



May 13, 2019

Company Name: House Foods Group Inc.
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(Securities Code: 2810, First Section of
the Tokyo Stock Exchange)
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Notice regarding Discontinuation (Abolition) of Countermeasures against Large-Scale Purchase (Takeover Defense Measures) of the Company's Shares and Partial Amendments to the Articles of Incorporation

House Foods Group Inc. (hereinafter the “Company”) resolved at a meeting of its Board of Directors held on May 13, 2019 to abolish countermeasures against large-scale purchase (takeover defense measures) of the Company’s shares without continuing them at the conclusion of the 73rd ordinary shareholders’ meeting to be held on June 25, 2019 (hereinafter the “Ordinary Shareholders’ Meeting”). The Company will submit a proposal to partially amend the Articles of Incorporation to the Ordinary Shareholders’ Meeting. Details are as follows.

1. Discontinuation (abolition) of takeover defense measures

At a meeting of its Board of Directors held on February 9, 2007, the Company decided to introduce basic policies regarding a party who controls the determination of financial and business policies of the Company (meaning the basic policies provided for in the body of Article 118, Item 3 of the Regulation for Enforcement of the Companies Act, and hereinafter the “Basic Policies”) and countermeasures against large-scale purchase (takeover defense measures) of the Company’s shares as an effort to prevent the determination of the financial and business policies of the Company from being controlled by an inappropriate party (Article 118, Item 3, (b) 2. of the Regulation for Enforcement of the Companies Act) in light of the Basic Policies. The policies were approved by shareholders at the 61st ordinary shareholders’ meeting of the Company held on June 27, 2007.

Subsequently, the Company has received approval for continuation of the takeover defense measures while maintaining their basic content at the 64th ordinary shareholders’ meeting of the Company held on June 25, 2010, the 67th ordinary shareholders’ meeting of the Company held on June 26, 2013, and the 70th ordinary shareholders’ meeting of the Company held on June 28, 2016 (the takeover defense measures approved at the 70th ordinary shareholders’ meeting of the Company will be hereinafter referred to as the “Plan.”).

Even after introducing the takeover defense measures in 2007, the Company has been actively working to enhance its corporate value by steadily executing its medium-term business plans, improving returns to shareholders such as dividend increases and share buybacks, and strengthening its corporate governance. As a result of carefully examining the future handling of the Plan given that the valid term of the Plan will expire at the conclusion of the Ordinary Shareholders’ Meeting, the Company has decided to abolish the Plan without continuing it at the conclusion of the Ordinary Shareholders’ Meeting. This is based on its assessment that the need for the Plan has diminished from the standpoint of enhancing the corporate value of the Group and securing and increasing shareholders’ interests, in light of the fact that the purpose of introducing the Plan to set aside the necessary time and information for shareholders to make appropriate judgments has come to be secured to a certain degree, given changes in the business environment surrounding the Company, recent

trends in takeover defense measures, and regulations on large-scale purchases under the Financial Instruments and Exchange Act.

Even after the abolition of the Plan, the Company will continue its efforts to enhance the corporate value of the Group and to secure and increase shareholders' interests, and will ask any party attempting to carry out a large-scale purchase of the Company's shares to provide the necessary and sufficient information for shareholders to have appropriate judgments on the pro and cons of the large-scale purchase. In addition, the Company will not only strive to set aside information and time for the shareholders to examine the large-scale purchase by disclosing the opinions of the Board of Directors, but will also take appropriate measures based on the Financial Instruments and Exchange Act, the Companies Act and other related laws and regulations.

2. Partial amendments to the Articles of Incorporation

(1) Purpose of amending the Articles of Incorporation

The Company will delete Chapter 7 of the existing Articles of Incorporation regarding the Plan (Articles 44 and 45) because the Company will decide to abolish the Plan without continuing it at the expiration of its valid term.

(2) Details of amendments to the Articles of Incorporation

Details of amendments are as follows.

(Amendments are underlined)

Existing Articles of Incorporation	Proposed amendments
<p><u>Chapter 7: Takeover Defense Measures</u></p> <p><u>Article 44: Introduction of Takeover Defense Measures, Etc.)</u></p> <p><u>A shareholders' meeting may decide on the introduction, continuation, amendment and abolition of takeover defense measures.</u></p> <p><u>2. The Board of Directors may decide to change takeover defense measures by receiving the approval of the independent committee set forth in the takeover defense measures, and may decide on the abolition of takeover defense measures on its own without receiving approval at a shareholders' meeting.</u></p> <p><u>Article 45: Decision of Allotment of Share Acquisition Rights without Contribution</u></p> <p><u>The Company may allot share acquisition rights without contribution and allot share acquisition rights for subscription by resolution of the Board of Directors in accordance with procedures set forth in the takeover defense measures provided for in the preceding article.</u></p>	<p><Delete></p> <p><Delete></p> <p><Delete></p>

(3) Schedule (planned)

Date of shareholders' meeting to amend the Articles of Incorporation: June 25, 2019

Amendments to the Articles of Incorporation will take effect at the conclusion of the Ordinary Shareholders' Meeting.