

[Translation]

July 11, 2007

Name of the Company: Nippon Meat Packers, Inc.  
(the "Company")  
Name of the representative: Hiroshi Kobayashi  
President and Director  
(Code No.:2282 Listed on 1<sup>st</sup> Section of Tokyo Stock Exchange  
and Osaka Securities Exchange)

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To whom it may concern:

Allotment of Stock Acquisition Rights  
(Stock Option Scheme for Stock-Linked Compensation Plan)  
to Directors

The Company hereby announces that it passed a resolution at the meeting of the Board of Directors held today to determine the offering conditions of stock acquisition rights (stock option scheme for stock-linked compensation plan) and to offer the eight (8) Directors of the Company (excluding outside Directors) to accept the stock acquisition rights pursuant to provisions of Article 238, Paragraphs 1 and 2 and Article 240, Paragraph 1 of the Company Law, with the intention of enhancing the Directors' motivation and morale leading to a rise in stock price and the growth of the consolidated business results through the appropriate corporate management by sharing not only the merits of rises in stock price but also the risks of a decline in the stock price with the stockholders.

Particulars

1. Name of stock acquisition rights to be offered:

Stock Acquisition Rights of Nippon Meat Packers, Inc. Issued in July 2007  
(stock option scheme for stock-linked compensation plan: to Directors)

2. Number of stock acquisition rights to be offered:

55 units

The total number above is the number scheduled to be allocated, but if the total number of stock acquisition rights to be offered decreases due to lack of acceptance or the like, the number of stock acquisition rights allocated will be deemed the number of stock acquisition rights to be offered for issue.

3. Type and number of shares to be issued upon exercise of stock acquisition rights to be offered:

Shares of common stock shall be issued upon exercise of stock acquisition rights to be offered, and 1,000 shares shall be allotted to each stock acquisition right to be offered (the "number of allotted shares"). Provided, however, that if the Company makes a stock split (including gratis issue of shares of common stock of the Company; hereinafter the same shall apply to any description of stock split) or stock consolidation of shares of common stock of the Company after the allocation date, the number of allotted shares 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.

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

The number of allotted shares after adjustment shall be applicable in case of stock split from the date immediately following the record date of the relevant stock split or in case of stock consolidation from the effective date of the stock consolidation. Provided, however, that in case of a stock split made under the condition that the proposal to increase the Company's paid-in capital or reserves by way of reducing the surplus is approved by the general meeting of shareholders and the record date of the stock split is set as a day prior to the closing date of such general meeting of shareholders, the number of allotted shares after adjustment shall be applied retroactively on the day immediately following the record date on and after the day following the closing date of such general meeting of shareholders.

In addition to the above, if an unavoidable event necessitating the number of allotted shares to be adjusted occurs after the allocation date, the number of allotted shares shall be adjusted to a reasonable extent.

Furthermore, when the Company adjusts the number of allotted shares, the Company shall give notice to each holder of stock acquisition rights to be offered registered in the register of stock acquisition rights (the "Rights Holder") or give public notice with respect to any necessary matters before the date on which the number of allotted shares after adjustment becomes applicable. Provided, however, that if the Company is not able to give such notice or public notice before the date on which the number of allotted shares after adjustment becomes applicable, the Company shall subsequently give notice or public notice promptly.

4. Amount to be contributed upon exercise of stock acquisition rights to be offered:

The amount to be contributed for the exercise of each stock acquisition right to be offered shall be one (1) yen per share to be delivered upon exercise of stock acquisition rights to be offered, multiplied by the number of allotted shares.

5. Exercise period of stock acquisition rights to be offered:

From August 1, 2007 through June 30, 2027 (both inclusive).

6. Matters concerning paid-in capital or additional paid-in capital to be increased when shares are issued upon exercise of stock acquisition rights to be offered:

(1) The amount of paid-in capital to be increased when shares are issued upon exercise of stock acquisition rights to be offered shall be a half of the limit of capital increase calculated in accordance with Article 40, Paragraph 1 of the Corporate Accounting Rules, and any fractions less than one (1) yen resulting from that calculation shall be rounded up to the nearest whole yen.

(2) The amount of additional paid-in capital to be increased when shares are issued upon exercise of stock acquisition rights to be offered shall be the amount of the limit of capital increase described in (1) above less the amount of paid-in capital to be increased as set out in (1) above.

7. Restriction on transfer of stock acquisition rights to be offered:

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

8. Conditions for acquiring stock acquisition rights to be offered:

When the following proposals (1), (2) and (3) are approved by the Company's general meeting of shareholders (in case approval of the general meeting of shareholders is not required, when

the Board of Directors of the Company determines by resolution), the Company may acquire stock acquisition rights free of charge on the date separately determined by the Board of Directors.

- (1) a proposal for a merger agreement where the Company will be dissolved;
- (2) a proposal for a company split agreement or company split plan where the Company will be split;
- (3) a proposal for a stock exchange agreement or stock transfer plan where the Company will become a wholly owned subsidiary of another company.

9. Determination policy concerning details of invalidation of stock acquisition rights to be offered and delivery of stock acquisition rights of the Restructured Company under the Organization Restructuring:

Upon merger (only in the case where the Company is to be dissolved; i.e. The Company is the non-surviving company), absorbing merger, spin-off, stock exchanges, or stock transfer of the Company (collectively, the “Organization Restructuring”), the Company shall deliver stock acquisition rights of corporations listed in Article 236, Paragraph 1, Items 8.1 through 8.5 (the “Restructured Company”) in accordance with the following terms and conditions to holders of the stock acquisitions rights remaining when the Organization Restructuring takes effect (the “Remaining Stock Acquisition Rights”). In this case, the Remaining Stock Acquisition Rights shall cease to be effective and the Restructured Company shall newly issue stock acquisition rights; provided, however that the foregoing shall apply only to the case in which delivery of stock acquisition rights of the Restructured Company in accordance with the following terms and conditions is provided for in the relevant merger agreement, consolidation agreement, absorbing merger agreement, spin-off plan, stock exchange agreement or stock transfer plan, as the case may be.

- (1) Number of stock acquisition rights of the Restructured Company to be delivered:  
The Company will deliver stock acquisition rights, the number of which will equal the number of stock acquisition rights held by holders of the Remaining Stock Acquisition Rights.
- (2) Type of shares of the Restructured Company to be issued upon exercise of stock acquisition rights:  
Shares of common stock of the Restructured Company shall be allotted to each stock acquisition right.
- (3) Number of shares of the Restructured Company to be issued upon exercise of stock acquisition rights:  
To be determined upon application, *mutatis mutandis*, of item 3 above taking into consideration the terms and conditions of the Organization Restructuring, etc.
- (4) Amount to be contributed upon exercise of stock acquisition rights:  
The amount to be contributed for the exercise of each stock acquisition right to be delivered shall be the product of the Amount to be Paid after Restructuring (defined below) and the number of shares of the Restructured Company issued for the relevant stock acquisition rights determined in accordance with (3) above. The Amount to be Paid after Restructuring shall be one (1) yen per share of the Restructuring Company to be delivered upon exercise of each stock acquisition right to be delivered.
- (5) Exercise period of stock acquisition rights:  
From the later of the commencement day of the exercise period of stock acquisition rights to be offered set out in item 5 above and the day on which the Organization Restructuring becomes effective through the last day of the exercise period of stock acquisition rights to

be offered set out in item 5 above.

- (6) Matters concerning paid-in capital or additional paid-in capital to be increased when shares are issued upon exercise of stock acquisition rights:  
To be decided by a resolution upon application, *mutatis mutandis*, of item 6 above.
  - (7) Restriction on transfer of stock acquisition rights:  
Any transfer of stock acquisition rights to be offered shall be subject to approval by a resolution of the Board of Directors of the Restructured Company.
  - (8) Conditions for acquiring stock acquisition rights:  
To be decided by a resolution upon application, *mutatis mutandis*, of item 8 above.
  - (9) Other conditions for exercise of stock acquisition rights:  
To be decided by a resolution upon application, *mutatis mutandis*, of item 11 below.
10. Handling of fractional shares resulting from exercise of stock acquisition rights to be offered:
- When the shares to be delivered to holders of stock acquisition rights to be offered include fractional shares, such number of fractional shares shall be rounded down to the nearest whole share.
11. Other conditions for exercise of stock acquisition rights to be offered:
- (1) A holder of stock acquisition rights may exercise the stock acquisition rights when he or she only loses his or her position as a director (including executives of companies with committees under the Company Law), corporate auditor or executive officer of the Company and its affiliates (companies in which the Company owns 20% or more of the shares) during the period provided in item 5 above. Provided that a holder of stock acquisition rights may exercise the right for the period of only five (5) years starting from the date immediately following the loss of his or her position (hereinafter called the “Commencement Date of the exercise period”).
  - (2) Notwithstanding (1) above, a holder of stock acquisition rights may exercise the stock acquisition rights within the respective periods prescribed when either (i) or (ii) below occurs (provided that the case mentioned in (ii) below excludes when stock acquisition rights of the Restructured Company are delivered to holders of stock acquisition rights in accordance with item 9 above):
    - (i) If a holder of stock acquisition rights does not have the Commencement Date of the exercise period on or before June 30, 2026, such rights may be exercised on or after July 1, 2026 through June 30, 2027.
    - (ii) If a proposal for a merger agreement where the Company will be dissolved, or a proposal for a stock exchange agreement or stock transfer plan where the Company will become a wholly owned subsidiary of another company is approved by the Company’s general meeting of shareholders (in case approval of a general meeting of shareholders is not required, when the Board of Directors of the Company determines approval by resolution), such stock acquisition rights may be exercised on or after the date immediately following the day of the approval for a period of 15 days.
  - (3) When a holder of stock acquisition rights to be offered waives the rights, such stock acquisition rights to be offered may not be exercised.

12. Amount to be paid upon exercise of stock acquisition rights to be offered:

No payment is required for the delivery of stock acquisition rights to be offered.

13. Allotment day of stock acquisition rights to be offered:

July 26, 2007

14. Method of application and payment upon the exercise of stock acquisition rights to be offered

(1) Upon exercising stock acquisition rights to be offered, an applying holder shall state all necessary information in the "Exercise Application Form" prescribed by the Company together with his/her name and seal impression, and submit such Exercise Application Form to the location for receiving exercise applications set out in item 15 below.

(2) Together with submitting the "Exercise Application Form" mentioned in (1) above, an applying holder shall pay to the Company the amount obtained by multiplying the amount to be contributed upon exercise of each stock acquisition right to be offered by the number of stock acquisition rights to be offered to be exercised (the "Exercise Price") in cash by wire transfer to the account designated by the Company at the payment handling location set out in item 16 below (the "Designated Account") by the time designated by the Company.

15. Payment handling location for Exercise Price and location for receiving exercise applications with respect to stock acquisition rights to be offered:

General Affairs Department of the Company (or any department in charge of the relevant service at that time)

16. Payment handling location at the time of exercise of stock acquisition rights to be offered:

Mitsubishi UFJ Trust and Banking Corporation, Osaka Branch (or any successor bank thereof or any successor branch thereof at the relevant time)

17. Effective date of exercise of stock acquisition rights to be offered:

(1) The exercise of stock acquisition rights to be offered shall be effective as of the date recorded on the Exercise Application Form set out in item 14 above. Provided, however, that if the date on which the Exercise Application Form received at the location for receiving exercise applications is received at the payment handling location and the Exercise Price set out in item 14 (2) above is paid to the Designated Account is later than the date recorded on the Exercise Application Form, the exercise of stock acquisition rights to be offered shall be effective as of the time when the Exercise Application Form is received at the payment handling location and the Exercise Price is paid to the Designated Account.

(2) The Company shall deliver share certificates immediately after completion of the exercise procedures. Provided that the Company shall not deliver any share certificate representing shares less than one unit.

18. Interpretation of provisions of these offering conditions and other handling measures

When provisions of these offering conditions are required to be interpreted differently or any other measures are required to be taken, the Company may, in accordance with provisions of the Company Law and purpose of the stock acquisition rights to be offered, amend these terms and

conditions with respect to handling of related matters in a manner the Company deems appropriate, and such amendments shall become an integral part of these terms and conditions.

19. Publication of issued terms and conditions

The Company shall keep a certified copy of issued terms and conditions of stock acquisition rights to be offered at the head office of the Company, and make it available for holders of stock acquisition rights during its business hours.

20. The Company shall delegate to the Representative Director(s) any and all power and authorization to decide any and all other matters necessary with respect to stock acquisition rights to be offered.

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