

Note: This document is an unofficial excerpt translation and summary of the Notice of the 100th Annual General Shareholders Meeting and is provided for your convenience only, without any warranty as to its accuracy or as to the completeness of the information. The Japanese original version of the document is the sole official version.

Securities Code: 2871

June 4, 2018

Dear Shareholders,

Toshiaki Murai
Representative Director, Chairman
Nichirei Corporation
6-19-20 Tsukiji, Chuo-ku, Tokyo

Notice of the 100th Annual General Shareholders Meeting

You are cordially invited to attend the 100th Annual General Shareholders Meeting of Nichirei Corporation (the “Company”) to be held on June 26, 2018 as explained below.

If you are unable to attend the meeting in person, you may exercise your voting rights by mail or via the Internet. In that case, please review the “Reference Documents for the Annual General Shareholders Meeting” and exercise your voting rights by 5:00 p.m. on Monday, June 25, 2018.

Details

1. **Date and Time** Tuesday, June 26, 2018, at 10:00 a.m. (Reception starts at 9:00 a.m.)
2. **Place** AOI, 2nd Floor, Palace Hotel Tokyo
1-1-1 Marunouchi, Chiyoda-ku, Tokyo
3. **Purpose of the Meeting**
Matters to be reported
 1. Business Report, Consolidated Financial Statements and Audit Reports of the Consolidated Financial Statements by the Accounting Auditor and the Board of Auditors for the 100th Fiscal Year (from April 1, 2017 to March 31, 2018)
 2. Non-Consolidated Financial Statements for the 100th Fiscal Year (from April 1, 2017 to March 31, 2018)

Matters to be resolved

- Proposal 1:** Appropriation of Surplus
Proposal 2: Election of Ten (10) Directors
Proposal 3: Election of One (1) Company Auditor

Reference Documents for the Annual General Shareholders Meeting

Proposals and Reference Issues

Proposal 1: Appropriation of Surplus

As a basic policy, the Company maintains stable dividends by using consolidated dividends on equity ratio (DOE) as a reference, considering such factors as consolidated performance and cash flow for each fiscal year.

The Company proposes to pay year-end dividends based on consolidated business performance for the current fiscal year.

Matters relating to year-end dividends

- (1) Type of dividend property

Cash

- (2) Item concerning allocation of dividend property to shareholders and its total amount

Per share of common stock of the Company: ¥15

Total dividends: ¥1,999,057,230

(The annual dividend will be ¥30 per share, including an interim dividend of ¥15 per share.)

- (3) Effective date of dividends of surplus

June 27, 2018

Proposal 2: Election of Ten (10) Directors

The terms of office of all ten (10) Directors will expire at the conclusion of this Annual General Shareholders Meeting. Accordingly, the Company would like to request the election of ten (10) Directors including three (3) candidates for Outside Directors.

The candidates for Director are as follows.

1	Toshiaki Murai	January 4, 1955	Reappointment																											
<p>Number of the Company's shares owned 20,400</p> <p>Attendance at the meetings of the Board of Directors 17/19 (89.4%)</p>	<p>Career summary, position and areas of responsibility in the Company, and significant concurrent positions outside the Company</p> <table border="0"> <tr> <td style="padding-right: 10px;">April</td> <td style="padding-right: 10px;">1977</td> <td>Joined the Company</td> </tr> <tr> <td>June</td> <td>2001</td> <td>General Manager of Strategic Planning, the Company</td> </tr> <tr> <td>April</td> <td>2005</td> <td>President, Nichirei Logistics Group Inc.</td> </tr> <tr> <td>June</td> <td>2005</td> <td>Director, Executive Officer, the Company</td> </tr> <tr> <td>June</td> <td>2007</td> <td>Representative Director, President, the Company</td> </tr> <tr> <td>June</td> <td>2012</td> <td>Chairman, Nichirei Logistics Group Inc.</td> </tr> <tr> <td>June</td> <td>2013</td> <td>Representative Director, Chairman, the Company (to the present)</td> </tr> </table>			April	1977	Joined the Company	June	2001	General Manager of Strategic Planning, the Company	April	2005	President, Nichirei Logistics Group Inc.	June	2005	Director, Executive Officer, the Company	June	2007	Representative Director, President, the Company	June	2012	Chairman, Nichirei Logistics Group Inc.	June	2013	Representative Director, Chairman, the Company (to the present)						
April	1977	Joined the Company																												
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April	2005	President, Nichirei Logistics Group Inc.																												
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June	2007	Representative Director, President, the Company																												
June	2012	Chairman, Nichirei Logistics Group Inc.																												
June	2013	Representative Director, Chairman, the Company (to the present)																												
<p>Reasons for nomination as candidate for Director</p> <p>Mr. Toshiaki Murai has gained abundant experience in divisions such as overseas business and strategic planning as well as corporate management experience as President of the Company and its group company. Mainly at the Board of Directors and other various internal meetings, he provides opinions and advice, etc. from the viewpoint of a position governing the Group management.</p> <p>Accordingly, the Company nominates him as a candidate for Director in order to continue to take advantage of his experience and proven track record in the Company's management.</p>																														
2	Kunio Otani	May 1, 1956	Reappointment																											
<p>Number of the Company's shares owned 11,900</p> <p>Attendance at the meetings of the Board of Directors 19/19 (100%)</p>	<p>Career summary, position and areas of responsibility in the Company, and significant concurrent positions outside the Company</p> <table border="0"> <tr> <td style="padding-right: 10px;">April</td> <td style="padding-right: 10px;">1980</td> <td>Joined the Company</td> </tr> <tr> <td>April</td> <td>2005</td> <td>Director, Managing Executive Officer, Nichirei Proserve Inc.</td> </tr> <tr> <td>April</td> <td>2008</td> <td>General Manager of Strategic Planning, the Company</td> </tr> <tr> <td>June</td> <td>2010</td> <td>Executive Officer; General Manager of Corporate Supervise; General Manager of Strategic Planning, the Company</td> </tr> <tr> <td>April</td> <td>2012</td> <td>Representative Director, President, Nichirei Proserve Inc.</td> </tr> <tr> <td>June</td> <td>2012</td> <td>Director, Executive Officer; in charge of Corporate Internal Audit, Corporate Supervise, General Affairs, Human Resources Strategy, Accounting & Tax, and Public Relations; General Manager of Strategic Planning, the Company</td> </tr> <tr> <td>June</td> <td>2013</td> <td>Representative Director, President, the Company (to the present)</td> </tr> <tr> <td>June</td> <td>2016</td> <td>Representative Director, President, FINET,INC. (to the present)</td> </tr> <tr> <td>June</td> <td>2017</td> <td>Chairman, Japan Association of Refrigerated Warehouses (to the present)</td> </tr> </table> <p><i>Significant concurrent positions outside the Company</i></p> <p>Representative Director, President, FINET,INC. Chairman, Japan Association of Refrigerated Warehouses</p>			April	1980	Joined the Company	April	2005	Director, Managing Executive Officer, Nichirei Proserve Inc.	April	2008	General Manager of Strategic Planning, the Company	June	2010	Executive Officer; General Manager of Corporate Supervise; General Manager of Strategic Planning, the Company	April	2012	Representative Director, President, Nichirei Proserve Inc.	June	2012	Director, Executive Officer; in charge of Corporate Internal Audit, Corporate Supervise, General Affairs, Human Resources Strategy, Accounting & Tax, and Public Relations; General Manager of Strategic Planning, the Company	June	2013	Representative Director, President, the Company (to the present)	June	2016	Representative Director, President, FINET,INC. (to the present)	June	2017	Chairman, Japan Association of Refrigerated Warehouses (to the present)
April	1980	Joined the Company																												
April	2005	Director, Managing Executive Officer, Nichirei Proserve Inc.																												
April	2008	General Manager of Strategic Planning, the Company																												
June	2010	Executive Officer; General Manager of Corporate Supervise; General Manager of Strategic Planning, the Company																												
April	2012	Representative Director, President, Nichirei Proserve Inc.																												
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June	2013	Representative Director, President, the Company (to the present)																												
June	2016	Representative Director, President, FINET,INC. (to the present)																												
June	2017	Chairman, Japan Association of Refrigerated Warehouses (to the present)																												
<p>Reasons for nomination as candidate for Director</p> <p>Mr. Kunio Otani has attained a wealth of experience in divisions such as accounting & tax, strategic planning and corporate supervise as well as corporate management experience as President of the Company and its group company. Mainly at the Board of Directors and other various internal meetings, he provides opinions and advice, etc. from the viewpoint of a position governing the Group management.</p> <p>Accordingly, the Company nominates him as a candidate for Director in order to continue to take advantage of his experience and proven track record in the Company's management.</p>																														

3

Takumi Taguchi

April 9, 1963

Reappointment

<p>Number of the Company's shares owned 2,600</p> <p>Attendance at the meetings of the Board of Directors 19/19 (100%)</p>	<p>Career summary, position and areas of responsibility in the Company, and significant concurrent positions outside the Company</p> <p>April 1987 Joined the Company</p> <p>April 2011 General Manager of Finance, the Company</p> <p>April 2012 General Manager of Accounting & Tax, the Company</p> <p>June 2012 Director, Executive Officer, Nichirei Proserve Inc. Executive Officer; in charge of Finance & Investor Relations; General Manager of Accounting & Tax, the Company</p> <p>June 2014 Director, Executive Officer; supervising Corporate Internal Audit, Strategic Planning, Legal Affairs, Human Resources Strategy & General Affairs, Finance & Investor Relations, and Accounting & Tax; General Manager of Corporate Supervise; General Manager of Public Relations, the Company</p> <p>April 2018 Director, Executive Officer; supervising Corporate Internal Audit, Legal Affairs, Human Resources Strategy & General Affairs, Finance & Investor Relations, Accounting & Tax, and Public Relations; General Manager of Corporate Supervise, the Company (to the present)</p>
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Reasons for nomination as candidate for Director

Mr. Takumi Taguchi has acquired extensive experience in accounting & tax and finance divisions. Mainly at the Board of Directors and other various internal meetings, he provides opinions and advice, etc. based on his knowledge in accounting, finance, and others.

Accordingly, the Company nominates him as a candidate for Director in order to continue to take advantage of his experience and proven track record in the Company's management.

4

Yoshifumi Kaneko

June 9, 1959

Reappointment

<p>Number of the Company's shares owned 2,500</p> <p>Attendance at the meetings of the Board of Directors 18/19 (94.7%)</p>	Career summary, position and areas of responsibility in the Company, and significant concurrent positions outside the Company		
	April	1983	Joined the Company
	April	2005	General Manager of Logistics Management Division, Nichirei Foods Inc.
	April	2007	General Manager of Foodstuff Procurement Department, Nichirei Foods Inc.
	May	2009	General Manager of Kansai Branch Office, Sales Unit, Nichirei Foods Inc.
	April	2011	Executive Officer; General Manager of National Account Sales Division, Sales Unit, Nichirei Foods Inc.
	December	2012	Executive Officer, Nichirei Foods Inc. Director, Chairman, Nichirei Foods U.S.A., Inc.
	April	2014	Managing Executive Officer; supervising Imported Products Procurement Strategy Department and International Business Division, Nichirei Foods Inc.
	June	2014	Director, Managing Executive Officer; supervising Imported Products Procurement Strategy Department and International Business Division, Nichirei Foods Inc.
	June	2015	Representative Director, President, Nichirei Fresh Inc. (to the present) Director, Executive Officer, the Company (to the present)
<p><i>Significant concurrent positions outside the Company</i> Representative Director, President, Nichirei Fresh Inc.</p>			

Reasons for nomination as candidate for Director

Mr. Yoshifumi Kaneko has acquired abundant experience in divisions such as sales, procurement and logistics of the processed foods business, as well as corporate management experience as President of a Group company. Mainly at the Board of Directors and other various internal meetings, he provides opinions and advice, etc. based on his wealth of experience and achievement in Japan and overseas.

Accordingly, the Company nominates him as a candidate for Director in order to continue to take advantage of his experience and proven track record in the Company's management.

5	Kenya Okushi	January 15, 1965	Reappointment																								
<p>Number of the Company's shares owned 500</p> <p>Attendance at the meetings of the Board of Directors 15/15 (100%)*</p>	<p>Career summary, position and areas of responsibility in the Company, and significant concurrent positions outside the Company</p> <table border="0"> <tr> <td style="padding-right: 10px;">April</td> <td style="padding-right: 10px;">1988</td> <td>Joined the Company</td> </tr> <tr> <td>April</td> <td>2011</td> <td>General Manager of Business Coordination Division, Nichirei Foods Inc.</td> </tr> <tr> <td>April</td> <td>2013</td> <td>General Manager of Strategic Planning, the Company</td> </tr> <tr> <td>June</td> <td>2014</td> <td>Executive Officer; General Manager of Strategic Planning, the Company</td> </tr> <tr> <td>June</td> <td>2015</td> <td>Director, Managing Executive Officer; supervising Brand Promoting Department, Human Resources Strategy Department, Business Administration Department, Business Promoting Department, Imported Products Procurement Strategy Department, and International Business Division; General Manager of Strategic Planning Department, Nichirei Foods Inc.</td> </tr> <tr> <td>April</td> <td>2017</td> <td>Representative Director, President, Nichirei Foods Inc. (to the present)</td> </tr> <tr> <td>June</td> <td>2017</td> <td>Director, Executive Officer, the Company</td> </tr> <tr> <td>April</td> <td>2018</td> <td>Director, Executive Officer; supervising Strategic Planning, the Company (to the present)</td> </tr> </table> <p><i>Significant concurrent positions outside the Company</i> Representative Director, President, Nichirei Foods Inc.</p>			April	1988	Joined the Company	April	2011	General Manager of Business Coordination Division, Nichirei Foods Inc.	April	2013	General Manager of Strategic Planning, the Company	June	2014	Executive Officer; General Manager of Strategic Planning, the Company	June	2015	Director, Managing Executive Officer; supervising Brand Promoting Department, Human Resources Strategy Department, Business Administration Department, Business Promoting Department, Imported Products Procurement Strategy Department, and International Business Division; General Manager of Strategic Planning Department, Nichirei Foods Inc.	April	2017	Representative Director, President, Nichirei Foods Inc. (to the present)	June	2017	Director, Executive Officer, the Company	April	2018	Director, Executive Officer; supervising Strategic Planning, the Company (to the present)
April	1988	Joined the Company																									
April	2011	General Manager of Business Coordination Division, Nichirei Foods Inc.																									
April	2013	General Manager of Strategic Planning, the Company																									
June	2014	Executive Officer; General Manager of Strategic Planning, the Company																									
June	2015	Director, Managing Executive Officer; supervising Brand Promoting Department, Human Resources Strategy Department, Business Administration Department, Business Promoting Department, Imported Products Procurement Strategy Department, and International Business Division; General Manager of Strategic Planning Department, Nichirei Foods Inc.																									
April	2017	Representative Director, President, Nichirei Foods Inc. (to the present)																									
June	2017	Director, Executive Officer, the Company																									
April	2018	Director, Executive Officer; supervising Strategic Planning, the Company (to the present)																									
<p>Reasons for nomination as candidate for Director</p> <p>Mr. Kenya Okushi has gained a wealth of experience in divisions such as manufacturing and business coordination of the processed foods business as well as strategic planning. Mainly at the Board of Directors and other various internal meetings, he provides opinions and advice, etc. based on his experience and achievement in processed foods business and strategic planning.</p> <p>Accordingly, the Company nominates him as a candidate for Director in order to continue to take advantage of his experience and proven track record in the Company's management.</p>																											

* As Mr. Kenya Okushi was newly appointed as Director at the 99th Annual General Shareholders Meeting on June 27, 2017, his attendance at the meetings of the Board of Directors only counts those meetings held after that date.

6	Junji Kawasaki	November 23, 1961	Reappointment
Number of the Company's shares owned 500 Attendance at the meetings of the Board of Directors 15/15 (100%)*	Career summary, position and areas of responsibility in the Company, and significant concurrent positions outside the Company		
	April	1987	Joined the Company
	April	2013	General Manager of Quality Assurance Department, Nichirei Foods Inc.
	April	2014	Executive Officer; General Manager of Quality Assurance Department, Nichirei Foods Inc.
	April	2017	General Manager of Technology Management, the Company
	June	2017	Director, Executive Officer; supervising Quality Assurance; General Manager of Technology Management, the Company
	April	2018	Director, Executive Officer; supervising Technology Management; General Manager of Quality Assurance, the Company (to the present)
Reasons for nomination as candidate for Director Mr. Junji Kawasaki has acquired extensive experience in quality assurance division through duties that include performing quality audits and process quality management, and marketing division of the processed foods business. Mainly at the Board of Directors and other various internal meetings, he provides opinions and advice, etc. based on his knowledge in technology management and quality assurance. Accordingly, the Company nominates him as a candidate for Director in order to continue to take advantage of his experience and proven track record in the Company's management.			

* As Mr. Junji Kawasaki was newly appointed as Director at the 99th Annual General Shareholders Meeting on June 27, 2017, his attendance at the meetings of the Board of Directors only counts those meetings held after that date.

7	Kazuhiko Umezawa	January 5, 1966	New appointment
Number of the Company's shares owned 600 Attendance at the meetings of the Board of Directors —	Career summary, position and areas of responsibility in the Company, and significant concurrent positions outside the Company		
	April	1988	Joined the Company
	April	2008	Executive Officer; General Manager of Solution Development Department, Logistics Planner Inc.
	April	2012	Managing Executive Officer; General Manager of Management Division, Logistics Network, Inc.
	May	2014	Representative Director, President, Nichirei Logistics Tokai, Inc.
	May	2016	Representative Director, President, Nichirei Logistics Kansai, Inc.
	June	2017	Director, Managing Executive Officer; General Manager of Technology Information Planning Department; General Manager of Operation Innovation Promotion Department, Nichirei Logistics Group Inc.
	April	2018	President, Nichirei Logistics Group Inc. (to the present)
	<i>Significant concurrent positions outside the Company</i> President, Nichirei Logistics Group Inc.		
Reasons for nomination as candidate for Director Mr. Kazuhiko Umezawa has acquired abundant operational experience, including logistics solutions for low-temperature logistics business, as well as operational management. He also possesses considerable management experience from being president of a Group company. Accordingly, the Company nominates him as a candidate for Director in order to take advantage of his experience and proven track record in the Company's management.			

8	Shizuka Uzawa	January 30, 1946	Reappointment Outside Director candidate Independent Director/Auditor candidate																														
<p>Number of the Company's shares owned 500</p> <p>Attendance at the meetings of the Board of Directors 19/19 (100%)</p>	<p>Career summary, position and areas of responsibility in the Company, and significant concurrent positions outside the Company</p> <table border="0"> <tr> <td style="padding-right: 10px;">April</td> <td style="padding-right: 10px;">1969</td> <td>Joined Nisshinbo Industries, Inc. (currently Nisshinbo Holdings Inc.)</td> </tr> <tr> <td>June</td> <td>2001</td> <td>Director; Chief of Accounting and Finance Division, Nisshinbo Industries, Inc.</td> </tr> <tr> <td>June</td> <td>2004</td> <td>Executive Director, Nisshinbo Industries, Inc.</td> </tr> <tr> <td>June</td> <td>2006</td> <td>Director, Executive Managing Officer; Chief of General Affairs Division, Nisshinbo Industries, Inc.</td> </tr> <tr> <td>April</td> <td>2007</td> <td>Director, Senior Executive Managing Officer; Chief of Paper Products Division, Nisshinbo Industries, Inc.</td> </tr> <tr> <td>June</td> <td>2009</td> <td>President & Representative Director, Nisshinbo Holdings Inc.</td> </tr> <tr> <td>June</td> <td>2013</td> <td>Chairman & Representative Director, Nisshinbo Holdings Inc.</td> </tr> <tr> <td>October</td> <td>2013</td> <td>Outside Director, Japan Finance Corporation (to the present)</td> </tr> <tr> <td>March</td> <td>2015</td> <td>Outside Director, Sapporo Holdings Limited (to the present)</td> </tr> <tr> <td>June</td> <td>2016</td> <td>Outside Director, the Company (to the present)</td> </tr> </table> <p><i>Significant concurrent positions outside the Company</i></p> <p>Outside Director, Japan Finance Corporation Outside Director, Sapporo Holdings Limited</p>			April	1969	Joined Nisshinbo Industries, Inc. (currently Nisshinbo Holdings Inc.)	June	2001	Director; Chief of Accounting and Finance Division, Nisshinbo Industries, Inc.	June	2004	Executive Director, Nisshinbo Industries, Inc.	June	2006	Director, Executive Managing Officer; Chief of General Affairs Division, Nisshinbo Industries, Inc.	April	2007	Director, Senior Executive Managing Officer; Chief of Paper Products Division, Nisshinbo Industries, Inc.	June	2009	President & Representative Director, Nisshinbo Holdings Inc.	June	2013	Chairman & Representative Director, Nisshinbo Holdings Inc.	October	2013	Outside Director, Japan Finance Corporation (to the present)	March	2015	Outside Director, Sapporo Holdings Limited (to the present)	June	2016	Outside Director, the Company (to the present)
April	1969	Joined Nisshinbo Industries, Inc. (currently Nisshinbo Holdings Inc.)																															
June	2001	Director; Chief of Accounting and Finance Division, Nisshinbo Industries, Inc.																															
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March	2015	Outside Director, Sapporo Holdings Limited (to the present)																															
June	2016	Outside Director, the Company (to the present)																															
<p>Reasons for nomination as candidate for Outside Director</p> <p>Mr. Shizuka Uzawa has extensive experience as a corporate executive coupled with a wide-ranging knowledge of finance and accounting and, in the interest of Group management, provides opinions and advice during meetings of the Board of Directors and various other internal meetings (including meetings of the Nominating Advisory Committee and Remuneration Advisory Committee).</p> <p>Accordingly, the Company nominates him as a candidate for Outside Director in order to continue to take advantage of his active opinions and advice based on his experience and knowledge in the Company's management.</p> <p>Mr. Shizuka Uzawa has served as Outside Director of the Company since June 2016, and his term of office will be two years at the conclusion of this Annual General Shareholders Meeting.</p> <p>(Mr. Shizuka Uzawa satisfies the Criteria for Independence for Outside Directors and Outside Company Auditors established by the Company.)</p>																																	

9	Mieko Wanibuchi	February 28, 1948	Reappointment Outside Director candidate Independent Director/Auditor candidate
<p>Number of the Company's shares owned 500</p> <p>Attendance at the meetings of the Board of Directors 18/19 (94.7%)</p>	<p>Career summary, position and areas of responsibility in the Company, and significant concurrent positions outside the Company</p> <p>April 1995 General Manager, GINZA TAILOR CO.,LTD.</p> <p>April 2000 Representative Director, President, GINZA TAILOR CO.,LTD. (to the present)</p> <p>June 2003 Representative Director, President, Warney Creative Japan Co., Ltd. (currently GGG Co., Ltd.) (to the present)</p> <p>November 2003 Representative Director, President, Gintei Buildings Co., Ltd. (currently GINZA TAILOR GROUP CO., LTD.) (to the present)</p> <p>June 2016 Outside Director, the Company (to the present)</p> <p><i>Significant concurrent positions outside the Company</i></p> <p>Representative Director, President, GINZA TAILOR GROUP CO.,LTD.</p> <p>Representative Director, President, GINZA TAILOR CO.,LTD.</p> <p>Representative Director, President, GGG Co., Ltd.</p>		
<p>Reasons for nomination as candidate for Outside Director</p> <p>Ms. Mieko Wanibuchi has worked in corporate management for many years and leverages the experience and knowledge acquired through these endeavors to offer opinions and advice during meetings of the Board of Directors and various other internal meetings (including meetings of the Nominating Advisory Committee and Remuneration Advisory Committee) from perspectives that include the product and service purchasing behaviors of consumers.</p> <p>Accordingly, the Company nominates her as a candidate for Outside Director in order to continue to take advantage of her active opinions and advice based on her experience and knowledge in the Company's management.</p> <p>Ms. Mieko Wanibuchi has served as Outside Director of the Company since June 2016, and her term of office will be two years at the conclusion of this Annual General Shareholders Meeting.</p> <p>(Ms. Mieko Wanibuchi satisfies the Criteria for Independence for Outside Directors and Outside Company Auditors established by the Company.)</p>			

10	Kuniko Shoji	January 8, 1954	New appointment Outside Director candidate Independent Director/Auditor candidate																																				
Number of the Company's shares owned 0	Career summary, position and areas of responsibility in the Company, and significant concurrent positions outside the Company																																						
Attendance at the meetings of the Board of Directors -	<table border="0"> <tr> <td style="padding-right: 10px;">April</td> <td style="padding-right: 10px;">1977</td> <td>Joined Mochida Pharmaceutical Co., Ltd.</td> </tr> <tr> <td>July</td> <td>1986</td> <td>Joined Johnson & Johnson Medical K.K. (currently Johnson & Johnson K.K.)</td> </tr> <tr> <td>September</td> <td>2002</td> <td>Joined Terumo Corporation; General Manager of Regulatory Affairs Department, Terumo Corporation</td> </tr> <tr> <td>June</td> <td>2004</td> <td>Executive Officer; General Manager of Regulatory Affairs Department, Terumo Corporation</td> </tr> <tr> <td>April</td> <td>2005</td> <td>Executive Officer; General Manager of Regulatory Affairs Department; General Manager of Clinical Development Department, Terumo Corporation</td> </tr> <tr> <td>June</td> <td>2007</td> <td>Senior Executive Officer; General Manager of Regulatory Affairs Department; General Manager of Clinical Development Department, Terumo Corporation</td> </tr> <tr> <td>June</td> <td>2010</td> <td>Director, Senior Executive Officer; General Manager of Regulatory Affairs Department; General Manager of Clinical Development Department, Terumo Corporation</td> </tr> <tr> <td>April</td> <td>2014</td> <td>Director, Senior Executive Officer; responsible for Clinical Development Department; General Manager of Regulatory Affairs Department, Terumo Corporation</td> </tr> <tr> <td>July</td> <td>2015</td> <td>Director, Senior Executive Officer; Chief Clinical and Regulatory Affairs Officer; responsible for Clinical Development Department; General Manager of Regulatory Affairs Department, Terumo Corporation</td> </tr> <tr> <td>April</td> <td>2017</td> <td>Director, Corporate Advisor, Terumo Corporation</td> </tr> <tr> <td>June</td> <td>2017</td> <td>Corporate Advisor, Terumo Corporation (scheduled to retire from the post in June 2018)</td> </tr> <tr> <td>June</td> <td>2018</td> <td>Expected to assume office of Outside Director, MEDIPAL HOLDINGS CORPORATION</td> </tr> </table>			April	1977	Joined Mochida Pharmaceutical Co., Ltd.	July	1986	Joined Johnson & Johnson Medical K.K. (currently Johnson & Johnson K.K.)	September	2002	Joined Terumo Corporation; General Manager of Regulatory Affairs Department, Terumo Corporation	June	2004	Executive Officer; General Manager of Regulatory Affairs Department, Terumo Corporation	April	2005	Executive Officer; General Manager of Regulatory Affairs Department; General Manager of Clinical Development Department, Terumo Corporation	June	2007	Senior Executive Officer; General Manager of Regulatory Affairs Department; General Manager of Clinical Development Department, Terumo Corporation	June	2010	Director, Senior Executive Officer; General Manager of Regulatory Affairs Department; General Manager of Clinical Development Department, Terumo Corporation	April	2014	Director, Senior Executive Officer; responsible for Clinical Development Department; General Manager of Regulatory Affairs Department, Terumo Corporation	July	2015	Director, Senior Executive Officer; Chief Clinical and Regulatory Affairs Officer; responsible for Clinical Development Department; General Manager of Regulatory Affairs Department, Terumo Corporation	April	2017	Director, Corporate Advisor, Terumo Corporation	June	2017	Corporate Advisor, Terumo Corporation (scheduled to retire from the post in June 2018)	June	2018	Expected to assume office of Outside Director, MEDIPAL HOLDINGS CORPORATION
April	1977	Joined Mochida Pharmaceutical Co., Ltd.																																					
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July	2015	Director, Senior Executive Officer; Chief Clinical and Regulatory Affairs Officer; responsible for Clinical Development Department; General Manager of Regulatory Affairs Department, Terumo Corporation																																					
April	2017	Director, Corporate Advisor, Terumo Corporation																																					
June	2017	Corporate Advisor, Terumo Corporation (scheduled to retire from the post in June 2018)																																					
June	2018	Expected to assume office of Outside Director, MEDIPAL HOLDINGS CORPORATION																																					
Reasons for nomination as candidate for Outside Director																																							
<p>Ms. Kuniko Shoji has extensive experience as a corporate manager in the pharmaceutical-related industry and broad knowledge of quality assurance and R&D.</p> <p>Accordingly, the Company nominates her as a candidate for Outside Director in order to take advantage of her experience and knowledge in the Company's management.</p> <p>(Ms. Kuniko Shoji satisfies the Criteria for Independence for Outside Directors and Outside Company Auditors established by the Company.)</p>																																							

Notes: 1. There are no special interests between each candidate for Director and the Company.

2. Agreements with Outside Directors to limit liability

Under the provision of the Company's Articles of Incorporation, the Company has concluded agreements to limit liability for damages with Outside Director Mr. Shizuka Uzawa and Ms. Mieko Wanibuchi to allow the Outside Directors to fully play their expected roles. The Company intends to continue the said agreements should the reappointment of the Outside Directors be approved at this Annual General Shareholders Meeting. Additionally, the Company intends to sign a similar agreement with Ms. Kuniko Shoji should her appointment be approved. The maximum amount of liability is the amount stipulated by laws and regulations.

3. Mr. Shizuka Uzawa and Ms. Mieko Wanibuchi are registered as independent directors/auditors with the Tokyo Stock Exchange, and the Company intends them to remain independent directors/auditors should their reappointment be approved at this Annual General Shareholders Meeting. Additionally, the Company intends to have Ms. Kuniko Shoji to be an independent director/auditor should her appointment be approved at this Annual General Shareholders Meeting.

Proposal 3: Election of One (1) Company Auditor

The term of office of Company Auditor Mr. Kazutoshi Kaitso will expire at the conclusion of this Annual General Shareholders Meeting.

Therefore, the Company would like to request the election of one (1) Company Auditor in order to continue maintaining an appropriate and effective audit system. If this proposal is approved, the Company will have five (5) Company Auditors (including three (3) Outside Company Auditors).

The Board of Auditors has given its prior consent to the submission of this proposal.

The candidate for Company Auditor is as follows.

Kazuhiko Yasuda			November 15, 1960	New appointment
Number of the Company's shares owned 4,300	Career summary and position in the Company, and significant concurrent positions outside the Company			
Attendance at the meetings of the Board of Directors -	April 1984	Joined the Company		
Attendance at the meetings of the Board of Auditors -	April 2012	General Manager of Corporate Supervise, the Company		
	April 2014	General Manager of Accounting & Tax, the Company		
	April 2018	General Manager of Corporate Social Responsibility Headquarters, the Company (to the present)		
Reasons for nomination as candidate for Company Auditor				
While possessing sufficient knowledge of finance and accounting, Mr. Kazuhiko Yasuda also has abundant experience in management, such as accounting & Tax and strategic planning. Accordingly, the Company nominates him as a candidate for Company Auditor in order to take advantage of his experience and knowledge in the Company's management.				

Note: There are no special interests between the candidate for Company Auditor and the Company.

Reference Item: Criteria for Independence for Outside Directors and Outside Company Auditors

Nichirei Corporation (the “Company”) deems that for any Outside Director, Outside Company Auditor or candidate for either of the aforementioned positions to qualify as independent, that individual must not fall under any of the following items.

1. Related party to the Nichirei Group

This includes persons who execute business (“executives”) of the Company and its subsidiaries (the “Group”)

2. Related party as a supplier or client

1) This includes parties whose major suppliers are the Group or an executive thereof

Note: “Parties whose major suppliers are the Group” refers to a party who in the most recent fiscal year has received from the Group payments amounting to or exceeding the higher of either 2% of annual consolidated net sales of the party, or 100 million yen.

2) This also includes major clients and clients of the Group or an executive thereof.

Note: “Major clients of the Group” refers to clients who in the most recent fiscal year have made payments amounting to 2% or more of the Group’s annual consolidated net sales.

3) This also includes major lenders of the Group, and executives thereof.

Note: “Major lenders of the Group” refers to lenders who in the most recent fiscal year have loaned to the Group funds amounting to 2% or more of the Group’s consolidated total assets.

3. Party that receives donations or grants

This includes directors and executives of organizations that receive from the Group donations or grants amounting to 10 million yen or more annually.

4. Specialized service provider

1) This includes individuals who, in addition to officer remuneration of the Group, receive from the Group fees amounting to 10 million yen or more annually as attorneys at law, certified public accountants or certified public tax accountants, or for consultancy services involving fields such as management, finance, technology and marketing.

2) This also includes members, partners or other employees of an auditing firm employed as accounting auditor for the Group.

5. Holder of voting rights

1) This includes shareholders who hold a 10% or greater share of voting rights of the Company or executives thereof.

2) This also includes executives of companies for which the Group holds a 10% or greater share of the respective voting rights.

6. Party with respect to whom the aforementioned have applied in the past

1) This includes parties with respect to whom the aforementioned item 1 has applied once or more in the past.

2) This also includes parties to whom any one of the aforementioned items from 2 to 5 has applied over any time during the last three years.

7. Close relative

This includes spouses and relatives within two degrees of kinship to whom any one of the aforementioned items from 1 to 6 apply (unless such party has an insignificant influence in regard to the respective entity).

Nichirei Company “Basic Policy on Corporate Governance”

http://www.nichirei.co.jp/corpo/management/governance_policy.html