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(Stock Exchange Code 2264)

June 4, 2025

Commencement of measures for electronic provision: May 27, 2025

**To Shareholders with Voting Rights:**

Yohichi Ohnuki  
President  
Morinaga Milk Industry Co., Ltd.  
1-5-2, Higashishimbashi, Minato-ku,  
Tokyo, Japan

## **NOTICE OF THE 102ND ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders,

We would like to express our appreciation for your continued support and patronage.

Please be informed that the 102nd Annual General Meeting of Shareholders of Morinaga Milk Industry Co., Ltd. (the “Company”) will be held for the purposes as described below.

When convening this General Meeting of Shareholders, the Company takes measures for providing information that constitutes the content of the Reference Documents for the Annual General Meeting of Shareholders, etc. (matters subject to measures for electronic provision) in electronic format, and posts this information as “Notice of the 102nd Annual General Meeting of Shareholders” and “The 102nd Annual General Meeting of Shareholders Other Matters Subject to Measures for Electronic Provision (Matters Excluded From Delivered Paper-based Documents)” on the Company’s website. Please access the website below to review the information.

The Company’s website: <https://www.morinagamilk.co.jp/english/ir/stock/info.php>

In addition to the website above, 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 below, enter “Morinaga Milk Industry” in “Issue name (company name)” or the stock exchange code “2264” in “Code,” and click “Search.” Then, select “Basic information” and “Documents for public inspection/PR information” in this order to check the information.

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

**If you are not attending the meeting, you can exercise your voting rights by electronic means (Internet) or in writing using the enclosed Voting Rights Exercise Form. Please review the Reference Documents for the Annual General Meeting of Shareholders and exercise your voting rights by 5:30 p.m., Wednesday, June 25, 2025, Japan time, by referring to “Guide to the Exercise of Voting Rights” (Pages 4 and 5).**

- 1. Date and Time:** Thursday, June 26, 2025, at 10:00 a.m. Japan time (reception starts at 9:00 a.m.)  
**2. Place:** Toranomom Hills Forum  
Toranomom Hills Mori Tower 5th Floor,  
1-23-3 Toranomom, Minato-ku, Tokyo, Japan

**3. Meeting Agenda:**

- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements for the Company's 102nd Fiscal Year (April 1, 2024 - March 31, 2025) and results of audits of the Consolidated Financial Statements by the Accounting Auditors and the Audit & Supervisory Board
  2. Non-consolidated Financial Statements for the Company's 102nd Fiscal Year (April 1, 2024 - March 31, 2025)

**Proposals to be resolved:**

**Proposal 1: Appropriation of Surplus**

**Proposal 2: Election of Eleven (11) Directors**

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

**4. Other Matters**

**Determined upon  
Convocation**

1. Of the matters subject to measures for electronic provision, the following matters are not described in this notice but are posted only on the Company's website and the TSE website shown on Page 1 of this notice, in accordance with laws and regulations and Article 16 of the Company's Articles of Incorporation.
  - (1) "Matters Regarding Share Acquisition Rights, etc. of the Company," "Status of Accounting Auditors," "Systems to Ensure Appropriateness of Business Operations and the Status of Operation of the Systems," "Basic Policies Regarding the Way a Person Is To Control the Determination of Financial and Business Policies of the Company," and "Policy on Determination of Dividends from Surplus" in the Business Report
  - (2) "Consolidated statement of changes in shareholders' equity" and "Notes to consolidated financial statements" in the Consolidated Financial Statements
  - (3) "Non-consolidated statement of changes in shareholders' equity" and "Notes to non-consolidated financial statements" in the Non-consolidated Financial StatementsThe Business Report audited by the Audit & Supervisory Board Members and the Consolidated Financial Statements and the Non-consolidated Financial Statements audited by the accounting auditors and the Audit & Supervisory Board Members are the matters stated in this notice as well as the items (1) - (3) described above.
2. If you are unable to attend the Annual General Meeting of Shareholders, you can have another shareholder, who also has a voting right, act as proxy. In such case, submission of a document in writing certifying the authority as proxy will be required.
3. If neither approval nor disapproval of a proposal is indicated on a returned Voting Rights Exercise Form, it shall be deemed an indication of approval for the Company's proposal.
4. If you exercise your voting rights in duplicate both via the Internet and in writing, the vote exercised via the Internet will be deemed valid. Also, if you exercise your voting rights in duplicate via the Internet, your last vote exercised will be deemed valid.

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- If circumstances have arisen that necessitate revisions to measures for electronic provision, a notice and details of the revisions will be posted on the Company's website and the TSE website shown on Page 1 of this notice.
  - The system for electronic provision of reference documents for the General Meetings of Shareholders has been implemented. For this fiscal year, however, the Company is sending paper copies of the reference documents to shareholders as before, regardless of whether or not they have requested delivery of such copies. The Company has yet to decide what it will do in this regard in the next fiscal year and thereafter. Shareholders who wish to continue to receive paper copies of the reference documents for the General Meetings of Shareholders are kindly requested to contact the designated contact below or their securities companies and complete the procedures for requesting such copies no later than the record date for exercising voting rights (March 31).
  - Part of the video recording of this General Meeting of Shareholders will be made available at a later date on the Company's website shown on Page 1 of this notice.  
In addition, a summary of the questions and answers from this General Meeting of Shareholders will be posted on the Company's website at a later date.

For inquiries about the system for electronic provision, contact: Securities Agency Division, Mitsubishi UFJ Trust and Banking Corporation Phone: (0120) 696-505 (toll free in Japan) Business hours: 9:00 a.m. to 5:00 p.m. on weekdays except weekends and public holidays
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## **Guide to the Exercise of Voting Rights**

### **For Those Attending the General Meeting of Shareholders**

Date and time of the meeting: Thursday, June 26, 2025 at 10:00 a.m. Japan time (reception starts at 9:00 a.m.)

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

### **For Those Not Attending the General Meeting of Shareholders**

#### **Via the Internet**

Exercise deadline: Wednesday, June 25, 2025, at 5:30 p.m. Japan time

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

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

Please see the following page for details.

#### **Via mail**

Exercise deadline: Arrival by Wednesday, June 25, 2025, at 5:30 p.m. Japan time

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

## Guide to the Exercise of Voting Rights via the Internet

Exercise of your voting rights via the Internet is possible only by scanning the log-in QR Code indicated on the Voting Rights Exercise Form or accessing the Exercise of Voting Rights Website that is designated by the Company (<https://evote.tr.mufg.jp/>).

(Please note that operation of the Website stops from 2:30 a.m. to 4:30 a.m. Japan time each day)

Log in by scanning the QR Code:

Entry of the log-in ID and temporary password is no longer necessary.

You may log in by scanning the log-in QR Code, indicated on the enclosed Voting Rights Exercise Form Supplement (along the right side).

Log in by the individual log-in ID and password:

1. Access the Exercise of Voting Rights Website.
2. Enter the log-in ID and temporary password that are indicated on the lower right of the Voting Rights Exercise Form.

\* If unable to log in by QR Code, please exercise your voting rights by accessing the Exercise of Voting Rights Website designated by the Company (<https://evote.tr.mufg.jp/>).

\* QR Code is a registered trademark of DENSO WAVE INCORPORATED.

[Note]

Cost Incurred in Accessing the Exercise of Voting Rights Website

The costs incurred when accessing the voting website, such as Internet access fees and transmission fees, will be borne by shareholders.

<p>For inquiries about the system and other matters, contact: Securities Business Division, Mitsubishi UFJ Trust and Banking Corporation Phone: (0120) 173-027 (toll free in Japan) (available from 9:00 a.m. to 9:00 p.m.)</p>
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[Guide]

Electronic Platform for Exercising Voting Rights

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

# Reference Documents for the Annual General Meeting of Shareholders

## Proposals and References

### Proposal 1: Appropriation of Surplus

In the light of performance for the current fiscal year, future management environment and the dividend policy, we propose to appropriate the surplus by paying a year-end dividend of forty-five (45) yen per share as follows.

The total of the interim dividend and the year-end dividend for the current fiscal year will be ninety (90) yen per share (an increase of 30 yen from the previous fiscal year).

#### 1. Year-end cash dividend

(1) Type of dividend property: Cash

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

Allotment of dividend property to shareholders: ¥45 per share of the Company's common stock

Total amount: ¥3,774,875,850

(3) Effective date of the dividends of surplus:

June 27, 2025

#### 2. Other Appropriations of Surplus

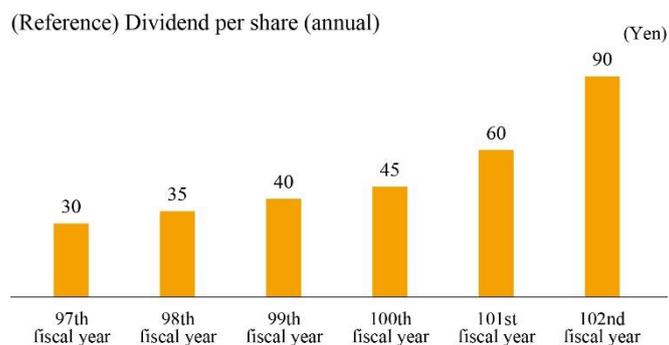
(1) Item and the amount of surplus to be increased:

Reserve for dividends: ¥7,500,000,000

Retained earnings brought forward: ¥24,500,000,000

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

General reserve: ¥32,000,000,000



(Note 1) Effective December 1, 2023 (the 101st fiscal year), the Company executed a 2-for-1 split of its common stock. The dividend amounts for the 100th fiscal year and prior have been adjusted to reflect the per-share value after the stock split.

(Note 2) The total of the interim dividend of forty-five (45) yen and the year-end dividend of forty-five (45) yen, amounting to ninety (90) yen, is presented as the dividend amount per share for the 102nd fiscal year.

## Proposal 2: Election of Eleven (11) Directors

The terms of office of all the eleven (11) Directors will expire at the conclusion of the meeting. Accordingly, the Company proposes the election of eleven (11) Directors. If this proposal is approved, more than one-third of the Company's Directors will be Independent External Directors.

The candidates for Director are as follows.

No.	Name		Current positions and responsibilities at the Company	Term of office as Director	Number of shares of the Company held	Attendance at Board of Directors meetings
1	Reappointment	Yohichi Ohnuki	Representative Director and President (General Management)	10 years	39,500 shares	100% (13 / 13)
2	Reappointment	Teiichiro Okawa	Representative Director and Executive Vice President, General Manager of International Division (General Management, Assistant to President and Global Business)	10 years	44,300 shares	92% (12 / 13)
3	Reappointment	Yasuhiko Yanagida	Director (Quality Assurance, Manufacturing and Distribution) Executive Managing Officer, General Manager of Manufacturing Division	4 years	19,000 shares	100% (13 / 13)
4	Reappointment	Hitoshi Hyodo	Director (Sales) Executive Managing Officer, General Manager of Sales Division (Japan)	4 years	13,700 Shares	100% (13 / 13)
5	Reappointment	Akihiro Nozaki	Director (Finances) Executive Managing Officer, General Manager of Finance & Accounting Division	3 years	12,100 shares	100% (13 / 13)
6	New candidate	Hiroko Kuno	Executive Managing Officer, General Manager of Corporate Strategic Planning Division	-	2,400 shares	-
7	Reappointment External Director Independent Director	Yasuyuki Yoshinaga	Director	2 years	600 shares	100% (13 / 13)
8	Reappointment External Director Independent Director	Yukari Tominaga	Director	5 years	2,000 shares	100% (13 / 13)
9	Reappointment External Director Independent Director	Hiroshi Nakamura	Director	3 years	300 shares	100% (13 / 13)
10	Reappointment External Director Independent Director	Takayuki Ikeda	Director	3 years	700 shares	100% (13 / 13)
11	New candidate External Director Independent Director	Yukiko Takatori	-	-	0 shares	-

- (Notes) 1. Current positions and responsibilities at the Company display information as of the day when the Reference Documents for the Annual General Meeting of Shareholders were prepared.  
2. Mr. Yasuyuki Yoshinaga is Lead Independent External Director.

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
1	 <p data-bbox="231 638 446 705">Yohichi Ohnuki (December 4, 1959)</p> <p data-bbox="255 728 422 772">Reappointment</p> <p data-bbox="215 784 462 884">Attendance at Board of Directors meetings 100 % (13 / 13)</p> <p data-bbox="199 907 478 974">Term of office as Director: 10 years</p>	<p data-bbox="502 268 1300 302">April 1983    Joined the Company</p> <p data-bbox="502 302 1300 358">May 2008    General Manager of Sales &amp; Marketing Administration Office, Sales &amp; Marketing Division</p> <p data-bbox="502 358 1300 414">February 2010    General Manager of Sales &amp; Marketing Administration Office</p> <p data-bbox="502 414 1300 515">June 2011    Managing Officer, General Manager of Corporate Strategic Planning Department and General Manager of Public Relations Department</p> <p data-bbox="502 515 1300 571">November 2014    Managing Officer, General Manager of Corporate Strategic Planning Department</p> <p data-bbox="502 571 1300 660">June 2015    Director, Executive Managing Officer and General Manager of Corporate Strategic Planning Department</p> <p data-bbox="502 660 1300 694">April 2016    Director</p> <p data-bbox="502 694 1300 728">June 2017    Managing Director</p> <p data-bbox="502 728 1300 840">June 2018    Managing Director, Executive Managing Officer and General Manager of Strategic Planning Division</p> <p data-bbox="502 840 1300 929">June 2019    Senior Managing Director, Senior Executive Managing Officer and General Manager of Strategic Planning Division</p> <p data-bbox="502 929 1300 996">June 2021    Representative Director and President (present) to present</p> <p data-bbox="502 996 1300 1030">[Responsibilities at the Company] General Management</p> <p data-bbox="502 1030 1300 1064">[Significant concurrent positions] Chairperson, Japan Dairy Association (J-milk)</p>	39,500
<p data-bbox="191 1030 582 1064">&lt;Reasons for selection as candidate&gt;</p> <p data-bbox="191 1064 1468 1209">Aside from holding posts in the sales and administration of the Company, Mr. Yohichi Ohnuki has served as an executive in related organizations and possesses specialized knowledge regarding the dairy industry. Additionally, from 2015 onward, he has been serving as Director, and from 2021, he has engaged in Group management as Representative Director and President. By utilizing this knowledge and experience, the Company expects that he can contribute to further growth and improvement in corporate value of the Group. His reappointment as candidate for Director is requested.</p>			

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
2	 <p data-bbox="247 638 422 705">Teiichiro Okawa (June 21, 1956)</p> <p data-bbox="255 728 414 750">Reappointment</p> <p data-bbox="215 772 454 862">Attendance at Board of Directors meetings 92% (12 / 13)</p> <p data-bbox="199 896 470 952">Term of office as Director: 10 years</p>	<p data-bbox="502 268 614 291">April 1982</p> <p data-bbox="502 302 614 324">June 2012</p> <p data-bbox="502 358 614 380">June 2013</p> <p data-bbox="502 414 614 436">June 2015</p> <p data-bbox="502 515 662 537">November 2015</p> <p data-bbox="502 548 614 571">June 2016</p> <p data-bbox="502 604 614 627">June 2017</p> <p data-bbox="502 672 614 694">June 2020</p> <p data-bbox="502 716 662 739">February 2025</p> <p data-bbox="502 806 845 828">[Responsibilities at the Company]</p> <p data-bbox="502 840 1165 862">General Management, Assistant to President and Global Business</p>	44,300
<p data-bbox="199 974 574 996">&lt;Reasons for selection as candidate&gt;</p> <p data-bbox="199 996 1460 1198">Aside from holding posts in the research division of the Company and being involved in global business for many years, Mr. Teiichiro Okawa has served as an executive in both domestic and global related organizations and possesses specialized knowledge regarding the dairy industry and a wealth of both domestic and global experience. Additionally, from 2015 onward, he has experienced important duties as Director, and from 2020, he has managed the Group as Representative Director and Executive Vice President. By utilizing this knowledge and experience, the Company expects that he can contribute to further growth and improvement in corporate value of the Group. His reappointment as candidate for Director is requested.</p>			

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
3	 <p data-bbox="236 645 437 703">Yasuhiko Yanagida (June 29, 1961)</p> <p data-bbox="256 725 416 757">Reappointment</p> <p data-bbox="217 779 456 869">Attendance at Board of Directors meetings 100% (13 / 13)</p> <p data-bbox="201 902 472 960">Term of office as Director: 4 years</p>	<p data-bbox="504 271 1294 725"> April 1984    Joined the Company  February 2010    General Manager of Cost Engineering Office,  Manufacturing Division  June 2011    General Manager of Morioka Plant  June 2013    General Manager of Chukyo Plant  July 2015    Managing Officer, General Manager of Chukyo Plant  November 2015    Managing Officer, General Manager of Tokyo Tama Plant  April 2019    Managing Officer, General Manager of Manufacturing  Department, Manufacturing Division  June 2020    Executive Managing Officer, General Manager of  Manufacturing Division  June 2021    Managing Director, Executive Managing Officer, General  Manager of Manufacturing Division  June 2023    Director, Executive Managing Officer, General Manager of  Manufacturing Division (present)  to present </p> <p data-bbox="504 757 1027 815">[Responsibilities at the Company]  Quality Assurance, Manufacturing and Distribution</p> <p data-bbox="504 824 1286 920">[Significant concurrent positions]  Chairman, Committee for Milk Container Environmental Issues  Chairman of the Board, Committee for Paper Beverage Container Recycling</p>	19,000
<p data-bbox="193 972 576 1003">&lt;Reasons for selection as candidate&gt;</p> <p data-bbox="193 1003 1469 1146">Aside from holding posts in the manufacturing division of the Company, Mr. Yasuhiko Yanagida has served as an executive in related organizations and possesses specialized knowledge regarding the dairy industry. Additionally, from 2015 onward, he has experienced important duties as Managing Officer, and from 2021, he has been involved in the Group management as Director. By utilizing this knowledge and experience, the Company expects that he can contribute to further growth and improvement in corporate value of the Group. His reappointment as candidate for Director is requested.</p>			

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
4	 <p>Hitoshi Hyodo (June 22, 1965)</p> <p>Reappointment</p> <p>Attendance at Board of Directors meetings 100% (13 / 13)</p> <p>Term of office as Director: 4 years</p>	<p>April 1989    Joined the Company</p> <p>May 2009    General Manager of Tohoku Branch</p> <p>April 2013    General Manager of Tokai Branch</p> <p>June 2014    General Manager of Central Japan Regional Office</p> <p>June 2016    General Manager of Ice Cream Department, Sales &amp; Marketing Division 1</p> <p>June 2017    General Manager of Ice Cream Business Department, Sales &amp; Marketing Division</p> <p>June 2018    Managing Officer, Deputy General Manager of Sales &amp; Marketing Division</p> <p>June 2020    Executive Managing Officer, General Manager of Sales &amp; Marketing Division</p> <p>June 2021    Managing Director, Executive Managing Officer, General Manager of Sales &amp; Marketing Division</p> <p>June 2023    Director, Executive Managing Officer, General Manager of Sales &amp; Marketing Division</p> <p>April 2025    Director, Executive Managing Officer, General Manager of Sales Division (Japan) (present) to present</p> <p>[Responsibilities at the Company] Sales</p>	13,700
<p>&lt;Reasons for selection as candidate&gt;</p> <p>Mr. Hitoshi Hyodo has held posts in the sales division of the Company and possesses specialized knowledge regarding the dairy industry. Additionally, from 2018 onward, he has experienced important duties as Managing Officer, and from 2021, he has been involved in the Group management as Director. By utilizing this knowledge and experience, the Company expects that he can contribute to further growth and improvement in corporate value of the Group. His reappointment as candidate for Director is requested.</p>			

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
5	 <p data-bbox="240 645 432 703">Akihiro Nozaki (October 6, 1965)</p> <p data-bbox="240 725 416 757">Reappointment</p> <p data-bbox="213 779 459 869">Attendance at Board of Directors meetings 100% (13 / 13)</p> <p data-bbox="197 898 475 956">Term of office as Director: 3 years</p>	<p data-bbox="501 271 619 302">April 1988</p> <p data-bbox="501 302 619 333">April 2016</p> <p data-bbox="501 333 619 365">June 2018</p> <p data-bbox="501 394 619 425">June 2019</p> <p data-bbox="501 454 619 486">June 2020</p> <p data-bbox="501 515 619 546">June 2021</p> <p data-bbox="501 575 619 607">April 2022</p> <p data-bbox="501 636 619 667">June 2022</p> <p data-bbox="501 696 619 728">June 2023</p> <p data-bbox="501 770 619 801">April 2025</p> <p data-bbox="501 860 850 891">[Responsibilities at the Company]</p> <p data-bbox="501 898 595 929">Finances</p> <p data-bbox="687 271 1302 860">           Joined the Company            General Manager of Finance &amp; Accounting Department            General Manager of Finance &amp; Accounting Department,            Strategic Planning Division            Managing Officer, Deputy General Manager of            Manufacturing Division            Managing Officer, Deputy General Manager of Strategic            Planning Division            Executive Managing Officer, General Manager of Strategic            Planning Division            Executive Managing Officer, General Manager of            Corporate Strategic Planning Division            Managing Director, Executive Managing Officer, General            Manager of Corporate Strategic Planning Division            Director, Executive Managing Officer, General Manager of            Corporate Strategic Planning Division            Director, Executive Managing Officer, General Manager of            Finance &amp; Accounting Division (present)            to present         </p>	12,100
<p data-bbox="193 981 576 1012">&lt;Reasons for selection as candidate&gt;</p> <p data-bbox="193 1012 1476 1160">Mr. Akihiro Nozaki has held posts in the administration and manufacturing divisions of the Company and possesses specialized knowledge regarding the dairy industry. Additionally, from 2019 onward, he has experienced important duties as Managing Officer, and from 2022, he has been involved in the Group management as Director. By utilizing this knowledge and experience, the Company expects that he can contribute to further growth and improvement in corporate value of the Group. His reappointment as candidate for Director is requested.</p>			

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
6	 Hiroko Kuno (July 25, 1962) New Candidate	April 1985    Joined TORAY INDUSTRIES, INC. May 1996    Joined Morgan Stanley Japan Securities (current Mitsubishi UFJ Morgan Stanley Securities Co., Ltd.) June 2002    Joined Taisho Pharmaceutical Co., Ltd. August 2016    Joined the Company April 2019    General Manager of IR&PR Department, Communication Division June 2020    Managing Officer, General Manager of IR&PR Department, Corporate Division June 2021    Executive Managing Officer, General Manager of Sustainability Division April 2025    Executive Managing Officer, General Manager of Corporate Strategic Planning Division and General Manager of Legal & Intellectual Property Department May 2025    Executive Managing Officer, General Manager of Corporate Strategic Planning Division (present) to present	2,400
<Reasons for selection as candidate> Ms. Hiroko Kuno has extensive operational experience, having served as an analyst at securities companies and gained hands-on experience in IR and other departments at companies directly in business operations producing goods or providing services. After joining the Company, she has held posts in administration divisions. Since 2020, she has taken on significant responsibilities as a Managing Officer. By utilizing this experience, the Company expects that she can contribute to further growth and improvement in corporate value of the Group. Her appointment as candidate for Director is requested.			

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
7	 <p data-bbox="225 645 448 703">Yasuyuki Yoshinaga (March 5, 1954)</p> <p data-bbox="225 730 448 815">Reappointment External Director Independent Director</p> <p data-bbox="217 853 456 938">Attendance at Board of Directors meetings 100% (13 / 13)</p> <p data-bbox="197 976 475 1034">Term of office as Director: 2 years</p>	<p data-bbox="501 277 1294 331">April 1977    Joined Fuji Heavy Industries Ltd. (FHI) (current SUBARU CORPORATION)</p> <p data-bbox="501 338 1294 392">October 1999    General Manager of Sales Planning Department, Domestic Sales Division of FHI</p> <p data-bbox="501 398 1294 483">April 2005    Vice President, Senior General Manager of Strategy Development Division and General Manager of Corporate Planning Department of FHI</p> <p data-bbox="501 490 1294 544">June 2006    Vice President, Chief General Manager of Strategy Development Division of FHI</p> <p data-bbox="501 551 1294 636">April 2007    Vice President, Chief General Manager of Subaru Japan Sales &amp; Marketing Division and General Manager of Sales Promotion Department of FHI</p> <p data-bbox="501 642 1294 696">June 2007    Senior Vice President, Chief General Manager of Subaru Japan Sales &amp; Marketing Division of FHI</p> <p data-bbox="501 703 1294 788">June 2009    Director of the Board and Executive Vice President, Chief General Manager of Subaru Japan Sales &amp; Marketing Division of FHI</p> <p data-bbox="501 795 1294 826">June 2011    Representative Director of the Board, President of FHI</p> <p data-bbox="501 833 1294 887">June 2018    Director of the Board, Chairman of SUBARU CORPORATION</p> <p data-bbox="501 893 1294 947">June 2021    Special Advisor of SUBARU CORPORATION (until June 2023)</p> <p data-bbox="501 954 1294 985">June 2023    Advisor of SUBARU CORPORATION (until June 2024)</p> <p data-bbox="501 992 1294 1046">June 2023    External Director, the Company (present) to present</p>	600
<p data-bbox="193 1084 900 1115">&lt;Reasons for selection as candidate and overview of expected roles&gt;</p> <p data-bbox="193 1122 1476 1292">Mr. Yasuyuki Yoshinaga possesses extensive insight into corporate management and a wealth of experience, having served in key positions in various business fields at SUBARU CORPORATION, where he served as Representative Director of the Board and President for many years. He has contributed to the management of the Group as an External Director from 2023 and as Lead External Director since 2024. In order for management to receive advice and recommendations based on his extensive insight as well as effective supervision from an objective position that is independent from business execution, his reappointment as candidate for External Director is requested.</p> <p data-bbox="193 1330 1476 1599">(Note) In regard to the issues relating to nonconforming final vehicle inspections which were revealed in October 2017, SUBARU CORPORATION (SUBARU) received a business improvement order from Japan's Ministry of Land, Infrastructure, Transport and Tourism (MLIT) concerning issues involving final vehicle inspectors and alteration of measured data. In response, SUBARU conducted an investigation of the facts and submitted a report on it by April 2018. Concerning incidents of improper conduct identified in the course of the investigation into the nonconforming final vehicle inspections, MLIT instructed SUBARU to further investigate the incidents, develop, review and thoroughly implement recurrence prevention measures, and by November 2018, SUBARU conducted an investigation, submitted a report on it and issued a notification to recall affected vehicles (In March 2019, the Tokyo District Court imposed an administrative fine on SUBARU).</p> <p data-bbox="193 1606 1476 1736">Mr. Yasuyuki Yoshinaga served as Director of the Board at SUBARU until June 2021. Mr. Yoshinaga had not been aware of these issues until they were identified, but he had drawn attention from the perspective of compliance with laws and regulations at meetings of the Board of Directors of SUBARU on a regular basis. After these issues were identified, he properly fulfilled his duties including investigating the facts of these issues, uncovering the causes, and providing suggestions on prevention of recurrence.</p>			

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
8	 <p>Yukari Tominaga (April 19, 1958)</p> <p>Reappointment External Director Independent Director</p> <p>Attendance at Board of Directors meetings 100% (13 / 13)</p> <p>Term of office as Director 5 years</p>	<p>April 1981 Joined Hitachi Computer, Consultant Ltd. (current Hitachi Solutions, Ltd.)</p> <p>April 2007 General Manager, Application Systems Department, Business Group No. 2. of Hitachi Solutions, Ltd.</p> <p>October 2010 Operating Officer; General Manager, Application Systems Department, Industrial and Retail Solutions Systems Business Department No. 1, Industrial and Retail Solutions Systems Business Group of Hitachi Solutions, Ltd.</p> <p>April 2011 Executive Officer; Deputy General Manager, Retail Solutions Business Division, Industrial and Retail Solutions Systems Business Group of Hitachi Solutions, Ltd.</p> <p>April 2012 Executive Officer; General Manager, Retail Solutions Business Division, Industrial and Retail Solutions Systems Business Group of Hitachi Solutions, Ltd.</p> <p>April 2013 Executive Officer; General Manager, Financial Systems Business Division, Financial Systems Business Group of Hitachi Solutions, Ltd.</p> <p>April 2014 Vice President and Executive Officer; Chief Officer, Financial Systems Business Group; Fellow, Group Management Foundation Reinforcement Group of Hitachi Solutions, Ltd.</p> <p>April 2015 Vice President and Executive Officer; Chief Officer, Social Innovation Promotion Group; Deputy Chief Officer, Sales Operations; Fellow, Technical Reform and Management Group of Hitachi Solutions, Ltd.</p> <p>October 2015 Vice President and Executive Officer; Fellow, Technical Reform and Management Group of Hitachi Solutions, Ltd.</p> <p>October 2016 Vice President and Executive Officer; Chief Officer, Quality Assurance Group of Hitachi Solutions, Ltd.</p> <p>December 2016 Vice President and Executive Officer; Chief Officer, Quality Assurance Group; Chief Officer, Procurement Management Group of Hitachi Solutions, Ltd.</p> <p>October 2018 Vice President and Executive Officer; Chief Officer, Quality Assurance Group of Hitachi Solutions, Ltd.</p> <p>April 2019 Chief Diversity Officer of Hitachi Solutions, Ltd.</p> <p>April 2020 Fellow of Hitachi Solutions, Ltd. (until March 2021)</p> <p>April 2020 Advisor of TODA CORPORATION (until March 2022)</p> <p>June 2020 External Director of the Company (present)</p> <p>July 2020 Advisor of ROHM Co., Ltd. (until June 2021)</p> <p>October 2020 Advisor of COMTURE CORPORATION (until September 2021)</p> <p>June 2021 External Director of Yashima &amp; Co., Ltd. (until August 2023)</p> <p>July 2021 Senior Adviser of SB Technology Corp. (until May 2022)</p> <p>June 2022 External Member of the Board of SB Technology Corp. (until September 2024)</p> <p>June 2022 Outside Director of Fuji Electric Co., Ltd. (present)</p> <p>March 2025 Director of Hosei University (present) to present</p> <p>[Significant concurrent positions] Outside Director of Fuji Electric Co., Ltd. Director of Hosei University</p>	2,000

<Reasons for selection as candidate and overview of expected roles>

Ms. Yukari Tominaga possesses extensive insight and a wealth of experience, having served in key positions in various business fields at Hitachi Solutions, Ltd., where she served as Chief Diversity Officer, and has contributed to the management of the Group as an External Director from 2020. In order for management to receive advice and recommendations from these wide insights as well as effective supervision from an objective position that is independent from business execution, her reappointment as candidate for External Director is requested.

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
9	 <p>Hiroshi Nakamura (March 3, 1957)</p> <p>Reappointment External Director Independent Director</p> <p>Attendance at Board of Directors meetings 100% (13 / 13)</p> <p>Term of office as Director 3 years</p>	<p>April 1981    Joined TOMEN Corporation (until March 2000)</p> <p>June 1993    President and Representative Director of Casio Germany</p> <p>April 2000    Joined CASIO COMPUTER CO., LTD.</p> <p>October 2000    Senior General Manager, European Sales Division of CASIO COMPUTER CO., LTD.</p> <p>April 2002    President and Representative Director of CASIO Europe GmbH</p> <p>June 2007    Executive Officer of CASIO COMPUTER CO., LTD.; President and Representative Director of CASIO Europe</p> <p>April 2009    Executive Officer; Senior General Manager, Global Marketing Headquarters; Senior General Manager, Overseas Sales Division, Global Marketing Headquarters of CASIO COMPUTER CO., LTD.; President and Representative Director of CASIO Europe</p> <p>June 2009    Managing Director; Senior General Manager, Global Marketing Headquarters; Senior General Manager, Overseas Sales Division, Global Marketing Headquarters of CASIO COMPUTER CO., LTD.</p> <p>April 2013    Managing Director; Senior General Manager, Global Marketing Headquarters; Senior General Manager, Strategy Division; Senior General Manager, Overseas Sales Division of CASIO COMPUTER CO., LTD.</p> <p>May 2014    Director; Senior Executive Managing Officer; Senior General Manager, Global Marketing Headquarters of CASIO COMPUTER CO., LTD.</p> <p>January 2016    Director; Vice President; Executive Managing Officer of CASIO COMPUTER CO., LTD.</p> <p>January 2018    Director; Vice President; Executive Managing Officer; Senior General Manager, Business Administration Division of CASIO COMPUTER CO., LTD.</p> <p>April 2018    Director; Vice President; Executive Managing Officer; Senior General Manager, Global Marketing Headquarters of CASIO COMPUTER CO., LTD. (until June 2019)</p> <p>June 2021    Outside Director of Cool Japan Fund Inc. (present)</p> <p>July 2021    Advisor of Ushio Inc. (until June 2022)</p> <p>June 2022    External Director of the Company (present) to present</p> <p>[Significant concurrent positions] Outside Director of Cool Japan Fund Inc.</p>	300
<p>&lt;Reasons for selection as candidate and overview of expected roles&gt;</p> <p>At TOMEN Corporation, Mr. Hiroshi Nakamura served as President and Representative Director of Casio Germany, which was a joint venture with CASIO COMPUTER CO., LTD. After he transferred to CASIO COMPUTER CO., LTD., he served as President and Representative Director of CASIO Europe GmbH, and has been involved in overseas business as a manager of CASIO COMPUTER CO., LTD. for many years. Therefore, he possesses extensive insight into corporate management and a wealth of experience. He has contributed to the management of the Group as an External Director from 2022. In order for management to receive advice and recommendations from these wide insights as well as effective supervision from an objective position that is independent from business execution, his reappointment as candidate for External Director is requested.</p>			

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
10	 <p>Takayuki Ikeda (September 15, 1957)</p> <p>Reappointment External Director Independent Director</p> <p>Attendance at Board of Directors meetings 100% (13 / 13)</p> <p>Term of office as Director 3 years</p>	<p>April 1981    Joined TOSHIBA CORPORATION</p> <p>April 2003    Vice President of Toshiba America Information Systems, Inc.</p> <p>April 2007    General Manager, Electronic Storage Device Division of TOSHIBA CORPORATION</p> <p>April 2010    General Manager, Corporate Innovation Promotion Department of TOSHIBA CORPORATION</p> <p>June 2011    Senior Vice President and Director of Toshiba Tec Corporation</p> <p>June 2014    President and Chief Executive Officer; Chief Risk Compliance Management Officer (CRO) of Toshiba Tec Corporation</p> <p>June 2020    Advisor of Toshiba Tec Corporation (until September 2022)</p> <p>June 2021    Outside Director of JSP Corporation (present)</p> <p>June 2022    External Director of the Company (present) to present</p> <p>[Significant concurrent positions] Outside Director of JSP Corporation</p>	700
<p>&lt;Reasons for selection as candidate and overview of expected roles&gt;</p> <p>Mr. Takayuki Ikeda possesses extensive insight into corporate management and a wealth of experience, having served in key positions in various business fields including overseas business in Toshiba Group, and served as President and Chief Executive Officer for many years at Toshiba Tec Corporation. He has contributed to the management of the Group as an External Director from 2022. In order for management to receive advice and recommendations from these wide insights as well as effective supervision from an objective position that is independent from business execution, his reappointment as candidate for External Director is requested.</p>			

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
11	 <p data-bbox="239 649 430 705">Yukiko Takatori (August 19, 1965)</p> <p data-bbox="223 739 446 828">New Candidate External Director Independent Director</p>	<p data-bbox="502 268 622 291">April 1988</p> <p data-bbox="502 302 622 324">July 2014</p> <p data-bbox="502 358 622 380">July 2020</p> <p data-bbox="502 414 622 436">April 2023</p> <p data-bbox="502 470 622 492">April 2024</p> <p data-bbox="686 268 1276 571">Joined Ajinomoto Co., Inc. General Manager of Shanghai Ajinomoto Food Research and Development Center Co., Ltd. (until June 2017) General Manager, Sustainability Development Dept. of Ajinomoto Co., Inc. Corporate Executive, General Manager, Sustainability Development Dept. of Ajinomoto Co., Inc. Group Executive Specialist (Sustainability) of Ajinomoto Co., Inc. (until March 2025) to present</p>	0
<p data-bbox="191 840 893 862">&lt;Reasons for selection as candidate and overview of expected roles&gt;</p> <p data-bbox="191 869 1468 1008">Ms. Yukiko Takatori possesses extensive insight into corporate management and a wealth of experience, having served in key positions in various business fields at Ajinomoto Co., Inc., and served as General Manager at Shanghai Ajinomoto Food Research and Development Center Co., Ltd. In order for management to receive advice and recommendations from these wide insights as well as effective supervision from an objective position that is independent from business execution, her appointment as candidate for External Director is requested.</p>			

(Note 1) “Past experience, positions, responsibilities, and significant concurrent positions” of each candidate:

Information on each candidate is as of the day when the Reference Documents for the Annual General Meeting of Shareholders were prepared.

(Note 2) Special interests between each candidate and the Company

No special interest exists between each candidate and the Company.

(Note 3) Independent director

The Company has registered Mr. Yasuyuki Yoshinaga, Ms. Yukari Tominaga, Mr. Hiroshi Nakamura, and Mr. Takayuki Ikeda, who are candidates for External Directors, with the Tokyo Stock Exchange as independent directors. If their reelection is approved and they assume office, the Company intends to maintain their registration as independent directors.

In addition, if the election of Ms. Yukiko Takatori, who is a candidate for External Director, is approved and she assumes office, the Company intends to register her with the Tokyo Stock Exchange as an independent director.

(Note 4) Liability limitation agreement

The Company has entered into an agreement to limit liability stipulated in Article 423, Paragraph 1 of the Companies Act to the minimum liability amount stipulated by laws and regulations with Mr. Yasuyuki Yoshinaga, Ms. Yukari Tominaga, Mr. Hiroshi Nakamura, and Mr. Takayuki Ikeda, who are candidates for External Directors. If their reelection is approved and they assume office, the Company intends to extend the agreement with them.

In addition, if the election of Ms. Yukiko Takatori, who is a candidate for External Director, is approved and she assumes office, the Company intends to enter into the liability limitation agreement with her.

(Note 5) Outline of directors and officers liability insurance contract

The Company has entered into a directors and officers liability insurance contract with an insurance company to insure Directors, Audit & Supervisory Board Members, Managing Officers, etc. of the Company and some subsidiaries of the Company. The insurance contract covers damage including compensation for damages and legal expenses to be borne by the insured. If the election of candidates is approved and they assume office, they will be insured under the insurance contract. The Company plans to renew the contract with the same contents at the next renewal.

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

To prepare for a contingency in which the number of Audit & Supervisory Board Members falls below the minimum stipulated by laws and regulations, we propose the election of one (1) Substitute Audit & Supervisory Board Member as a Substitute External Audit & Supervisory Board Member for External Audit & Supervisory Board Members, Ms. Mayumi Yamamoto and Mr. Tatsuo Morii.

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

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

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

Name (Date of birth)	Past experience, positions, and significant concurrent positions	Number of shares of the Company held
 <p>Michio Suzuki (February 13, 1964)</p> <p>External Audit &amp; Supervisory Board Member Independent Audit &amp; Supervisory Board Member</p>	<p>April 1991 Registered as an Attorney at law (Tokyo Bar Association) Joined Hashimoto Sogo law firm (present)</p> <p>April 2004 Chairperson of Steering Council of Appropriate Industrial Waste Disposal Promotion Center (present)</p> <p>July 2008 Outside Auditor of JTB Corp. (present)</p> <p>April 2012 Practicing-attorney-professor for civil advocacy of Legal Training and Research Institute of Japan, Supreme Court of Japan (until March 2015)</p> <p>April 2019 Chairperson of Legal Training Committee of Tokyo Bar Association (until July 2020) to present</p> <p>[Significant concurrent positions] Attorney at law (Hashimoto Sogo law firm) Outside Auditor of JTB Corp.</p>	<p>0</p>
<p>&lt;Reasons for selection as candidate&gt; Although Mr. Michio Suzuki has no experience of direct involvement in corporate management, he is expected to be capable of objectively and expertly auditing the Company's management in view of his professional knowledge of legal matters as an attorney at law and abundant experience of commercial issues. His appointment as candidate for Substitute External Audit &amp; Supervisory Board Member is requested.</p>		

(Note 1) Past experience, positions, and significant concurrent positions for Mr. Michio Suzuki are as of the day when the Reference Documents for the Annual General Meeting of Shareholders were prepared.

(Note 2) No special interest exists between Mr. Michio Suzuki and the Company.

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

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

(Note 5) If Mr. Michio Suzuki assumes office of External Audit & Supervisory Board Member, the Company intends to enter into an agreement to limit a liability stipulated in Article 423, Paragraph 1 of the Companies Act to the minimum liability amount stipulated by laws and regulations with him.

(Note 6) The Company has entered into a directors and officers liability insurance contract with an insurance company to insure Directors, Audit & Supervisory Board Members, Managing Officers, etc. of the Company and some subsidiaries of the Company. The insurance contract covers damage including compensation for damages and legal expenses to be borne by the insured. If Mr. Michio Suzuki assumes office as External Audit & Supervisory Board Member, he will be insured under the insurance contract. The Company plans to renew the contract with the same contents at the next renewal.

(Reference)

**Basic Approach to Corporate Governance**

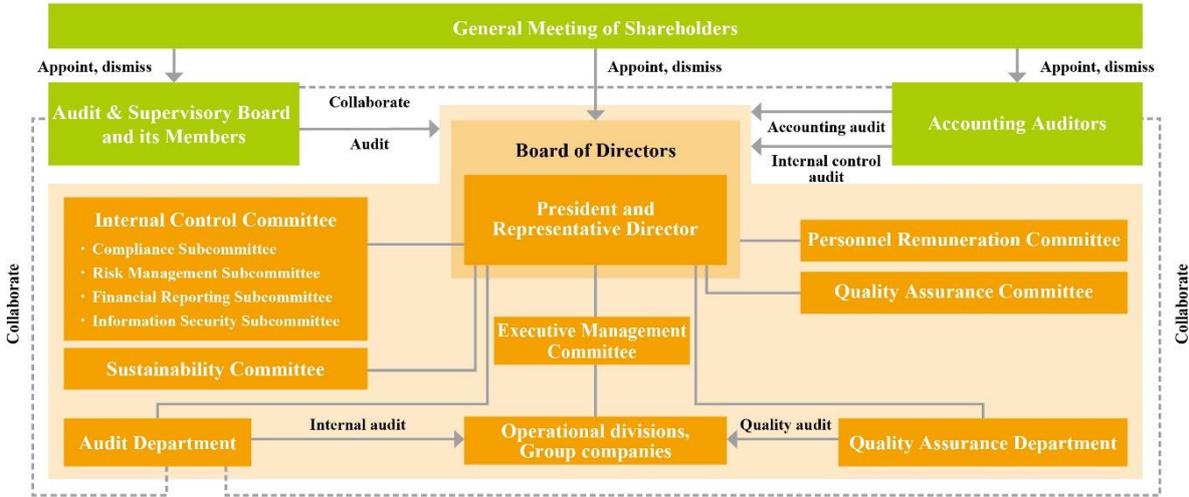
The Group shall contribute to society through its business activities, based on its Corporate Mission, and shall continually work to develop and enhance a highly effective corporate governance system to achieve sustainable growth and increase corporate value, with the following basic policies.

The Company selected the framework of a company with an Audit & Supervisory Board to set up a double-checking structure with the Board of Directors providing supervision and the Audit & Supervisory Board members performing audits of legality and appropriateness. The Board of Directors functions as the highest decision-making body for management and, through organic collaboration with all components of the corporate governance framework, strives to maintain and improve management transparency, fairness and speed, to ensure its effectiveness.

**Basic Policy**

- 1) Respect shareholders’ rights and ensure equal treatment.
- 2) Respect the perspectives and rights of various stakeholders including our shareholders, customers, business partners, local communities, employees, and build proper relationships with them.
- 3) Disclose corporate information appropriately and ensure transparency.
- 4) Build a structure in which each of the bodies comprising the corporate governance system organically collaborates and ensure the effectiveness of functions supervising the execution of operations by the Board of Directors.
- 5) Aim to achieve sustainable growth, improve corporate value and to have constructive dialogue with shareholders who expect these aims and medium- to long-term profits to be realized.

**Corporate Governance Organization**



### Concepts on the Composition Creating the Board of Directors

In accordance with the Articles of Incorporation, the Board of Directors comprises a maximum of 12 Directors and four Audit & Supervisory Board members. The Company selects persons of excellent character and insight who have the professional expertise, extensive business and management experience necessary to maintain the Company's sustainable growth as officer candidates, with gender and nationality diversity taken into consideration. In addition, in regard to independent outside directors and independent outside corporate auditors, the Company invites the number necessary for the sustainable growth of the Company, with a minimum of two independent outside directors and a number of independent outside corporate auditors that is greater than or equal to half of the total number of corporate auditors. Furthermore, all outside officers shall meet the judgement standards for independence.

In addition, the Company takes into consideration the continuity and growth of the business, as well as the development of successors, and determines the balance between the current and newly appointed officers, operating executives, and non-operating executives.

### Effectiveness Evaluation of the Board of Directors

The Company conducts effectiveness analyses and evaluations of the Board of Directors in order to improve the function of the Board of Directors. Specifically, using a survey filled out by the Directors and Audit & Supervisory Board Members, in regard to general matters relating to the Board of Directors, such as its composition and operating method, deliberations, and collaborations with external officers, an evaluation is conducted by the Board of Directors on the results of this analysis. It should be noted that, in order to obtain unbiased opinions from those taking the survey, the survey is performed through the use of an anonymous questionnaire, and the collection, summary, and analysis of the survey results is contracted out to an external body.

From the self-evaluation scores of Directors and Audit & Supervisory Board Members for the fiscal 2024 survey, it was judged that the effectiveness of the Board of Directors remained largely maintained, as in the previous fiscal year.

With respect to the issue identified in the fiscal 2023 evaluation relating to the enhancement of deliberations on management strategies and improvement in corporate value throughout the Group and adopting a broad, mid- and long-term perspective, while some recognition has been given for improving these deliberations, we acknowledged the need for continued efforts to further stimulate discussions that enhance the Board of Directors' effectiveness, ultimately improving management quality.

The Company will further review the distribution of authority between the Board of Directors and the Executive Management Committee, as well as the agenda setting for Board of Directors meetings, in a bid to further increase effectiveness.

**Reference**

**Skills Matrix of the Company's Board of Directors** (in the case where Proposal 2 is approved)

To realize the Morinaga Milk Group's 10-year Vision, we have identified the skill set required of the Board of Directors based on the medium- to long-term management direction and business strategies.

**(Directors)**

Name	Gender	Position	Responsibilities	Business Management	Skills required to strengthen the business base					Skills needed to advance the Company's business and to achieve its mid- and long-term targets			
					Finance & Accounting	Personnel Affairs & HR Development	Legal Affairs & Risk Management	Sustainability	R&D, Production, and Quality	Marketing & Sales	Global Business	Digital Technology	
Yohichi Ohnuki	Male	Representative Director and President	General Management	●	●						●		●
Teiichiro Okawa	Male	Representative Director and Executive Vice President, General Manager of International Division	General Management, Assistant to President and Global Business	●						●		●	
Yasuhiko Yanagida	Male	Director, Executive Managing Officer, General Manager of Manufacturing Division	Quality Assurance, Manufacturing and Distribution							●			
Hitoshi Hyodo	Male	Director, Executive Managing Officer, General Manager of Sales Division (Japan)	Sales								●		
Akihiro Nozaki	Male	Director, Executive Managing Officer, General Manager of Finance & Accounting Division	Finances		●	●	●						●
Hiroko Kuno	Female	Executive Managing Officer, General Manager of Corporate Strategic Planning Division			●			●					
Yasuyuki Yoshinaga	Male	Lead External Director		●							●		
Yukari Tominaga	Female	External Director				●				●			●
Hiroshi Nakamura	Male	External Director		●							●	●	
Takayuki Ikeda	Male	External Director		●			●					●	●
Yukiko Takatori	Female			●				●	●	●			

**(Audit & Supervisory Board Members)**

Name	Gender	Position	Responsibilities	Business Management	Skills required to strengthen the business base				Skills needed to advance the Company's business and to achieve its mid- and long-term targets			
					Finance & Accounting	Personnel Affairs & HR Development	Legal Affairs & Risk Management	Sustainability	R&D, Production, and Quality	Marketing & Sales	Global Business	Digital Technology
Keiki Hirota	Male	Full-time Audit & Supervisory Board Member		●						●		
Akira Suenaga	Male	Full-time Audit & Supervisory Board Member				●				●		
Mayumi Yamamoto	Female	External Audit & Supervisory Board Member					●					
Tatsuo Morii	Male	External Audit & Supervisory Board Member			●		●					

(Note) The position and responsibilities of each board member are as of the day when the Reference Documents for the Annual General Meeting of Shareholders were prepared.

Skills		Reasons for the Selection of the Skills
Business Management		Extensive insight and abundant experience in business management are essential for making important strategic decisions aligned with the 10-year Vision and the medium-term business plan, ensuring the Group's corporate philosophy is realized while adapting to a fast-changing environment.
Skills required to strengthen the business base	Finance & Accounting	Knowledge of finance and accounting is essential to strengthen the management base and promote effective financial strategies, aiming for the Group's sustainable growth and increased corporate value over the mid- and long-term.
	Personnel Affairs & HR Development	Knowledge of personnel affairs and human resource development is essential for recruiting and nurturing talent, the most critical asset for enhancing corporate value, and for fostering a corporate culture that enables individuals to fully utilize their character, strengths, and abilities.
	Legal Affairs & Risk Management	Knowledge of legal affairs and risk management is essential for establishing effective risk management systems and ensuring their fair and proper operation by accurately identifying and assessing various risks.
	Sustainability	Knowledge of sustainability is essential for integrating and promoting sustainability management to become a "company that persistently helps make social sustainability a reality."
Skills needed to advance the Company's business and to achieve its mid- and long-term targets	R&D, Production, and Quality	Knowledge in R&D, production, and quality is essential for advancing R&D that leverages the Company's original ingredients and ensuring the delivery of high-quality, safe, and reliable products, to become a company that balances "delicious and pleasurable food" with "health and nutrition."
	Marketing & Sales	Knowledge of marketing and sales is essential for developing effective sales strategies that enhance brand value, while accurately capturing market dynamics, and responding to evolving customer needs.
	Global Business	Knowledge of global business is essential for tapping into the growing global healthcare demand and expanding global operations, as we aim to become "a global company that exerts a unique presence worldwide."
	Digital Technology	Knowledge of digital technology is essential for leveraging digital tools to drive transformation and enhance the Group's competitiveness, as we work to foster an organizational culture dedicated to taking up new challenges, and help consumers to enjoy healthier and happier lives.

## Reference

### [Standards for Determining Independence of External Executives]

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

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

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

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

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

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

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

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

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

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

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

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