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(Stock Exchange Code 2296)

June 4, 2019

To Shareholders with Voting Rights:

ITOHAM YONEKYU HOLDINGS INC.
1-6-21 Mita, Meguro-ku, Tokyo, Japan

NOTICE OF THE 3RD ORDINARY GENERAL MEETING OF SHAREHOLDERS

1. Date and Time: Tuesday, June 25, 2019 at 10:00 a.m. Japan time
(Reception Desk will open at 9:00 a.m.)

2. Place: The Garden Hall (inside YEBISU GARDEN PLACE)
1-13-2 Mita, Meguro-ku, Tokyo, Japan

3. Meeting Agenda:

- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements for the 3rd Fiscal Year (April 1, 2018 - March 31, 2019) of ITOHAM YONEKYU HOLDINGS INC. (the “Company”) and results of audits by the Accounting Auditor and the Board of Auditors of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the Company’s 3rd Fiscal Year (April 1, 2018 - March 31, 2019)

Matters to be resolved:

- Proposal 1:** Election of 9 Directors
Proposal 2: Election of 1 Auditor

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- Of the documents required to be provided together with this Notice, “Notes to the Consolidated Financial Statements” and “Notes to the Non-consolidated Financial Statements” are posted at the “General Meeting of Shareholders” section on the Company’s website (in Japanese) in accordance with provisions of laws and regulations as well as Article 14 of the Company’s Articles of Incorporation and therefore are not provided in the Appendix to this Notice. The Consolidated Financial Statements and Non-consolidated Financial Statements that were audited by the Auditors and Accounting Auditor in preparing Audit Report and Accounting Audit Report include information provided in the Appendix and matters need to be presented as the “Notes to the Consolidated Financial Statements” and “Notes to the Non-consolidated Financial Statements.”
 - When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
 - Should the Appendix to this Notice (including the Reference Documents for the General Meeting of Shareholders) require revisions by the day before this Ordinary General Meeting of Shareholders, such notice will be posted on the Company’s website (<http://www.itoham-yonekyu-holdings.com/>).
 - Please note that no souvenirs will be provided to the shareholders attending the Ordinary General Meeting of Shareholders. We would appreciate your understanding.
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Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Election of 9 Directors

The terms of office of all 9 Directors will expire at the conclusion of this year's Ordinary General Meeting of Shareholders. Accordingly, the election of 9 Directors including 2 Outside Directors is proposed.

The candidates are as follows:

No.		Name		Current positions and responsibilities in the Company	Attendance at the Board of Directors meetings
1	Reelection	Hikomichi Ogawa	(Age: 60)	Director, Chairman of the Board	100% (13/13)
2	Reelection	Isao Miyashita	(Age: 51)	Representative Director Chief Executive Officer	100% (13/13)
3	Reelection	Ikurou Shibayama	(Age: 63)	Representative Director Executive Vice President (Quality Assurance / Group Production / R&D)	100% (13/13)
4	Reelection	Akihisa Horiuchi	(Age: 59)	Director, Managing Executive Officer	100% (10/10)
5	New candidate	Katsuhiro Ito	(Age: 59)	Managing Executive Officer (Corporate (Accounting & Finance / General Affairs / Human Resource) / Compliance)	-
6	Reelection	Ken Yamaguchi	(Age: 51)	Director, Executive Officer (Group Meat Division)	100% (13/13)
7	Reelection	Masayuki Yoneda	(Age: 59)	Director, Executive Officer	100% (13/13)
8	Reelection	Yumiko Ichige	(Age: 58)	Outside Director Independent Officer	Director 100% (10/10)
9	Reelection	Aya Ito	(Age: 46)	Outside Director Independent Officer	Director 100% (10/10)

No.	Name (Date of birth)	Career summary, position and responsibilities in the Company and significant concurrent positions		Number of shares of the Company held
1	[Reelection] Hiromichi Ogawa (November 18, 1958) (Age: 60) Term of office as Director: 2 years Attendance at the Board of Directors meetings 100% (13/13)	April 1981 June 1998 April 2004 September 2004 November 2005 April 2013 April 2014 April 2017 June 2017	Joined Mitsubishi Corporation Director; General Manager, Administration Division, Nichiryō Baking Co., LTD. Senior Vice President; Division Director, Products & Distribution Division, Lawson, Inc. Executive Managing Officer; Division Director, Products & Distribution Division, Lawson, Inc. Manager, LAWSON Project Management Unit, Mitsubishi Corporation General Manager, Retail Business Dept., Mitsubishi Corporation Senior Vice President; General Manager, Living Essentials Group CEO Office, Mitsubishi Corporation Advisor, the Company Director, Itoham Foods Inc. (current position) Director, Yonekyu Corporation (current position) Director, Chairman of the Board, the Company (current position)	33,041
	[Reason for nomination as candidate for Director] Mr. Hiromichi Ogawa has a proven record in strengthening the Group's governance system, and is nominated as a candidate for Director in the expectation that he will work toward enhancing the Group's corporate value through performing his duties as a Director by capitalizing on his broad knowledge in the overall management.			
2	[Reelection] Isao Miyashita (February 15, 1968) (Age: 51) Term of office as Director: 3 years and 3 months Attendance at the Board of Directors meetings 100% (13/13)	April 1990 August 2002 June 2003 May 2006 May 2007 May 2008 May 2013 April 2016	Joined Mitsubishi Corporation Director, Foodlink Corporation Director, Japan Farm Co., Ltd. Worked in Meat & Livestock Business Unit, Mitsubishi Corporation Operating Officer; General Manager of Corporate Strategy Planning Office, Yonekyu Corporation Director and Executive Operating Officer, Yonekyu Corporation President & Chief Executive Officer, Yonekyu Corporation Representative Director, Chief Executive Officer, the Company (current position) Director, Itoham Foods Inc. (current position) Director, Yonekyu Corporation (current position)	56,523
	[Reason for nomination as candidate for Director] Mr. Isao Miyashita has a proven record in leading the entire Group as Chief Executive Officer, and is nominated as a candidate for Director in the expectation that he will work toward enhancing the Group's corporate value through performing his duties as a Director by capitalizing on his broad knowledge in the overall management.			

No.	Name (Date of birth)	Career summary, position and responsibilities in the Company and significant concurrent positions		Number of shares of the Company held
3	<p>[Reelection]</p> <p>Ikurou Shibayama (January 20, 1956) (Age: 63)</p> <p>Term of office as Director: 3 years and 3 months</p> <p>Attendance at the Board of Directors meetings 100% (13/13)</p>	<p>April 1978</p> <p>March 2002</p> <p>March 2009</p> <p>April 2010</p> <p>June 2010</p> <p>March 2015</p> <p>April 2015</p> <p>April 2016</p> <p>March 2017</p> <p>April 2018</p>	<p>Joined ITOHAM DAILY Inc.</p> <p>General Manager, Manufacturing Department, Tohoku Plant, ITOHAM DAILY Inc.</p> <p>General Manager, Technology Department, Production Division, Processed Foods Division, Itoham Foods Inc.</p> <p>Executive Officer; Senior General Manager, Production Division, Processed Foods Division, responsible for Purchasing Department / Central Research Institute, Itoham Foods Inc.</p> <p>Director, Executive Officer, Itoham Foods Inc.</p> <p>Senior General Manager, Processed Foods Division, Itoham Foods Inc.</p> <p>Director, Managing Executive Officer, Itoham Foods Inc.</p> <p>Representative Director, Executive Vice President, the Company (current position)</p> <p>President / Representative Director, Itoham Foods Inc. (current position)</p> <p>Director, Yonekyu Corporation (current position)</p> <p>Responsible for Corporate Social Responsibility / Quality Assurance Departments, the Company</p> <p>Responsible for Quality Assurance / Group Production / R&D, the Company (current position)</p>	24,141
<p>[Reason for nomination as candidate for Director]</p> <p>Mr. Ikurou Shibayama has a proven record in strengthening the areas of production and R&D of the Group, and is nominated as a candidate for Director in the expectation that he will work toward enhancing the Group's corporate value through performing his duties as a Director by capitalizing on his broad knowledge in the overall management.</p>				
4	<p>[Reelection]</p> <p>Akihisa Horiuchi (June 6, 1960) (Age: 59)</p> <p>Term of office as Director: 1 year</p> <p>Attendance at the Board of Directors meetings 100% (10/10)</p>	<p>April 1979</p> <p>May 2003</p> <p>May 2006</p> <p>May 2009</p> <p>March 2011</p> <p>March 2013</p> <p>May 2015</p> <p>April 2017</p> <p>April 2018</p> <p>June 2018</p>	<p>Joined Yonekyu Corporation</p> <p>Director, Yonekyu Corporation</p> <p>Operating Officer, Yonekyu Corporation</p> <p>Executive Operating Officer, Yonekyu Corporation</p> <p>Senior General Manager, Merchandise Division, Yonekyu Corporation</p> <p>Senior General Manager, Sales Division, Yonekyu Corporation (current position)</p> <p>Director, Executive Operating Officer, Yonekyu Corporation</p> <p>Director, Senior Executive Operating Officer, Yonekyu Corporation</p> <p>Managing Executive Officer, the Company</p> <p>President & Chief Executive Officer, Yonekyu Corporation (current position)</p> <p>Director, Managing Executive Officer, the Company (current position)</p>	12,359
<p>[Reason for nomination as candidate for Director]</p> <p>Mr. Akihisa Horiuchi has a proven record in strengthening the area of processed food business of the Group, and is nominated as a candidate for Director in the expectation that he will work toward enhancing the Group's corporate value through performing his duties as a Director by capitalizing on his broad knowledge in the overall management.</p>				

No.	Name (Date of birth)	Career summary, position and responsibilities in the Company and significant concurrent positions		Number of shares of the Company held
5	[New candidate] Katsuhiro Ito (December 25, 1959) (Age: 59) Term of office as Director: - Attendance at the Board of Directors meetings -	April 1982 July 2008 April 2011 April 2014 April 2016 April 2017 April 2019	Joined Mitsubishi Corporation Assistant to Corporate Functional Officers, Mitsubishi Corporation (Human Resources) CFO, Mitsubishi International Corporation Senior Vice President, Senior Assistant to Corporate Functional Officers, Mitsubishi Corporation (General Administration of the Section) General Manager, Corporate Strategy & Planning Dept., Mitsubishi Corporation President & Managing Director, Mitsubishi Corporation (Hong Kong) Ltd. Managing Executive Officer, the Company (current position) Responsible for Corporate (Accounting & Finance / General Affairs / Human Resource) / Compliance, the Company (current position) Senior Managing Director, Chief Financial Officer, Itoham Foods Inc. (current position)	-
	[Reason for nomination as candidate for Director] Mr. Katsuhiro Ito is nominated as a candidate for Director in the expectation that he will work toward enhancing the Group's corporate value through performing his duties as a Director by capitalizing on his wealth of experience in the areas of overseas business, corporate strategy & planning and corporate functions along with his broad knowledge in the overall management.			
6	[Reelection] Ken Yamaguchi (November 11, 1967) (Age: 51) Term of office as Director: 2 years Attendance at the Board of Directors meetings 100% (13/13)	April 1991 March 2010 August 2011 February 2013 January 2016 March 2016 April 2016 April 2017 June 2017 April 2018	Joined Mitsubishi Corporation Director; Executive Officer responsible for Sales Administration, Foodlink Corporation Leader, Exported Meat Team, Feed & Meat Business Unit, Mitsubishi Corporation Manager, Feed & Meat Business Unit, Mitsubishi Corporation Executive Officer; Acting Senior General Manager, Meat Division, Itoham Foods Inc. Senior General Manager, Meat Division, Itoham Foods Inc. (current position) Director, Managing Executive Officer, Itoham Foods Inc. Executive Officer, the Company Director, Executive Officer, the Company (current position) Responsible for Group Meat Division, the Company (current position) Executive Director, Itoham Foods Inc. (current position)	1,000
	[Reason for nomination as candidate for Director] Mr. Ken Yamaguchi has a proven record in strengthening the area of fresh meat business of the Group, and is nominated as a candidate for Director in the expectation that he will work toward enhancing the Group's corporate value through performing his duties as a Director by capitalizing on his wealth of experience and broad knowledge in the food industry along with his expertise in the area of fresh meat business.			

No.	Name (Date of birth)	Career summary, position and responsibilities in the Company and significant concurrent positions		Number of shares of the Company held
7	<p>[Reelection]</p> <p>Masayuki Yoneda (August 27, 1959) (Age: 59)</p> <p>Term of office as Director: 2 years</p> <p>Attendance at the Board of Directors meetings 100% (13/13)</p>	<p>April 1982</p> <p>March 2013</p> <p>March 2014</p> <p>March 2016</p> <p>April 2016</p> <p>October 2016</p> <p>April 2017</p> <p>June 2017</p> <p>April 2018</p>	<p>Joined Itoham Foods Inc.</p> <p>Manager, Business Use Planning Department, Processed Foods Division, Itoham Foods Inc.</p> <p>Manager, CVS Sales Department, Food Service Sales Division, Processed Foods Division, Itoham Foods Inc.</p> <p>Acting Senior General Manager, Processed Foods Division, Itoham Foods Inc.</p> <p>Director, Executive Officer, Itoham Foods Inc.</p> <p>Senior General Manager, Processed Foods Division, Itoham Foods Inc. (current position)</p> <p>Executive Officer, the Company Director, Managing Executive Officer, Itoham Foods Inc.</p> <p>Director, Executive Officer, the Company (current position)</p> <p>Executive Director, Itoham Foods Inc. (current position)</p>	28,926
<p>[Reason for nomination as candidate for Director]</p> <p>Mr. Masayuki Yoneda has a proven record in strengthening the area of processed food business of the Group, and is nominated as a candidate for Director in the expectation that he will work toward enhancing the Group's corporate value through performing his duties as a Director by capitalizing on his wealth of experience and broad knowledge in the food industry along with his expertise in the area of processed food business.</p>				
8	<p>[Reelection]</p> <p>[Outside Director]</p> <p>[Independent Officer]</p> <p>Yumiko Ichige March 13, 1961 (Age: 58)</p> <p>Term of office as Director: 1 year</p> <p>Attendance at the Board of Directors meetings 100% (10/10)</p>	<p>April 1989</p> <p>April 1989</p> <p>December 2007</p> <p>April 2009</p> <p>September 2010</p> <p>June 2012</p> <p>May 2014</p> <p>December 2014</p> <p>December 2016</p> <p>June 2018</p>	<p>Registered as an attorney at law</p> <p>Joined IBM Japan, Ltd.</p> <p>Partner, Nozomi Sogo Attorneys at Law (current position)</p> <p>Deputy Chairman, Daini Tokyo Bar Association</p> <p>Deputy Secretary General, Japan Federation of Bar Associations</p> <p>Outside Director, NEC Networks & System Integration Corporation</p> <p>Outside Audit & Supervisory Board Member, AEON MALL Co., Ltd.</p> <p>Outside Director, SANYO TRADING CO., LTD.</p> <p>Outside Director, Sushiro Global Holdings Ltd. (current position)</p> <p>Outside Director, the Company (current position)</p>	-
<p>[Reason for nomination as candidate for Outside Director]</p> <p>Ms. Yumiko Ichige has been providing objective and professional advice and supervision to the Company based on her knowledge she has gained through experience as an attorney at law, and is nominated as a candidate for Outside Director in the expectation that she will work toward enhancing the Group's corporate value through performing her duties as a Director.</p> <p>She has never been involved in the management of a company except as an outside officer. However, the Company judges she will appropriately fulfill her duties as an Outside Director based on the above reasons.</p>				

No.	Name (Date of birth)	Career summary, position and responsibilities in the Company and significant concurrent positions		Number of shares of the Company held
9	[Reelection] [Outside Director] [Independent Officer]	October 2000	Joined Recruit Co., Ltd.	-
		June 2013	General Chief Editor of the Zexy magazine, Senior Manager, Media Produce Management Department, Bridal Business Division, Recruit Co., Ltd.	
	Aya Ito (May 24, 1973) (Age: 46)	April 2014	General Manager, Media Produce Management Department, Bridal Business Division, Recruit Co., Ltd.	
		April 2015	General Manager, Diversity Promotion Department, Recruit Holdings Co., Ltd.	
	Term of office as Director: 1 year	April 2016	General Manager, Sustainability Promotion Office, Recruit Holdings Co., Ltd.	
		April 2018	Partner, Sustainability Promotion Department, Recruit Holdings Co., Ltd. (current position)	
	Attendance at the Board of Directors meetings 100% (10/10)	June 2018	Outside Director, the Company (current position)	
[Reason for nomination as candidate for Outside Director] Ms. Aya Ito has been providing objective and professional advice and supervision to the Company based on her wealth of experience and knowledge she has gained through her duties and career, and is nominated as a candidate for Outside Director in the expectation that she will work toward enhancing the Group's corporate value through performing her duties as a Director. She has never been involved in the management of a company except as an outside officer. However, the Company judges she will appropriately fulfill her duties as an Outside Director based on the above reasons.				

(Notes)

1. There are no special interests between each candidate and the Company.
2. Age of each candidate is as of this year's Ordinary General Meeting of Shareholders.
3. The Company has entered into an agreement with each of Ms. Yumiko Ichige and Ms. Aya Ito in accordance with the provisions in Article 427, Paragraph 1 of the Companies Act to limit their liability for damages under Article 423, Paragraph 1 of the said Act. The agreement is a liability limitation agreement to limit their liability to the minimum amount of liability stipulated in Article 425, Paragraph 1 of the said Act.
4. Ms. Yumiko Ichige and Ms. Aya Ito are Independent Officers as prescribed in the regulations of the Tokyo Stock Exchange. The Company plans to reappoint them as independent officers, if their reelection is approved at this Ordinary General Meeting of Shareholders.

Proposal 2: Election of 1 Auditor

The Company proposes to increase 1 Auditor in order to strengthen its auditing system. Accordingly, the election of 1 Auditor is proposed.

In addition, the consent of the Board of Auditors has been obtained for this Proposal.

The candidate is as follows:

Name (Date of birth)	Career summary, position in the Company and significant concurrent positions		Number of shares of the Company held
[New candidate]	April 1983	Joined Canon Inc.	-
[Outside Auditor]	October 1985	Joined Asahi Shinwa & Co. (currently KPMG AZSA LLC)	
[Independent Officer]	August 1989	Registered as a certified public accountant	
Ichiro Ichikawa (May 10, 1958) (Age: 61)	December 2014	Established SWEAT CAPITAL Inc., President (current position)	
	December 2015	Outside Auditor, UNIMEDIA INC. (current position)	
	January 2017	Outside Auditor, INFOBAHN Group Inc. (current position)	
Term of office as Auditor: -			
[Reason for nomination as candidate for Outside Auditor] Mr. Ichiro Ichikawa has professional knowledge and wealth of experience in finance and accounting that he has gained as a certified public accountant, and is nominated as a candidate for Outside Auditor in the expectation that he will contribute to the further development of the Group through conducting audits from a broad and high level of perspective about the overall management.			

(Notes)

1. There is no special interest between Mr. Ichiro Ichikawa and the Company.
2. Age of Mr. Ichiro Ichikawa is as of this year's Ordinary General Meeting of Shareholders.
3. If this Proposal is approved as originally proposed at this Ordinary General Meeting of Shareholders, the Company plans to enter into an agreement with Mr. Ichiro Ichikawa in accordance with the provisions in Article 427, Paragraph 1 of the Companies Act to limit his liability for damages under Article 423, Paragraph 1 of the said Act. The agreement is a liability limitation agreement to limit his liability to the minimum amount of liability stipulated in Article 425, Paragraph 1 of the said Act.
4. Mr. Ichiro Ichikawa satisfies the requirements for an Independent Officer as provided for by the Tokyo Stock Exchange. The Company plans to submit notification to the aforementioned exchange concerning his appointment as an independent officer, if his election is approved at this Ordinary General Meeting of Shareholders.