

[Translation]

May 19, 2006

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)

To whom it may concern:

Notice regarding Introduction of Plan to Large Acquisition of
Shares of the Company (Takeover Defense Plan)

The Company announces that the Company determined, at the meeting of the Board of Directors of the Company held on May 19, 2006, the introduction of the plan to large acquisition of share certificates, etc.¹ of the Company (the protection plan to M&A) (hereinafter referred to as the “Plan”), which consists of (i) policy for countering a large acquisition in the event that a specified shareholder group² (hereinafter referred to as the “Specified Shareholders Group”) commenced or is objectively expected to commence to purchase shares of the Company which will result in such group holding 20% or more of the voting rights³ of the Company (except for a case in which the Board of Directors of the Company has given a prior consent thereto: hereinafter referred to as the “Large Acquisition”, and a person including a legal entity engaging in the Large Acquisition being referred to as the “Large Acquirer”) for the purpose of judging whether or not the Large Acquisition would cause the corporate value of the Company and the common interest of

¹ Share certificates, etc. means share certificates, etc. as defined under Article 27-23, Paragraph 1 of the Securities and Exchange Law (hereinafter referred to as the “SEL”).

² A specified shareholder group means (i) a holder(s) (as defined under Article 27-23, Paragraph 1 of the SEL and includes a person deemed the holder under Paragraph 3 of the same Article thereof) of share certificates etc. (as defined under Article 27-23, Paragraph 1 of thereof) of the Company and a common holder(s) (as defined under Article 27-23, Paragraph 5 of thereof and includes a holder(s) deemed common holder(s) under Paragraph 6 of the same Article thereof), or (ii) a person(s) conducting purchase, etc. (as defined under Article 27-2, Paragraph 1 and including those made at the exchange in a securities market) of shares certificates etc. (as defined under Article 27-2, Paragraph 1 thereof) of the Company and specially connected person(s) (as defined under Article 27-2, Paragraph 7 thereof).

³ Voting rights means (i) in the case of footnote 2 (i) above, share certificates etc. percentage (as defined under Article 27-23, Paragraph 4 of the SEL, in which case the number of shares held by a common holder (meaning the number of shares and the like as defined under Article 27-2, Paragraph 8) shall be added, or (ii) in the case of footnote 2 (ii) above, total owning ratio of share certificates etc. of the person(s) conducting purchase and specially interested person(s).

the shareholders to be enhanced stably and continuously, and (ii) policy of the terms and conditions under which the Company will trigger exceptionally counter measure in the event that the Large Acquisition is judged to prejudice the Company's corporate value of and the common interests of its shareholders which will not be avoided unless the counter measure is triggered.

The Plan took effect as from May 19, 2006 on which the meeting of the Board of Directors resolved to approve the Plan. The summary of the Plan will be proposed as an item of business to the Ordinary General Meeting of Shareholders of the Company to be held on June 28, 2006 (hereinafter referred to as the "2006 Ordinary General Meeting of Shareholders") to obtain approval of shareholders; however in the event that a majority of shareholders present at the 2006 Ordinary General Meeting of Shareholders (including those who exercised voting rights in writing; the same applicable hereafter) do not approve the introduction of the Plan, the Plan will be abolished at this time.

The Plan was designed after fully taking into consideration the "Guidelines Regarding Takeover Defense for the Purposes of Ensuring and Enhancing Corporate Value and Shareholders' Common Interests" released on May 27, 2005, the "Matters to be Considered for Protection of Investors in connection with Introduction of Hostile Takeover Defense" made public by The Tokyo Stock Exchange, Ltd. on April 21, 2005 and the contents of policies, etc. relating to exercise of voting rights on hostile takeover defense plans made public by institutional investors in last year and this year.

1. The Company's Efforts to Enhance the Corporate Value

(1) Corporate Idea of the Company Group

We set forth two corporate ideas, namely "Based on the theme "Enjoying Eating", the Company is contributing to society through creation of a new cultural age" and "The Company serves as a place where employees can find true happiness and purpose in life" , under which the Company engages in food business with the goal of contributing to our cheerful and healthy living of our customers through provision of safe, secured and tasty food. Since the Company group's business brings up life, and takes care of the benefits and processes of food, we are of the opinion that it is a very important to the society because we are required to provide stable supply of food from the present time to future. We believe that it is also a business needed by the society for enriching people's life through introducing new eating scene and creating a new eating culture. We also recognized that working in a satisfying industry enhances our employees, who will enable the Company to

provide to its customers better goods and services.

(2) Efforts to Enhance the Company's Corporate Value and the Common Interests of Shareholders

The Company designed the "New Medium-Term Management Plan Part I" for the "Renovation of Corporate Culture and Promotion of Management Reform" in April 2003, under which the Company has exerted its efforts to enhance the corporate value of the Company for three years from the fiscal year commencing April 2003 to the fiscal year ended March 31, 2006. For the most important purpose of recovering trust and confidence of customers which was lost due to a series of misconducts of the Company, the Company group was unified to exert efforts to recover trust and confidence of customers and improve results of operation under the slogan that "the Company group targets to become the most faithful company group in Japan". The three management policies of the New Medium-Term Management Plan Part I, consisting of "Execution of compliance management to the full extent", "Management that places special emphasis on customers" and "Promotion of group management" have been materialized in various systems and activities of the Company. With respect to the policy of execution of compliance management to the fullest extent, all the companies and business places of the Company group held numerous numbers of general meetings and training meetings for compliance to create the corporate basis under which "every conduct is ensured to be duly consummated in the light of laws and ordinances, common sense of social concept and corporate ethics", reformed organizations and established a compliance system such as enforcement of corporate governance and allocation of consulting accesses in and out of the Company with a view of facilitating renovation to solidly establish compliance. The Corporate Ethics Committee of the Company, which assisted the Company in the Company group renovation, evaluated the Company's efforts positively so that the Corporate Ethics Committee was dissolved on July 23, 2004, since which the Company group has exerted to abide by the "Execution of compliance management to the fullest extent"

With respect to the 2nd item "Management with placing special emphasis on customers", the Quality Guaranty Department was established to centralize in quality control of the overall Company group to increase the level of quality of the overall Company group. The Customer Services Room in the Company was also established to enforce communication with its customers. With respect to the 3rd item "Promotion of group management", the Company reviewed the standards for investment and finance, enhanced fund efficiency of the Company group and administered personnel of the overall

Company group to maximize total optimum distribution of corporate resources.

A series of the efforts of the Company have been appreciated and customers trust and confidence in the Company gradually was recovered, such that we believe that the Company's net sales for the year ended March 31, 2006 broke the highest record achieved for the year ended March 31, 2002.

On the basis of this result, the Company designed in April 2006 the "New Medium-Term Management Plan Part II" for the fiscal year commencing April 1, 2006 to the fiscal year ending March 31, 2009, the theme of which is the "Renovation not to rest, Enhancement of the corporate value by challenge". The New Medium-Term Management Plan Part II is in a time during which the Company will develop and enlarge its business and enhance its management quality based on the policies enumerated in Part I. Surrounding Operational environments in the future represented by a "society with a decline birth rate and composed largely of elderly people", "development of globalization", an "intensified price competition (reduction of product price)", a "structural change in distribution system", "high prices of raw materials due to livestock disease" and "high cost of energy and materials due to crude oil high price", are severe and we recognize any change would be sharp and substantial. Under such severe operational environments we will steadily carry out renovations and challenges enumerated in the New Medium-Term Management Plan Part II, which means to result in responding to customers' expectation and at the same time actualizing continued growth and stable profits so that the corporate value and the common interests of shareholders would increase.

In the New Medium-Term Management Plan Part II, the Company will execute specified measures under three management policies, namely "Quality No. 1 management", "Enhancement of quality of the group management and active expansion of business" and "Promotion of CSR and enhancement of brand value".

"Quality No. 1 management"

The Company group has ensured safety and quality of all products that the Company group has handled to enhance customer satisfaction and disclosed to customers information that they wish to know to the extent possible to ensure safety and secured quality guaranty. The Company will facilitate communication with customers more actively than ever from now on, to grape customers' request, respond in details to same minutely, through which the Company will promote the "Quality No. 1 management" enabling to continuously produce and develop fascinating and impressive products and technologies. The Company will continue to enhance quality to the extent that its competitiveness would overwhelm others in the food industry in Japan and the corporate basis placing emphasis on customers

and quality will furthermore be enforced.

For this purpose, the Company will arrange for personnel and organizations to seek high grade quality including freshness and good taste in all departments of the Company group, encompassing procurement of raw materials, production, manufacture, distribution, sales, research, product development and marketing. The Company will arrange for examination facilities on global basis to respond to the positive list system so that the Company will establish quality value chains, which consists of examination and inspection facilities ensuring safety of raw materials and products and supply chain management facilities the Company itself manages from the raw material field to the marketing field. The Company will establish the brand image of “Nippon ham equals high quality” targeting at acquisition of high trust and confidence of customers.

“Enhancement of quality of the group management and active expansion of business”

The Company will promote further the “Group management” facilitated under the New Medium-Term Management Plan Part I, rearrange for grouping strategically the operational resources such as “personnel”, “facilities”, “fund”, “information” and “brands” and will assign from the viewpoint of total optimum of the total group. With respect to specified business fields which are expected to grow and expand, the Company will actively principally assign its management resources to develop and expand business. With respect to the existing business, the Company will further polish the direct marketing system in which the Company holds a competitive edge, enforce the marketing power by virtue of the synergy effect associated with consolidation of the group and intend to expand business.

While at the same time enforcing the corporate governance function by way of establishing the internal control system of the Company, each company of the group will promote subjectively its independent management in such a way that the quality of the group management will be further enhanced.

Specifically, the group standard accounting system which was adopted by Nippon Meat Packers, Inc. and a company of the group during the fiscal year commencing April 1, 2005, will be applied to each company of the group under the New Medium-Term Management Plan Part II. This will enable management information to be supplied quickly so that the entire group or each company of the group will be assisted in its precise and correct management decision and the internal control audit on financial reporting will be complied with. The Company will further enforce control of fund management of the entire group to increase fund efficiency of the entire group. Furthermore, the Company will

arrange for the personnel information system in the light of arranging for IT infrastructure enabling management resources to be distributed at an optimum rate.

“Promotion of CSR and enhancement of brand value”

The Company group has exerted to execute the compliance management to practically the fullest extent during the New Medium-Term Management Plan I. The Company has determined to further proceed with it hereafter to actively promote CSR (corporate social responsibility) with respect to social contribution, environmental issues and the like. The Company engages in actual activities connected tightly with its business such as “Food and health”, “Agriculture by way of circulation”, “Anti-food allergy measure”, “Raising food” and “Package in taking care of environmental issues” and will establish such CSR as no party other than this Company can do so. We believe that promotion of CSR will create reliability and expectation to the group among customers and also enhance pride and concentration to the group of employees of the Company group.

The Company set forth the group brand representing its corporate ethics and management idea in the fiscal year commencing April 1, 2005. The Company wishes the group brand to be shared with by stakeholders as their common value, which would be linked with continued growth of the Company group. The Company believes that CSR activities also would also result in increasing the value of the corporate brand.

Specifically, the Company will further proceed with research on food allergy for the purpose of contributing customers suffering from allergy. The Company also will engage in such CSR activities as only the group can engage in, such as holding baseball lessons by “Hokkaido Nippon Ham Fighters”, soccer lessons by “Cerezo Osaka” and carrying out agriculture by way of circulation in the firm business. The Company will also establish organizations and systems to arrange for CSR activities of the group and communications among the group. The Company will execute consistent brand strategy on the corporate brands and product brands of Nippon Meat Packers and the group companies so as to increase the brand value, and the intangible assets of the group leading to the enhancement of the corporate value of the group.

As a result of executing the above undertaking, the Company targets for net sales of ¥1,020,000 million and income before taxes of ¥30,000 million for the fiscal year ending March 31, 2009, the final fiscal year of the New Medium-Term Management Plan Part II.

- (3) Reasons for Introduction of the Plan – Defense for risks impairing corporate value and common interests of shareholders

The Company, unifying the total group companies to the target, has exerted efforts to enhance the corporate value through the New Medium-Term Management Plan Part I and Part II since the fiscal year commencing April 1, 2003. However, in the event that Large Acquisition of shares of the Company is consummated without prior consent of the Board of Directors of the Company it would impair the Company's fundamental concept of giving joy to people for eating safe and secured food, its undertaking for continued growth of business based on stable supply of food the Company deems a social mission and the corporate idea, and the brand image, etc., which would result in prejudicing the corporate value of the Company, including interests of shareholders, corporate customers, business partners, communities, employees and interested parties, and the common interests of shareholders representing the total interests common to overall shareholders of the Company.

On the other hand, studying the composition of its shareholders, currently there is no shareholder that holds 10% or more of shares of the Company and the shareholders of the Company cover a wide range, although mostly financial institutions and foreign corporations, etc. Mainly for this reason, in the event that Large Acquisition of shares of the Company is consummated for shares of the Company by a Large Acquirer, which would result in impairing the corporate value and common interests of the shareholders, the Company would not defend it without preparation of any defense measure so that the common interests of the shareholders and the interested parties of the Company might be prejudiced.

In order to cope with the risks aforesaid risks and defense impairment of the corporate value and common interests of its shareholders, the Company determined to introduce the Plan for defense to Large Acquisition.

The Plan's initial purpose is to obtain prior to a Large Acquisition, from a Large Acquirer information relating to intended purchase of shares, etc. of the Company (e.g. a summary of the Large Acquirer, the purpose, method and content of the Large Acquisition, the basis of how the purchase price is fixed, management policy, following the consummation of purchase), secure a time period during which the Board of Directors of the Company will negotiate with the acquirer and deliberate the proposal of the Large Acquirer and make a judgment of whether or not a Large Acquisition will facilitate to maximize the Company's corporate value and the common interests of its shareholders. Notwithstanding the above, in the event that a Large Acquirer commences to purchase the shares of the Company for Large Acquisition without providing information prior thereto a Large Acquisition or commences a Large Acquisition without any prior notice to the Company, or in the event that the Company is of reasonable opinion that judging from the

content, form and method of such Large Acquisition, it will impair the Company's corporate value and common interests of its shareholders, the Company is determined to grant a gratis allotment of stock acquisition rights with terms on partial reacquisition (Article 277 of Company Law, Article 236, Paragraph 1, Item 7 of Company Law) upon triggering the defense measure. Overall flow of the Plan from the introduction to triggering or not triggering the defense measure is described in Attachment I.

The Company is not currently confronted with any Large Acquisition; however, the introduction of the Plan will enable the Company to prevent the Company's corporate value and common interests of its shareholders from being impaired by the Large Acquisition.

2. Defense Measure for Purchase Proposal for Large Acquisition of the Company's Shares

The Company believes that any Large Acquisition must ultimately facilitate to maximize the Company's corporate value and common interests of its shareholders and it must be supported necessarily by the specified policy and content of the Large Acquisition. Therefore, in the event that the Company's corporate value and common interests of its shareholders will be inevitably impaired unless the defense measure of the Company is triggered, the Company will grant to shareholders gratis allotment of stock acquisition rights with terms on partial reacquisition upon triggering the defense measure of the Company.

For the purpose of information necessitated to judge whether or not the defense measure will be triggered, the Company will request a Large Acquirer to provide the summary of the Large Acquisition and large acquisition proposal (hereinafter referred to as the "Large Acquisition Proposal") and other information to the Company. Upon being provided with such information, the Company will carefully prepare and make public its opinion upon deliberation at the Corporate Value Evaluation Committee (composing of three to five evaluation members appointed by the Company upon clearance of specified standards from among independent External Director, External Corporate Auditor and well informed person including university professor, outside professional such as lawyer or certified public accountant; reference is made to Attachment II describing the summary of the Committee's activities and résumé of the current members) and the Board of Directors, if necessary, will negotiate with the Large Acquirer and present to its shareholders an alternative proposal (the "Alternative Proposal" means specified measures relating to the Company's corporate value and common interests of its shareholders actualized by the Board of Directors of the Company and in addition, any counter purchase of its shares by

the Board of Directors of the Company or any third party directly to oppose the Large Acquisition).

As a result of such deliberation, the Corporate Value Evaluation Committee will judge whether or not the Requirements set forth below for triggering or not triggering the defense measure are met, the Committee will recommend the Board of Directors for or against triggering the defense and then the Board of Directors will decide to trigger or not to trigger the defense measure upon respecting to the full extent the recommendation.

(1) Large Acquisition, Large Acquirer and Large Acquisition Proposal under the Plan

“Large Acquisition” under the Plan means purchase of share certificates, etc. of the Company for the purpose of holding or resulting in holding 20% or more of voting rights of the Company by the Specified Shareholder Group; a “Large Acquirer” under the Plan means a person including legal entity executing a Large Acquisition; and a “Large Acquisition Proposal” means a purchase proposal which Large Acquirer will submit to the Company a purchase proposal for share certificates, etc. of the Company in connection with a Large Acquisition; provided, however, that the Plan will not be applicable in the event that a prior consent is given by the Board of Directors of the Company to the Large Acquisition concerned.

(2) Necessary Information Providing Procedure

The Board of Directors of the Company will ask the Large Acquirer to provide the information relating to each of the following items (hereinafter referred to collectively “Necessary Information”; and the procedure by which the Company asks Large Acquirer providing Necessary Information being referred to as “Necessary Information Providing Procedure”).

- ① The summary of Large Acquirer and its group (its joint holders, its especially interested parties, or in case of investment fund the partners or other constituents).
- ② The purpose, method and content of Large Acquisition Proposal (including price and kind of the consideration of purchase, time of purchase, structure of related transactions, legality of purchase method, probability of consummation of purchase).

- ③ Calculation basis of the purchase price (including facts underlying the calculation, calculation method and the numeral information used for calculation) and purchase fund availability (the specified name of fund provider including a substantial provider, financing method, content of related transactions).
- ④ In addition to information legally required to be disclosed in the take-over bid registration statement, information relating to management policy and business plan of the Company following the acquisition (meaning the purchaser's opinion on "Food safety" or the public aspect of food industry) and information relating to capital policy and dividend policy, etc of the Company.
- ⑤ Policies on employees, business partners, customers, the communities and other interested parties of the Company following the Large Acquisition.
- ⑥ In addition, information reasonably required by the Board of Directors or the Corporate Value Evaluation Committee.

Since the specified content of Necessary Information under Necessary Information Providing Procedure can differ depend on the content and size of a Large Acquisition, a Large Acquirer shall submit a Large Acquisition Proposal including Necessary Information deemed reasonable, necessary and sufficient to the Board of Directors of the Company prior to the consummation of the Large Acquisition. In the event that the Board of Directors of the Company judged the content of the Large Acquisition Proposal insufficient vis-à-vis Necessary Information, the Board of Directors will present to the Large Acquirer a list of Necessary Information additionally to be submitted to the Board of Directors by the Large Acquirer within 10 days following the submission of the Large Acquisition Proposal. Upon presentation of the list, the Large Acquirer shall provide to the Board of Directors from time to time additional Necessary Information as requested from time to time by the Board of Directors so that Necessary Information Providing Procedure shall be completed within in principle 60 days following the presentation of the list of Necessary Information additionally to be submitted to the Board of Directors of the Company to the Large Acquirer (hereinafter referred to "Necessary Information Providing Period"). However, since specified content of Necessary Information may deviate, the Board of Directors of the Company may extend Necessary Information Providing Period by maximum 30 days taking into consideration the content and size of the Large Acquisition, and the conditions on which Necessary Information has been submitted. In judging of whether or not

Necessary Information is sufficient, whether or not the content and range of Necessary Information requested to be submitted by the Board of Directors are reasonable, whether or not Necessary Information Providing Period is extended, the Board of Directors of the Company will determine upon receiving advice and recommendation from the Corporate Value Evaluation Committee.

(3) Deliberation Procedure of the Board of Directors

During or following the termination of Necessary Information Providing Period depending on the status of Necessary Information submitted, in receiving advice and recommendation from the Corporate Value Evaluation Committee, the Board of Directors of the Company will examine and analyze the Large Acquirer and the Large Acquisition Proposal, carefully prepare and make public an opinion of the Board of Directors of the Company and if necessary, negotiate with the Large Acquirer and present Alternative Proposal to its shareholders. The shareholders of the Company also will be able to examine the Large Acquisition Proposal and the Alternative Proposal comparatively with reference to the opinion of the Board of Directors of the Company.

Since dependent on the content and size of the Large Acquisition Proposal (excluding the Large Acquisition Proposal to which the Company's Board of Directors resolved to consent) a period required for evaluate, examine the Large Acquisition Proposal, the Company's Board of Directors will negotiate with the Large Acquirer, or present Alternative Proposal (hereinafter referred to as "Board Examination Period") deviates, in the Large Acquirer's consummating the Large Acquisition it coincides with interests of the Company and its shareholders that the Large Acquisition commences following expiration of the Board Examination Period, reasonable in the light of the content and size of Large Acquisition Proposal. Board Examination Period will be no later than 60 days following the completion of providing Necessary Information (in case of purchase of the Company's shares by way of public take-over bid, the consideration being limited only cash in Japanese yen) or no later than 90 days (in case of the other purchase proposal), once if the Company's Board of Directors, in receiving a recommendation from the Corporate Value Evaluation Committee, resolves to trigger or not to trigger the defense measure, Board Examination Period will terminates at this time.

(4) Respecting Recommendation of Corporate Value Evaluation Committee

Corporate Value Evaluation Committee will make recommendation to the Company's

Board of Directors with respect to matters stated in Attachment II and the Company's Board of Directors will respect the recommendation of the Corporate Value Evaluation Committee to the full extent in making judgment thereon; provided, however, that in the event that it is evident that the Company's corporate value and common interests of its shareholders be impaired if the Company's Board of Directors should comply with the recommendation of Corporate Value Evaluation Committee, the Company's Board of Directors might decide against the recommendation of Corporate Value Evaluation Committee from the viewpoint of the Company's corporate value and common interests of its shareholders.

(5) Disclosure of Content of Board Examination

During Board Examination Period the Company's Board of Directors will disclose to the Company's shareholders the fact that a Large Acquirer made a Large Acquisition Proposal while the Company receiving advice and recommendation from Corporate Value Evaluation Committee, and such part of information as necessary for shareholders to decided based on Necessary Information at such time as the Board of Directors deems appropriate and further evaluate and examine the Necessary Information provided, prepare carefully an opinion of the Board of Directors and disclose it at an appropriate time.

The Company when necessary, will negotiate with the Large Acquirer, in order to assist shareholders in deciding on Alternative Proposal that the Company's Board of Directors may present to the Company's shareholders.

3. Requirement for Triggering or not Triggering Defense Measure, Content of Defense Measure

- (1) Triggering defense measures (Resolution on gratis allotment of stock acquisition rights with terms on partial reacquisition by the Company's Board of Directors) and Not triggering defense measures

In the event that in connection with a Large Acquisition Proposal and a Large Acquisition, Corporate Value Evaluation Committee made a positive recommendation to the Company's Board of Directors on the basis that conditions meeting one of any Requirement for triggering the defense measure stated in Schedule I below exists, the Company's Board of Directors will, upon respecting the recommendation to the full extent, for the purpose of securing interests of the Company and its shareholders and also securing

the Company's corporate value and common interests of its shareholders, resolve to trigger the defense measure, i.e., allotting a gratis allotment of stock acquisition rights with terms on partial reacquisition (Article 277 of Company Law and Article 236, Paragraph 1, Item 7 of Company Law) (reference is made to Attachment III for the summary of Stock Acquisition Rights with terms on partial reacquisition; stock acquisition rights concerned being referred to as the "Stock Acquisition Rights"). The defense measure will be triggered in an exceptional case in which the triggering of defense measure is inevitable to prevent the Company's corporate value and common interests of its shareholders from being impaired by a Large Acquisition and unless triggering the defense measure at the time concerned the Company's corporate value and common interests of its shareholders would be threatened inevitably to be impaired.

Furthermore, in order flexibly to enable the Company to make a gratis allotment of stock acquisition rights, the Company is scheduled to file newly securities registration statement for issue of Stock Acquisition Rights with the authorities concerned after the consent of a majority of the shareholders at the 2006 Ordinary General Shareholders Meeting.

Shareholders other than the shareholders belonging to the Specified Shareholder Group including a Large Acquirer with respect to which Requirements for Triggering Defense Measure are determined to be met will be free from any restriction on exercise of Stock Acquisition Rights (however, any transfer of Stock Acquisition Rights and exercise of Stock Acquisition Rights by shareholders belonging to the Specified Shareholder Group including the Large Acquirer will be subject to restriction). Furthermore, since Stock Acquisition Rights will be granted gratis with company's partial call option, upon decision of the Board of Directors of the Company, shareholders other than the shareholders belonging to the Specified Shareholder Group including the Large Acquirer, with respect to which Requirements for Triggering Defense Measure are determined to be met, may be delivered shares of the Company in exchange for the Stock Acquisition Rights held by the shareholders other than the shareholders belonging to the Specified Shareholder Group including the Large Acquirer, with respect to which Requirements for Triggering Defense Measure are determined to be met. Therefore, in accordance with the Plan, in the event that Stock Acquisition Rights are granted gratis and shareholders other than the shareholders belonging to the Specified Shareholder Group including the Large Acquirer, with respect to which Requirements for Triggering Defense Measure are determined to be met, exercise Stock Acquisition Rights, or shares of the Company are delivered to shareholders other than the shareholders belonging to the Specified Shareholder Group including the Large Acquirer, with respect to which Requirements for Triggering Defense

Measure are determined to be met, in exchange for Stock Acquisition Rights transferred to the Company, Voting Right Ratio held by the shareholders belonging to the Specified Shareholder Group including the Large Acquirer, with respect to which Requirements for Triggering Defense Measure are determined to be met, will be diluted.

However, in the event that Corporate Value Evaluation Committee makes recommendation to the effect that there exists conditions meeting any of the Requirements for Not Triggering Defense Measure set forth in items ① to ④ of Schedule II below, the Board of Directors of the Company will assign maximum value to the recommendation, and therefore will not adopt a resolution for triggering the defense measure against the Large Acquisition by the Large Acquirer or will adopt a resolution not triggering it. If the Corporate Value Evaluation Committee does not confirm any conditions meeting any one of the Requirements for Triggering Defense Measure nor the Requirements for Not Triggering Defense Measure and therefore does not make any recommendation for or against triggering the defense measure to the Board of the Directors of the Company until the expiration of the Board Examination Period, the Board of Directors of the Company will not trigger any defense measure except for an exceptional case in which the triggering of a defense measure is inevitable to prevent the Company's corporate value and common interests of its shareholders from being impaired by the Large Acquisition and the Company's corporate value and common interests of its shareholders would be threatened inevitably to be impaired without the triggering of the defense measure at the time concerned.

Moreover, the Board of Directors of the Company will exert its best efforts to continue smoothly examination of the Large Acquisition Proposal and negotiation with the Large Acquirer even after the expiration of the Board Examination Period.

The Board of Directors of the Company will quickly disclose information relating to resolution on triggering or not triggering the defense measure and such other matters as the Board of Directors of the Company determines appropriate so as to enable shareholders to make appropriate decision.

Schedule I.

Requirements for Triggering Defense Measure

- ① in the event that it is objectively and reasonably presumed that a Large Acquirer has no true intention to participate in management of the Company and a Large Acquirer engages in a Large Acquisition or a Large Acquisition Proposal for the purpose of selling shares at high prices to parties related to the Company (including but not limited

to, affiliated companies of the Company, officers, employees, or business partners of the Company) upon unduly rising the price of shares of the Company.

- ② in the event that it is objectively and reasonably presumed that a Large Acquirer engages in a Large Acquisition or a Large Acquisition Proposal for the purpose that a Large Acquirer will transfer so-called “crown jewel” including assets, intellectual proprietary rights, know-how, trade secret, principal business partners, customers, etc. of the Company to a Large Acquirer and/or its affiliated companies.
- ③ in the event that it is objectively and reasonably presumed that a Large Acquirer engages in a Large Acquisition or a Large Acquisition Proposal with a view to divert assets of the Company to mortgages and/or repayments of liabilities incurred to a Large Acquirer and its group companies, etc.
- ④ in the event that it is objectively and reasonably presumed that a Large Acquirer engages in a Large Acquisition or a Large Acquisition Proposal for the purpose that a Large Acquirer will cause the Company to pay temporarily high return (including but not limited to dividend to be paid out of earned surplus; the same applicable hereafter) to the shareholders with proceeds from sales of the Company’s assets, etc. or sell out the Company’s shares at such high prices as prices risen due to a temporary rise of the Company’s shares due to a temporary high return, etc. to the shareholders.
- ⑤ in the event that a Large Acquirer does not comply with Necessary Information Providing Procedure and it is difficult for the shareholders to evaluate the Large Acquisition Proposal due to lack of sufficient information to determine whether to transfer the Company’s shares to a Large Acquirer, or continue to hold them, and a Large Acquirer commences a Large Acquisition without any prior notice to the Company, or it is objectively and reasonably presumed that a Large Acquirer commences such Large Acquisition.
- ⑥ in the event that, despite a Large Acquirer responded to Necessary Information Providing Procedure, it is objectively and reasonably presumed that a Large Acquisition Proposal is deemed to be a two-tier coercive purchase proposal (at the first stage the total of the Company’s shares are not solicited for purchase, but at the second stage purchase will be consummated at less favorable or unspecified conditions to shareholders) in the light of the manner of the Large Acquisition Proposal, the proposal methods and other circumstances.
- ⑦ in the event that it is objectively and reasonably presumed that a Large Acquisition Action or Large Acquisition Proposal may threaten to significantly affect “Food safety” or the public aspect of the food industry or security of the consumers’ interests as the contents of management policies or business plans of a Large Acquirer after the Large

Acquisition is not sufficient or inappropriate.

- ⑧ in addition to items ① to ⑦ above, in the event that it is objectively and reasonably presumed that the common interests of the Company's shareholders and corporate value of the Company's group including the Company's shareholders, business partners, customers, employees, communities and other interested parties of the Company, might be impaired to the substantially same extent as set forth in items ① to ⑦ above due to the Large Acquisition Proposal or the Large Acquisition Action.

Schedule II.

Requirements for Not Triggering Defense Measure

- ① in the event that, during Board Examination Period and after the expiration of Board Examination Period, the Board of Directors of the Company failed to present to shareholders any Alternative Proposal including management plan in which corporate value evaluation, which is higher than the corporate value evaluation stated in a Large Acquisition Proposal, will be reasonably expected to be materialized, and it is evident that the Company has not taken any negotiation, etc. with a Large Acquirer.
- ② in the event that it is objectively evident that a Large Acquisition Proposal contains higher corporate value evaluation than an Alternative Proposal presented by the Board of Directors of the Company, and it is not evident that Large Acquisition Proposal would threaten to impair the Company's corporate value and common interests of its shareholders.
- ③ in the event that the Board of Directors of the Company has not presented any Alternative Proposal to its shareholders during Board Examination Period.
- ④ in the event that it is evident that any of items ① to ⑧ of Requirements for Triggering Defense Measure are not met.

(2) Content of Defense Measure – Terms and Conditions of Stock Acquisition Rights and Exercise Thereof

① Allotees of Stock Acquisition Rights

One Stock Acquisition Right will be allotted gratis to one share held by shareholder (other than any common stock held by the Company) who will be entered or recorded in the last shareholders' register or beneficial shareholders'

register as at the record date for allotment⁴ to be announced publicly upon the resolution of the Board of Directors of the Company. No allotment of the Stock Acquisition Rights will be made to shareholders who will be entered into or recorded in the shareholders' register or beneficial shareholders' register after the record date for allotment. Also no allotment of the Stock Acquisition Rights will be made to shareholders who hold shares at present but will not be entered or recorded in the last shareholders' register or beneficial shareholders' register on the record date for allotment due to a sale of the shares of the Company, etc.

② Exercise Period of Stock Acquisition Rights

The exercise period of the Stock Acquisition Rights will be thirty (30) days from the commencement date⁵ thereof. Shareholders other than the shareholders belonging to the Specified Shareholder Group including a Large Acquirer, with respect to which Requirements for Triggering Defense Measure are determined to be met, may acquire the Company's shares upon exercise of the Stock Acquisition Rights at any time during the exercise period; provided, however, that in the event that the Company exercises call option in part, with respect to the Stock Acquisition Rights which the Company called, the exercise period will expire on the date called the Stock Acquisition Rights by the Company as defined in below

④.

③ Limit on Exercise of Stock Acquisition Rights (discriminatory conditions)

Upon exercise of the Stock Acquisition Rights, each Stock Acquisition Right is entitled to be exchange for one share of common stock of the Company (however, as the case may be subject to adjustment). However, the Stock Acquisition Rights are attached with discriminatory conditions that the shareholders belonging to the Specified Shareholder Group including a Large Acquirer, with respect to which Requirements for Triggering Defense Measure are determined to be met, can not exercise the Stock Acquisition Rights even if such shareholders are allotted with

⁴ The record date for allotment will be determined by the Board of Directors of the Company as the record date (Article 124 of the Company Law) to determine shareholders who are entitled to gratis allotment of the Stock Acquisition Rights and is scheduled to be a different date from the effective date of gratis allotment of the Stock Acquisition Rights (hereinafter referred to as "Gratis Allotment Effective Date").

⁵ The commencement date of the exercise period is scheduled to be set forth approximately one and a half month later than the record date for allotment. This is set forth, taking into consideration a time period during which is practically required to deal with sending notice to beneficiary shareholders by the Japan Securities Depository Center, Inc., preparing the shareholders' register by the transfer agent, sending notice to shareholders and registered share pledgers under Article 279, Paragraph 2 of the Company Law.

the Stock Acquisition Rights.

④ Reacquisition of Stock Acquisition Rights by the Company (Stock Acquisition Rights with Company's Partial Call Option)

The Company sets forth terms on the Company's partial call option (Article 236, Paragraph 1, Item 7 of the Company Law) in connection with a gratis allotment of the Stock Acquisition Rights. In the event that the Board of Directors of the Company determines it appropriate for the Company to reacquire the Stock Acquisition Rights in part, the Company shall be entitled to reacquire the Stock Acquisition Rights held by shareholders other than the shareholders belonging to the Specified Shareholder Group including a Large Acquirer, with respect to which Requirements for Triggering Defense Measure are determined to be met, on the date to be determined by the Board of Directors of the Company (hereinafter referred to as "Reacquisition Date"). The Board of Directors of the Company will determine the Reacquisition Date that can be from the gratis allotment effective date to the last date of the exercise period. (Provided, however, that a period during which the Board of Directors of the Company may resolve the Reacquisition Date shall terminate prior to the date preceding the commencement date of the exercise period of the Stock Acquisition Rights.) In this case, the Company will may reacquire all unexercised Stock Acquisition Rights on the Reacquisition Date out of Stock Acquisition Rights held by shareholders other than the shareholders belonging to the Specified Shareholder Group including a Large Acquirer, with respect to which Requirements for Triggering Defense Measure are determined to be met, in exchange for one share of common stock of the Company to be delivered per one Stock Acquisition Right (however, as the case may be subject to adjustment).

4. End of Effective Period of the Plan, Abolishment and Amendment Procedure of the Plan

The Plan shall become effective on May 19, 2006, on which the Board of Directors of the Company resolved introducing the Plan, and will be effective until the close of the ordinary general meeting of shareholders of the Company which is scheduled to be held in June 2007 (or the time when the Board of Directors of the Company resolves to abolish the Plan prior thereto). Provided, however, that the summary of the Plan will be listed on the agenda for the 2006 Ordinary General Meeting of Shareholders, and the Plan will be

abolished unless a majority of voting rights of shareholders present at the Ordinary General Meeting of Shareholders consent to the Plan.

Even during the effective period of the Plan, in the light of development, etc. of the Company Law and other related laws and ordinances, the Plan may be reviewed from time to time from the viewpoint of securing and enhancing the Company's corporate value and common interests of its shareholders, and may be abolished or amended, if necessary, upon resolution of the extraordinary general meeting or the Board of Directors of the Company. Further, the term of office of all Directors of the Company is one year and Directors are elected at an ordinary general meeting of shareholders in June each year. Since the Company does not have a staggered board and any restriction on removal of Directors, it is possible for all the Directors to be elected or removed at one general meeting of shareholders so that the Board of Directors composed of Directors elected at the general meeting of shareholders can abolish or amend the Plan. For this reason we believe that intentions of shareholders can be fully reflected in the introduction, abolishment or amendment of the Plan (Furthermore, we believe that abolishment and amendment of the Plan by a resolution of the Board of Directors will reflect intentions of shareholders because the Board of Directors is composed of Directors who are elected at the Ordinary General Meeting of Shareholders).

In the event that the Plan is abolished or amended, the abolishment or amendment and content of amendment (in case of amendment) and such other matters as determined appropriate by the Board of Directors of the Company will be disclosed promptly.

Incidentally, a defense plan in and after the fiscal year commencing April 2007, the Board of Directors prior to an ordinary general meeting of shareholders will adopt a resolution on continuation, amendment or abolishment of such plan every year. If such plan continues or is amended, such plan will become effective upon the resolution of the Board of Directors. However, the summary of such plan will be listed on the agenda for the ordinary general meeting of shareholders and the plan will be abolished unless a majority of voting rights of shareholders present consent to the plan (Sunset Provision).

5. Reasonableness of the Plan

(1) Consistency with Guidelines Regarding Takeover Defense Measure

The Plan satisfies all of the three principles provided in the "Guidelines Regarding Takeover Defense for the Purposes of Protection and Enhancement of Corporate Value and Shareholders' Common Interests" released by the Ministry of Economy, Trade and Industry

and the Ministry of Justice on May 27, 2005 (hereinafter referred to as “Guidelines for Takeover Defense”), namely, ① securing the corporate value and shareholders’ common interests, ② prior disclosure and shareholders animus principle, and ③ necessity and suitability principle so that it is fully consistent with Guidelines for Takeover Defense.

We will explain that the Plan satisfies the Requirements set forth in Takeover Defense Guidelines as follows:

- (2) Introduction of the Plan for the purpose of securing and enhancing shareholders’ common interests

As stated above in the event that a Large Acquisition engages in the Company’s shares, securing information and a time period necessary for the shareholders’ judgment on whether or not the Large Acquisition is inappropriate and enabling the Company to negotiate or take other actions on behalf of shareholders, the Plan is introduced for the purpose of securing and enhancing the Company’s corporate value and shareholders’ common interests.

- (3) Shareholders’ Animus fully Respected (Sunset Provision)

The Plan will become effective upon resolution at the Company’s Board of Directors to be held on May 19, 2006, but in the event that a majority of voting rights of shareholders present at the Ordinary General Meeting of Shareholders do not consent to the introduction of the Plan, the Plan will be abolished at that time. Further, the end of the effective period of the Plan is set at the time of the close of the Company’s ordinary general meeting of shareholders to be held in June 2007, (provided, however, in the event that the Company’s Board of Directors resolves abolishment of the Plan prior thereto, at such time) thereafter, the animus of shareholders will be confirmed with respect to the continuation or amendment of the Plan at the Company’s ordinary general meeting of shareholders every year. Accordingly, we believe that the Plan is the Takeover Defense Measure fully reflecting shareholders’ animus.

- (4) Respecting Opinion of Corporate Value Evaluation Committee composed of External Independent Members

In the Plan, in the event that a Large Acquisition occurs in the Company, the Corporate Value Evaluation Committee will make substantial judgment on whether or not the Large

Acquisition will impair the Company's corporate value and common interests of its shareholders, and then the Company's Board of Directors will make decision on whether or not the defense measure is triggered upon respecting the Corporate Value Evaluation Committee's judgment to the full extent. Further, the Company's Board of Directors shall not make decision against the recommendation of the Corporate Value Evaluation Committee unless it is clear for the Company's corporate value and common interests of its shareholders to be impaired as a result of complying with the recommendation of Corporate Value Evaluation Committee.

Thus, since the Corporate Value Evaluation Committee strictly reviews arbitrary action of the Company's Board of Directors and the summary of its decision will be disclosed to the shareholders, the system under which the Plan will be managed to the extent benefiting the Company's corporate value and common interests of its shareholders is secured.

(5) Setting forth Objective and Reasonable Requirement • Elimination of Arbitrary Judgment by the Board of Directors

As stated above the Plan is designed in principle not to trigger the defense measure unless the Corporate Value Evaluation Committee judges that the reasonable, detailed and objective Requirements for Triggering Defense Measure are satisfied. Accordingly, we believe that the Plan secures a system under which the Company's Board of Directors will not arbitrarily trigger the defense measure against the Large Acquisition engaged in the Company's shares by setting forth objective and reasonable requirements.

The Plan also sets forth as stated above the reasonable and objective Requirements for Not Triggering Defense Measure. In connection with operating these requirements, the Corporate Value Evaluation Committee will, after judging whether or not there exist the conditions underlying the Requirements for Not Triggering Defense Measure, make recommendation to the Company's Board of Directors, and the Company's Board of Directors will make decision whether or not the Requirements for Not Triggering Defense Measure have been satisfied upon respecting the judgment of Corporate Value Evaluation Committee in the recommendation to the full extent. Accordingly, with respect to the decision on that the defense measure against the Large Acquisition engaged in the Company's shares is not triggered, the Plan secures a system under which the Company's Board of Directors will not arbitrarily make decision.

(6) Not Dead Hand Type Takeover Defense Measure

The Plan may be abolished by decision of the Board of Directors composed of the Directors elected at the Company's general meeting of shareholders. Since the term of all Directors of the Company is one year, the terms of Directors do not end at the different time, any removal of Directors are not restricted, it is possible for all the Directors to be elected or removed at one general meeting of shareholders. Therefore, in the event that the Directors designated by person who acquired a large quantity of the Company's Shares Certificates, etc. and elected at the general meeting of shareholders constitute a majority of the Board of Directors of the Company, the Plan may be abolished by resolution of the Board of Directors. Accordingly, the Plan is characterized to be completely different from so called dead hand type Takeover Defense Measure (Takeover Defense Measure which is not prevented from triggering even if a majority of members of the board of directors change) or slow hand pill, a defense measure with character avoiding or making it difficult to abolish the Takeover Defense Measure.

(7) Obtaining Opinion from Third Party Professionals

In the Plan, the Corporate Value Evaluation Committee may receive at the Company's expense an opinion from independent third parties (including financial advisers, certified public accountants, lawyers, consultants and other professionals). The fairness and objectiveness of Corporate Value Evaluation Committee's judgment will be strongly secured herewith.

6. Effect on Shareholders and Investors

(1) Effect on Shareholders when the Plan is introduced

At the time the Plan is introduced, since no gratis allotment of the Stock Acquisition Rights itself is made, any rights of shareholders will not be affected in any respect.

(2) Effect on Shareholders when defense measure is triggered (at the time of gratis allotment of the Stock Acquisition Rights)

In the event that a gratis allotment of Stock Acquisition Rights is made upon triggering a defense measure under the Plan, shareholders who have entered or recorded in the last shareholders' register or beneficial shareholders' register on the record date for allotment

will become holders of Stock Acquisition Rights as a matter of course without following procedure for application, etc. on the Gratis Allotment Effective Date of the Stock Acquisition Rights. On the assumption that shareholders do not take procedure for exercise of the Stock Acquisition Rights such as payment of amount during the exercise period, the Stock Acquisition Rights will be canceled (Article 287 of the Company Law). For this reason, in the event that the Stock Acquisition Rights of certain shareholder are canceled, the shares of the Company held by such shareholder will be diluted by exercise of the Stock Acquisition Rights held by other shareholders. However, upon resolution of the Company's Board of Directors the Company may exercise call option to reacquire the Stock Acquisition Rights from shareholders other than the shareholders belonging to A Specified Shareholder Group including Large Purchaser who is determined to be met the Requirements for Triggering Defense Measure, and deliver the Company's common stock in exchange therefor under the procedure stated in (3)③ below. In the event that the Company takes such procedure, shareholders other than the shareholders belonging to A Specified Shareholder Group including Large Acquirer who is determined to be met the Requirements for Triggering Defense Measure, will receive the Company's shares without exercise of the Stock Acquisition Rights and without payment of amount equivalent to the exercise price, resulting in dilution of the value per share of the Company, however the value of a total of shares of the Company held will not be diluted.

(3) Gratis Allotment of Stock Acquisition Rights, Exercise and Procedure Necessary for Shareholders in connection with Reacquisition by the Company

① Procedure for Transfer of Registration

In the event that the Company's Board of Directors resolves a gratis allotment of the Stock Acquisition Rights, the Company will make public notice of the record date for allotment of the Stock Acquisition Rights. Since the Stock Acquisition Rights will be allotted to the shareholders who have entered or recorded in the last shareholders' register or beneficial shareholders' register on the record date for allotment, the shareholders are requested quickly to take procedure for transfer of registration. (However, share certificates deposited with the Japan Securities Depository Center, Inc. do not need to be taken procedure for transfer of registration.)

② Procedure for Exercise of the Stock Acquisition Rights

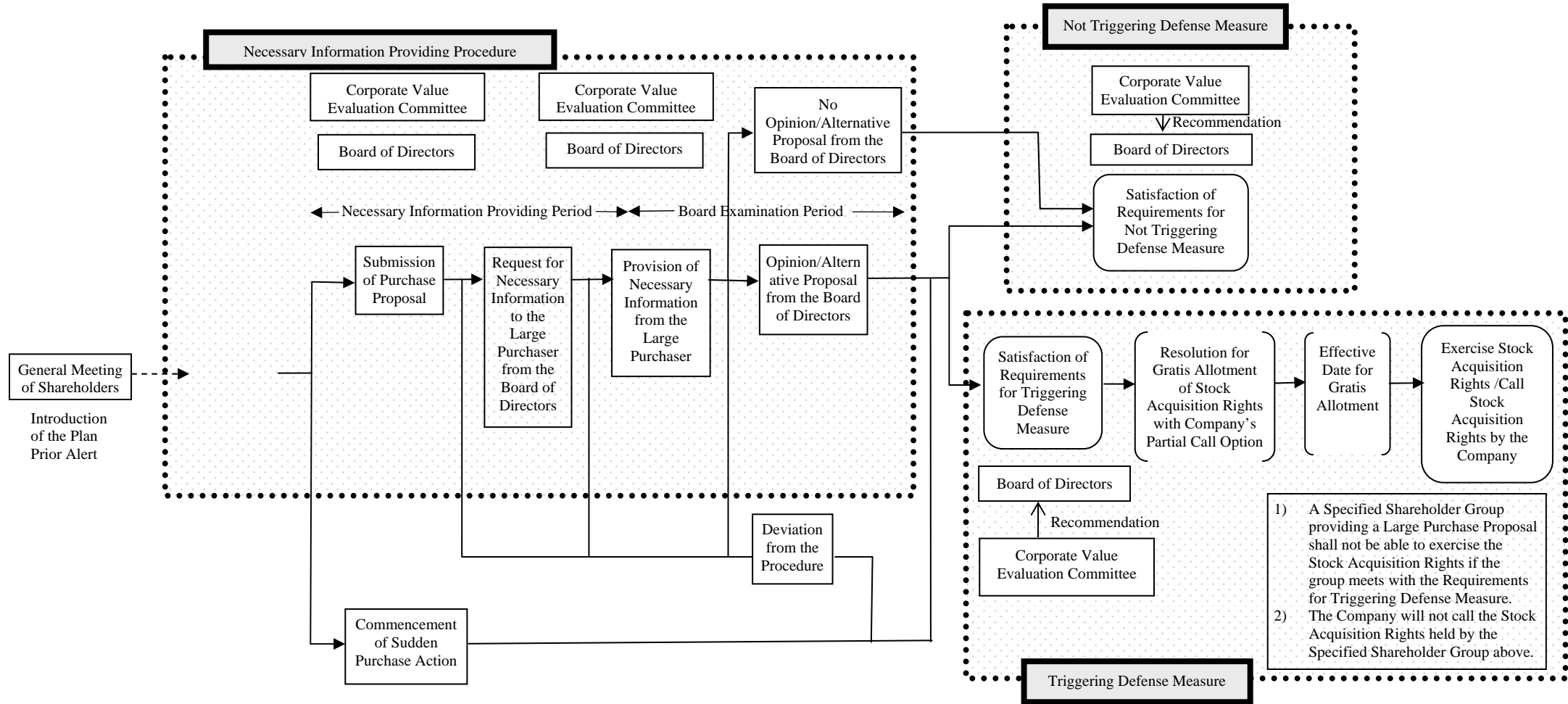
The Company will send exercise application form of the Stock Acquisition Rights and documents necessary for exercise of the Stock Acquisition Rights to the shareholders who have entered or recorded in the last shareholders' register or beneficial shareholders' register on the record date for allotment. In the event that the shareholders exercise the Stock Acquisition Rights allotted gratis during the exercise period, the Company will issue one common stock of the Company (as the case may be subject to adjustment) per one Stock Acquisition Right upon submitting stock acquisition right exercise application form, etc. and payment of ¥1 per Stock Acquisition Right at the payment handling place. However, since the Stock Acquisition Rights are attached with a discriminatory condition, the shareholders belonging to A Specified Shareholder Group including Large Purchaser who is determined to be met the Requirements for Triggering Defense Measure, shall not exercise the Stock Acquisition Rights.

③ Procedure for Reacquisition of the Stock Acquisition Rights by the Company

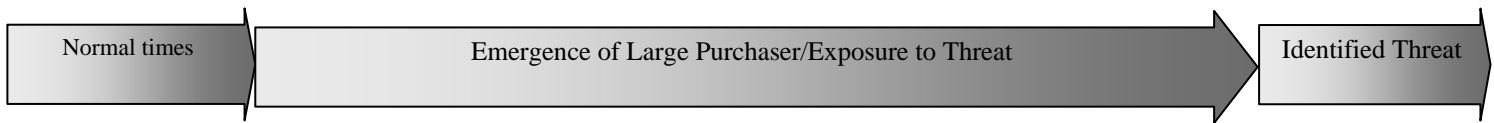
In the event that the Company' Board of Directors decides to reacquire the Stock Acquisition Rights in part in exchange for the Company's common stock, the shareholders other than the shareholders belonging to a Specified Shareholder Group including a Large Acquirer who is determined to be met the Requirements for Triggering Defense Measure will be delivered the common stocks of the Company on the Reacquisition Date as set forth separately by the Company's Board of Directors without payment of amount equivalent to the exercise price.

In addition to above, with respect to details of method for transfer of registration and payment method, the Company will make public notice or give notice to shareholders upon resolution of the Company's Board of Directors relating to the gratis allotment of the Stock Acquisition Rights so that we appreciate for shareholders' confirmation on the content.

- End -



- 1) A Specified Shareholder Group providing a Large Purchase Proposal shall not be able to exercise the Stock Acquisition Rights if the group meets with the Requirements for Triggering Defense Measure.
- 2) The Company will not call the Stock Acquisition Rights held by the Specified Shareholder Group above.



Attachment II
Summary of Activities of the Corporate Value Evaluation Committee
and
Introduction of Members

1. Summary of Activities of the Corporate Value Evaluation Committee

In the event that the Company's Board of Directors requires upon judgment of the following matters, the Corporate Value Evaluation Committee will be convened and upon deliberation with respect to the following matters it will give advice or recommendation to the Company's Board of Directors:

- ① Reviewing and examining a Large Acquisition Proposal and Necessary Information provided by a Large Acquirer
- ② Judgment of whether or not the condition underlying Requirements for Triggering Defense Measure or Requirements for Not Triggering Defense Measure exists in order to determine triggering or not triggering defense measure (the gratis allotment of stock acquisition rights) against a Large Acquisition by a Large Acquirer
- ③ Examining and reviewing corporate value evaluation based on a Large Acquisition Proposal by a Large Acquirer and corporate value evaluation based on an Alternative Proposal by the Company's Board of Directors

This Corporate Value Evaluation Committee is held in principle once per quarter, and makes Corporate Value Evaluation Committee Members deepen understanding of the Company's management policy and operational status, etc. so that it may make quick and appropriate judgment in connection with activities stated above. The Corporate Value Evaluation Committee is composed of a total of three (3) to five (5) members selected out of the external independent persons not interested in the introduction of the Plan. In principle, a Director of the Company attends the Corporate Value Evaluation Committee and explains with respect to matters necessary for examination by the Corporate Value Evaluation Committee. Furthermore, the Corporate Value Evaluation Committee may receive advice at the Company's expense from independent third parties (including financial adviser, certified public accountant, lawyer, consultant and other professional). The Company executes a business entrusting agreement with the Evaluation Members of the Corporate Value Evaluation Committee relating to the above activities of the Evaluation

Members at the Corporate Value Evaluation Committee, pursuant to which any Evaluation Member will engage in the above activities with good manager's due care. Moreover, in the event that a Corporate Value Evaluation Committee Member is elected as an External Director or an External Corporate Auditor of the Company, such Member will engage in as the part of External Director or External Corporate Auditor. The Company's Board of Directors shall make decision on the aforesaid matters upon respecting the recommendation of the Corporate Value Evaluation Committee to the full extent, except for a case that it is clear for the Company's corporate value and common interests of its shareholders to be impaired as a result of complying with the recommendation of the Corporate Value Evaluation Committee.

2. Introduction of Members of the Corporate Value Evaluation Committee

Mr. Iwao Taka

1996 Assistant Professor, School of International Economics, Reitaku University (the University)

2001 Professor, School of International Economics, and Vice Director, Business Ethics and Compliance Research Center of the University

2003 Professor, School of International Economics, and Chief Director, Business Ethics and Compliance Research Center of the University (to present)

Director, Mitsui Sumitomo Insurance Company, Limited (to present)

Mr. Fumio Motoi

1967 Supreme Court Legal Research and Training Institute

1969 Appointment as Judge, Tokyo District Court

1975 Retirement from Judge, Morioka District/Family Court

Registration as Attorney at Law (Osaka Bar Association)

2003 Partner, Midosuji Legal Profession Corporation (to present)

Mr. Masahiro Seki

1965 Registration as Certified Public Accountant

1987 Chief Representative, Deloitte Haskins and Sells Tokyo Office

1990 Senior Executive Director, International affair, Deloitte Touche Tomatsu

- 2000 Visiting Professor, Graduate School, International University of Japan (IUJ)
- 2001 Lecturer, Waseda University
Professor, IUJ
- 2002 President, Japanese Institute of International Accounting Education (to present)
- 2006 Outside Auditor, the Company

Attachment III
Summary of Stock Acquisition Rights

(Shareholders to be allotted the Stock Acquisition Rights and number of Stock Acquisition Rights to be allotted)

Stock Acquisition Rights will be allotted to shareholders who have entered or recorded in the last shareholders' register or beneficial shareholders' register on the date determined in the resolution of the Board of Directors for gratis allotment of Stock Acquisition Rights (hereinafter referred to as the "Record Date for Allotment" defined in (11)) at the rate of one Stock Acquisition Right per share (excluding treasury common stock) held by the shareholder.

(Matters related to gratis allotment of the Stock Acquisition Rights)

(1) Title of the Stock Acquisition Rights.

"The First Series of Nippon Meat Packers, Inc. Stock Acquisition Rights"

(2) Purpose of gratis allotment of the Stock Acquisition Rights

The Company will make a gratis allotment of Stock Acquisition Rights for the purpose of preventing the Company's corporate value and common interests of its shareholders from being impaired by Large Acquisition and utilizing as a reasonable measure to secure the Company's corporate value and common interests of its shareholders against Large Acquisition and Large Acquisition Proposal.

(3) Class and number of shares to be issued upon exercise of the Stock Acquisition Rights.

- (a) The class of shares to be issued upon exercise of the Stock Acquisition Rights is common stock of the Company.
- (b) The total number of shares to be issued upon exercise of the Stock Acquisition Rights is not more than the number of existing shares (excluding treasury common stock) at the last on the Record Date for Allotment. However, in the event that the Number of Subject Shares (as defined in (4) below) are adjusted pursuant to (17) below, it will be adjusted to the number obtained by multiplying the Number

of Subject Shares by the total number of the Stock Acquisition Rights for gratis allotment.

- (4) Total number of the Stock Acquisition Rights for gratis allotment.

Not more than the number of shares in issue at the last on the Record Date for Allotment (however, excluding treasury common stock). Furthermore, the number of shares to be issued upon exercise of one Stock Acquisition Right is one share (hereinafter referred to as “Number of Subject Shares”; provided, however, that the Number of Subject Shares will be adjusted pursuant to (18) below.

- (5) Total amount of issue price of shares upon exercise of the Stock Acquisition Rights.

Not more than an amount obtained by multiplying the Payment Amount (as defined in (6) below) by the total number of the Stock Acquisition Rights as provided in (4) above.

- (6) An amount to be paid in upon exercise of each Stock Acquisition Right and an amount per share.
- (a) An amount to be paid in (hereinafter referred to as the “Payment Amount”) upon exercise of each the Stock Acquisition Right is ¥1.
 - (b) An amount per share to be paid in upon exercise of each the Stock Acquisition Right is ¥1; provided, however, that in the event that the Number of Subject Shares is adjusted pursuant to (17) below, it will be adjusted to an amount obtained by dividing ¥1 by the Number of Subject Shares after the adjustment.

- (7) Amount of capital increased upon exercise of the Stock Acquisition Rights

Capital of the Company will increase by the total amount of the Payment Amount in the exercise of the Stock Acquisition Rights.

- (8) Exercise period of the Stock Acquisition Rights

Exercise period of the Stock Acquisition Rights is one month from the date determined

in the resolution of the Board of Directors for gratis allotment of Stock Acquisition Rights⁶. Provided, however, that with respect to the Stock Acquisition Rights reacquired by the Company pursuant to (10) below, the Exercise Period will expire the Reacquisition Date as defined in (10) (a) below (the exercise period defined in this (8) hereinafter referred to as the “Exercise Period”). Further, in the event that the last date of the Exercise Period falls under bank holiday, the bank business date preceding the bank holiday shall be the last date.

(9) Condition to exercise of the Stock Acquisition Rights

- (a) In the event that a holder of the Stock Acquisition Rights holds more than one the Stock Acquisition Rights, the holder may exercise all or part of the Stock Acquisition Rights; provided, however, in the event of the partial exercise, the holder may exercise only an integral number of the Stock Acquisition Rights.
- (b) Only persons who are allotted the Stock Acquisition Rights may exercise only the Stock Acquisition Rights which they were allotted; provided, however, that ① in the event that the Stock Acquisition Rights were succeeded from a person who was allotted the Stock Acquisition Rights upon the Board of Directors’ approval as provided in (15) below, and ② in the event that the Stock Acquisition Rights were duly succeeded in accordance with laws and ordinances and the Board of Directors’ approval provided for in (15) below is not required, the successor may exercise the Stock Acquisition Rights so succeeded.
- (c) Notwithstanding provisions of (a) or (b) above, with respect to Large Acquirer, at the time of the resolution of the Board of Directors for the gratis allotment of the Stock Acquisition Rights, in the event that Corporate Value Evaluation Committee, which will be established aside makes judgment that circumstances underlying Requirement for Triggering Defense Measures exists due to the Large Acquisition Proposal submitted by Large Acquirer or holding the Company’s Share Certificates, etc. based on Large Acquisition by Large Acquirer and, recommends the Board of Directors to that effect, and then the Company’s Board of Directors confirms the satisfaction of Requirement for Triggering Defense Measures according to the recommendation, pursuant to which it resolves to make a gratis allotment of the Stock Acquisition Rights, the following persons shall not exercise

⁶ The commencement date of the Exercise Period is scheduled to be set forth one and a half month following the Record Date for Allotment of the Stock Acquisition Rights.

the Stock Acquisition Rights they hold.

- a. Large Acquirer
- b. Joint Holders of the Large Acquirer
- c. Special Affiliated Persons of the Large Acquirer
- d. Persons succeeding or transferred the Stock Acquisition Rights from persons stated in a. to c. above without obtaining approval from the Board of Directors.

Further, the terms enumerated in (a) to (k) mean the meaning as stated in (a) to (k) unless otherwise provided.

(a) “Special Affiliated Person” means the special affiliated person as provided in Article 27-2, Paragraph 7 of Securities and Exchange Law (Law No. 25 of April 13, 1948, as amended; the same applicable hereinafter).

(b) “Share Certificates, etc” means Share certificates, etc. as provided in Article 27-23, Paragraph 1 of Securities and Exchange Law.

(c) “Joint Holder(s)” means joint holder (s) provided in Article 27-23, Paragraph 5 of Securities and Exchange Law and includes person deemed as joint holder pursuant to Article 27-23, Paragraph 6 thereof..

(d) “Hold” means hold provided in Article 27-23, Paragraph 4 of Securities and Exchange Law.

(e) “Holder” means holder provided in Article 27-23, Paragraph 1 of Securities and Exchange Law and includes person deemed holder pursuant to Article 27-23, Paragraph 3 thereof.

(f) “Plan” means defense plan against the Large Acquisition of the Company’s shares determined at the Company’s Board of Directors on May 19, 2006.

(g) “Large Acquisition” means Large Acquisition provided in the Plan.

(h) “Large Acquirer” means Large Acquirer provided in the Plan.

(i) “Large Acquirer, etc.” means Large Acquirer, and the joint holder(s) of the Large Acquirer and the special affiliated person (s).

(j) “Large Acquisition Proposal” means Large Acquisition proposal provided in the Plan.

(k) “Requirements for Triggering Defense Measure” means Requirements for Triggering Defense Measure provided in the Plan.

(10)Condition on reacquisition of the Stock Acquisition Rights by the Company

(a) In the event that the Company's Board of Directors deems it appropriate for the Company to reacquire the Stock Acquisition Rights in part, the Company may reacquire the Stock Acquisition Rights pursuant to (10) (b) below on the date determined by the Company's Board of Directors (hereinafter referred to as "Reacquisition Date"). Reacquisition Date shall be determined during the Gratis Allotment Effective Date to the last date of the Exercise Period by the Company's Board of Directors. Provided, however, that the Company's Board of Directors shall determine the Reacquisition Date by its resolution by the date preceding the commencement date of the Exercise Period.

(b) The Company may reacquire all the Stock Acquisition Rights held by persons other than those persons provided in (9) (c) above who are not entitled to exercise the Stock Acquisition Rights and may in exchange deliver common stocks of the Company in the Number of Subject Shares per the Stock Acquisition Right.

(11) Record Date for Allotment of the Stock Acquisition Right.

The date determined in the resolution of the Board of Directors for gratis allotment of Stock Acquisition Rights

(12) Effective date of gratis allotment of the Stock Acquisition Rights.

The date determined in the resolution of the Board of Directors for gratis allotment of Stock Acquisition Rights

(13) Place to receive exercise request of the Stock Acquisition Rights.

The place to receive exercise request determined in the resolution of the Board of Directors for gratis allotment of Stock Acquisition Rights

(14) Payment handling financial institution to which payment should be made upon exercise of the Stock Acquisition Rights.

The payment handling financial institution determined in the resolution of the Board of Directors for gratis allotment of Stock Acquisition Rights

(15) Restriction for transfer of the Stock Acquisition Rights.

Any transfer of the Stock Acquisition Rights is subject to approval of the Company’s Board of Directors.

(16) Matters related to issuance of certificates for the Stock Acquisition Rights.

Certificates for the Stock Acquisition Rights will be issued only upon request of holder of the Stock Acquisition Rights.

(17) Adjustment of the Number of Subject Shares

(a) After a gratis allotment of the Stock Acquisition Rights, in the event that the Company makes split, gratis allotment of or consolidation its shares, the Number of Subject Shares will be adjusted in accordance with the following formula. In calculating the Number of Subject Shares after the adjustment, such calculation will be made to one - ten thousandth (1/10000) and five – ten thousandth (5/10000) or more is rounded upward to one – thousandth (1/1000) and four – ten thousandth (4/10000) or less is disregarded.

Number of Subject Shares after the adjustment	=	Number of Subject Shares before the adjustment	x	Ratio of split, gratis allotment or consolidation
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(b) The time, etc. from which the Number of Subject Shares after adjustment will be applied is set forth as follow:

- (i) The Number of Subject Shares after adjustment will be applied ① in the case of split of shares, on and after the effective date of the split of shares provided in Article 183, Paragraph 2, Item 2 of Company Law (hereinafter referred to as the “Effective Date of Share Split”); ② in the case of a gratis allotment of shares, on and after the effective date of the gratis allotment of shares provided in Article 180, Paragraph 1, Item 2 of Company Law (hereinafter referred to as “Effective Date of Share Gratis Allotment”); ③ in the case of consolidation of shares, on and after the effective date of consolidation of shares provided in Article 180, Paragraph 2, Item 2 of Company Law. Provided, however, that in the event that the Board of Directors resolves to issue shares of common stock of the Company by split

of shares or gratis allotment of shares for consideration of distributable surplus on condition that such distributable surplus is incorporated into its capital, and the Effective Date of Share Split or the Effective Date of Share Gratis Allotment is set forth on or prior to the date of close of the general meeting of shareholders at which the incorporation of the distributable surplus to its capital is resolved, the Number of Subject Shares after adjustment will be applied on and after the date following the date of close of the general meeting of shareholders at which the incorporation of the distributable surplus to its capital is resolved.

- (ii) In the case of proviso of (i) above, the Company will issue of common stocks of the Company, which number will be calculated in accordance with the following formula on and after the date following the date of close of the subject general meeting of shareholders to the person who exercises the Stock Acquisition Rights during the period from the date following the Effective Date of Share Split or the Effective Date of Share Gratis Allotment to the date of close of the general meeting of shareholders at which the incorporation of the distributable surplus to its capital is resolved. In this case, any fraction less than one share will be disregarded and no cash adjustment will be made.

Number of shares = (Ratio of split or gratis allotment of its share distribution - 1) x (in case of exercise of the Stock Acquisition Rights during the subject period, the number of shares issued based on the Number of Subject Shares before the adjustment)