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(Securities Code 2811)

March 5, 2025

(Measures for electronic provision have commenced on February 13, 2025)

## To Shareholders with Voting Rights:

Satoshi Yamaguchi  
President & Representative Director  
Kagome Co., Ltd.  
3-14-15 Nishiki, Naka-ku, Nagoya,  
Aichi, 460-0003 Japan

## NOTICE OF THE 81ST ANNUAL GENERAL MEETING OF SHAREHOLDERS

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

We are pleased to notify you that the 81st Annual General Meeting of Shareholders of Kagome Co., Ltd. (the “Company”) will be held for the purposes described below. Please refer to the Annual Securities Report, which will be disclosed on Friday, March 7, prior to the General Meeting of Shareholders.

- 1. Date and Time:** **Thursday, March 27, 2025, at 10:00 a.m. JST**  
**(Reception starts at 9:00 a.m.)**
- 2. Place:** **FOREST HALL at Niterra Civic Hall,**  
**1-5-1 Kanayama, Naka-ku, Nagoya, Aichi Prefecture, Japan**

Please note that the venue for the meeting is different from that of the previous year.

The meeting will be streamed live on the website. For details, please refer to the Company’s IR website.\*

<https://www.kagome.co.jp/company/ir/events/meeting/online/>



- 3. Agenda:**  
**Matters to be reported:**
  1. The Business Report, Consolidated Financial Statements and Non-Consolidated Financial Statements for the Company’s 81st Fiscal Year (January 1, 2024 to December 31, 2024)
  2. Results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit and Supervisory Committee

**Proposal to be resolved:**

**Proposal:** Election of six (6) Directors (excluding Directors who are Audit and Supervisory Committee Members)

\* Viewing the live stream does not constitute attendance at the General Meeting of Shareholders under the Companies Act, and you will not be able to vote on any resolutions during the meeting.

Please exercise your voting rights in advance. Please also note that you may not ask questions or make motions.

## Measures for electronic provision

We have taken measures for the electronic provision of this General Meeting of Shareholders, and the matters subject to measures for electronic provision have been posted on the websites shown below.

The Company's website:

<https://www.kagome.co.jp/company/ir/events/meeting/>

The website of the Tokyo Stock Exchange:

<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show>

Kagome Co., Ltd.



Tokyo Stock Exchange



Please access the website above, search by entering the Company's name or securities code, and select "Basic information" then "Documents for public inspection/PR information" to view the matters.

**If you are unable to attend the meeting, you may exercise your voting rights via the Internet or by sending the Voting Rights Exercise Form enclosed herewith by postal mail.** Please review the Reference Documents for the General Meeting of Shareholders and exercise your voting rights in accordance with the Guide to Exercising Voting Rights on page 3.

- ◎ Documents delivered to shareholders who requested document delivery will not include the following matters, in accordance with laws, regulations, and Article 14 of the Company's Articles of Incorporation. The documents delivered will therefore constitute one part of the documents audited by the Audit and Supervisory Committee and the Accounting Auditor when preparing their audit reports.  
"Current Status of the Corporate Group," "Matters related to Stock Acquisition Rights, etc.," "Status of Accounting Auditor," "Structure and Policy of the Company," "Consolidated Statements of Changes in Net Assets," "Notes to the Consolidated Financial Statements," "Statements of Changes in Net Assets," and "Notes to the Non-Consolidated Financial Statements"
- ◎ If you need assistance in attending the General Meeting of Shareholders, please contact the staff on the day of the meeting.

### Updates

Any updates to the matters subject to measures for electronic provision will be posted on each website on which the matters are posted.

## Guide to Exercising Voting Rights

**Please exercise your voting rights, which allow you to be involved in the management of the Company.**

The following methods are available for exercising your voting rights after reviewing the **Reference Documents for the General Meeting of Shareholders** starting from page 5.

### **Shareholders who will attend the meeting**

Present the Voting Rights Exercise Form at the reception desk.

**This year's meeting will be held at Niterra Civic Hall.**

Date and time of the meeting

**Thursday, March 27, 2025, at 10:00 a.m.**

**(Doors open at 9:00 a.m.)**

\*Note that persons who are not shareholders with voting rights, such as non-shareholder proxies or persons accompanying shareholders (except persons assisting a shareholder who requires support), will not be permitted to attend the meeting.

\*Please bring this notice with you on the day of the meeting.

\*Shareholders who attend the meeting will be presented with product samples as they leave the venue.

### **Shareholders who will exercise their voting rights in writing (by postal mail)**

Indicate your vote for or against the proposals on the Voting Rights Exercise Form and return it. If there is no indication of approval or disapproval for a proposal, it will be deemed as “approval” for that proposal made by the Company.

Deadline

**Voting Rights Exercise Forms should arrive no later than 5:30 p.m. on Wednesday, March 26, 2025.**

#### **Guide to filling out the Voting Rights Exercise Form**

##### **Proposal**

- **If you approve the appointment of all candidates, mark a  in the “贊” box.**
- **If you disapprove of the appointment of all candidates, mark  in the “否” box.**
- **If you disapprove of certain candidates, mark a  in the “贊” box and enter the numbers of the candidates you wish to veto.**

### **Shareholders who will exercise their voting rights via the Internet**

Follow the instructions on the next page to indicate your vote for or against the proposal.

Deadline

**Voting rights should be exercised no later than 5:30 p.m. on Wednesday, March 26, 2025.**

### **Procedures for Exercising Voting Rights via the Internet**

Exercise your voting rights via the Internet by accessing the Company's designated **voting rights exercise website** (<https://evote.tr.mufg.jp/>) by computer or smartphone.

#### **Using a smartphone**

Scan the QR code login provided on the right side of the voting stub of the enclosed Voting Rights Exercise Form.

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

#### **Using a computer, etc.**

You may access the website, **enter the login ID and temporary password that are indicated on the enclosed Voting Rights Exercise Form** and follow the instructions on the website to indicate your vote for or against the proposal.

#### **Notes:**

- Votes via the Internet will be accepted until 5:30 p.m. on the day before the General Meeting of Shareholders (Wednesday, March 26, 2025).
- If you exercise your voting rights both by postal mail and via the Internet, only the Internet vote will be considered valid.
- If you exercise your voting rights multiple times via the Internet, only the last vote cast will be considered valid.

#### **Inquiries about the system (Help Desk)**

Securities Agency Division, Mitsubishi UFJ Trust and Banking Corporation

Tel: **0120-173-027** (operating hours: 9:00 a.m. to 9:00 p.m.; toll-free in Japan)

## Reference Documents for the General Meeting of Shareholders

**Proposal:** Election of six (6) Directors (excluding Directors who are Audit and Supervisory Committee Members)

The terms of office of all six (6) Directors (excluding Directors who are Audit and Supervisory Committee Members; the same shall apply throughout this proposal), will expire at the conclusion of this year's Annual General Meeting of Shareholders. Accordingly, the election of six (6) Directors, including two (2) External Directors, is proposed.

The candidates are as follows:

| No. | Name  | Position and responsibilities at the Company | Attendance at Board of Directors meetings |
|-----|---|--|---|
| 1   | Satoshi Yamaguchi [Reappointment]                         | President & Representative Director          | 100%<br>(14 out of 14 meetings)           |
| 2   | Yoshihisa Hairo [Reappointment]                           | Director & Executive Officer                 | 100%<br>(10 out of 10 meetings)           |
| 3   | Harunobu Okuya [Reappointment]                            | Director & Executive Officer                 | 100%<br>(10 out of 10 meetings)           |
| 4   | Takeshi Saeki [New appointment]                           | Managing Executive Officer                   | —   |
| 5   | Kumi Arakane [Reappointment]<br>[External Director]       | External Director                            | 100%<br>(14 out of 14 meetings)           |
| 6   | Shigeru Kumekawa [New appointment]<br>[External Director] | —  | —   |

| No. | Name<br>(Date of birth)  | Career summary, position, responsibilities<br>and significant concurrent position   | Number of<br>shares of the<br>Company held |
|-----|--|---|--|
| 1   | Satoshi Yamaguchi<br>(December 29, 1960)<br>[Reappointment]  | April 1983      Joined the Company<br>April 2003      General Manager, Institutional & Industrial Business Unit<br>April 2010      Executive Officer<br>April 2010      Director, Institutional & Industrial Business Division<br>October 2015    Director, Innovation Division<br>October 2018    Director, Vegetable Business Division<br>March 2019      Director & Managing Executive Officer<br>January 2020    President & Representative Director (to present) | 21,700                                     |
|     | [Reason for nomination as candidate for Director]<br>As President & Representative Director, Mr. Satoshi Yamaguchi is responsible for managing the Group, and is leading businesses to achieve the medium-term management plan and to realize the Company's vision to become a vegetable company. In light of his track record and extensive experience in the institutional & industrial business and research departments, the Company proposes his reappointment as Director in the belief that he is capable of realizing sustainable growth and improving the Company's corporate value over the medium and long terms. |   |  |

| No.  | Name<br>(Date of birth)   | Career summary, position, responsibilities<br>and significant concurrent position |   | Number of<br>shares of the<br>Company held |
|--|---|---|---|--|
| 2  | Yoshihisa Hairo<br>(October 6, 1967)<br><br>[Reappointment]   | April 1990  | Joined the Company  | 1,600                                      |
|  |   | April 2013  | Director, Kagome Australia Pty Ltd.   |  |
| April 2016   | General Manager, Global Quality Assurance Department,<br>International Business Division of the Company |   |   |  |
| April 2019   | General Manager, Purchasing Department, Production &<br>Purchasing Division                             |   |   |  |
| October 2020   | Director, Production & Purchasing Division (to present)   |   |   |  |
| April 2021   | Executive Officer   |   |   |  |
| March 2024   | Director & Executive Officer (to present)   |   |   |  |
| March 2025   | Director & Managing Executive Officer (scheduled)   |   |   |  |
| [Reason for nomination as candidate for Director]<br>Mr. Yoshihisa Hairo began his career in quality control and procurement practices and was seconded to an overseas subsidiary, where he was involved in the post-acquisition integration and management of the subsidiary. He has extensive experience in factory management, international procurement, and quality assurance. With his meticulousness and strategic acumen, he currently leads the transformation of the production and procurement system as Director & Executive Officer and Director of the Production & Purchasing Division. The Company proposes his reappointment as Director in the belief that he is capable of realizing sustainable growth and improving the Company's corporate value over the medium and long terms.   |   |   |   |  |
| 3  | Harunobu Okuya<br>(March 17, 1968)<br><br>[Reappointment]   | April 1990  | Joined the Company  | 2,100                                      |
|  |   | November 2013   | General Manager, Planning & Coordination Department, Asia<br>Business Company |  |
| March 2014   | CFO and General Manager, Planning & Coordination<br>Department, Asia Business Company                   |   |   |  |
| October 2015   | General Manager, Planning & Coordination Department, Global<br>Consumer Business Unit                   |   |   |  |
| April 2016   | General Manager, Planning & Management Department,<br>International Business Division                   |   |   |  |
| November 2021  | General Manager, Corporate Planning Department and General<br>Manager, US Growth Strategy Department    |   |   |  |
| April 2022   | Executive Officer   |   |   |  |
| March 2024   | Director & Executive Officer (to present)   |   |   |  |
| April 2024   | Director, Corporate Division and General Manager, Corporate<br>Planning Department (to present)         |   |   |  |
| March 2025   | Director & Managing Executive Officer (scheduled)   |   |   |  |
| [Reason for nomination as candidate for Director]<br>Mr. Harunobu Okuya began his career in agricultural raw materials and procurement practices and expanded his experience and knowledge of international business through involvement in business development and secondments to overseas companies and overseas subsidiaries. With his broad perspective, he has long been at the core of the Company's international business. Currently, as Director & Executive Officer, Director of the Corporate Division, and General Manager of the Corporate Planning Department, he leads Kagome's growth by strengthening the Group's management foundation and optimizing its management resources. The Company proposes his reappointment as Director in the belief that he is capable of realizing sustainable growth and improving the Company's corporate value over the medium and long terms. |   |   |   |  |

| No.   | Name<br>(Date of birth)   | Career summary, position, responsibilities<br>and significant concurrent position |   | Number of<br>shares of the<br>Company held |
|---|---|---|---|--|
| 4   | Takeshi Saeki<br>(December 1, 1962)<br><br>[New appointment]  | April 1986  | Joined KYOCERA Corporation  | 2,700                                      |
|   |   | May 1991  | Seconded to YASHICA Kyocera GmbH (Germany)  |  |
|   |   | January 2003  | Joined the Company  |  |
|   |   | April 2013  | CFO, Tomato Business Company  |  |
|   |   | October 2017  | General Manager, Finance & Accounting Department  |  |
|   |   | April 2020  | Executive Officer   |  |
|   |   | November 2021   | CFO, CRO and Executive Director, Enterprise Risk Management Committee (to present)  |  |
|   |   | October 2023  | Managing Executive Officer (to present)   |  |
|   |   | March 2024  | General Manager, Finance & Accounting Department (to present)   |  |
| [Reason for nomination as candidate for Director]<br>As Managing Executive Officer, Chief Financial Officer (CFO) and Chief Risk Management Officer (CRO), Mr. Takeshi Saeki is responsible for managing the Group. He has been supervising the finance & accounting department, and has worked to drive business portfolio reforms, including the consolidation of U.S.-based Ingomar, and strengthen Group governance. In light of his track record and extensive experience in international business and the corporate planning department, the Company proposes his appointment as Director in the belief that he is capable of realizing sustainable growth and improving the Company's corporate value over the medium and long terms. |   |   |   |  |
| 5   | Kumi Arakane<br>(July 4, 1956)<br><br>[Reappointment]<br>[External Director]<br><br>[Term of office as<br>External Director: five<br>years] | April 1981  | Joined KOBAYASHI KOSÉ COMPANY LIMITED (currently, KOSÉ Corporation)   | 500  |
|   |   | July 1997   | Obtained PhD in Pharmaceutical Sciences from the University of Tokyo  |  |
|   |   | March 2002  | Senior Chief Researcher, R&D Headquarters Advanced Cosmetic Research Laboratories, KOSÉ Corporation                                       |  |
|   |   | March 2004  | General Manager, Product Development Dept., Marketing Headquarters, KOSÉ Corporation  |  |
|   |   | March 2006  | Executive Officer and Deputy Director-General, Marketing Headquarters and General Manager, Product Development Dept., KOSÉ Corporation    |  |
|   |   | March 2010  | Executive Officer and General Manager, R&D Laboratories, KOSÉ Corporation   |  |
|   |   | March 2011  | Executive Officer and General Manager, Quality Assurance Dept., KOSÉ Corporation  |  |
|   |   | June 2011   | Director, KOSÉ Corporation (in charge of Quality Assurance Dept., Customer Service Center, Purchasing Dept., and Product Designing Dept.) |  |
|   |   | June 2017   | Standing Audit & Supervisory Board Member, KOSÉ Corporation   |  |
|   |   | March 2019  | Outside Audit & Supervisory Board member, Kubota Corporation  |  |
|   |   | March 2020  | External Director of the Company (to present)   |  |
|   |   | June 2020   | Outside Director, Toda Corporation (to present)   |  |
|   |   | March 2021  | Outside Director, Kubota Corporation (to present)   |  |
| [Reason for nomination as candidate for External Director and expected roles]<br>Dr. Kumi Arakane has extensive experience and knowledge in corporate management, backed by her experience at KOSÉ Corporation in managing research and development, product development and quality assurance as a Doctor of Pharmacy, and engaging in managerial execution and supervision as a Director. She gives appropriate advice on and supervises the management of the Company, which aims to achieve innovation-driven growth. The Company, based on the above, expects her to continue to play these roles and proposes her reappointment as External Director.   |   |   |   |  |

| No.   | Name<br>(Date of birth)   | Career summary, position, responsibilities<br>and significant concurrent position | Number of<br>shares of the<br>Company held   |   |
|---|---|---|--|---|
| 6   | Shigeru Kumekawa<br>(August 18, 1963)<br><br>[New appointment]<br>[External Director] | April 1986  | Joined Sony Corporation  | - |
|   |   | April 2006  | General Manager, Display & Home AV Marketing Department,<br>Sony Marketing Inc.    |   |
|   |   | April 2010  | Corporate Vice President, National Account Sales Division,<br>Sony Marketing Inc.  |   |
|   |   | April 2012  | Corporate Vice President, Marketing Division, Sony Marketing<br>Inc.               |   |
|   |   | September 2014  | Chairman & President, CJSC Sony Electronics (Moscow)                               |   |
|   |   | April 2016  | President, Sony Europe Limited   |   |
|   |   | April 2018  | Senior Vice President, Sony Corporation  |   |
|   |   | April 2019  | President and Representative Director, Sony Marketing Inc.                         |   |
|   |   | April 2022  | Deputy Global Sales & Marketing Officer, Sony Corporation<br>(concurrent position) |   |
|   | April 2024  | Chairman and Representative Director, Sony Marketing Inc. (to<br>present)         |  |   |
| [Reason for nomination as candidate for External Director and expected roles]<br>Mr. Shigeru Kumekawa has extensive knowledge in corporate management, particularly in the areas of international business, sales and marketing, backed by his experience at Sony Corporation in managing international sales of Sony products in Europe and the Middle East. He has also been involved in the management of Sony Marketing Inc., which conducts business in Japan, as Chairman and Representative Director, and President and Representative Director. The Company, based on the above, proposes his appointment as External Director in the belief that he is capable of providing advice on and supervising the management of the Company as it pursues medium- to long-term growth through globalization. |   |   |  |   |

Notes:

1. There is no special interest between the Company and any of the above candidates for Directors.
2. Dr. Kumi Arakane and Mr. Shigeru Kumekawa are candidates for External Directors.
3. Dr. Kumi Arakane satisfies the Standards for Judging the Independence of Independent External Directors of the Company, and she has been named as an Independent Director in the notification required by Tokyo Stock Exchange, Inc. for the purpose of protecting general shareholders. Mr. Shigeru Kumekawa also satisfies the Standards for Judging the Independence of Independent External Directors of the Company and will be named as an Independent Director in a notification to the Exchange. For details about the Standards for Judging the Independence of Independent External Directors of the Company, please refer to pages 11 and 12.
4. Pursuant to the provisions of the Articles of Incorporation, the Company entered into an agreement with Dr. Kumi Arakane when she took office as an External Director to limit her liability for compensation for damages, which is stipulated in Article 423, Paragraph 1 of the Companies Act, to the amount specified by the laws and regulations. If the candidate is reappointed, the Company plans to continue the aforementioned liability limitation agreement with her. If Mr. Shigeru Kumekawa is appointed, the Company plans to enter into a similar liability limitation agreement with him.
5. The Company has entered into contracts for director/officer liability insurance that cover all its Directors to indemnify them against liabilities and claims that may arise in the course of performing their duties. If the candidates take office as Director, they will be covered by the insurance policies, which will be renewed during their term of office.
6. Dr. Kumi Arakane's name in the family registry is Ms. Kumi Kameyama.



To enhance the corporate value of the Company over the medium to long term through exercising the advisory and monitoring functions of the Board of Directors to the fullest extent, we ensure that the size of the Board of Directors is optimal to enable high-quality deliberation while ensuring diversity and balance in terms of knowledge, capability and experience. To achieve this, we have defined a total of 11 skills required of directors: management skills for advancing corporate management, and functional skills to implement Kagome’s business and medium-term management plans and thereby improve business performance. In light of the requirements to be certified as possessing skills (\*), the skills possessed are identified based on each director’s knowledge, capability, and experience.

Categories, items and definition of skills

| <b>Categories / Items</b>   | <b>Definition</b>  |
|---|--|
| <b>Management skills for advancing corporate management</b>   |  |
| Corporate management  | Core corporate management skills pertaining to business management, vision/strategic planning, and leadership  |
| Finance & accounting  | Skills to appropriately manage and operate management resources and establish a good relationship of trust with the capital market   |
| Legal affairs & risk management   | Skills to accurately identify, assess, and respond to the external environment and various risks that may arise in the course of business to ensure fair and appropriate management                          |
| HR development & diversity  | Skills to effectively retain and develop human capital while leveraging diverse ideas and experiences to create new corporate value  |
| Sustainability management   | Skills to increase corporate value through management practices that consider environmental and social sustainability based on our corporate philosophy of “appreciation,” “nature” and “corporate openness” |
| <b>Functional skills to implement Kagome’s business and medium-term management plans and thereby improve business performance</b> |  |
| Agriculture, food & nutrition   | Skills to identify issues based on knowledge and insights into agriculture, agricultural policy, food, and nutrition   |
| Research & technology   | Skills to advance R&D and technology development strategies that create business seeds for the company   |
| Marketing & brand management  | Skills to manage brand value and implement effective marketing strategies  |
| Production, purchasing & quality  | Skills to accurately ensure stable procurement of raw ingredients and manufacturing of quality-first products  |
| Sales & SCM   | Skills to deploy sales strategies that create efficient supply chains and customer relationships   |
| Global business   | Skills to execute business strategies that effectively utilize management resources in a global environment  |

\*Standards to be certified as possessing skills

- 1) Having corporate management experience as an Internal Director of a company.
- 2) Having management experience as a Division Director performing the relevant professional function or in an equivalent position.
- 3) Having experience in directly contributing to the management of a company by utilizing the relevant knowledge and expertise from a corporate management perspective.

Skills Matrix of the Board of Directors (Subject to Approval of Proposal)

| Name   | Attribute            | Management skills for advancing corporate management |                       |                                 |                            |                           | Functional skills to implement Kagome's business and medium-term management plans and thereby improve business performance |                       |                              |                                  |                       |                       |
|--|----------------------|--|-----------------------|---------------------------------|----------------------------|---------------------------|--|-----------------------|------------------------------|----------------------------------|-----------------------|-----------------------|
|  |                      | Corporate management                                 | Finance & accounting  | Legal affairs & risk management | HR development & diversity | Sustainability management | Agriculture, food & nutrition  | Research & technology | Marketing & brand management | Production, purchasing & quality | Sales & SCM           | Global business       |
| Satoshi Yamaguchi<br>President & Representative Director                     |                      | <input type="radio"/>                                |                       | <input type="radio"/>           | <input type="radio"/>      | <input type="radio"/>     | <input type="radio"/>  | <input type="radio"/> |                              |                                  | <input type="radio"/> |                       |
| Yoshihisa Hairo<br>Director & Managing Executive Officer                     |                      | <input type="radio"/>                                |                       |                                 | <input type="radio"/>      |                           | <input type="radio"/>  |                       |                              | <input type="radio"/>            |                       | <input type="radio"/> |
| Harunobu Okuya<br>Director & Managing Executive Officer                      |                      | <input type="radio"/>                                |                       |                                 | <input type="radio"/>      | <input type="radio"/>     |  |                       |                              | <input type="radio"/>            |                       | <input type="radio"/> |
| Takeshi Saeki<br>Director & Managing Executive Officer                       |                      | <input type="radio"/>                                | <input type="radio"/> | <input type="radio"/>           |                            |                           |  |                       |                              |                                  |                       | <input type="radio"/> |
| Kumi Arakane<br>External Director  | External Independent | <input type="radio"/>                                |                       | <input type="radio"/>           |                            | <input type="radio"/>     |  | <input type="radio"/> | <input type="radio"/>        | <input type="radio"/>            |                       |                       |
| Shigeru Kumekawa<br>External Director  | External Independent | <input type="radio"/>                                |                       |                                 |                            |                           |  |                       | <input type="radio"/>        |                                  | <input type="radio"/> | <input type="radio"/> |
| Hitoshi Takano<br>Director (Audit and Supervisory Committee Member)          |                      | <input type="radio"/>                                |                       | <input type="radio"/>           |                            |                           |  |                       | <input type="radio"/>        |                                  | <input type="radio"/> | <input type="radio"/> |
| Tatsuya Endo<br>External Director (Audit and Supervisory Committee Member)   | External Independent |  | <input type="radio"/> | <input type="radio"/>           |                            |                           |  |                       |                              |                                  |                       | <input type="radio"/> |
| Asako Yamagami<br>External Director (Audit and Supervisory Committee Member) | External Independent |  |                       | <input type="radio"/>           | <input type="radio"/>      |                           |  |                       |                              |                                  |                       | <input type="radio"/> |

### **Opinion of the Audit and Supervisory Committee**

The Audit and Supervisory Committee has carefully examined the appointment of the Company's Directors and the remuneration of Directors, excluding Directors who are Audit and Supervisory Committee Members, which also involved the checking of discussions at the Remuneration and Nomination Advisory Committee. With regard to the appointment of Directors, the Committee determined that the nomination procedures were appropriate, and has judged that each candidate is suitably qualified to be a Director of the Company after evaluating them in terms of their performance of duties and achievements during the fiscal year under review, remarks made at the Board of Directors meetings, career background and experience. In addition, with regard to the remuneration of Directors, excluding Directors who are Audit and Supervisory Committee Members, the Committee has judged that the decision-making procedures are appropriate, and that the remuneration packages are reasonable based on the concept of the remuneration system and the calculation method used to compute the specific remuneration amount.

#### **(For Reference)**

### **The Company's Policy on Appointing Directors**

To realize enhancement of the corporate value of the Company over the medium to long term through exercising the advisory and monitoring functions of the Board of Directors to the fullest extent, the Company believes it is desirable to have an optimal size for the Board of Directors to enable high-quality deliberation while ensuring diversity and balance in the composition of the Board of Directors in terms of age, gender, knowledge, capability and experience. The procedure for appointing candidates is determined at the Board of Directors after deliberation at the Remuneration and Nomination Advisory Committee whose majority members are External Directors.

If the election of director candidates is approved at this General Meeting of Shareholders, the Board of Directors will consist of nine (9) members, including six (6) Directors (excluding Directors who are Audit and Supervisory Committee Members) and three (3) Directors who are Audit and Supervisory Committee Members, of whom four (4) are Independent External Directors. Our External Directors come from a variety of backgrounds, and include a company owner, certified tax accountant, and attorney. They also have extensive experience and knowledge that contribute to the diversity management and business globalization included in our medium- to long-term vision and the achievement of longer, healthier lives through food.

### **The Company's Procedures for Appointing Directors**

With regard to the nomination of Directors, the Company has established the Remuneration and Nomination Advisory Committee, in which Independent External Directors account for at least one half of its members, to ensure fairness and appropriateness in nomination of Directors, by respecting the advice of the committee to the fullest extent at meetings of the Board of Directors.

### **Standards for Judging the Independence of Independent External Directors of the Company**

The Company deems an External Director to have sufficient independence in the event that they meet the Standards for Judging the Independence as described below:

- 1) A person who is not or was not a Director, Audit & Supervisory Board Member (excluding Outside Officer), Executive Officer or employee of the Kagome Group;
- 2) A person who is not or has not been a major shareholder of the Kagome Group in the past five business years (pertains to a shareholder who holds 10% or more of the total voting rights of the shares of the Kagome Group), or a person who is not a Director, Corporate Auditor, Executive, Executive Officer or employee of an entity for which the Kagome Group is a major shareholder;
- 3) A person who is not a Director, Corporate Auditor (excluding Outside Officer), Executive, Executive Officer or employee of a major business partner of the Kagome Group (pertains to a business partner whose amount of transactions with the Kagome Group is 2% or more of the consolidated revenue of the Kagome Group in any of the past three business years);
- 4) A person who is not a Director, Corporate Auditor (excluding Outside Officer), Executive, Executive Officer or employee of an entity for which the Kagome Group is a major business partner (pertains to a business partner with transactions with the Kagome Group that represent 2% or more of the consolidated revenue of the business partner in any of the past three business years);
- 5) A person who is not an officer or employee of corporations or organizations that receive a large amount of donations\* from the Kagome Group;

- \* An average of 10 million yen or more annually in the past three business years, or an amount that is 2% or more of revenue or total revenue of the recipient.
- 6) A person who is not a Director, Corporate Auditor (excluding Outside Officer), Executive, Executive Officer or employee of a corporation that mutually exchanges Directors, Corporate Auditors or Executive Officers with the Kagome Group;
- 7) A person who has not been a representative partner, partner, or employee of the accounting auditor of the Kagome Group in the past five years;
- 8) A person who is not an attorney-at-law, certified public accountant, certified tax accountant, consultant or other professional who receives a large amount of remuneration\* from the Kagome Group, other than compensation as an officer;
  - \* On average in the past three business years, 10 million yen or more in the case of an individual and 2% or more of consolidated revenue in the case of a corporation.
- 9) A person who is not the spouse, relative within the second degree of kinship or relative living with any person described in 1) through 8) above; and
- 10) A person whose total term of tenure as External Director is within eight years.

Note: The Kagome Group refers to Kagome Co., Ltd., and its subsidiaries.