

[Translation]

May 20, 2005

Name of the Company: Nippon Meat Packers, Inc.
(the "Company")
Name of the representative: Yoshikiyo Fujii
Director and President
(Code No.: 2282 Listed on 1st Section of Tokyo Stock Exchange
and Osaka Securities Exchange)

Re: Issuance of Stock Acquisition Rights
as Stock Option Scheme for Stock-Linked Compensation Plan

The Company hereby announces that it passed a resolution at the meeting of the Board of Directors held today to propose to the 60th Ordinary General Meeting of Shareholders scheduled to be held on June 28, 2005 to issue stock acquisition rights to the Directors, Corporate Auditors and Executive Officers of the Company (hereinafter called the "Officers") as a stock option scheme for a stock-linked compensation plan, pursuant to provisions of Articles 280-20 and 280-21 of the Commercial Code of Japan.

Particulars

1. Reason of issue of stock acquisition rights with specially favorable conditions:

The purpose of the issuance of stock acquisition rights as stock option scheme for stock-linked compensation plan is to enhance the Officers' motivation and morale leading to a rise in stock price and the growth of the consolidated business results through the appropriate corporate management. This compensation system will strengthen the Officers' connection to the stock price and the business results by sharing benefits and risks arising from the rise and fall of stock price with the shareholders.

The Company abolished the retirement grants system to the Officers last year, and instead it decided to issue and grant stock acquisition rights to the Officers free of charge as a stock option scheme for stock-linked compensation plan, on the condition that the proposal of the stock option scheme to the Officers is approved and resolved at the ordinary general meeting of shareholders to be held each year to which the terms of office of the Officers belong.

2. Summary of issue of stock acquisition rights:

(1) Type and number of shares issued upon exercise of stock acquisition rights:

Up to 110,000 shares (inclusive) of common stock of the Company.

Provided, however, that, if the Company makes a stock split or stock consolidation of shares of common stock, the number of shares issued shall be adjusted in accordance with the following formula and any fractional shares less than one share arising out of such adjustment shall be disregarded.

$$\begin{array}{c} \text{Number of shares} \\ \text{issued} \\ \text{after adjustment} \end{array} = \begin{array}{c} \text{Number of shares} \\ \text{issued} \\ \text{before adjustment} \end{array} \times \begin{array}{c} \text{Percentages of stock split} \\ \text{or consolidation} \end{array}$$

Furthermore, if an inevitable event necessitating the number of shares issued to be adjusted occurs, such as a case in which the Company makes a merger or corporate partition that requires adjustments to be effected to the number of shares issued, the number of shares shall be adjusted to the reasonable extent, taking into account the terms and conditions of the merger or corporate partition.

- (2) The aggregate number of stock acquisition rights to be issued:

The maximum number of stock acquisition rights shall be 110.

1,000 shares shall be allotted to each stock acquisition right (the “number of allotted shares”). Provided, however, that in case of the adjustment of the number of shares issued upon exercise of stock acquisition rights stated in the proviso of (1) above, the proviso shall be applied *mutatis mutandis* with the substitution of “number of allotted shares” for “the number of shares issued upon exercise of stock acquisition rights” stated therein.

- (3) The issue price of stock acquisition rights:

No charge.

- (4) Amount to be paid upon exercise of each stock acquisition right:

Amounts to be paid for the exercise of each stock acquisition right shall be 1 yen per share, multiplied by the number of allotted shares.

- (5) Exercise period of stock acquisition rights:

To be decided by a resolution at meeting of the Board of Directors of the Company to fall within the period from July 1, 2005 to June 30, 2025 (both days inclusive).

- (6) Other conditions for exercise of stock acquisition rights:

(1) A holder of stock acquisition rights may only exercise the right on and after the date immediately following the date when the Officer lose the positions as Officer of the Company (hereinafter called the “Commencement Date of the exercise period).

(2) Notwithstanding the preceding paragraph (1), if the holder of stock acquisition rights does not have the Commencement Date of the exercise period on or before June 30, 2024, such rights may be exercised on or after July 1, 2024.

(3) Each stock acquisition right shall not be partially exercised.

- (7) Cancellation and conditions of stock acquisition rights:

(i) In case a proposal for a merger agreement where the Company will be dissolved, or a proposal for a stock exchange agreement or stock transfer agreement where the Company will become a wholly owned subsidiary of another company is approved at the general meeting of shareholders of the Company, the Company may cancel without any charge the stock acquisition rights.

(ii) The Company may cancel at any time free of charge stock acquisition rights

purchased and owned by the Company.

(8) Restriction on transfer of stock acquisition rights:

Any transfer of stock acquisition rights shall be subject to approval of the Board of Directors of the Company.

End

*The details of the issue and allotment of stock acquisition rights shall be subject to approval and resolution at the 60th Ordinary General Meeting of Shareholders of the Company scheduled to be held on June 28, 2005, and they shall be determined by a resolution at the meeting of the Board of Directors of the Company to be held after the close of the said General Meeting of Shareholders.