH Foods Ltd. Since April 2023, he has been serving as the Chairperson of the Board of Directors in the role of Chairperson and Director. In addition to encouraging active involvement of Outside Directors and their opinions and suggestions, he has contributed to further development of the Group by overseeing various measures based on the “Medium-Term Management Plan 2026,” to realize the NH Foods Group “Vision 2030,” a milestone for achieving the corporate philosophy, and has fulfilled his role as a Director.

We have deemed that he is the appropriate personnel to lead the sustainable improvement of NH Foods Ltd.’s corporate value through conducting structural reform and implementing growth strategies to transform the Company under the theme of “working together to create value through protein” for the “Medium-Term Management Plan 2026” by using his rich work experience and knowledge for management as a Director. Accordingly, we have continued to nominate him as a candidate for Director.

(TRANSLATION)

Candidate No.	Name (Date of birth) <Number of shares of NH Foods Ltd. held by Candidate>	Brief history
2	 <p data-bbox="347 658 550 723">Nobuhisa Ikawa (April 5, 1961)</p> <p data-bbox="355 757 542 790"><5,600 shares></p> <p data-bbox="347 824 550 857">(Reappointment)</p> <p data-bbox="395 891 502 925">(6 years)</p> <p data-bbox="355 958 542 992">(18/18 100%)</p>	<p data-bbox="582 353 726 387">April 1985</p> <p data-bbox="582 387 726 421">March 2007</p> <p data-bbox="582 510 726 544">April 2008</p> <p data-bbox="582 633 726 667">March 2013</p> <p data-bbox="582 768 742 801">January 2015</p> <p data-bbox="582 891 726 925">April 2015</p> <p data-bbox="582 992 726 1025">April 2016</p> <p data-bbox="582 1115 726 1149">April 2017</p> <p data-bbox="582 1216 726 1249">April 2018</p> <p data-bbox="582 1272 726 1305">June 2018</p> <p data-bbox="582 1373 726 1406">April 2020</p> <p data-bbox="582 1473 726 1507">April 2021</p> <p data-bbox="582 1597 726 1630">April 2022</p> <p data-bbox="582 1753 726 1787">April 2023</p> <p data-bbox="762 353 1420 1814"> Joined Nippon Meat Packers, Inc. General Manager of Food Services Policy Office, Food Services Division, Sales & Marketing Division, Processed Foods Business Division of Nippon Meat Packers, Inc. General Manager of Food Services Planning Office, Food Services Division, Sales & Marketing Division, Processed Foods Business Division of Nippon Meat Packers, Inc. General Manager of Kansai Food Services Division, Food Services Division, Sales & Marketing Division, Processed Foods Business Division of Nippon Meat Packers, Inc. General Manager of Kansai Food Services Department and Kanto Food Services Department, Food Services Division, Sales & Marketing Division, Processed Foods Business Division of NH Foods Ltd. Executive Officer, General Manager of Food Services Division, Sales & Marketing Division, Processed Foods Business Division of NH Foods Ltd. Executive Officer, General Manager of Food Services Division and General Manager of Delicatessen Department, Sales & Marketing Division, Processed Foods Business Division of NH Foods Ltd. Executive Officer, General Manager of Food Services Division, Sales & Marketing Division, Processed Foods Business Division of NH Foods Ltd. Managing Executive Officer, General Manager of Processed Foods Business Division of NH Foods Ltd. Director and Managing Executive Officer, General Manager of Processed Foods Business Division of NH Foods Ltd. Representative Director and Senior Managing Executive Officer, General Manager of Processed Foods Business Division of NH Foods Ltd. Vice President and Representative Director (Executive Vice President), General Manager of Processed Foods Business Division and in charge of new business development of NH Foods Ltd. Vice President and Representative Director (Executive Vice President), General Manager of Corporate Planning Division and in charge of Research & Development Center, new business development and Hokkaido project of NH Foods Ltd. President and Representative Director (President and CEO) of NH Foods Ltd., to date </p>


(TRANSLATION)

Reason for nomination as a candidate for Director

Mr. Nobuhisa Ikawa, since taking office as a Director of NH Foods Ltd., has held various roles within the Company. These include serving as General Manager of Processed Foods Business Division, Vice President and Representative Director, General Manager of Corporate Planning Division, and being in charge of Research & Development Center, new business development and Hokkaido project of NH Foods Ltd. Since April 2023, he has led business operations as President and Representative Director. He has contributed to further development of the Group by implementing various measures based on the “Medium-Term Management Plan 2026,” to realize the NH Foods Group “Vision 2030,” a milestone for achieving the corporate philosophy, and has fulfilled his role as a Director.

We have deemed that he is the appropriate personnel to lead the sustainable improvement of NH Foods Ltd.’s corporate value through conducting structural reform and implementing growth strategies to transform the Company under the theme of “working together to create value through protein” for the “Medium-Term Management Plan 2026” by using his rich work experience and knowledge for management as a Director. Accordingly, we have continued to nominate him as a candidate for Director.

(TRANSLATION)

Candidate No.	Name (Date of birth) <Number of shares of NH Foods Ltd. held by Candidate>	Brief history
3	 <p data-bbox="336 658 560 1025">Masahito Kataoka (December 10, 1961) <3,700 shares> (Reappointment) (3 years) (18/18 100%)</p>	<p data-bbox="584 349 1423 1731"> April 1985 Joined Nippon Meat Packers, Inc. March 2008 Assistant General Manager of Accounting Department, Corporate Planning Division of Nippon Meat Packers, Inc. March 2009 Deputy General Manager of Accounting & Finance Department of Nippon Meat Packers, Inc. April 2012 General Manager of Accounting & Finance Department of Nippon Meat Packers, Inc. April 2013 Executive Officer, General Manager of Accounting & Finance Department of Nippon Meat Packers, Inc. April 2015 Executive Officer, General Manager of Accounting & Finance Department, Corporate Management Division of NH Foods Ltd. April 2016 Executive Officer, General Manager of Public and Investor Relations Department and in charge of Corporate Communications Office and CSR Department, Corporate Management Division of NH Foods Ltd. April 2018 Executive Officer, General Manager of Corporate Communications Department and General Manager of Brand Communication Office, Communication Strategy Division of NH Foods Ltd. April 2019 Executive Officer, in charge of Accounting & Finance Department and Public and Investor Relations Department, Corporate Management Division of NH Foods Ltd. April 2021 Executive Officer, in charge of Accounting & Finance Department, Quality Assurance Department, Customer Service Department and Lifestyle Research Office, and General Manager of Tokyo Branch Office of NH Foods Ltd. June 2021 Director (Executive Officer), in charge of Accounting & Finance Department, Quality Assurance Department, Customer Service Department and Lifestyle Research Office, and General Manager of Tokyo Branch Office of NH Foods Ltd. April 2023 Director and Managing Executive Officer, in charge of Accounting & Finance Department and Sustainability Department; General Manager of Tokyo Branch Office of NH Foods Ltd. April 2024 Vice President and Director (Executive Vice President), in charge of Accounting & Finance Department and Sustainability Department of NH Foods Ltd., to date </p>


(TRANSLATION)

Reason for nomination as a candidate for Director

Mr. Masahito Kataoka, since taking office as a Director of NH Foods Ltd., has held various roles within the Company. These include being in charge of Accounting & Finance Department, Quality Assurance Department, Customer Service Department and Lifestyle Research Office of NH Foods Ltd. Since April 2024, he has led business operations as the Director and Executive Vice President in charge of Accounting & Finance Department and Sustainability Department. He has contributed to further development of the Group by implementing various measures based on the “Medium-Term Management Plan 2026,” to realize the NH Foods Group “Vision 2030,” a milestone for achieving the corporate philosophy, and has fulfilled his role as a Director.

We have deemed that he is the appropriate personnel to lead the sustainable improvement of NH Foods Ltd.’s corporate value through conducting structural reform and implementing growth strategies to transform the Company under the theme of “working together to create value through protein” for the “Medium-Term Management Plan 2026” by using his rich work experience and knowledge for management as a Director. Accordingly, we have continued to nominate him as a candidate for Director.

(TRANSLATION)

Candidate No.	Name (Date of birth) <Number of shares of NH Foods Ltd. held by Candidate>	Brief history
4	 <p data-bbox="357 658 539 757">Fumio Maeda (November 30, 1965)</p> <p data-bbox="357 792 539 824"><6,700 shares></p> <p data-bbox="347 860 549 891">(Reappointment)</p> <p data-bbox="395 927 501 958">(4 years)</p> <p data-bbox="357 994 539 1025">(18/18 100%)</p>	<p data-bbox="584 353 746 385">April 1988</p> <p data-bbox="584 385 746 416">October 2002</p> <p data-bbox="584 474 730 506">March 2010</p> <p data-bbox="584 573 730 604">March 2012</p> <p data-bbox="584 698 708 730">June 2012</p> <p data-bbox="584 860 715 891">April 2013</p> <p data-bbox="584 958 715 990">April 2016</p> <p data-bbox="584 1057 715 1088">April 2017</p> <p data-bbox="584 1155 715 1187">April 2018</p> <p data-bbox="584 1281 715 1312">April 2019</p> <p data-bbox="584 1379 715 1411">April 2020</p> <p data-bbox="584 1469 708 1500">June 2020</p> <p data-bbox="584 1568 715 1599">April 2021</p> <p data-bbox="584 1693 715 1724">April 2022</p> <p data-bbox="584 1792 715 1823">April 2023</p> <p data-bbox="584 1890 715 1921">April 2024</p> <p data-bbox="762 353 1417 1973"> Joined Nippon Meat Packers, Inc. Seconded to Suehiro Restaurant System Co., Ltd. President and Representative Director of Suehiro Restaurant System Co., Ltd. General Manager of Domestic Pork Department, Domestic Fresh Meats Sales Division, Fresh Meats Business Division of Nippon Meat Packers, Inc. General Manager of Domestic Pork Department and General Manager of Domestic Products Department, Domestic Fresh Meats Sales Division, Fresh Meats Business Division of Nippon Meat Packers, Inc. General Manager of Domestic Pork Department, General Manager of Domestic Products Department and General Manager of Oil Feedstuff and Byproducts Department, Domestic Fresh Meats Sales Division, Fresh Meats Business Division of Nippon Meat Packers, Inc. Executive Officer, General Manager of Domestic Fresh Meats Sales Division, Fresh Meats Business Division of Nippon Meat Packers, Inc. Executive Officer, General Manager of Sales & Logistics Operations Division, Fresh Meats Business Division of NH Foods Ltd. Executive Officer, General Manager of Hams & Sausages Division, Processed Foods Business Division of NH Foods Ltd. Executive Officer, General Manager of Hams & Sausages Division and General Manager of Deli & Processed Foods Division, Processed Foods Business Division of NH Foods Ltd. Executive Officer, General Manager of Product Management Division, Processed Foods Business Division of NH Foods Ltd. Managing Executive Officer, General Manager of Corporate Planning Division and in charge of Research & Development Center of NH Foods Ltd. Director and Managing Executive Officer, General Manager of Corporate Planning Division and in charge of Research & Development Center of NH Foods Ltd. Director and Managing Executive Officer, General Manager of Corporate Planning Division and in charge of Research & Development Center and Hokkaido project of NH Foods Ltd. Director and Managing Executive Officer, General Manager of Processed Foods Business Division of NH Foods Ltd. Director and Managing Executive Officer, General Manager of Fresh Meats Business Division of NH Foods Ltd. Director and Senior Managing Executive Officer, General Manager of Fresh Meats Business Division of NH Foods Ltd., to date </p>

(TRANSLATION)

Reason for nomination as a candidate for Director


Mr. Fumio Maeda, since taking office as a Director of NH Foods Ltd., has held various roles within the Company. These include serving as General Manager of Corporate Planning Division, being in charge of Research & Development Center and Hokkaido project, and serving as General Manager of Processed Foods Business Division of NH Foods Ltd. Since April 2023, he has led business operations as General Manager of Fresh Meats Business Division. He has contributed to further development of the Group by implementing various measures based on the “Medium-Term Management Plan 2026,” to realize the NH Foods Group “Vision 2030,” a milestone for achieving the corporate philosophy, and has fulfilled his role as a Director.

We have deemed that he is the appropriate personnel to lead the sustainable improvement of NH Foods Ltd.’s corporate value through conducting structural reform and implementing growth strategies to transform the Company under the theme of “working together to create value through protein” for the “Medium-Term Management Plan 2026” by using his rich work experience and knowledge for management as a Director. Accordingly, we have continued to nominate him as a candidate for Director.

(TRANSLATION)

Candidate No.	Name (Date of birth) <Number of shares of NH Foods Ltd. held by Candidate>	Brief history
5	 <p data-bbox="347 658 544 723">Kohei Akiyama (June 21, 1964)</p> <p data-bbox="355 757 536 788"><6,800 shares></p> <p data-bbox="347 824 544 855">(Reappointment)</p> <p data-bbox="395 891 496 922">(1 year)</p> <p data-bbox="355 958 536 990">(13/13 100%)</p>	<p data-bbox="582 353 730 409">April 1987 March 2010</p> <p data-bbox="762 353 1353 472">Joined Nippon Meat Packers, Inc. Assistant General Manager of Public and Investor Relations Department, Corporate Management Division of Nippon Meat Packers, Inc.</p> <p data-bbox="582 479 715 510">April 2015</p> <p data-bbox="762 479 1374 539">General Manager of Human Resources Department, Corporate Management Division of NH Foods Ltd.</p> <p data-bbox="582 546 715 577">April 2018</p> <p data-bbox="762 546 1326 633">Executive Officer, General Manager of Human Resources Department, Corporate Management Division of NH Foods Ltd.</p> <p data-bbox="582 640 715 672">April 2020</p> <p data-bbox="762 640 1422 728">Executive Officer, in charge of Human Resources Department, Legal Affairs Department, General Affairs Department and Secretarial Office of NH Foods Ltd.</p> <p data-bbox="582 734 715 766">April 2021</p> <p data-bbox="762 734 1422 887">Executive Officer, in charge of Human Resources Department, Legal Affairs Department, General Affairs Department, Public and Investor Relations Department, Secretarial Office and Corporate Communications of NH Foods Ltd.</p> <p data-bbox="582 893 715 925">April 2022</p> <p data-bbox="762 893 1422 1111">Managing Executive Officer, in charge of Human Resources Department, Legal Affairs Department, Public and Investor Relations Department, Secretarial Office, Audit Department and Compliance Department, General Manager of Group Audit & Supervisory Board Members' Office, and in charge of Corporate Communications of NH Foods Ltd.</p> <p data-bbox="582 1117 715 1149">April 2023</p> <p data-bbox="762 1117 1358 1270">Managing Executive Officer, in charge of Human Resources Department, Legal Affairs Department, General Affairs Department, Public and Investor Relations Department and Secretarial Office of NH Foods Ltd.</p> <p data-bbox="582 1276 715 1308">June 2023</p> <p data-bbox="762 1276 1417 1435">Director and Managing Executive Officer, in charge of Human Resources Department, Legal Affairs Department, General Affairs Department, Public and Investor Relations Department and Secretarial Office of NH Foods Ltd., to date</p>
<p data-bbox="185 1453 778 1485">Reason for nomination as a candidate for Director</p> <p data-bbox="185 1487 1422 1682">Mr. Kohei Akiyama, since taking office as a Director of NH Foods Ltd., has led business operations as the person in charge of Human Resources Department, Legal Affairs Department, General Affairs Department, Public and Investor Relations Department, and Secretarial Office of NH Foods Ltd. He has contributed to further development of the Group by implementing various measures based on the “Medium-Term Management Plan 2026,” to realize the NH Foods Group “Vision 2030,” a milestone for achieving the corporate philosophy.</p> <p data-bbox="185 1684 1422 1848">We have deemed that he is the appropriate personnel to lead the sustainable improvement of NH Foods Ltd.’s corporate value through conducting structural reform and implementing growth strategies to transform the Company under the theme of “working together to create value through protein” for the “Medium-Term Management Plan 2026” by using his rich work experience and knowledge for management as a Director. Accordingly, we have continued to nominate him as a candidate for Director.</p>		

(TRANSLATION)

Candidate No.	Name (Date of birth) <Number of shares of NH Foods Ltd. held by Candidate>	Brief history
6	 <p data-bbox="336 689 560 757">Yasuko Kono (February 4, 1957)</p> <p data-bbox="379 790 517 824"><- shares></p> <p data-bbox="341 857 552 1025">(Candidate for Outside Director) (Independent Officer) (Reappointment)</p> <p data-bbox="392 1059 501 1093">(6 years)</p> <p data-bbox="360 1126 533 1160">(18/18 100%)</p>	<p data-bbox="584 383 1406 416">April 2002 Director of IBARAKI CO-OP</p> <p data-bbox="584 416 1374 472">June 2005 Director of CONSUMERS' CO-OPERATIVE CO-OPDELI BUSINESS UNION</p> <p data-bbox="584 472 1382 506">June 2008 Director of Ibaraki Consumer's Co-operative Union</p> <p data-bbox="584 506 1382 573">August 2012 Director General of National Liaison Committee of Consumers' Organization</p> <p data-bbox="584 573 1374 663">January 2013 Member of Pharmaceutical Affairs and Food Sanitation Council, Ministry of Health, Labour and Welfare</p> <p data-bbox="584 663 1406 831">April 2013 Director General and Joint Representative of National Liaison Committee of Consumers' Organization (General Incorporated Association) Member of Shokuiku (Food and Nutrition Education) Promotion Council, Cabinet Office</p> <p data-bbox="584 831 1398 954">October 2013 Expert Member of Food Safety Commission, Cabinet Office Temporary Member of Consumer Commission, Cabinet Office</p> <p data-bbox="584 954 1342 1021">December 2013 Member of Transport Council, Ministry of Land, Infrastructure, Transport and Tourism</p> <p data-bbox="584 1021 1302 1055">April 2014 Special Advisor to Consumer Affairs Agency</p> <p data-bbox="584 1055 1398 1122">July 2015 Member of Council of Food, Agriculture and Rural Area, Ministry of Agriculture, Forestry and Fisheries</p> <p data-bbox="584 1122 1382 1223">June 2017 Director of Japan Consumers' Association (General Incorporated Foundation), to date Director General of Consumers' Smile Fund (NPO)</p> <p data-bbox="584 1223 1270 1256">June 2018 Outside Director of NH Foods Ltd., to date</p> <p data-bbox="584 1256 1334 1323">December 2018 Member of Financial System Council, Financial Services Agency, to date</p> <p data-bbox="584 1323 1406 1391">January 2019 Member of Forestry Policy Council, Forestry Agency, to date</p> <p data-bbox="584 1391 1350 1458">June 2019 Director of the Japan Federation of Shiho-Shoshi Lawyer's Associations</p> <p data-bbox="584 1458 1398 1525">April 2021 Member of the Cultural Council, Agency for Cultural Affairs, Government of Japan, to date</p> <p data-bbox="584 1525 1358 1581">October 2022 Chairperson of Consumers' Smile Fund (NPO), to date</p> <p data-bbox="584 1581 1366 1839">(Important concurrent offices) Chairperson of Consumers' Smile Fund (NPO) Director of Japan Consumers' Association (General Incorporated Foundation) Member of Financial System Council, Financial Services Agency Member of Forestry Policy Council, Forestry Agency Member of the Cultural Council, Agency for Cultural Affairs, Government of Japan</p>

(TRANSLATION)

Reason for nomination as a candidate for Outside Director and expected roles, etc.


Ms. Yasuko Kono, since taking office as a Director of NH Foods Ltd., has actively shared her opinions as the chairperson of the Executive Appointments Committee, as well as a member of the Compensation Committee, the Compliance Committee and the Sustainability Committee, and has fulfilled her role as an Outside Director of NH Foods Ltd.

Since she has rich experience and knowledge concerning consumer issues, we expect her to provide us with valuable suggestions regarding promotion and implementation of structural reform and growth strategies to transform the Company under the theme of “working together to create value through protein” for the “Medium-Term Management Plan 2026.” For these reasons, we have deemed her to be the appropriate personnel to oversee the execution of business as an independent Outside Director, and so have continued to nominate her as a candidate for Outside Director.

Matters related to independence

Ms. Yasuko Kono satisfies the “Criteria on Independence of Outside Officers” described on page 23 and the requirements for independent officer as stipulated by the Tokyo Stock Exchange, and we have registered her as an independent officer with the Exchange.

(TRANSLATION)

Candidate No.	Name (Date of birth) <Number of shares of NH Foods Ltd. held by Candidate>	Brief history
7	 <p>Hideo Arase (March 19, 1955)</p> <p><- shares></p> <p>(Candidate for Outside Director) (Independent Officer) (Reappointment)</p> <p>(5 years)</p> <p>(18/18 100%)</p>	<p>April 1977 Joined Terumo Corporation</p> <p>July 2006 Managing Director and BOD Chairman of Terumo Europe N.V.</p> <p>June 2008 Executive Officer of Terumo Corporation</p> <p>June 2009 Director and Executive Officer, responsible for Cardiac and Vascular Company and in charge of Legal Office of Terumo Corporation</p> <p>June 2010 Director and Senior Executive Officer of Terumo Corporation</p> <p>October 2011 Director and Senior Executive Officer, in charge of Business Promotion in Brazil of Terumo Corporation</p> <p>June 2012 Director and Senior Executive Officer, responsible for the Americas of Terumo Corporation and President and CEO of Terumo Americas Holding, Inc.</p> <p>April 2014 Director and Senior Executive Officer, Regional Representative of Latin America of Terumo Corporation</p> <p>April 2015 Director and Senior Executive Officer, Regional Representative of India and Asia Pacific of Terumo Corporation and Managing Director of Terumo Asia Holdings Pte., Ltd.</p> <p>April 2018 Director and Corporate Advisor of Terumo Corporation</p> <p>July 2018 Corporate Advisor of Terumo Corporation</p> <p>February 2019 Executive Officer of Atom Medical Corporation</p> <p>June 2019 Outside Director of NH Foods Ltd., to date</p> <p>October 2021 Advisor of Atom Medical Corporation</p> <p>April 2022 Partner of HumaNexus Lab, Inc., to date</p> <p>January 2023 Specially Appointed Professor of Research Center for Industry Alliances, Tokyo Medical and Dental University (current Open Innovation Center, Tokyo Medical and Dental University), to date</p> <p>April 2024 Partner, JETRO Consortium for New Export Nation for Fiscal 2024, to date</p> <p>(Important concurrent offices) Partner of HumaNexus Lab, Inc. Specially Appointed Professor, Open Innovation Center, Tokyo Medical and Dental University Partner, JETRO Consortium for New Export Nation for Fiscal 2024</p>

(TRANSLATION)

Reason for nomination as a candidate for Outside Director and expected roles, etc.


Mr. Hideo Arase, since taking office as a Director of NH Foods Ltd., has actively shared his opinions as the chairperson of the Compensation Committee, and as a member of the Executive Appointments Committee, the Compliance Committee and the Sustainability Committee, and has fulfilled his role as an Outside Director of NH Foods Ltd.

He has served as a Director in charge of overseas business at a major manufacturer of medical equipment, and possesses abundant experience and deep insight in global-scale corporate management that may cope with changes. Therefore, we expect him to provide us with valuable suggestions regarding promotion and implementation of structural reform and growth strategies to transform the Company under the theme of “working together to create value through protein” for the “Medium-Term Management Plan 2026.” For these reasons, we have deemed him to be the appropriate personnel to oversee the execution of business as an independent Outside Director, and so have continued to nominate him as a candidate for Outside Director.

Matters related to independence

Mr. Hideo Arase satisfies the “Criteria on Independence of Outside Officers” described on page 23 and the requirements for independent officer as stipulated by the Tokyo Stock Exchange, and we have registered him as an independent officer with the Exchange.

(TRANSLATION)

Candidate No.	Name (Date of birth) <Number of shares of NH Foods Ltd. held by Candidate>	Brief history
8	 <p data-bbox="336 663 555 757">Tokushi Yamasaki (February 16, 1961)</p> <p data-bbox="336 797 555 824"><— shares></p> <p data-bbox="336 864 555 1025">(Candidate for Outside Director) (Independent Officer) (Reappointment)</p> <p data-bbox="336 1066 555 1093">(2 years)</p> <p data-bbox="336 1133 555 1160">(18/18 100%)</p>	<p data-bbox="584 349 1382 409">April 1985 Joined Meiji Seika Kaisha, Ltd. (current Meiji Holdings Co., Ltd.)</p> <p data-bbox="584 416 1382 477">July 1989 Joined Daiwa Securities Research Institute (current Daiwa Institute of Research Ltd.)</p> <p data-bbox="584 483 1382 544">April 2001 Analyst of Corporate Research Department</p> <p data-bbox="584 551 1382 611">Department of Daiwa Securities Research Institute</p> <p data-bbox="584 618 1382 678">January 2008 Analyst of Food Sector, Corporate Research</p> <p data-bbox="584 685 1382 745">Department of Daiwa Securities SMBC Co. Ltd. (current Daiwa Securities Co. Ltd.)</p> <p data-bbox="584 752 1382 813">February 2015 Strategist of Invest Strategy Department of Daiwa Securities Co. Ltd.</p> <p data-bbox="584 819 1382 880">October 2015 Product Manager of Equity Research Department of Daiwa Securities Co. Ltd.</p> <p data-bbox="584 887 1382 947">March 2019 Retired from Daiwa Securities Co. Ltd.</p> <p data-bbox="584 954 1382 1014">June 2019 Outside Audit & Supervisory Board Member of NH Foods Ltd.</p> <p data-bbox="584 1021 1382 1081">June 2022 Outside Director of NH Foods Ltd., to date</p>
<p data-bbox="220 1167 1193 1193">Reason for nomination as a candidate for Outside Director and expected roles, etc.</p> <p data-bbox="220 1200 1422 1294">Mr. Tokushi Yamasaki, since taking office as a Director of NH Foods Ltd., has actively shared his opinions as a member of the Executive Appointments Committee, the Compensation Committee and the Sustainability Committee, and has fulfilled his role as an Outside Director of NH Foods Ltd.</p> <p data-bbox="220 1301 1422 1529">He has professional knowledge and abundant experience as a securities analyst. Therefore, we expect him to provide us with valuable suggestions regarding promotion and implementation of structural reform and growth strategies to transform the Company under the theme of “working together to create value through protein” for the “Medium-Term Management Plan 2026.” For these reasons, we have deemed him to be the appropriate personnel to oversee the execution of business as an independent Outside Director, and so have continued to nominate him as a candidate for Outside Director.</p> <p data-bbox="220 1547 600 1574">Matters related to independence</p> <p data-bbox="220 1581 1422 1675">Mr. Tokushi Yamasaki satisfies the “Criteria on Independence of Outside Officers” described on page 23 and the requirements for independent officer as stipulated by the Tokyo Stock Exchange, and we have registered him as an independent officer with the Exchange.</p>		

(TRANSLATION)

Candidate No.	Name (Date of birth) <Number of shares of NH Foods Ltd. held by Candidate>	Brief history
9	 <p>Hiroko Miyazaki (December 17, 1969)</p> <p><600 shares></p> <p>(Candidate for Outside Director) (Independent Officer) (New appointment)</p>	<p>April 1996 Completed an apprenticeship at the Legal Training and Research Institute of the Supreme Court of Japan</p> <p>April 1996 Registered as an attorney at law Joined Showa Law Office (current Jones Day)</p> <p>December 2001 Joined Asahi Koma Law Office (current Nishimura & Asahi (Gaikokuho Kyodo Jigyo))</p> <p>September 2004 Joined Davis Wright Tremaine LLP, Seattle, USA</p> <p>January 2005 Registered as an attorney at law in New York State</p> <p>April 2006 Returned to Asahi Koma Law Office (current Nishimura & Asahi (Gaikokuho Kyodo Jigyo))</p> <p>May 2007 Head of Legal Department, Japan Lead Legal Counsel of Dell Inc.</p> <p>April 2013 Director of Legal and Compliance of Alcon Japan Ltd.</p> <p>April 2014 Part-time Lecturer of the Department of Law, the Faculty of Law, Keio University</p> <p>July 2017 Executive Officer, General Counsel of 3M Japan Limited</p> <p>June 2021 President and Representative Director of 3M Japan Limited</p> <p>January 2024 Counsel of GI&T Law Office, LC, to date</p> <p>(Important concurrent offices) Counsel of GI&T Law Office, LC Outside Audit & Supervisory Board Member, Marubeni Corporation (scheduled to assume office on June 21, 2024)</p>
<p>Reason for nomination as a candidate for Outside Director and expected roles, etc.</p> <p>Ms. Hiroko Miyazaki has broad business experience as an attorney at law firms in Japan and abroad and also has experience in corporate management through serving as legal director and president and representative director at global companies.</p> <p>We expect her to provide us with valuable suggestions regarding promotion and implementation of structural reform and growth strategies to transform the Company under the theme of “working together to create value through protein” for the “Medium-Term Management Plan 2026” by using her rich experience and deep insight. For these reasons, we have deemed her to be the appropriate personnel to oversee the execution of business as an independent Outside Director, and so have nominated her as a candidate for Outside Director.</p> <p>Matters related to independence</p> <p>Ms. Hiroko Miyazaki satisfies the “Criteria on Independence of Outside Officers” described on page 23 and the requirements for independent officer as stipulated by the Tokyo Stock Exchange, and we have registered her as an independent officer with the Exchange.</p>		

(TRANSLATION)

(Notes) 1. No candidates for Directors have a special relation of interest with NH Foods Ltd.

2. Liability limitation agreement with Outside Directors:

NH Foods Ltd., to allow it to hire useful human resources as candidates for Outside Directors, provides in its Articles of Incorporation currently in effect that it may enter into an agreement with any Outside Directors to limit the liability to NH Foods Ltd. for any damages to a certain extent.

Accordingly, NH Foods Ltd. has entered into such a liability limitation agreement with candidates for Outside Director Ms. Yasuko Kono, Mr. Hideo Arase and Mr. Tokushi Yamasaki. In addition, NH Foods Ltd. plans to enter into such a liability limitation agreement with Ms. Hiroko Miyazaki, subject to the approval of her election under this proposition.

The outline of the content of such agreement is as follows:

- If any Outside Director is liable to NH Foods Ltd. for any damages arising from a default in his/her duties, he/she shall be liable within the minimum liability amount as provided for in Article 425, paragraph 1 of the Companies Act of Japan.
- The above-mentioned liability limitation shall apply only if and when the Outside Director is in good faith and with no gross negligence in the performance of his/her duties that caused such liability.

3. Outline of details of a directors and officers liability insurance contract for the candidates for Directors as the insured:

NH Foods, Ltd. has entered into a directors and officers liability insurance contract stipulated in Article 430-3, Paragraph 1 of the Companies Act with an insurance company. In the event of a claim for damages submitted by a shareholder or a third party, etc., said insurance contract shall compensate for damages including compensation for damages and legal expenses to be borne by the insured. All candidates for Directors will be included as the insured under said insurance contract. NH Foods, Ltd. plans to renew the insurance contract with the same terms at the time of the next renewal.

(TRANSLATION)

(Reference) Views on Composition and Necessary Skills of Board of Directors

- The Company sets delivering the “Joy of Eating” as our corporate philosophy and our goal is to establish a business model that aims to maximize the corporate value by integrating enhancement of the business value with resolutions of social issues such as the “global environment,” “food,” and “health”, which are essential for a sustainable stable supply cycle of proteins. The Board of Directors of the Company is responsible for appropriately overseeing the formulation and execution of the Company’s long-term vision (“Vision 2030”) and business plans which aim to realize the above goal, from the viewpoint of stakeholders including consumers.
- For this reason, based on the long-term vision, the medium-term management plan and the NH Foods Group Fundamental Policy on Corporate Governance, etc., we plotted and visualized as a skill matrix, in addition to core and fundamental skills related to overall management, the skills and experience required for members of the Board of Directors as well as the Company’s unique skills for realizing its long-term vision, such as a “consumer viewpoint.” In addition, through deliberation by the Executive Appointments Committee, the Company selects human resources that satisfy the requirements of each skill item in a well-balanced manner and composes the Board of Directors accordingly with consideration of diversity as well.

Skill Matrix of Candidates for Directors

No.	Inside / Outside Director	Name	Experience / Expertise					Legal affairs / Quality management / Risk management
			Corporate management	International experience	Global environment / Sustainability	Consumer perspective / Marketing / R&D	Finance / Accounting	
1	Inside	Tetsuhiro Kito	•	•		•		
2	Inside	Nobuhisa Ikawa	•			•		
3	Inside	Masahito Kataoka			•		•	•
4	Inside	Fumio Maeda	•		•	•		
5	Inside	Kohei Akiyama	•					•
6	Outside	Yasuko Kono			•	•		
7	Outside	Hideo Arase	•	•				
7	Outside	Tokushi Yamasaki			•		•	
8	Outside	Hiroko Miyazaki	•	•				•

(TRANSLATION)

(Reference) Criteria on Independence of Outside Officers

(Based on the resolution at the meeting of the Board of Directors held on December 14, 2018)

“Criteria on Independence of Outside Officers”

NH Foods Ltd. determines that an Outside Officer or a candidate for Outside Officer of NH Foods Ltd. is independent of NH Foods Ltd. in cases where said Outside Officer or said candidate is deemed not to fall under any of the following:

1. A person who is or was a director (excluding outside director), executive, executive officer, or employee (the “executor of business”) of NH Foods Ltd., its subsidiary or its equity method affiliate (the “Group”);
2. A major shareholder of NH Foods Ltd. (Note 1) or the executor of business thereof, or the executor of business of an entity of which the Group is a major shareholder in the past five fiscal years including the current fiscal year;
3. A principal business partner (Note 2) of the Group or the executor of business thereof, in the past five fiscal years including the current fiscal year;
4. A recipient of a donation of ¥10 million or more in a fiscal year from the Group in the past five fiscal years including the current fiscal year (in cases where said recipient is a corporation, association, or any other organization, this shall mean a person who belongs to such organization);
5. An attorney at law, certified public accountant, consultant of various types, or any other professional service provider who received a fee of ¥10 million or more in a fiscal year from the Group, apart from the executive compensation, in the past five fiscal years including the current fiscal year (in cases where said service provider is a corporation, association, or any other organization, this shall mean a person who belongs to such organization);
6. (i) In the case of determining the independence of an Outside Director, a spouse or relative within the third degree of kinship of any person of material importance (Note 3) among those that fall under any of the above 1. through 5.;
- (ii) In the case of determining the independence of an Outside Audit & Supervisory Board Member, a spouse or relative within the third degree of kinship of any person of material importance (Note 3) among those that fall under any of the above 1. through 5., or a spouse or relative within the third degree of kinship of a person who is or was a director (including an outside director) or accounting advisor of the Group; and
7. The executor of business of an entity in a relationship of reciprocal appointment of outside officers (Note 4) with NH Foods Ltd.

- (Notes)
1. “Major shareholder” refers to a direct or indirect holder of voting rights accounting for no less than 10% of all voting rights.
 2. “Principal business partner” refers to a company whose amount of payment or receipt in transactions with the Group accounts for 2% or more of the consolidated net sales of the Group or the business partner.
 3. “Person of material importance” refers to an executive director, executive, executive officer, or employee in the position of General Manager or higher in the case of 1. through 4. above, while referring to a certified public accountant belonging to each accounting firm, or attorney at law belonging to each law firm in the case of 5. above.
 4. “Reciprocal appointment of outside officers” refers to accepting as outside officer of NH Foods Ltd. an executor of business of a company in which the executor of business of the Group currently serves as an outside officer.

(TRANSLATION)

Proposition No. 2: Partial Amendments to Performance-Based Stock Compensation, etc. for Directors, etc.

1. Reason for the proposition and the rationale for this type of compensation

The Company obtained shareholders' approval at the 75th Ordinary General Meeting of Shareholders held on June 25, 2020 for the performance-based stock compensation plan (hereinafter referred to as the "Plan") for Directors (excluding Outside Directors or non-Japan residents; hereinafter the same in this proposition) and Executive Officers (excluding non-Japan residents; together with the Directors, collectively referred to as the "Directors, etc.") of the Company, and has implemented the Plan to date.

The Company hereby requests your approval for partial amendments to the Plan with the objective of further clarifying the linkage between the compensation for Directors, etc. and the Company's business performance and shareholder value, and providing incentives to encourage the enhancement of corporate value over the medium and long term in order to realize the Company's corporate philosophy.

At the Board of Director's meeting held in April 2024, the Company revised the "Policy of determination of the compensation, etc. for Directors and Audit & Supervisory Board Members" subject to the approval of this proposition (see pages 50 to 53 for more details). We believe that the contents of this proposition are appropriate because they are in line with the abovementioned policy and are necessary and reasonable for the payment of compensation, etc. to each individual Director. It is noted that this proposition was resolved by the Board of Directors after deliberation by the Compensation Committee, of which the chairman and a majority of the members are independent outside directors.

If Proposition No. 1 "Election of 9 Directors" is approved and passed as originally proposed, the number of Directors subject to the Plan will be 5 (and the number of Executive Officers who do not concurrently serve as Directors will be 14). The compensation under the Plan includes compensation for Executive Officers, and in light of the possibility that these Executive Officers may be newly appointed as Directors during the period covered by the Plan, this proposition requests your approval for the payment of stock compensation to the Directors, etc., outside the existing maximum amount of compensation for Directors (within ¥42 million yen per month).

2. The amount and details of compensation in the Plan

(1) Outline of the Plan

The Plan is a stock compensation plan in which the shares of NH Foods Ltd. will be acquired by a trust funded by NH Foods Ltd. using part of the compensation for the Directors, etc., and the shares of NH Foods Ltd. and the amount of money equivalent to the proceeds from the disposal of the shares of NH Foods Ltd. (collectively the "Shares, etc. of NH Foods Ltd.") are delivered and paid (hereinafter collectively the "Delivery, etc.") to the Directors, etc. (Details can be found in (2) below and the paragraphs that follow.)

(v) Persons eligible for the Delivery, etc. of the Shares, etc. of NH Foods	<ul style="list-style-type: none">Directors (excluding Outside Directors and non-Japan residents) and Executive Officers (excluding non-Japan residents) of NH Foods Ltd.
(vi) Impact of the shares of NH Foods Ltd. under the Plan on the total number of the shares outstanding	
Maximum amount of the funding by NH Foods Ltd. (as described in (2) below)	<ul style="list-style-type: none">¥220 million per fiscal year¥660 million for the target period after the amendment to the Plan as provided in (2) below comprising three fiscal years

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Acquisition method of the shares of NH Foods Ltd. (as described in (2) below) and the maximum number of the Shares, etc. of NH Foods Ltd. for the Delivery, etc. to the Directors, etc. (as described in (3) below)	<ul style="list-style-type: none">• No dilution is expected as the shares of NH Foods Ltd. shall be acquired in the stock market.• Maximum number of points to be granted to the Directors, etc. per fiscal year shall be 88,000 points (equivalent to 88,000 shares).• The number of the shares of NH Foods Ltd. equivalent to the maximum number of points to be granted to the Directors, etc. per fiscal year shall account for approximately 0.085% of the total number of the shares outstanding (as of March 31, 2024, excluding treasury stock).
(vii) Conditions for achieving performance goals (as described in (3) below)	<ul style="list-style-type: none">• Variable based on the degree of target achievement of the performance indicators in the medium-term management plan, and the Company's TSR (Total Shareholder Return) evaluation (relative to TOPIX) for each fiscal year
(viii) Timing of the Delivery, etc. of the Shares, etc. of NH Foods Ltd. (as described in (4) below)	<ul style="list-style-type: none">• Around July immediately following the end of the final fiscal year under the medium-term management plan or at the time of retirement of the Directors, etc.• The Directors, etc. shall continue to hold the shares of NH Foods Ltd. acquired under the Plan until one year has passed since their retirement.

(2) Maximum amount of the funding by NH Foods Ltd.

The Plan covers the fiscal years covered under each medium-term management plan (hereinafter the "Target Period"). The Target Period after the amendment to the Plan is the three years from the fiscal year ending March 31, 2025 to the fiscal year ending March 31, 2027, and in the event of extension of the trust period of the Trust as described in the fourth paragraph of this (2), the fiscal years corresponding to the period of the then declared medium-term management plan of NH Foods Ltd. will be regarded as the Target Period.

NH Foods Ltd. shall contribute, for each Target Period, an amount not exceeding the amount calculated by multiplying the maximum amount of the trust money per fiscal year, by the number of years contained in the trust period (¥660 million for three fiscal years in the case of the Target Period after the amendment to the Plan) as compensation for the Directors, etc. of NH Foods Ltd., thereby establishing a trust (hereinafter the "Trust") with a trust period corresponding to the Target Period (three years in the case of the Target Period after the amendment to the Plan) (including extending the trust period of the existing Trust as described in the fourth paragraph of this (2); hereinafter the same) for the benefit of the Directors, etc. who meet the requirements as beneficiaries.

The Trust shall acquire shares of NH Foods Ltd. from a stock market using the fund trusted thereto in accordance with the instructions of the trust administrator. NH Foods Ltd. shall, during the trust period, grant points to the Directors, etc. (as described in (3) below), while the Trust shall engage in the Delivery, etc. of the Shares, etc. of NH Foods Ltd.

Further, NH Foods Ltd. may, upon the expiration of the trust period of the Trust, continue the Trust by amending the trust agreement and making additional trusts, rather than establishing a new Trust. In such case, a period corresponding to the period of the then declared medium-term management plan of NH Foods Ltd. shall become the new Target Period, and the trust period of the Trust shall be extended for the number of years

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corresponding to such Target Period. NH Foods Ltd. shall make an additional contribution for each extended trust period, not exceeding the amount calculated by multiplying the maximum amount of trust money per fiscal year, by the number of years contained in the trust period, and continue to grant points to the Directors, etc. during the extended trust period, while the Trust shall remain engaged in the Delivery, etc. of the Shares, etc. of NH Foods Ltd. during the extended trust period.

However, in the case of making such additional contribution, if there are shares of NH Foods Ltd. (other than the shares of NH Foods Ltd. corresponding to the points granted to the Directors, etc. that are yet to be Delivered, etc.) and funds which are remaining in the trust property as of the end of the trust period before extension (the “Remaining Shares, etc.”), the sum of the amount of the Remaining Shares, etc. and the amount of the trust funding additionally contributed shall not exceed the amount calculated by multiplying the maximum amount of trust money per fiscal year, by the number of years contained in the trust period.

If there is no amendment of the trust agreement or additional trusts made at the expiry of the trust period, there will be no granting of points to the Directors, etc. thereafter. However, if the Directors, etc. who may meet the requirements as beneficiaries remain in office as of the expiry of the trust period, the trust period of the Trust may be extended for a maximum of ten years until said Directors, etc. retire from office and the Delivery, etc. of Shares, etc. of NH Foods Ltd. to said Directors, etc. is completed.

- (3) Calculation method and maximum number of Shares, etc. of NH Foods Ltd. to be delivered, etc. to the Directors, etc.

The number of the Shares, etc. of NH Foods Ltd. to be delivered, etc. to the Directors, etc. will be calculated based on the number of points granted to the Directors, etc. each year.

Certain points will be granted to Directors, etc. each year in accordance with the position and degree of target achievement of the performance indicators in the medium-term management plan, and the Company’s TSR (Total Shareholder Return) evaluation (relative to TOPIX) for each fiscal year during the trust period (*1).

(*1) $\text{Points granted} = \text{Base amount of stock-based compensation} \div \text{the average acquisition unit price of the shares of NH Foods Ltd. by the Trust (if the trust period of the Trust is extended, the average acquisition unit price of the shares of NH Foods Ltd. acquired by the Trust after the extension)} \times \text{Performance-based coefficient (*2)}$

(*2) Performance-based coefficient varies based on the degree of target achievement of the performance indicators, and the Company’s TSR (Total Shareholder Return) evaluation (relative to TOPIX) for each fiscal year.

In addition, one point shall represent one share of NH Foods Ltd. However, if an event occurs during the trust period wherein it is found to be just and fair to adjust the number of shares of NH Foods Ltd., such as a share split or share consolidation, the number of shares of NH Foods Ltd. for one point shall be adjusted according to the split ratio, consolidation ratio, etc.

The maximum number of points granted to Directors, etc. per fiscal year shall be 88,000 points. The maximum number of the points is set with reference to most recent share prices, etc., and having regard to the maximum amount of the funding that NH Foods Ltd. shall distribute as described in (2) above.

The maximum number of the Shares, etc. of NH Foods Ltd. for the Delivery, etc. to the Directors, etc. during the Target Period shall be the number of shares calculated by

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multiplying the maximum number of points per fiscal year, by the number of years contained in the Target Period (for the Target Period after the amendment to the Plan, 264,000 shares as calculated by multiplying the maximum number of points, by three (years)). When the adjustment as described above is made, the maximum number of the Shares, etc. of NH Foods Ltd. for the Delivery, etc. to the Directors, etc. shall also be adjusted accordingly.

- (4) Timing and method for Delivery, etc. of the Shares, etc. of NH Foods Ltd. to the Directors, etc.

The Directors, etc. shall receive shares of NH Foods Ltd. equivalent to 50% of the portion (fractional shares being rounded up) equivalent to 70% of the accumulated value of points during the Target Period (hereinafter the “Accumulated Points”) after the termination of the Target Period, and shall sell the remaining shares of NH Foods Ltd. in the stock market and receive the amount of money equivalent to the conversion price to cash. With respect to the portion equivalent to 30% of Accumulated Points, when the Directors, etc. retire from office, they shall receive shares of NH Foods Ltd. corresponding to 70% of such Accumulated Points (fractional shares being rounded up), and shall sell the remaining shares of NH Foods Ltd. in the stock market and receive the amount of money equivalent to the conversion price to cash. However, if the Directors, etc. retire from office before the expiry of the Target Period, said Directors, etc. shall receive the Shares, etc. of NH Foods Ltd. for all Accumulated Points up to that time. Further, Directors, etc. will continue to hold shares of NH Foods Ltd. acquired under the Plan until one year has passed since their retirement.

In case of the death of any of the Directors, etc. during the trust period, all of the shares of NH Foods Ltd. corresponding to the Accumulated Points up to that time will be converted into cash within the Trust, and the heir of such deceased Directors, etc. will receive payment of money equivalent to the conversion price to cash.

If the Directors, etc. become a non-resident of Japan during the trust period, all of the shares of NH Foods Ltd. corresponding to the Accumulated Points up to that time will be converted into cash within the Trust, and such Directors, etc. may receive payment of money equivalent to the conversion price to cash.

- (5) Voting rights of the shares of NH Foods Ltd.

Regarding the shares of NH Foods Ltd. within the Trust, to ensure independence of the management, the voting rights shall not be exercised during the trust period.

- (6) Other matters concerning the Plan

Other matters concerning the Plan shall be decided by the Board of Directors at each time of the establishment of the Trust, amending the trust agreement and making additional contribution to the Trust.

(TRANSLATION)
(Attached document)

BUSINESS REPORT

(For the period from April 1, 2023 to March 31, 2024)

1. Matters concerning the situations of the Group (NH Foods Ltd. and its subsidiaries):

(1) Business trends and achievements:

In the food industry during the fiscal year under review, the shift by consumers toward thrifty and low-priced products became even more pronounced, as the trend toward price hikes for various products continued from last year against the backdrop of soaring raw material and fuel prices due to geopolitical risks and the ongoing depreciation of the yen due to the interest rate difference between Japan and the U.S. and other factors. Although the current trend toward higher wages is stronger than in 2023, real wages remain negative and the outlook remains uncertain.

Under these circumstances, we positioned the fiscal year under review, the final year of our “Medium-Term Management Plan 2023,” as a year to lay the foundation for realizing a growth path again, and worked to promptly restore our earning power through enhancing our strengths and transforming our systems.

As a result of these activities, consolidated net sales for the year ended March 31, 2024 increased by ¥43,640 million (up 3.5%) from the previous fiscal year to ¥1,303,432 million thanks to the Ballpark Business attracting more customers than targeted, on top of the growth in sales volume in the Fresh Meats Business, the recovery in sales of “*SCHAU ESSEN*” in the Processed Foods Business, and the pass-through of price revisions.

Business profit increased by ¥19,343 million yen (up 75.6%) from the previous fiscal year to 44,939 million yen due to improved profitability attributable to an improved product mix in the Processed Foods Business and an upturn in the sales environment in the Overseas Business as well as a recovery in the Fresh Meats Business. Profit before tax increased by ¥18,437 million (up 83.2%) from the previous fiscal year to ¥40,599 million mainly due to a significant increase in business profit despite a decrease in share of profit in investments accounted for using the equity method. Profit attributable to owners of the parent increased by 11,441 million yen (up 68.8%) from the previous fiscal year to ¥28,078 million.

(Note) Business profit is calculated by deducting cost of goods sold and selling, general and administrative expenses from net sales, and accounting for foreign exchange gains and losses determined by the Group, while excluding adjustments in accordance with IFRS Accounting Standards and non-recurring items.

Processed Foods Business Division

Percentage of total net sales: 33.1%

Net sales

- Sales of hams and sausages grew 3.0% from the previous year due to strong sales of “*SCHAU ESSEN*.”
- Sales of deli products grew 1.6% from the previous year due to continued strong sales to restaurants and convenience stores, despite a delayed recovery in sales of “*Chuka Meisai*.” In dairy products, sales of “*Vanilla Yogurt*” remained strong, growing 7.3% from the previous year.

(TRANSLATION)

(The year-on-year changes of sales by product category are calculated based on the amount of sales to external customers.)

Business profit

- Business profit increased year on year because profitability of hams and sausages and deli products improved as a result of reviewing product mix and concentrating sales effort on mainstay brands. The dairy product category also contributed to the profit increase as sales of “*Vanilla Yogurt*” and others remained strong.

Fresh Meats Business Division

Percentage of total net sales: 59.9%

Net sales

- Sales increased year on year due to higher demand for comparatively inexpensive domestic chicken and pork as consumers became thriftier, leading to increased sales to mass retailers, as well as increased sales to restaurants due to higher inbound tourism demand, especially for beef.

Business profit

- Business profit increased year on year due to improved profitability resulting from the optimization of imported meat inventory and growth in sales to restaurants by the sales companies for fresh meats as well as the effect of higher revenue resulting from the increased demand for domestic chicken and pork.

Overseas Business Division

Percentage of total net sales: 22.2%

Net sales

- Net sales decreased year on year due to a decrease in sales resulting from the transfer of shares in a beef business company in Uruguay, as well as a decline in the unit selling price of Australian beef.

Business profit

- Business profit increased year on year due to improved profitability resulting from lower purchase prices for raw beef and higher sales volume in the Australian beef business, and higher sales volume in the processed foods business in the Americas.

(TRANSLATION)

Others

Percentage of total net sales: 1.8%

Net sales

- Net sales increased year on year due to higher visitor numbers since the opening of “Hokkaido Ballpark F Village” in the Ballpark Business, as well as the fact that the number of visitors exceeded the initial annual plan of 3 million with the staging of seasonal events on non-game days.

Business profit

- Business profit increase year on year due to a significant improvement in profitability, including revenues from advertising, tickets and food and beverage, following the adoption of a new business model for the Ballpark Business.

(2) Net sales of the Group by segment:

Category	Amount (millions of yen)	Year on year (%)	Component ratio (%)
Processed Foods Business Division	431,233	103.2	33.1
Fresh Meats Business Division	780,596	104.1	59.9
Overseas Business Division	289,964	90.2	22.2
Others	23,866	140.0	1.8
Eliminations, adjustments and others	(211,604)	–	(16.2)
Transfer to discontinued operations	(10,623)	–	(0.8)
Total	1,303,432	103.5	100.0

- (Notes) 1. “Others” category includes the Ballpark Business and New Business, which are business segments not included in the reportable segments. The Ballpark Business encompasses the operation of the professional baseball team and ballpark.
2. Net sales of BPU that were included in the Overseas Business Division have been reclassified as “Transfer to discontinued operations.”

(For reference) Net sales by product category:

Category	Amount (millions of yen)	Year on year (%)	Component ratio (%)
Hams and sausages	135,150	103.8	10.4
Processed foods	237,870	101.1	18.2
Fresh meats	826,710	104.4	63.4
Dairy products	38,963	107.7	3.0
Others	64,739	97.6	5.0
Total	1,303,432	103.5	100.0

(TRANSLATION)

(3) State of capital expenditures:

The Group has created an integration system that covers all aspects of its operations—from farming to processing, production, distribution and sales—and invests in fixed assets as necessary to enhance, rationalize, and strengthen this system.

These investments totaled approximately 60.8 billion yen (including software and right-of-use assets of approximately 16.7 billion yen) for the fiscal year. The principal investments are as described below.

Business division	Amount invested (millions of yen)	Nature and objective of capital expenditures
Processed Foods	9,793	To expand and newly establish production facilities for hams and sausages, and processed foods To upgrade production facilities for dairy products
Fresh Meats	25,896	To upgrade and refurbish production and breeding facilities and processing facilities for fresh meats To improve sales facilities
Overseas	7,199	To expand production facilities for processed foods To upgrade processing facilities for fresh meats and production and breeding facilities
Others	17,961	To promote DX (digital transformation)

(4) State of financing:

The Company has borrowed 10 billion yen for the first time through positive impact financing, or PIF. PIF is a type of financing that is executed without specifying the use of funds, but is intended to comprehensively analyze and evaluate the impact of corporate activities on the environment, society, and the economy for the purpose of providing ongoing support for such activities.

In addition, the Company has borrowed a total of 12.5 billion yen including PIF, to appropriate the funds for business operations.

(TRANSLATION)

(5) Changes in the state of financial position and income and loss:

(Unit: millions of yen, except where noted)

Category	IFRS Accounting Standards			
	76th (from April 1, 2020 to March 31, 2021)	77th (from April 1, 2021 to March 31, 2022)	78th (from April 1, 2022 to March 31, 2023)	79th (from April 1, 2023 to March 31, 2024)
Net sales	1,106,351	1,151,886	1,259,792	1,303,432
Profit before tax	47,604	51,760	22,162	40,599
Profit attributable to owners of the parent	32,616	48,049	16,637	28,078
Earnings per share (basic) (yen)	317.97	469.92	162.44	273.70
Earnings per share (diluted) (yen)	317.89	469.81	162.42	—
Total assets	825,405	909,213	937,155	958,237
Total equity attributable to owners of the parent	433,595	479,069	492,913	527,503
Total equity attributable to owners of the parent per share (yen)	4,243.70	4,681.82	4,808.70	5,138.81

- (Notes) 1. In the 77th fiscal year, the Company classified the marine product business related to The Marine Foods Corporation and its subsidiaries as discontinued operations. The Company has also classified the beef business relating to Breeders & Packers Uruguay S.A. as discontinued operations from the 78th fiscal year. The figures in the 77th fiscal year were accordingly changed.
2. “Earnings per share (basic)” is computed on the basis of the weighted-average number of common shares outstanding during the year. “Earnings per share (diluted)” is computed on the basis of the sum of the weighted-average number of common shares outstanding plus the dilutive effect of shares issuable through stock options and convertible bonds. “Total equity attributable to owners of the parent per share” is calculated on the basis of the total number of common shares outstanding as of the end of the year. The weighted-average number of common shares outstanding during the year and the total number of common shares outstanding as of the end of the year are calculated by excluding the number of shares of treasury stock. The number of shares of treasury stock for the 76th, 77th, 78th, and 79th fiscal years include the shares of NH Foods Ltd. held by the officers compensation BIP Trust, due to the adoption of the performance-based stock compensation plan for officers, and the shares of NH Foods Ltd. held by the NH Foods Group Employee Shareholding Association Dedicated Trust, due to the adoption of the Trust-type Employee Shareholding Incentive Plan.
3. “Earnings per share (diluted)” for the 79th fiscal year is not stated because no potential shares with dilutive effect existed.

(TRANSLATION)

(6) Main businesses (as of March 31, 2024):

Category	Business
Hams and sausages	Production and sales of hams and sausages
Processed foods	Production and sales of processed foods
Fresh meats	Production and farming of livestock, and processing, packing, import and sales of fresh meats
Dairy products	Production and sales of yogurts, cheese, etc.
Others	Ballpark Business, Cold and freezing warehouse business, transportation business, and production and sales of processed marine products

(7) Main business offices and factories (as of March 31, 2024):

Head office of NH Foods Ltd.	4-9, Umeda 2-chome, Kita-ku, Osaka
Branch office of NH Foods Ltd.	1-1, Osaki 2-chome, Shinagawa-ku, Tokyo
Laboratory	Research & Development Center (Ibaraki)
Production sites of NH Foods Ltd.	Isahaya Plant (Nagasaki)
Other domestic production sites	Nippon White Farm Co., Ltd. (Aomori), Nippon Clean Farm Ltd. (Aomori), Nipponham Processed Foods Ltd. (Mie), Nipponham Factory Ltd. (Shizuoka), Nipponham Delicatessen Ltd. (Niigata), Nippon Food Packer, Inc. (Aomori), Nipponham Southwest Ltd. (Miyazaki), Nipponham Northeast Ltd. (Yamagata), Nipponham Hokkaido Factory Ltd. (Hokkaido)
Other domestic production and sales sites	Hoko Co., Ltd. (Tokyo), Nippon Pure Food, Inc. (Tokyo), Nippon Luna, Inc. (Kyoto)
Domestic sales sites of NH Foods Ltd.	Tokyo, Osaka
Other domestic sales sites	Nishi Nippon Food, Inc. (Fukuoka), Higashi Nippon Food, Inc. (Hokkaido), Kanto Nippon Food, Inc. (Tokyo), Naka Nippon Food, Inc. (Osaka), NH Foods marketing, Ltd. (Tokyo), Japan Food Corporation (Tokyo)
Overseas production sites	Ege-Tav Ege Tarım Hayvancılık Yatırım Ticaret ve Sanayi Anonim Şirketi (Turkey), Whyalla Beef Pty. Ltd. (Australia), Thai Nippon Foods Co., Ltd. (Thailand), Thomas Borthwick & Sons (Australia) Pty. Ltd. (Australia), Oakey Beef Exports Pty. Ltd. (Australia)
Overseas sales sites	NH Foods Australia Pty. Ltd. (Australia), Day-Lee Foods, Inc. (U.S.A.)

(Note) Interfarm Co., Ltd. changed its trade name to Nippon Clean Farm Ltd. in April 2023.

(TRANSLATION)

(8) State of employees (as of March 31, 2024):

Number of employees		Increase or decrease from the end of the previous fiscal year
Processed Foods Business Division	5,077	-132
Fresh Meats Business Division	5,695	+20
Overseas Business Division	3,791	-554
Group-wide (common)	866	+31
Total	15,429	-635

- (Notes) 1. The number of employees represents the number of those actually at work (such number excludes employees of the Group seconded to any non-group company, but includes employees of any non-group company seconded to the Group).
2. The number of employees does not represent temporary employees (10,483 employees on average during the period).
3. The number of employees (representing the number of those actually at work) of NH Foods Ltd. was 1,256, a decrease of 44 from March 31, 2023.

(TRANSLATION)

(9) Important subsidiaries, etc. (as of March 31, 2024):

(i) Important subsidiaries

Company	Capital	Ratio of voting rights held by NH Foods Ltd.	Main business
Ege-Tav Ege Tarım Hayvancılık Yatırım Ticaret ve Sanayi Anonim Şirketi	TL1,003,100,000	100.0%	Farming and breeding, packing and sales of livestock
NH Foods Australia Pty. Ltd.	A\$106,500,000	100.0%	Sales of fresh meats and others
Hoko Co., Ltd.	¥3,040 million	100.0%	Production and sales of processed marine products, canned foods, and dairy products
Day-Lee Foods, Inc.	US\$17,320,000	100.0%	Sales of fresh meats and others, and production and sales of processed foods
Nippon White Farm Co., Ltd.	¥1,560 million	100.0%	Farming and breeding, and packing of livestock
Nippon Clean Farm Ltd.	¥1,301 million	100.0%	Farming and breeding of livestock
Nipponham Factory Ltd.	¥1,000 million	100.0%	Production of hams and sausages
Nipponham Processed Foods Ltd.	¥1,000 million	100.0%	Production of processed foods
Nipponham Delicatessen Ltd.	¥489 million	100.0%	Production of processed foods
Nishi Nippon Food, Inc.	¥480 million	100.0%	Sales of fresh meats and others
Nippon Food Packer, Inc.	¥470 million	100.0%	Processing, packing and sales of livestock
Higashi Nippon Food, Inc.	¥450 million	100.0%	Sales of fresh meats and others
Kanto Nippon Food, Inc.	¥450 million	100.0%	Sales of fresh meats and others
Naka Nippon Food, Inc.	¥450 million	100.0%	Sales of fresh meats and others
Nippon Pure Food, Inc.	¥410 million	100.0%	Processing and sales of livestock
Nippon Luna, Inc.	¥397 million	100.0%	Production and sales of lactic acid probiotic beverages
Nipponham Southwest Ltd.	¥360 million	100.0%	Production of hams and sausages, and processed foods

(TRANSLATION)

Company	Capital	Ratio of voting rights held by NH Foods Ltd.	Main business
NH Foods marketing, Ltd.	¥307 million	100.0%	Sales of hams and sausages, and processed foods
Japan Food Corporation	¥40 million	100.0%	Import and sales of fresh meats and others
Fighters Sports & Entertainment Co., Ltd.	¥12,000 million	67.1%	Ballpark operations, management of the entire ballpark, professional baseball related entertainment

(Notes) 1. The ratio of voting rights held by NH Foods Ltd. in Fighters Sports & Entertainment Co., Ltd. includes the ratio of 34.2% held indirectly through its subsidiaries.

2. Interfarm Co., Ltd. changed its trade name to Nippon Clean Farm Ltd. in April 2023.

(ii) Results of business combinations

The number of consolidated subsidiaries decreased by 4 companies due to sale or other transactions, resulting in a total of 64 (including the 20 important subsidiaries stated above). The number of equity-method companies increased by 1 to 7.

(10) Main lenders (as of March 31, 2024):

Lender	Amount of loan outstanding
Sumitomo Mitsui Banking Corporation	¥36,890 million
MUFG Bank, Ltd	¥24,215 million
The Hyakujushi Bank, Ltd.	¥18,000 million
The Norinchukin Bank	¥11,000 million

(11) Issues to be addressed:

[Medium- to long-term corporate strategy]

To continue to deliver our corporate philosophy of “Joy of Eating,” the Group formulated the “Medium-Term Management Plan 2026” in April 2024 toward achieving our ideals for 2030: NH Foods Group “Vision 2030”: “Unleash new potentials for protein.”

In its “Medium-term Management Plan 2026”, the Group declares the theme of “Working together to create value through protein.” To reach the new stage described in the Group’s “Vision 2030”, the Group has positioned the three years of the plan as a period to address the challenges to business model transformation identified by backcasting from this vision. This will be accomplished by pursuing three integral approaches of structural reforms, growth strategies and a transformation of our organizational culture, thereby facilitating our evolution into a company that creates value.

In addition, in light of changes that have occurred since 2021 to the business environment surrounding the Group and the expectations of stakeholders with regard to sustainability, we have also made revisions to our materialities. In addition to ensuring the stable supply of proteins as a company responsible for food infrastructure to date, we will endeavor to solve social issues by joining forces with various partners and working to create new value through protein.

Furthermore, we will also make every effort to enhance our corporate value by pursuing

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returns that surpass the cost of capital, and by promoting capital optimization measures such as enhanced shareholder returns.

Through the initiatives described above, in the fiscal year ending March 31, 2027, which is the final year of “Medium-term Management Plan 2026”, we will aim to achieve various management metrics including net sales of ¥1.38 trillion, business profit of ¥61 billion, a business profit ratio of 4.4%, ROE of 7.0–8.0% and ROIC of 5.0–6.0%.

Meanwhile, we disclosed the targets of business profit of 79 billion yen, ROE of 9.0% or higher and ROIC of 7.0% or higher for the fiscal year ending March 31, 2027 at the time of the announcement of the “Medium-Term Management Plan 2023”. However, in conjunction with the formulation of the “Medium-Term Management Plan 2026”, the Group has revised the timeframe for these targets, given the impact of increased geopolitical risks due to the prolonged situation in Ukraine since April 2021, and the sharp depreciation of the yen that has led to surging raw material and fuel prices. Under the revised timeframe, we aim to achieve business profit of 79 billion yen or higher, ROE of 9.0% or higher and ROIC of 7.0% or higher for the fiscal year ending March 31, 2030 through improved profitability and efficiency by generating the effects of growth strategies under the Medium-Term Management Plan 2029 in addition to promoting structural reforms, growth strategies and a transformation of our organizational culture under the “Medium-Term Management Plan 2026”.

Theme for the NH Foods Group Medium-Term Management Plan 2026

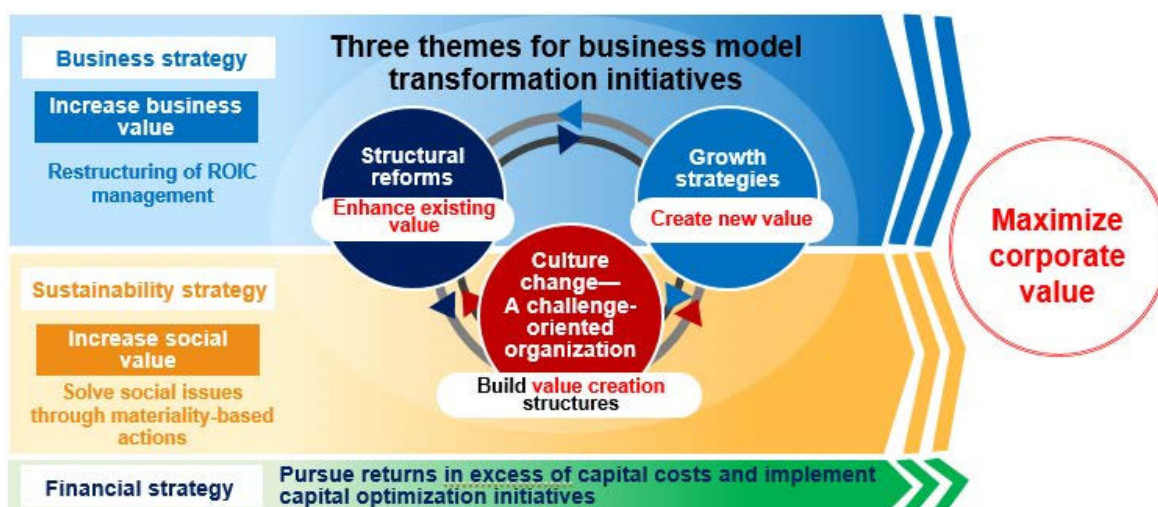
Working together to create value through protein.

The world is changing, consumer outlooks are advancing.
As we break free from conventional wisdom and customs,
we create new value, meeting the needs of consumers, society, and the world.

Combining in-house strengths with those of our partners,
we continually maximize the power of protein we have been exploring
and the potential of nature’s bounty.

Taking on challenges and making change happen,
the NH Foods Group works together to create value through protein.

Overall Concept of the NH Foods Group Medium-term Management Plan 2026



(TRANSLATION)

Company-wide Strategy of Medium-term Management Plan 2026

In the Medium-term Management Plan 2026, in which we embrace “challenge” and “co-creation” as key concepts toward a new stage, we will gain the ability to respond to environmental changes and generate higher value through structural reforms, growth strategies and a transformation of our organizational culture.

Under structural reforms, we will gain the competitiveness needed to survive in an uncertain environment through efforts to develop optimal production structures, review low-profit businesses and improve the product mix.

Under growth strategies, we will strive to cultivate and strengthen intangible assets that represent the source of value through efforts to strengthen the brand, strengthen globally, strengthen across businesses and strengthen R&D.

To foster an organizational culture focused on new challenges, which we aim to do by transforming our culture, we will build the foundations for generating value by working to train and recruit innovative leaders, and by championing the success of a diverse range of human resources.

Vision 2030: Unleash new potentials for protein

Formulate strategies for issues requiring three integral approaches and build a structure to tackle issues through management leadership.



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(TRANSLATION)

Policy for the fiscal year ending March 31, 2025

As for the economic outlook for the fiscal year ending March 31, 2025, while the economic trend in Japan is on the path to a gradual recovery, the Company expects the situation to remain uncertain due to geopolitical risks such as the crisis in Ukraine and a spread of thrifty spending habits triggered by the impact of cost-push inflation due to soaring raw material and energy prices as a result of the depreciation of yen due to the interest rate difference between Japan and the United States and other factors.

Under these circumstances, the Group will pursue three integral approaches of structural reforms, growth strategies, and a transformation of corporate culture in a bid to become “a company that works together to create value through protein” as declared in its “Medium-Term Management Plan 2026”.

In the Processed Foods Business, the Group will work to improve profitability by improving the product mix through structural reforms. In doing so, the Group strives to provide valuable products demanded by customers such as “*SCHAU ESSEN*,” and develop new categories and new sales channels through the creation of new food scenes.

In the Fresh Meats Business, the Group will work to strengthen domestic chicken, for which demand is increasing due to the spread of thrifty spending habits, improve the profitability of domestic pork, and expand sales of branded meat products (domestic chicken “*Sakurahime*,” domestic pork “*Mugikomachi*,” and Australian beef “*Omugi Beef ANGUS*”), which the Group handles from the production stage.

In the Overseas Business, the Group will work to expand overseas sales by strengthening production in the Australian Beef Business, which is expected to be in a favorable environment, and by strengthening the processed foods business in North America and ASEAN countries.

In the Ballpark Business, the Group will work to create events and content that will further enhance the appeal of the ballpark so that it will continue to attract many visitors as it enters its second year of operation.

In addition, under the Growth Strategy Project launched in the fiscal year ending March 31, 2025, the Group will work to create businesses in new areas by promoting growth strategies across businesses and strengthening R&D, with a view to future business growth and expansion of business domains.

Through the above efforts, the Group aims to achieve net sales of 1,340 billion yen and business profit of 48 billion yen (business profit margin of 3.6%) for the fiscal year ending March 31, 2025.

(TRANSLATION)

2. Matters concerning the shares (as of March 31, 2024):

- (1) Total number of issuable shares: 285,000,000 shares
(2) Total number of issued shares: 102,958,904 shares
(including 10,846 shares of treasury stock)
(3) Number of shareholders: 55,580

Category of owners	Number of shares held (thousand shares)	Number of shareholders
Financial institutions	55,494	80
Foreign investors	24,077	382
Individual/Other	17,197	54,594
Other companies	2,139	490
Securities firms	4,038	33
Treasury stock	10	1

- (4) State of major shareholders:

Name of shareholder	Number of shares held (thousand shares)	Shareholding ratio (%)
The Master Trust Bank of Japan, Ltd. (Trust account)	20,825	20.23
Custody Bank of Japan, Ltd. (Trust account)	9,356	9.09
The Hyakujushi Bank, Ltd.	3,708	3.60
Meiji Yasuda Life Insurance Company	3,677	3.57
Nippon Life Insurance Company	2,785	2.71
STATE STREET BANK AND TRUST COMPANY 505001	2,416	2.35
The Norinchukin Bank	2,370	2.30
JPMorgan Securities Japan Co., Ltd.	2,072	2.01
SSBTC CLIENT OMNIBUS ACCOUNT	1,828	1.78
MUFG Bank, Ltd.	1,653	1.61

(Note) The shareholding ratios are calculated by disregarding the number of shares of treasury stock.

- (5) Status of shares delivered to the officers of NH Foods Ltd. as consideration for the execution of their duties during the fiscal year under review

Category	Number of shares	Number of eligible officers
Directors (excluding Outside Directors)	5,488	1
Executive Officers	1,947	1

Notes 1. The details of stock compensation of the Company are described in "4. (2) Compensation, etc., for Directors and Audit & Supervisory Board Members."

2. The above table shows shares delivered to retired officers of the Company.

3. Matters concerning the stock acquisition rights:

There were no applicable items.

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4. Matters concerning the Officers of NH Foods Ltd.:

(1) Names of Directors and Audit & Supervisory Board Members, etc. (as of March 31, 2024):

Title	Name	Assignment and concurrent holding of important offices
Chairperson and Director	Tetsuhiro Kito	Chairperson of the Board of Directors
President and Representative Director (President and CEO)	Nobuhisa Ikawa	
Director (Managing Executive Officer)	Fumio Maeda	General Manager of Fresh Meats Business Division
Director (Managing Executive Officer)	Masahito Kataoka	In charge of Accounting & Finance Department and Sustainability Department; General Manager of Tokyo Branch Office
Director (Managing Executive Officer)	Kohei Akiyama	In charge of Human Resources Department, Legal Affairs Department, General Affairs Department, Public & Investor Relations Department, and Secretarial Office
Director	Yasuko Kono	Chairperson of Consumers' Smile Fund (NPO) Director of Japan Consumers' Association (General Incorporated Foundation) Member of Financial System Council, Financial Services Agency Member of Forestry Policy Council, Forestry Agency Member of the Cultural Council, Agency for Cultural Affairs, Government of Japan
Director	Hideo Arase	Partner of HumaNexus Lab, Inc. Specially Appointed Professor, Open Innovation Center, Tokyo Medical and Dental University
Director	Tokushi Yamasaki	
Full-time Audit & Supervisory Board Member	Sadanori Miyagai	
Full-time Audit & Supervisory Board Member	Nobuyuki Tazawa	
Audit & Supervisory Board Member	Masayuki Kitaguchi	Chief of Kitaguchi Certified Public Accountant Office Head of Showa Law Office Outside Audit & Supervisory Board Member of Glad Cube Inc.
Audit & Supervisory Board Member	Shigeru Nishiyama	Professor of Waseda University Graduate School Outside Director of Macromill, Inc. Outside Audit & Supervisory Board Member of Marubeni Corporation Outside Director of TOKYO ENERGY & SYSTEMS INC.

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Title	Name	Assignment and concurrent holding of important offices
Audit & Supervisory Board Member	Katsumi Nakamura	Partner at T. Kunihiro & Co. Attorneys-at-Law Outside Audit & Supervisory Board Member of Japan Novel Corporation Outside Director, Audit and Supervisory Committee Member of UMC Electronics Co., Ltd. Outside Audit & Supervisory Board Member of WILL GROUP, INC.

- (Notes)
1. Directors Ms. Yasuko Kono, Messrs. Hideo Arase and Tokushi Yamasaki are Outside Directors.
 2. Audit & Supervisory Board Members Messrs. Masayuki Kitaguchi, Shigeru Nishiyama and Katsumi Nakamura are Outside Audit & Supervisory Board Members.
 3. NH Foods Ltd. has designated Outside Directors Ms. Yasuko Kono, Messrs. Hideo Arase and Tokushi Yamasaki, and Outside Audit & Supervisory Board Members Messrs. Masayuki Kitaguchi, Shigeru Nishiyama and Katsumi Nakamura, as independent officers as stipulated by the Tokyo Stock Exchange and has filed notices thereof to the Exchange. NH Foods Ltd. has determined that all Outside Officers are independent of NH Foods Ltd., as a result of checking them against the “Criteria on Independence of Outside Officers” described on page 23.
 4. Audit & Supervisory Board Member Messrs. Masayuki Kitaguchi and Shigeru Nishiyama, who are qualified as certified public accountants, have considerable knowledge of financing and accounting.
 5. The following changes were made to Directors and Audit & Supervisory Board Members during the year ended March 31, 2024.
 - (1) Appointment
 - (i) Mr. Kohei Akiyama was newly elected as Director at the 78th Ordinary General Meeting of Shareholders held on June 27, 2023, and assumed his post.
 - (ii) Mr. Katsumi Nakamura was newly elected as Audit & Supervisory Board Member at the 78th Ordinary General Meeting of Shareholders held on June 27, 2023, and assumed his post.
 - (2) Retirement
 - (i) Mr. Yoshihide Hata retired from his post as Director at the conclusion of the 78th Ordinary General Meeting of Shareholders held on June 27, 2023.
 - (ii) Mr. Akihiko Shiba retired from his post as Audit & Supervisory Board Member at the conclusion of the 78th Ordinary General Meeting of Shareholders held on June 27, 2023.

(TRANSLATION)

(Reference)

Management Structure as of April 1, 2024 is as follows:

Title	Name	Assignment and concurrent holding of important offices
Chairperson and Director	Tetsuhiro Kito	Chairperson of the Board of Directors
President and Representative Director (President and CEO)	Nobuhisa Ikawa	
Vice President and Director (Executive Vice President)	Masahito Kataoka	In charge of Accounting & Finance Department and Sustainability Department
Director (Senior Managing Executive Officer)	Fumio Maeda	General Manager of Fresh Meats Business Division
Director (Managing Executive Officer)	Kohei Akiyama	In charge of Human Resources Department, Legal Affairs Department, General Affairs Department, Public & Investor Relations Department and Secretarial Office
Director	Yasuko Kono	Chairperson of Consumers' Smile Fund (NPO) Director of Japan Consumers' Association (General Incorporated Foundation) Member of Financial System Council, Financial Services Agency Member of Forestry Policy Council, Forestry Agency Member of the Cultural Council, Agency for Cultural Affairs, Government of Japan
Director	Hideo Arase	Partner of HumaNexus Lab, Inc. Specially Appointed Professor of Open Innovation Center, Tokyo Medical and Dental University Partner, JETRO Consortium for New Export Nation for Fiscal 2024
Director	Tokushi Yamasaki	
Full-time Audit & Supervisory Board Member	Sadanori Miyagai	
Full-time Audit & Supervisory Board Member	Nobuyuki Tazawa	
Audit & Supervisory Board Member	Masayuki Kitaguchi	Chief of Kitaguchi Certified Public Accountant Office Head of Showa Law Office Outside Audit & Supervisory Board Member of Glad Cube Inc.
Audit & Supervisory Board Member	Shigeru Nishiyama	Professor of Waseda University Graduate School Outside Director of Macromill, Inc. Outside Audit & Supervisory Board Member of Marubeni Corporation Outside Director of TOKYO ENERGY & SYSTEMS INC.

(TRANSLATION)

Title	Name	Assignment and concurrent holding of important offices
Audit & Supervisory Board Member	Katsumi Nakamura	Partner at T. Kunihiro & Co. Attorneys-at-Law Outside Audit & Supervisory Board Member of Japan Novel Corporation Outside Director, Audit and Supervisory Committee Member of UMC Electronics Co., Ltd. Outside Audit & Supervisory Board Member of WILL GROUP, INC.

(Executive Officers who are not concurrently serving as Directors)

Title	Name	Assignment and concurrent holding of important offices
Managing Executive Officer	Nobuo Oda	In charge of Business Development & Strategy Division and Corporate Planning Department; General Manager of Tokyo Branch Office; in charge of Growth Strategy Project
Managing Executive Officer	Yukihiro Matsumoto	General Manager of Processed Foods Business Division
Managing Executive Officer	Yoshitaka Hasegawa	In charge of Audit Department and Compliance Department; General Manager of Group Audit & Supervisory Board Members' Office
Executive Officer	Tadaaki Ito	General Manager of Overseas Business Division; General Manager of Operations Management Division
Executive Officer	Hideki Fujii	In charge of North America, Operations Management Division, Overseas Business Division; President and Director of Day-Lee Foods, Inc.
Executive Officer	Takao Seki	General Manager of Sales Management Division, Processed Foods Business Division
Executive Officer	Shuichi Toda	General Manager of Imported Fresh Meats Sales Division, Fresh Meats Business Division
Executive Officer	Hirohide Fujiwara	In charge of DX Promotion Department, IT Strategy Department and Sports Business Department
Executive Officer	Akio Wakita	General Manager of Product Management Division, Processed Foods Business Division
Executive Officer	Toyotake Imon	General Manger of Domestic White Meat Division, Fresh Meats Business Division
Executive Officer	Seiji Inatomi	In charge of Australia, Operations Management Division, Overseas Business Division; Managing Director of NH Foods Australia Pty Ltd.
Executive Officer	Sakae Kishimoto	General Manager of Marketing Management Division, Processed Foods Business Division
Executive Officer	Yasuyuki Oishi	General Manager of Quality Assurance Department; in charge of Customer Service Department and Research & Development Center
Executive Officer	Nobuhiro Hosoya	General Manager of Sales Management Division, Fresh Meats Business Division

(TRANSLATION)

Title	Name	Assignment and concurrent holding of important offices
Executive Officer	Masashi Kabayama	General Manager of Administrative Division, Processed Foods Business Division
Executive Officer	Naomi Koga	General Manager of Administrative Division, Fresh Meats Business Division

(TRANSLATION)

(2) Compensation, etc., for Directors and Audit & Supervisory Board Members:

- (i) Policy of determination of the compensation, etc., for Directors and Audit & Supervisory Board Members:

Basic policy on Director and Audit & Supervisory Board Member compensation

At the meeting of the Board of Directors held on February 12, 2021, NH Foods Ltd. decided on a policy for determining the details of the compensation, etc., for individual Directors.

The Director and Audit & Supervisory Board Member compensation system of NH Foods Ltd. is designed to select, train and appoint talented human resources as management, to give a clearer idea to individual Executive Directors and Executive Officers about the linkage between Directors' and Audit & Supervisory Board Members' compensations, the business performance of NH Foods Ltd. and shareholder value, and to provide incentives to encourage enhancement of the corporate value over the medium- and long-term in order to realize the corporate philosophy of NH Foods Ltd. The system development, compensation levels, system operation, etc., shall be deliberated by the Compensation Committee, where an independent Outside Director acts as chairman, with the final decision made by the Board of Directors.

The reasonableness of the level of compensation for each position is verified each year, using for referencing the investigation results, etc., by a third party organization.

Procedures at the Compensation Committee

The purpose of the Compensation Committee is to enhance the transparency and objectivity of decisions on the compensation for Directors and Audit & Supervisory Board Members (including Executive Officers), and to improve the supervisory function of the Board of Directors. The majority members of the Compensation Committee consist of independent officers and the meeting is held at least twice a year. The Board of Directors select the members of the Compensation Committee, where an Outside Director acts as chairman.

The process used by the Compensation Committee to decide on Directors' and Audit & Supervisory Board Members' compensations shall involve the examination of business results in comparison to annual targets set for each fiscal year by Executive Directors and Executive Officers and the deliberation on Directors' and Audit & Supervisory Board Members' compensations for the following fiscal year to be proposed, and recommendations are submitted to the Board of Directors. The Board of Directors shall respect the recommendations of the Compensation Committee and decide on Directors' and Audit & Supervisory Board Members' compensations for the following fiscal year accordingly. The Company believes that the aforementioned process ensured that the details of the compensation, etc., for individual Directors for the fiscal year under review were in line with the policy for determining the details of the compensation, etc., for individual Directors.

(TRANSLATION)

Summary of compensation for the Directors:

Compensation for Directors (excluding Outside Directors) shall comprise monetary compensation (a basic compensation and appraisal compensation) and performance-based stock compensation. The composition ratio (if the standard attainment level of the business performance is 100%) is 55% for the basic compensation, 28% for the appraisal compensation and 17% for the performance-based stock compensation. On the other hand, compensation for each Outside Director shall be a basic compensation only in consideration of his/her role. No retirement gratuity shall be paid to any of the Directors.

- (1) Monetary compensation shall comprise a basic compensation and appraisal compensation. The basic compensation shall be a monthly fixed compensation, and determined according to the position. The appraisal compensation shall be a variable compensation (paying a fixed amount on a monthly basis). Depending on the annual business performance (consolidated net sales, consolidated business profit, ROE and ROIC) and individually established goal attainment level with respect to management issues, the appraisal compensation shall vary within the range of 0-200%, assuming the standard attainment level of the business performance is 100%.

Appraisal shall be made in accordance with the following three items: (i) company-wide performance, (ii) segmental performance (business divisions and departments) and (iii) management issues, and each item of the business performance shall be appraised independently. With regard to performance appraisal indicators, NH Foods Ltd. has adopted consolidated net sales for sustainable growth of the top line, consolidated business profit for sustainable growth of the core business, and since the fiscal year ended March 31, 2013, ROE for improvement in the capital efficiency, as the company-wide performance. NH Foods Ltd. also has adopted ROIC for enhancement of the efficiency of invested capital since the fiscal year ended March 31, 2016, as segmental performance.

- (2) Based on the resolution at the 75th Ordinary General Meeting of Shareholders held on June 25, 2020 (with 22 Corporate Officers as of this resolution), NH Foods Ltd. introduced the performance-based stock compensation plan (hereinafter the “Plan”) for Directors (excluding Outside Directors) and Executive Officers, with August 3, 2020 as its starting date. In the Plan, the shares of NH Foods Ltd. and the amount of money equivalent to the proceeds from the disposal of the shares of NH Foods Ltd. (hereinafter collectively the “Shares, etc. of NH Foods Ltd.”) are delivered and paid (hereinafter collectively the “Delivery, etc.”) to them, in accordance with attainment of the medium- to long-term business performance.

The performance-based stock compensation is designed as incentives to encourage enhancement of the corporate value over the medium- and long-term. Under this concept, the Plan shall grant points to Directors (excluding Outside Directors) and Executive Officers, according to achievement level of the performance goal (consolidated net sales, consolidated business profit and ROE) set under the medium-term management plan of NH Foods Ltd. During their term of office and at the time of their retirement, the number of the shares of NH Foods Ltd. equivalent to the number of points granted shall be delivered to them. Such shares shall not be transferred until one year has passed since their retirement.

The performance-based stock compensation of NH Foods Ltd. includes malus (reduction of the amount after rights granted yet to be determined) and clawback (return of the amount after determination) provisions. These provisions can

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be exercised in the event of one of the predetermined triggers that include certain wrongdoings, such as serious breach of duties and material violation of the internal rules. The stock-based compensation subject to return under these provisions shall be the whole or a part of compensation for the fiscal year in which such wrongdoing takes place.

The Plan shall grant points to Directors and Executive Officers, according to their position and the degree of target achievement of performance indicators in the medium-term management plan in June of each year (e.g., in June 2021 for the compensation for the execution of their duties in the fiscal year ended March 31, 2021). Such points shall be accumulated during their term of office (hereinafter the “Accumulated Points”). The number of points to be granted shall vary within the range of 0–150%, assuming the standard attainment level of the business performance is 100%. The Delivery, etc. of the Shares, etc. of NH Foods Ltd. to Directors and Executive Officers shall be made around July immediately after the last day of the final fiscal year of the medium-term management plan of NH Foods Ltd., in terms of the portion equivalent to 70% of the Accumulated Points. With respect to the portion equivalent to 30% of the Accumulated Points, the Delivery, etc. of the Shares, etc. of NH Foods Ltd. shall be made after the retirement or at the time of death of Directors or Executive Officers. In case of death of any of Directors or Executive Officers, all of the shares of NH Foods Ltd. equivalent to the Accumulated Points at the time of death shall be sold in the stock market, and the heir of such deceased Directors or Executive Officers shall receive payment of money equivalent to the conversion price to cash. In addition, one point shall represent one share of NH Foods Ltd., and fractions of less than one point shall be rounded down. However, in the event of a share split or share consolidation for the shares of NH Foods Ltd. during the trust period, the number of shares of NH Foods Ltd. for one point as well as the maximum number of the total number of points (shares) to be granted to Directors and Executive Officers per fiscal year shall be adjusted according to the split ratio, consolidation ratio, etc.

The stock-based compensation under the Plan shall be calculated based on the following method to determine the number of individual points (shares) to be granted to Directors and Executive Officers per fiscal year.

(Formula for calculating points)

Number of points to be granted (*1) =
(Standard stock-based compensation for each position (*2) ÷ Share prices for calculating points (*3)) × Performance coefficient (*4)

(*1) Rounded down to the nearest whole number

(*2) Standard stock-based compensation for each position shall be the amount of compensation that serves as a standard for the stock-based compensation as predetermined by NH Foods Ltd for each position.

(*3) Share prices for calculating points shall be the average acquisition unit price (rounded to the nearest whole number) of the shares of NH Foods Ltd., to be acquired by the officers compensation BIP Trust (hereinafter the “Trust”) to be established in order to implement the Plan. If the trust period of the Trust is extended for the purpose of continuing the Plan, the share prices for calculating points shall be the average acquisition unit price (rounded to the nearest whole number) of the shares of NH Foods Ltd., newly acquired by the Trust, following the extension of the trust period.

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- (*4) Target value of each indicator to measure the degree of achievement of the performance goals shall be the quantitative target value for each fiscal year published in the medium-term management plan of NH Foods Ltd.

Summary of compensation for the Audit & Supervisory Board Members:

Compensation for each Audit & Supervisory Board Member shall be a basic compensation only in consideration of his/her role. No retirement gratuity or performance-based stock compensation shall be paid.

- (ii) Aggregate amount of compensation, etc., and number of Directors and Audit & Supervisory Board Members:

Category	Number	Aggregate amount of compensation, etc. (millions of yen)	Amount of compensation, etc., by type (millions of yen)		
			Basic compensation	Appraisal compensation	Performance-based stock compensation
Directors	9	241	186	30	25
(o/w Outside Directors)	(3)	(39)	(39)	(-)	(-)
Audit & Supervisory Board Members	6	89	89	-	-
(o/w Outside Audit & Supervisory Board Members)	(4)	(39)	(39)	(-)	(-)
Total	15	330	275	30	25
(o/w Outside Officers)	(7)	(78)	(78)	(-)	(-)

- (Notes) 1. The aggregate amount of compensation, etc., includes compensation for 1 Director and 1 Audit & Supervisory Board Member who retired at the conclusion of the 78th Ordinary General Meeting of Shareholders held on June 27, 2023.

2. The maximum amounts of compensation (basic compensation and appraisal compensation) for Directors are ¥42 million per month (as resolved at the 51st Ordinary General Meeting of Shareholders held on June 27, 1996), and the number of Directors was 25 at the time of this resolution.

Meanwhile, NH Foods Ltd. introduced, by the resolution at the 75th Ordinary General Meeting of Shareholders held on June 25, 2020, the performance-based stock compensation plan for Directors (excluding Outside Directors) and Executive Officers of NH Foods Ltd., separately from the aforementioned maximum amounts of compensation, etc., for Directors. Under the Plan, NH Foods Ltd. shall contribute trust funds not exceeding ¥220 million per fiscal year for fiscal years covered by the medium-term management plan (the initial coverage period of four fiscal years from the fiscal year ended March 31, 2021 to the fiscal year ending March 31, 2024) of NH Foods Ltd. The shares of NH Foods Ltd. shall be acquired through the trust, and the Delivery, etc. of the Shares, etc. of NH Foods Ltd. shall be made through such trust, in accordance with the position and degree of achievement with respect to the target value of the performance indicators in the medium-term management plan. The number of Directors was five at the time of the aforementioned resolution.

The aggregate amount of the performance-based stock compensation in the above table represents the amount recorded as expenses, etc., related to the share delivery points that the estimated amount to be granted for the fiscal year under review was clarified based on the Plan.

3. The appraisal compensation shall be monetary compensation that varies according to the annual business performance (consolidated net sales, consolidated business profit, ROE and ROIC) of NH Foods Ltd. and individually established goal attainment level with respect to

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management issues, with the aim of providing incentives to encourage enhancement of the corporate value over the medium- and long-term. The performance-based stock compensation is a plan in which points shall be granted based on the degree of target achievement of the business performance (consolidated net sales, consolidated business profit and ROE) in the medium-term management plan of NH Foods Ltd., with the aim of providing incentives to encourage enhancement of the corporate value over the medium- and long-term. Then, the number of shares of NH Foods Ltd. equivalent to the number of points granted shall be delivered during the term of office and at the time of retirement. With respect to actual annual business performance for the fiscal year ended March 31, 2024, consolidated net sales amounted to ¥1,303,432 million, consolidated business profit amounted to ¥44,939 million and ROE amounted to 5.5%. While ROIC figures are not disclosed as they are segmental indicators that are not disclosed externally, both ROE and ROIC improved compared to last year's actual results.

4. The maximum amounts of compensation, etc., for Audit & Supervisory Board Members are ¥8 million per month (as resolved at the 53rd Ordinary General Meeting of Shareholders held on June 26, 1998), and the number of Audit & Supervisory Board Members was five at the time of this resolution.

(Reference)

At the Board of Directors' meeting held in April 2024, the Company passed a resolution to partially amend the Policy of determination of the compensation, etc., for Directors and Audit & Supervisory Board Members. Upon amending the policy, the policy was reported to the Compensation Committee. The details are as follows.

Basic policy on Director and Audit & Supervisory Board Member compensation

At the meeting of the Board of Directors held on February 12, 2021, NH Foods Ltd. decided on a policy for determining the details of the compensation, etc., for individual Directors.

The Director and Audit & Supervisory Board Member compensation system of NH Foods Ltd. is designed to select, train and appoint talented human resources as management, to give a clearer idea to individual Executive Directors and Executive Officers about the linkage between Directors' and Audit & Supervisory Board Members' compensations, the business performance of NH Foods Ltd. and shareholder value, and to provide incentives to encourage enhancement of the corporate value over the medium- and long-term in order to realize the corporate philosophy of NH Foods Ltd. The system development, compensation levels, system operation, etc., shall be deliberated by the Compensation Committee, where an independent Outside Director acts as chairman, with the final decision made by the Board of Directors.

The reasonableness of the level of compensation for each position is verified each year, using for referencing the investigation results, etc., by a third party organization.

Procedures at the Compensation Committee

The purpose of the Compensation Committee is to enhance the transparency and objectivity of decisions on the compensation for Directors and Audit & Supervisory Board Members (including Executive Officers), and to improve the supervisory function of the Board of Directors. The majority members of the Compensation Committee consist of independent officers and the meeting is held at least twice a year. The Board of Directors

(TRANSLATION)

select the members of the Compensation Committee, where an Outside Director acts as chairman.

The process used by the Compensation Committee to decide on Directors' and Audit & Supervisory Board Members' compensations shall involve the examination of business results in comparison to annual targets set for each fiscal year by Executive Directors and Executive Officers and the deliberation on Directors' and Audit & Supervisory Board Members' compensations for the following fiscal year to be proposed, and recommendations are submitted to the Board of Directors. The Board of Directors shall respect the recommendations of the Compensation Committee and decide on Directors' and Audit & Supervisory Board Members' compensations for the following fiscal year accordingly. The Company believes that the aforementioned process ensured that the details of the compensation, etc., for individual Directors for the fiscal year under review were in line with the policy for determining the details of the compensation, etc., for individual Directors.

Summary of compensation for the Directors:

Compensation for Directors (excluding Outside Directors) shall comprise monetary compensation (a basic compensation and appraisal compensation) and performance-based stock compensation. The composition ratio (if the standard attainment level of the business performance is 100%) is 55% for the basic compensation, 28% for the appraisal compensation and 17% for the performance-based stock compensation. On the other hand, compensation for each Outside Director shall be a basic compensation only in consideration of his/her role. No retirement gratuity shall be paid to any of the Directors.

- (1) Monetary compensation shall comprise a basic compensation and appraisal compensation. The basic compensation shall be a monthly fixed compensation, and determined according to the position. The appraisal compensation shall be a variable compensation (paying a fixed amount on a monthly basis). Depending on the annual business performance (consolidated net sales, consolidated business profit, ROE and ROIC) and individually established goal attainment level with respect to management issues, the appraisal compensation shall vary within the range of 0-200%, assuming the standard attainment level of the business performance is 100%.

Appraisal shall be made in accordance with the following three items: (i) company-wide performance, (ii) segmental performance (business divisions and departments) and (iii) management issues, and each item of the business performance shall be appraised independently. With regard to performance appraisal indicators, NH Foods Ltd. has adopted consolidated net sales for sustainable growth of the top line, consolidated business profit for sustainable growth of the core business, and since the fiscal year ended March 31, 2013, ROE for improvement in the capital efficiency, as the company-wide performance. NH Foods Ltd. also has adopted ROIC for enhancement of the efficiency of invested capital since the fiscal year ended March 31, 2016, as segmental performance.

- (2) Based on the resolution at the 75th Ordinary General Meeting of Shareholders held on June 25, 2020 (with 22 Corporate Officers as of this resolution), NH Foods Ltd. introduced the performance-based stock compensation plan (hereinafter the "Plan") for Directors (excluding Outside Directors) and Executive Officers, with August 3, 2020 as its starting date. In the Plan, the shares of NH Foods Ltd. and the amount of money equivalent to the proceeds from the disposal of the shares of NH Foods Ltd.

(TRANSLATION)

(hereinafter collectively the “Shares, etc. of NH Foods Ltd.”) are delivered and paid (hereinafter collectively the “Delivery, etc.”) to them, in accordance with attainment of the medium- to long-term business performance.

The performance-based stock compensation is designed as incentives to encourage enhancement of the corporate value over the medium- and long-term. Under this concept, the Plan shall grant points to Directors (excluding Outside Directors) and Executive Officers, according to the degree of target achievement of performance indicators in the medium-term management plan of the Company (consolidated net sales, consolidated business profit and ROE), the Company’s TSR (Total Shareholder Return) evaluation (relative to TOPIX), their position, etc. During their term of office and at the time of their retirement, the number of the shares of NH Foods Ltd. equivalent to the number of points granted shall be delivered to them. Such shares shall not be transferred until one year has passed since their retirement.

The performance-based stock compensation of NH Foods Ltd. includes malus (reduction of the amount after rights granted yet to be determined) and clawback (return of the amount after determination) provisions. These provisions can be exercised in the event of one of the predetermined triggers that include certain wrongdoings, such as serious breach of duties and material violation of the internal rules. The stock-based compensation subject to return under these provisions shall be the whole or a part of compensation for the fiscal year in which such wrongdoing takes place.

The Plan shall grant points to Directors and Executive Officers in June each year, according to the degree of target achievement of performance indicators in the medium-term management plan, the Company’s TSR evaluation (relative to TOPIX), their position, etc. for the fiscal year ending March 31 of the same year. Such points shall be accumulated during their term of office (hereinafter the “Accumulated Points”). The number of points to be granted shall vary within the range of 0–150%, assuming the standard attainment level of the business performance is 100%. The Delivery, etc. of the Shares, etc. of NH Foods Ltd. to Directors and Executive Officers shall be made around July immediately after the last day of the final fiscal year of the medium-term management plan of NH Foods Ltd., in terms of the portion equivalent to 70% of the Accumulated Points. With respect to the portion equivalent to 30% of the Accumulated Points, the Delivery, etc. of the Shares, etc. of NH Foods Ltd. shall be made after the retirement or at the time of death of Directors or Executive Officers. In case of death of any of Directors or Executive Officers, all of the shares of NH Foods Ltd. equivalent to the Accumulated Points at the time of death shall be sold in the stock market, and the heir of such deceased Directors or Executive Officers shall receive payment of money equivalent to the conversion price to cash. In addition, one point shall represent one share of NH Foods Ltd., and fractions of less than one point shall be rounded down. However, in the event of a share split or share consolidation for the shares of NH Foods Ltd. during the trust period, the number of shares of NH Foods Ltd. for one point as well as the maximum number of the total number of points (shares) to be granted to Directors and Executive Officers per fiscal year shall be adjusted according to the split ratio, consolidation ratio, etc.

The stock-based compensation under the Plan shall be calculated based on the following method to determine the number of individual points (shares) to be granted to Directors and Executive Officers per fiscal year.

(TRANSLATION)

(Formula for calculating points)

Number of points to be granted (*1) =
(Standard stock-based compensation for each position (*2) ÷ Share prices for calculating points (*3)) × Performance coefficient (*4)

(*1) Rounded down to the nearest whole number

(*2) Standard stock-based compensation for each position shall be the amount of compensation that serves as a standard for the stock-based compensation as predetermined by NH Foods Ltd for each position.

(*3) Share prices for calculating points shall be the average acquisition unit price (rounded to the nearest whole number) of the shares of NH Foods Ltd., to be acquired by the officers compensation BIP Trust (hereinafter the “Trust”) to be established in order to implement the Plan. If the trust period of the Trust is extended for the purpose of continuing the Plan, the share prices for calculating points shall be the average acquisition unit price (rounded to the nearest whole number) of the shares of NH Foods Ltd., newly acquired by the Trust, following the extension of the trust period.

(*4) Target value of each indicator to measure the degree of achievement of the performance goals shall be the quantitative target value for each fiscal year published in the medium-term management plan of NH Foods Ltd., TSR evaluation (relative to TOPIX) NH Foods Ltd, etc.

Summary of compensation for the Audit & Supervisory Board Members:

Compensation for each Audit & Supervisory Board Member shall be a basic compensation only in consideration of his/her role. No retirement gratuity or performance-based stock compensation shall be paid.

(3) Overview of the Directors and Officers Liability Insurance Contract

NH Foods Ltd. has entered into a directors and officers liability insurance contract stipulated in Article 430-3, Paragraph 1 of the Companies Act with an insurance company to insure the Company’s and the Group’s Directors, Audit & Supervisory Board Members, and Executive Officers, etc. In the event of a claim for damages submitted by a shareholder or a third party, etc., said insurance contract shall compensate for damages including compensation for damages and legal expenses to be borne by the insured. The insurance premiums are fully paid by the Company.

(TRANSLATION)

(4) Matters concerning the Outside Officers:

(i) Major activities during the year ended March 31, 2024:

Category	Name	Number of meetings of the Board of Directors attended (Number of meetings attended/number of meetings held)	Number of meetings of the Audit & Supervisory Board attended (Number of meetings attended/number of meetings held)	Main activities
Director	Yasuko Kono	18/18 (100%)	–	Ms. Kono, from time to time, expressed valuable suggestions regarding promotion and implementation of the NH Foods Group's "Five Materialities," which we have identified as social issues to be addressed toward to the realization of the NH Foods Group "Vision 2030," established as a milestone for achieving the corporate philosophy, as well as management in general, from her abundant experience and knowledge of consumer affairs. She also served as the chairperson of the Executive Appointments Committee, and a member of the Compensation Committee, the Compliance Committee, and the Sustainability Committee.
	Hideo Arase	18/18 (100%)	–	Mr. Arase, from time to time, expressed valuable suggestions regarding "Establish a growth model for Overseas Business," which is one of the management policies of the "Medium-Term Management Plan 2023," which was formulated from a backcasting perspective toward the realization of the NH Foods Group "Vision 2030," established as a milestone for achieving the corporate philosophy, as well as management in general, from his abundant experience and deep insight in global-scale corporate management that may cope with changes gained through serving as a Director in charge of overseas business at a major manufacturer of medical equipment. He also served as the chairperson of the Compensation Committee and a member of the Executive Appointments Committee and the Sustainability Committee.

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Category	Name	Number of meetings of the Board of Directors attended (Number of meetings attended/number of meetings held)	Number of meetings of the Audit & Supervisory Board attended (Number of meetings attended/number of meetings held)	Main activities
Director	Tokushi Yamasaki	18/18 (100%)	–	Mr. Yamasaki, from time to time, expressed valuable suggestions regarding “Shift to a sustainable business model with profitability,” which is one of the management policies of the “Medium-Term Management Plan 2023,” which was formulated from a backcasting perspective toward the realization of the NH Foods Group “Vision 2030,” established as a milestone for achieving the corporate philosophy, as well as management in general, from his professional standpoint as a securities analyst and abundant experience. He also served as a member of the Executive Appointments Committee, the Compensation Committee, and the Sustainability Committee.
Audit & Supervisory Board Member	Masayuki Kitaguchi	18/18 (100%)	18/18 (100%)	Mr. Kitaguchi, from time to time, expressed his opinions toward ensuring the legality and appropriateness of group management from his professional standpoint as an attorney at law who advises on a wide range of legal affairs, as well as a certified public accountant, and abundant experience with fairness and objectivity. He also served as a member of the Executive Appointments Committee.
	Shigeru Nishiyama	18/18 (100%)	18/18 (100%)	Mr. Nishiyama, from time to time, expressed his opinions toward ensuring the legality and appropriateness of group management from his professional standpoint as a certified public accountant and a professor of a graduate school, and abundant experience with fairness and objectivity. He also served as an observer of the Sustainability Committee.
	Katsumi Nakamura	13/13 (100%)	12/13 (92%)	Mr. Nakamura, from time to time, expressed his opinions toward ensuring the legality and appropriateness of group management from his professional standpoint as an attorney at law with expertise in the fields of risk and crisis management and compliance and abundant experience with fairness and objectivity. He also served as an observer of the Compliance Committee.

(Note) Regarding the number of attendances at the Board of Directors meetings and the Audit & Supervisory Board meetings for Mr. Katsumi Nakamura, only those meetings held subsequent to his assumption of office on June 27, 2023 are counted.

(TRANSLATION)

(ii) Outline of the content of liability limitation agreements

NH Foods Ltd., to allow it to hire useful human resources as Outside Officers, provides in its Articles of Incorporation currently in effect that it may enter into an agreement with any Outside Officer to limit the liability for any damage to NH Foods Ltd. to a certain extent. Accordingly, NH Foods Ltd. has entered into such liability limitation agreements with Outside Directors Ms. Yasuko Kono, Messrs. Hideo Arase and Tokushi Yamasaki, and Outside Audit & Supervisory Board Members Messrs. Masayuki Kitaguchi, Shigeru Nishiyama and Katsumi Nakamura.

The outline of the content of such agreements is as follows:

- (a) If any Outside Director or Outside Audit & Supervisory Board Member is liable to NH Foods Ltd. for any damage arising from a default in his/her duties, he/she shall be liable within the minimum liability amount as provided for in Article 425, paragraph 1 of the Companies Act of Japan.
- (b) The above-mentioned liability limitation shall apply only if and when the Outside Director or Outside Audit & Supervisory Board Member is in good faith and with no gross negligence in the performance of his/her duties that caused such liability.

(TRANSLATION)

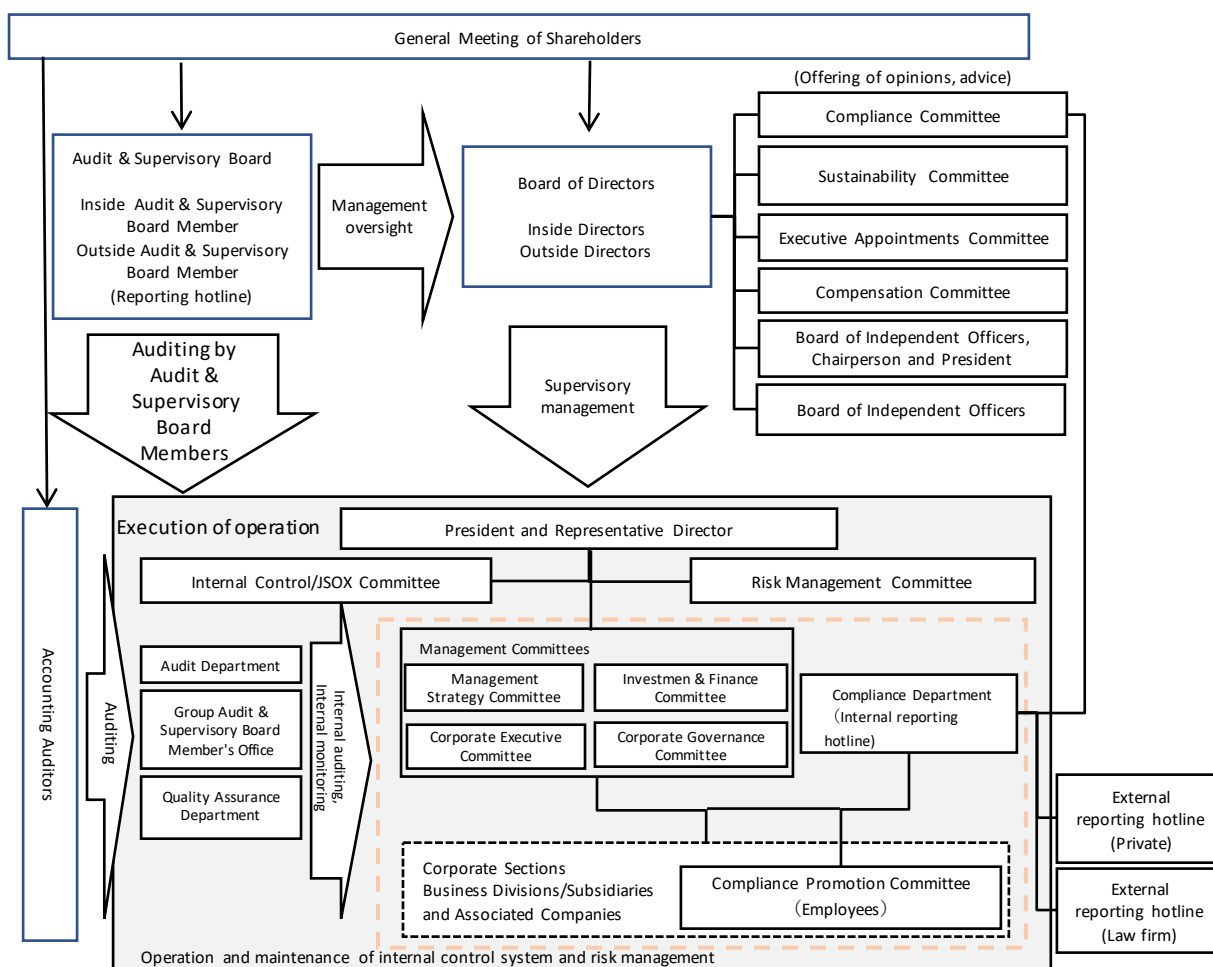
(Reference) Corporate Governance System of NH Foods Ltd.

1. Basic views on corporate governance

The Company has established the most appropriate corporate governance system based on the “NH Foods Group Fundamental Policy on Corporate Governance” in order to exercise social responsibility of the Group and realize the Group’s corporate philosophy.

The principles of operations are to enhance its management transparency and efficiency, to ensure timely and proper decision-making as well as appropriate business operations, to enable proactive and courageous business judgments and to clarify its responsibility.

2. Organization chart (as of April 1, 2024)



(TRANSLATION)

3. Optional committees

In order to supplement the functions of the Board of Directors for the realization of higher transparency of management, the Company has established the following six optional committees.

<p>Compliance Committee To comprehensively discuss the compliance for the Group as a whole and to submit recommendations to the Board of Directors and management committees.</p>	<p>Sustainability Committee To consider the Group's initiatives towards sustainability in a comprehensive manner and to report to and advise the Board of Directors.</p>
<p>Executive Appointments Committee To enhance the transparency and objectivity of decisions on candidates for Representative Directors/Directors/Audit & Supervisory Board Members, as well as on the dismissal of President and Representative Director along with the senior management team (comprising Executive Directors and Executive Officers) and the deliberation on such dismissal, and to improve the supervisory function of the Board of Directors.</p>	<p>Compensation Committee To enhance the transparency and objectivity of decisions on the compensation for the Corporate Officers (including the Executive Officers), and to improve the supervisory function of the Board of Directors.</p>
<p>Board of Independent Officers, Chairperson and President To improve the Group's corporate value and to provide a venue for proposing reformation of corporate culture through free and open discussions among the Independent Officers, Chairperson, and President.</p>	<p>Board of Independent Officers To exchange information and to share understandings between Independent Officers from an independent and objective perspective.</p>

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Composition of Optional Committees (As of April 1, 2024)

Position	Name	Compliance Committee	Sustainability Committee	Executive Appointments Committee	Compensation Committee	Board of Independent Officers, Chairperson and President	Board of Independent Officers
Chairperson and Director	Tetsuhiro Kito	◎	◎			○	
President and Representative Director	Nobuhisa Ikawa	○	○		○	○	
Vice President and Director	Masahito Kataoka		○				
Director	Fumio Maeda	○	○				
Director	Kohei Akiyama	○	○	Observer	Observer		
Director (Outside)	Yasuko Kono*		○	◎	○	○	◎
Director (Outside)	Hideo Arase*	○		○	◎	○	○
Director (Outside)	Tokushi Yamasaki*		○	○	○	○	○
Audit & Supervisory Board Member (Outside)	Masayuki Kitaguchi*			○		○	○
Audit & Supervisory Board Member (Outside)	Shigeru Nishiyama*		Observer			○	○
Audit & Supervisory Board Member (Outside)	Katsumi Nakamura*	Observer				○	○

◎Committee Chairperson ○Committee Member *Independent Officer

(TRANSLATION)

4. Criteria on Independence of Outside Officers

(Based on the resolution at the meeting of the Board of Directors held on December 14, 2018)

“Criteria on Independence of Outside Officers”

NH Foods Ltd. determines that an Outside Officer or a candidate for Outside Officer of NH Foods Ltd. is independent of NH Foods Ltd. in cases where said Outside Officer or said candidate is deemed not to fall into any of the following:

1. A person who is or was a director (excluding outside director), executive, executive officer, or employee (the “executor of business”) of NH Foods Ltd., its subsidiary or its equity method affiliate (the “Group”);
2. A major shareholder of NH Foods Ltd. (Note 1) or the executor of business thereof, or the executor of business of an entity of which the Group is a major shareholder in the past five fiscal years including the current fiscal year;
3. A principal business partner (Note 2) of the Group or the executor of business thereof, in the past five fiscal years including the current fiscal year;
4. A recipient of a donation of ¥10 million or more in a fiscal year from the Group in the past five fiscal years including the current fiscal year (in cases where said recipient is a corporation, association, or any other organization, this shall mean a person who belongs to such organization);
5. An attorney at law, certified public accountant, consultant of various types, or any other professional service provider who received a fee of ¥10 million or more in a fiscal year from the Group, apart from the executive compensation, in the past five fiscal years including the current fiscal year (in cases where said service provider is a corporation, association, or any other organization, this shall mean a person who belongs to such organization);
6. (i) In the case of determining the independence of an Outside Director, a spouse or relative within the third degree of kinship of any person of material importance (Note 3) among those that fall into any of the above 1. through 5.;
- (ii) In the case of determining the independence of an Outside Audit & Supervisory Board Member, a spouse or relative within the third degree of kinship of any person of material importance (Note 3) among those that fall into any of the above 1. through 5., or a spouse or relative within the third degree of kinship of a person who is or was a director (including an outside director) or accounting advisor of the Group; and
7. The executor of business of an entity in a relationship of reciprocal appointment of outside officers (Note 4) with NH Foods Ltd.;

- (Notes)
1. “Major shareholder” refers to a direct or indirect holder of voting rights accounting for no less than 10% of all voting rights.
 2. “Principal business partner” refers to a company whose amount of payment or receipt in transactions with the Group accounts for 2% or more of the consolidated net sales of the Group or the business partner.
 3. “Person of material importance” refers to an executive director, executive, executive officer, or employee in the position of General Manager or higher in the case of 1. through 4. above, while referring to a certified public accountant belonging to each accounting firm, or attorney at law belonging to each law firm in the case of 5. above.
 4. “Reciprocal appointment of outside officers” refers to accepting as outside officer of NH Foods Ltd. an executor of business of a company in which the executor of business of the Group currently serves as an outside officer.

(TRANSLATION)

5. Matters concerning the Accounting Auditors:

(1) Name of the Accounting Auditors: Deloitte Touche Tohmatsu LLC

(2) Amount of compensation, etc., of the Accounting Auditors:

(i)	Amount of compensation, etc.	¥217 million
(ii)	Total amount of money and other proprietary benefits payable by NH Foods Ltd. and its subsidiaries	¥376 million

- (Notes)
1. The amount of auditing compensation under the Companies Act of Japan and the amount of auditing compensation under the Financial Instruments and Exchange Act of Japan are not specifically separated in the audit contract between NH Foods Ltd. and the Accounting Auditors and cannot be separated practically. Hence, the aggregate of the amounts is set forth in item (i) above.
 2. Among the important subsidiaries of NH Foods Ltd., NH Foods Australia Pty. Ltd. and Day-Lee Foods, Inc. are subject to audits by the audit firm other than the Accounting Auditors of NH Foods Ltd.
 3. As a result of conducting the necessary verification on the contents of the audit plan of the Accounting Auditors, the evaluation and analysis of the performance of their duties in the previous fiscal year, and the appropriateness of the calculation basis of their estimated compensation, the Audit & Supervisory Board agreed to the amount of compensation, etc. of the Accounting Auditors.

(3) Content of services other than auditing:

NH Foods Ltd. has paid compensation to the Accounting Auditors for advisory and guidance services pertaining to cyber BCP, which are not covered by Article 2, paragraph 1 of the Certified Public Accountant Act of Japan.

(4) Policy on determination of dismissal and non-reappointment:

If the Audit & Supervisory Board determines that the circumstances set forth in any item of Article 340, paragraph 1 of the Companies Act of Japan apply to the Accounting Auditors, it shall dismiss the Accounting Auditors subject to the unanimous consent of Audit & Supervisory Board Members.

If the Audit & Supervisory Board deems it necessary to change the Accounting Auditors, such as in case where it is considered difficult for the Accounting Auditors to perform their duties properly after conducting comprehensive evaluation in accordance with the Accounting Auditors' qualification, expertise, independence from NH Foods Ltd. and other evaluation criteria, it shall determine the content of a proposition related to the dismissal or non-reappointment of the Accounting Auditors to be submitted to the General Meeting of Shareholders.

(TRANSLATION)

6. Systems and policies of NH Foods Ltd.

- (1) Establishment of the systems to secure the appropriateness of business activities and the status of the implementation of such systems:

This item is posted on our website
(<https://www.nipponham.co.jp/eng/ir/events/generalmeeting/>).

- (2) Fundamental policy on corporate control:

This item is posted on our website
(<https://www.nipponham.co.jp/eng/ir/events/generalmeeting/>).

- (3) Matters concerning the distribution of retained earnings, etc.:

- (i) Policy on determination of the distribution of retained earnings, etc.

The Company considers the return of profits to shareholders to be an important management issue. With regard to the determination of the distribution of retained earnings, etc., it is the Company's policy to pay dividends on a consistent basis. This is seen as part of the Company's capital policy aimed at realizing an optimal capital and liability composition with the aim of improving medium- to long-term corporate value.

Recently, the Company formulated the "Medium-Term Management Plan 2026", to create the value which shareholders required, establishing the cost of capital and optimal capital and liability composition anew, and the Company intends to increase efficiency of the invested capital consciously of the management.

Furthermore, to enhance the return of profits to shareholders, the Company revises its dividend policy as described below.

As for the dividend on equity ratio (DOE) currently adopted by the Company, during the "Medium-Term Management Plan 2026" period, the Company targets to improve it to a 3.0% level, and raise a payout ratio of 40% or above to distribute profits to enhance the return of profits to shareholders on a consistent basis.

The Company also considers debt to equity ratio (D/E ratio) as a structure optimal capital and liability composition, to balance reducing cost of capital and maintaining creditworthiness for financing. Under this policy, the Company will acquire treasury stock in a flexible manner to optimize the level of equity maintained, and strive to enhance our corporate value.

- (ii) Status of distribution of retained earnings

With regard to dividends for the year ended March 31, 2024, NH Foods Ltd. will pay a dividend of ¥119 per share (with DOE of 2.4% and the payout ratio of 43.5%) based on the abovementioned policy.

(Note) In this business report, amounts are indicated by rounding fractions of a half or more of the indicated unit upward and the rest downward, and percentages and other figures are indicated by rounding fractions of a half or more of the indicated unit upward and the rest downward; however, the number of shares is indicated by discarding any fraction of the indicated unit.

(TRANSLATION)

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

(as of March 31, 2024)

(Millions of Yen)

Assets:

Current Assets:

Cash and cash equivalents	65,465
Trade and other receivables	165,022
Inventories	141,429
Biological assets	25,420
Other financial assets	5,711
Other current assets	20,318
Assets held for sale	65

Total Current Assets 423,430

Non-current Assets:

Property, plant and equipment	375,211
Right-of-use assets	44,814
Biological assets	1,531
Intangible assets and goodwill	25,822
Investments accounted for using the equity method	9,835
Other financial assets	30,019
Deferred tax assets	28,072
Other non-current assets	19,503

Total Non-current Assets 534,807

Total Assets 958,237

(TRANSLATION)

(Millions of Yen)

Liabilities and Equity:

Current Liabilities:

Interest-bearing liabilities	59,247
Trade and other payables	116,773
Income taxes payable	7,143
Other financial liabilities	14,964
Other current liabilities	48,705
Total Current Liabilities	246,832

Non-current Liabilities:

Interest-bearing liabilities	155,605
Retirement benefit liabilities	12,491
Other financial liabilities	1,184
Deferred tax liabilities	874
Other non-current liabilities	2,049
Total Non-current Liabilities	172,203

Total Liabilities 419,035

Equity:

Common stock	36,294
Capital surplus	71,110
Retained earnings	390,305
Treasury stock, at cost	(1,403)
Accumulated other comprehensive income	31,197
Total Equity Attributable to Owners of the Parent	527,503
Non-controlling Interests	11,699
Total Equity	539,202

Total Liabilities and Equity 958,237

(Note) Figures are given by rounding fractions of a half or more of one million yen upward and the rest downward.

(TRANSLATION)

CONSOLIDATED STATEMENT OF INCOME

(from April 1, 2023 to March 31, 2024)

(Millions of Yen)

Net Sales	1,303,432
Cost of Goods Sold	1,099,801
Selling, General and Administrative Expenses	172,074
Other Income	20,685
Other Expenses	12,010
Financial Income	3,219
Financial Costs	2,979
Share of Profit in Investments Accounted for Using the Equity Method	127
Profit before Tax	40,599
Income Tax Expense	11,253
Profit from Continuing Operations	29,346
Profit from Discontinued Operations	102
Profit	29,448
Profit Attributable to:	
Owners of the Parent	
Continuing Operations	27,976
Discontinued Operations	102
Total	28,078
Non-controlling Interests	
Continuing Operations	1,370
Discontinued Operations	—
Total	1,370
Profit	29,448

(Note) Figures are given by rounding fractions of a half or more of one million yen upward and the rest downward.

(TRANSLATION)

NON-CONSOLIDATED BALANCE SHEET
(as of March 31, 2024)

(Millions of Yen)

<u>Assets:</u>	
Current Assets:	323,101
Cash on hand and in banks	19,298
Accounts receivable–trade	102,637
Merchandise and finished goods	40,649
Work-in-process	131
Raw materials and supplies	10,442
Short-term loans receivable from subsidiaries and associates	130,614
Accounts receivable–other	12,876
Income taxes refund receivable	4,414
Other current assets	2,043
Allowance for doubtful accounts	(3)
Fixed Assets:	275,270
Property, Plant and Equipment	27,774
Buildings	7,583
Structures	1,033
Machinery and equipment	3,661
Vehicles and transportation equipment	13
Tools, furniture and fixtures	1,004
Land	14,418
Leased assets	40
Construction in progress	22
Intangible Assets	21,852
Software	6,294
Software in progress	15,430
Other intangible assets	128
Investments and Other Assets	225,644
Investment securities	21,100
Shares of subsidiaries and associates	55,479
Long-term loans receivable	141,821
Long-term prepaid expenses	137
Prepaid pension expenses	7,565
Deferred tax assets	590
Other investments	4,445
Allowance for doubtful accounts	(5,493)
Total Assets	598,371

(TRANSLATION)

(Millions of Yen)

Liabilities:	
Current Liabilities:	230,276
Notes payable–trade	241
Accounts payable–trade	122,967
Short-term loans payable	26,840
Current portion of long-term debt	643
Lease obligations	11
Accounts payable–others	4,419
Accrued expenses	9,503
Income taxes payable	395
Deposits received	562
Deposits received from subsidiaries and associates	64,483
Other current liabilities	212
Long-term Liabilities:	123,202
Corporate bonds	65,000
Long-term debt	57,639
Lease obligations	30
Long-term accounts payable	3
Other long-term liabilities	530
	<hr/>
Total Liabilities	353,478
Net Assets:	
Shareholders' Equity:	237,067
Common stock	36,294
Capital surplus	55,212
Capital reserve	55,212
Other capital surplus	0
Retained earnings	146,964
Appropriated for legal reserve	6,041
Unappropriated	140,923
Reserve for deferral of capital gain on property	726
Reserve for promotion of open innovation	25
General reserve	95,000
Net retained earnings forwarded	45,172
Treasury stock, at cost	(1,403)
Valuation and Translation Adjustments:	7,826
Unrealized gains on other marketable securities	7,826
	<hr/>
Total Net Assets	244,893
	<hr/>
Total Liabilities and Net Assets	598,371

(Note) Figures are given by rounding fractions of a half or more of one million yen upward and the rest downward.

(TRANSLATION)

NON-CONSOLIDATED STATEMENT OF INCOME

(from April 1, 2023 to March 31, 2024)

(Millions of Yen)

Net Sales		835,263
Cost of Goods Sold		781,977
Gross Profit		53,286
Selling, General and Administrative Expenses		53,507
Operating Loss		221
Non-operating Income		
Interest and Dividend Income	23,692	
Other Non-operating Income	978	24,670
Non-operating Expenses		
Interest Expense	1,546	
Provision of Allowance for Doubtful Accounts	134	
Other Non-operating Expenses	820	2,500
Ordinary Income		21,949
Extraordinary Income		
Gain on Sales of Fixed Assets	60	
Gain on Sales of Investment Securities	937	
Compensation for Damage Income	476	1,473
Extraordinary Losses		
Loss on Sales of Fixed Assets	55	
Loss on Disposal of Fixed Assets	106	
Impairment Losses	180	
Loss on Sales of Shares of Subsidiaries and Associates	465	
Loss on Fire	385	
Loss on liquidation of Subsidiaries and Associates	237	
Other Extraordinary Losses	40	1,468
Profit before Tax		21,954
Current Income Taxes	(1,755)	
Deferred Income Taxes	1,934	179
Profit		21,775

(Note) Figures are given by rounding fractions of a half or more of one million yen upward and the rest downward.

(TRANSLATION)

INDEPENDENT AUDITOR'S REPORT

May 7, 2024

To the Board of Directors of
NH Foods Ltd.:

Deloitte Touche Tohmatsu LLC
Osaka office

Designated Engagement Partner,
Certified Public Accountant:

Takashige Ikeda

Designated Engagement Partner,
Certified Public Accountant:

Naoki Kawai

Designated Engagement Partner,
Certified Public Accountant:

Yuya Minobe

Opinion

Pursuant to the fourth paragraph of Article 444 of the Companies Act, we have audited the consolidated financial statements of NH Foods Ltd. and its consolidated subsidiaries (the "Group"), namely, the consolidated statement of financial position as of March 31, 2024, and the consolidated statement of income and consolidated statement of changes in equity for the fiscal year from April 1, 2023 to March 31, 2024, and the related notes.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as of March 31, 2024, and its consolidated financial performance for the year then ended in accordance with accounting standards prescribed pursuant to the provisions of the second sentence of the first paragraph of

(TRANSLATION)

Article 120 of the Ordinance on Company Accounting that omit a part of the disclosures required under Designated International Financial Reporting Standards.

Basis for Opinion

We conducted our audit in accordance with auditing standards generally accepted in Japan. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the provisions of the Code of Professional Ethics in Japan, and we have fulfilled our other ethical responsibilities as auditors. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Information

Management is responsible for the other information. Audit & Supervisory Board members and the Audit & Supervisory Board are responsible for overseeing the Directors' execution of duties relating to the design and operating effectiveness of the controls over the other information. The other information comprises the information included in the Business Report and the accompanying supplemental schedules.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Audit & Supervisory Board Members and the Audit & Supervisory Board for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with accounting standards prescribed pursuant to the provisions of the second sentence of the first paragraph of Article 120 of the Ordinance on Company Accounting that omit a part of the disclosures required under Designated International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern in accordance with accounting standards prescribed pursuant to the provisions of the second sentence of the first paragraph of Article 120 of the Ordinance on Company Accounting that omit a part of the disclosures required under Designated International Financial Reporting Standards.

(TRANSLATION)

Audit & Supervisory Board members and the Audit & Supervisory Board are responsible for overseeing the Directors' execution of duties relating to the design and operating effectiveness of the controls over the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with auditing standards generally accepted in Japan, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks. The procedures selected depend on the auditor's judgment. In addition, we obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.
- Obtain, when performing risk assessment procedures, an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate whether the overall presentation and disclosures of the consolidated financial statements are in accordance with accounting standards prescribed pursuant to the provisions of the second sentence of the first paragraph of Article 120 of the Ordinance on Company Accounting that omit a part of the disclosures required under Designated International Financial Reporting Standards (*3), as well as the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

(TRANSLATION)

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with Audit & Supervisory Board members and the Audit & Supervisory Board regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide Audit & Supervisory Board members and the Audit & Supervisory Board with a statement that we have complied with relevant ethical requirements regarding independence, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

Interest Required to Be Disclosed by the Certified Public Accountants Act of Japan

Our firm and its designated engagement partners do not have any interest in the Group which is required to be disclosed pursuant to the provisions of the Certified Public Accountants Act of Japan.

Notes to the Readers of Independent Auditor's Report

This is an English translation of the independent auditor's report as required by the Companies Act of Japan for the conveniences of the reader.

(TRANSLATION)

INDEPENDENT AUDITOR'S REPORT

May 7, 2024

To the Board of Directors of
NH Foods Ltd.:

Deloitte Touche Tohmatsu LLC
Osaka office

Designated Engagement Partner,
Certified Public Accountant:

Takashige Ikeda

Designated Engagement Partner,
Certified Public Accountant:

Naoki Kawai

Designated Engagement Partner,
Certified Public Accountant:

Yuya Minobe

Opinion

Pursuant to the first item, second paragraph of Article 436 of the Companies Act, we have audited the non-consolidated financial statements of NH Foods Ltd. (the "Company"), namely, the non-consolidated balance sheet as of March 31, 2024, and the non-consolidated statement of income and non-consolidated statement of changes in net asset for the 79th fiscal year from April 1, 2023 to March 31, 2024, and the related notes and the accompanying supplemental schedules.

In our opinion, the accompanying non-consolidated financial statements present fairly, in all material respects, the financial position of the Company as of March 31, 2024, and its financial performance for the year then ended in accordance with accounting principles generally accepted

(TRANSLATION)

in Japan.

Basis for Opinion

We conducted our audit in accordance with auditing standards generally accepted in Japan. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Non-consolidated Financial Statements section of our report. We are independent of the Company in accordance with the provisions of the Code of Professional Ethics in Japan, and we have fulfilled our other ethical responsibilities as auditors. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Information

Management is responsible for the other information. Audit & Supervisory Board members and the Audit & Supervisory Board are responsible for overseeing the Directors' execution of duties relating to the design and operating effectiveness of the controls over the other information. The other information comprises the information included in the Business Report and the accompanying supplemental schedules.

Our opinion on the non-consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the non-consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the non-consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Audit & Supervisory Board Members and the Audit & Supervisory Board for the Non-consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the non-consolidated financial statements in accordance with accounting principles generally accepted in Japan, and for such internal control as management determines is necessary to enable the preparation of non-consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the non-consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern in accordance with accounting principles generally accepted in Japan.

Audit & Supervisory Board members and the Audit & Supervisory Board are responsible for overseeing the Directors' execution of duties relating to the design and operating effectiveness of the controls over the Company's financial reporting process.

(TRANSLATION)

Auditor's Responsibilities for the Audit of the Non-consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the non-consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these non-consolidated financial statements.

As part of an audit in accordance with auditing standards generally accepted in Japan, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the non-consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks. The procedures selected depend on the auditor's judgment. In addition, we obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.
- Obtain, when performing risk assessment procedures, an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the non-consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate whether the overall presentation and disclosures of the non-consolidated financial statements are in accordance with accounting principles generally accepted in Japan, as well as the overall presentation, structure and content of the non-consolidated financial statements, including the disclosures, and whether the non-consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with Audit & Supervisory Board members and the Audit & Supervisory Board regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide Audit & Supervisory Board members and the Audit & Supervisory Board with

(TRANSLATION)

a statement that we have complied with relevant ethical requirements regarding independence, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

Interest Required to Be Disclosed by the Certified Public Accountants Act of Japan

Our firm and its designated engagement partners do not have any interest in the Company which is required to be disclosed pursuant to the provisions of the Certified Public Accountants Act of Japan.

Notes to the Readers of Independent Auditor's Report

This is an English translation of the independent auditor's report as required by the Companies Act of Japan for the conveniences of the reader. "The accompanying supplemental schedules" referred to in the "Opinion" section of this English translation are not included in the attached financial documents.

(TRANSLATION)

Copy of Audit Report of the Audit & Supervisory Board

AUDIT REPORT

With respect to the Directors' performance of their duties during the 79th fiscal year from April 1, 2023 to March 31, 2024, the Audit & Supervisory Board has prepared this audit report after deliberations based on the audit reports prepared by each Audit & Supervisory Board Member, and hereby report as follows:

1. Method and Contents of Audit by Audit & Supervisory Board Members and the Audit & Supervisory Board:

- (1) The Audit & Supervisory Board has established the audit policies, assignment of duties, etc., for the business year under review and received a report from each Audit & Supervisory Board Member regarding the status of implementation of their audits and results thereof. In addition, the Audit & Supervisory Board has received reports from the Directors, etc., and the Accounting Auditor regarding the status of performance of their duties, and requested explanations as necessary.
- (2) In conformity with the Audit & Supervisory Board Members and auditing standards established by the Audit & Supervisory Board, and in accordance with the audit policies and assignment of duties, etc., for the business year under review, each Audit & Supervisory Board Member endeavored to facilitate a mutual understanding with the Directors, the Audit Department, the Compliance Department, the Group Audit & Supervisory Board Members' Office, and other employees, etc., endeavored to collect information and maintain and improve the audit environment, and performed the audit by using the following methods.
 - (i) Each Audit & Supervisory Board Member attended the meetings of the Board of Directors and other important meetings and various committee meetings, received reports on the status of performance of duties from the Directors and other employees, requested explanations and examined important approval/decision documents as necessary, and inspected the status of the corporate affairs and assets at the head office and other principal business locations. With respect to the subsidiaries, each Audit & Supervisory Board Member endeavored to facilitate a mutual understanding and exchanged information with the Directors and Audit & Supervisory Board Members, etc., of each subsidiary and received from subsidiaries reports on their respective business as necessary. The above tasks were carried out utilizing various means via the Internet, etc. as well, as necessary.
 - (ii) Each Audit & Supervisory Board Member received reports periodically, requested explanations as necessary and expressed opinions on the status of the system to ensure that the Directors' performance of their duties, described in the business report, complied with all laws, regulations and the articles of incorporation of NH Foods Ltd., the resolutions of the Board of Directors meetings complied with Article 100, paragraphs 1 and 3 of the Ordinance for Enforcement of the Companies Act of Japan as being necessary for ensuring the appropriateness of the corporate affairs of the group comprising a joint-stock company and its subsidiaries, the internal control systems maintained by the

(TRANSLATION)

resolutions, and the structure and operation of the systems in accordance with the rules of conducting audits concerning internal control systems stipulated by the Audit & Supervisory Board, according to reports from Directors and employees.

- (iii) The contents of the basic policies set forth in Article 118, item 3 (a) of the Ordinance for Enforcement of the Companies Act of Japan, as described in the business report, were considered in light of the circumstances, etc., of deliberations by the Board of Directors and other bodies.
- (iv) Each Audit & Supervisory Board Member monitored and verified whether the Accounting Auditor maintained its independence and properly conducted its audit, received a report from the Accounting Auditor on the status of its performance of duties, and requested explanations as necessary. Each Audit & Supervisory Board Member was notified by the Accounting Auditor that it had established a “system to ensure that the performance of the duties of the Accounting Auditor was properly conducted” (the matters listed in the items of Article 131 of the Ordinance on Company Accounting) in accordance with the “Quality Control Standards for Audits” (Business Accounting Council), and requested explanations as necessary. In addition, each Audit & Supervisory Board Member discussed key audit matters with Deloitte Touche Tohmatsu LLC, received reports on the status of implementation of their audits, and requested explanations as necessary.

Based on the methods described above, each Audit & Supervisory Board Member examined the business report and the accounting documents (non-consolidated balance sheet, non-consolidated statement of income and changes in net assets, and schedule of individual notes) and the annexed specifications thereto, as well as the consolidated accounting documents (consolidated statements of financial position, consolidated statements of income and changes in equity, and schedule of consolidated notes), for the business year under consideration.

2. Results of Audit:

(1) Results of Audit of Business Report, etc.

- (i) We acknowledge that the business report and the accompanying supplemental schedules thereto fairly present the status of NH Foods Ltd. in conformity with the applicable laws and regulations and the articles of incorporation of NH Foods Ltd.
- (ii) We acknowledge that no misconduct or material fact constituting a violation of any law or regulation or the articles of incorporation of NH Foods Ltd. was found with respect to the Directors' performance of their duties.
- (iii) We acknowledge that the Board of Directors' resolutions with respect to the internal control systems are appropriate. We did not find any matter to be mentioned with respect to the Directors' performance of their duties, described in the business report concerning the internal control systems.

(TRANSLATION)

(iv) We did not find any matter to be mentioned with respect to the fundamental policy on corporate control as described in the business report.

(2) Results of Audit of Accounting Documents and their Accompanying Supplemental Schedules

We acknowledge that the methods and results of audit performed by the Accounting Auditor, Deloitte Touche Tohmatsu LLC, are appropriate.

(3) Results of Audit of Consolidated Accounting Documents

We acknowledge that the methods and results of audit performed by the Accounting Auditor, Deloitte Touche Tohmatsu LLC, are appropriate.

May 9, 2024

The Audit & Supervisory Board
NH Foods Ltd.

Sadanori Miyagai (seal)
Full-time Audit & Supervisory Board Member

Nobuyuki Tazawa (seal)
Full-time Audit & Supervisory Board Member

Masayuki Kitaguchi (seal)
(Outside) Audit & Supervisory Board Member

Shigeru Nishiyama (seal)
(Outside) Audit & Supervisory Board Member

Katsumi Nakamura (seal)
(Outside) Audit & Supervisory Board Member

(Note) Audit & Supervisory Board Members Masayuki Kitaguchi, Shigeru Nishiyama and Katsumi Nakamura are Outside Audit & Supervisory Board Members as provided for in Article 2, item 16 and Article 335, paragraph 3 of the Companies Act of Japan.