

(Translation)

April 13, 2012

Name of the Company: Nippon Meat Packers, Inc.

Representative: Noboru Takezoe
President and Representative Director

(Code No. 2282, First Sections of the Tokyo Stock Exchange and
the Osaka Securities Exchange)

Person to contact: Shigeru Nakajima
General Manager of Public & Investor
Relations Department

Notice of Transfer of Hams and Sausages Factories to Consolidated Subsidiary by Spin-off

It is hereby notified that Nippon Meat Packers, Inc. (the "Company"), at the meeting of its Board of Directors held today, adopted a resolution to implement an absorption-type split (the "Spin-off") to transfer business at its Ibaraki Plant, Ono Plant, Hyogo Plant and Tokushima Plant to its 100% consolidated subsidiary Nippon Ham Factory Co., Ltd. ("NH Factory") and that the Company proposed to its labor union permanent and temporary transfers of its employees as a result of the Spin-off today, as described below.

As the Spin-off is a simple absorption-type corporate split in which the Company's 100% consolidated subsidiary will take over a business division, certain matters and items for disclosure have been omitted.

Description

1. Purpose of the Spin-off:

The market environment surrounding the hams and sausages business continues to remain harsh due to the contraction of the domestic market and intensifying price competition, as well as rising prices of raw meats and materials and increased imports, among other things. In these situations, the Company and its group companies (collectively, the "Group") recognize that the enhancement of cost competitiveness while focusing on safety and security and the establishment of a more agile business operation system are the best solutions for flexibly responding to the drastically changing market environment.

With such problem recognition, the Company merged its hams and sausages manufacturing subsidiaries Shizuoka Nippon Ham Co., Ltd. and Nagasaki Nippon Ham Co. Ltd. to incorporate NH Factory in October 2010. To further accelerate the improvement of efficiencies and enhance competitiveness, the Company has determined it essential to integrate its Ibaraki, Ono, Hyogo and Tokushima Plants with NH Factory through a method of simple absorption-type corporate split.

Simultaneously upon the Spin-off, the Company will optimize the Group's entire hams and sausages manufacturing system by function and cultivate manufacturing professionals to enhance its frontline capabilities. In addition, the Company will update its manufacturing equipment and introduce lines of higher productivity in an effort to maintain high qualities, improve production efficiencies, enhance cost competitiveness and expand its share.

2. Summary of the Spin-off (planned):

(1) Schedule of the Spin-off:

Approval of the split agreement by the Board of Directors (the Company and NH Factory):	April 13, 2012
Conclusion of the split agreement:	April 20, 2012 (planned)
Approval of the split agreement by the General Meeting of Shareholders (NH Factory):	May 28, 2012 (planned)
Effective date of the split:	October 1, 2012 (planned)

(Note) The Company, the transferring party, will implement the Spin-off without seeking a resolution therefor at its General Meeting of Shareholders as it satisfies the requirements provided for in Article 784, paragraph 3 of the Companies Act of Japan.

(2) Method of the Spin-off:

Absorption-type corporate split in which the Company is the transferring party and NH Factory is the assuming party.

(3) Details of the allocation of shares upon the Spin-off:

NH Factory, the assuming party, will issue 11,000 shares of common stock upon the Spin-off and allocate and deliver the same to the Company.

(4) Treatment of stock acquisition rights and bonds with stock acquisition rights of the transferring party in connection with the Spin-off:

There will be no change in the statuses of the stock acquisition rights and bonds with stock acquisition rights of the Company.

(5) Capital to be increased or decreased upon the Spin-off:

No capital of the Company will be increased or decreased upon the Spin-off.

(6) Rights and obligations to be acquired and assumed by the assuming party:

NH Factory, the assuming party, will acquire and assume from the Company, the transferring company, the assets and liabilities and contractual statuses in connection with the hams and sausages business of the Company and other rights and obligations to the extent specified in the absorption-type corporate split agreement.

(7) Prospect for the fulfillment of obligations:

The Spin-off is a simple absorption-type corporate split between the Company and its 100% consolidated subsidiary NH Factory. The Company foresees no problem in the fulfillment of the respective obligations to be assumed by the Company and the assuming party NH Factory on or after the effective date thereof.

3. Outline of the parties to the Spin-off (as of April 1, 2012):

	Nippon Meat Packers, Inc. (transferring party)	Nippon Ham Factory Co., Ltd. (assuming party)
Location of head office	6-14, Minami-Honmachi 3-chome, Chuo-ku, Osaka	350-3, Ohata, Yoshida-cho, Haibara-gun, Shizuoka prefecture
Representative	Noboru Takezoe, President and Representative Director	Hiroshi Ide, President and Representative Director
Business	Manufacture and sale of processed meats(hams,sausages,etc)and cooked foods (retort-packed food, pre-prepared foods, etc), and the import purchase and sale of fresh meats	Production and sales of hams and sausages
Stated capital	¥24,166 million	¥450 million
Date of incorporation	May 30, 1949	February 7, 1985
Total number of issued shares	228,445,350 shares	9,000 shares
Accounting period	March 31	March 31
Principal shareholder and shareholding ratio (ratio of the number of shares held to the total number of issued shares) (as of September 30, 2011)	The Master Trust Bank of Japan, Ltd. (Trust account) 7.57% Company (treasury stock) 6.88% Japan Trustee Service Bank, Ltd. (Trust account) 4.56% The Hyakujushi Bank, Ltd. 3.96% Meiji Yasuda Life Insurance Company 3.22% The Bank of Tokyo- Mitsubishi UFJ, Ltd. 3.21%	Nippon Meat Packers, Inc. 100.00%

(1) Financial condition and results of operation for the previous fiscal year:

	Nippon Meat Packers, Inc. (non-consolidated)	Nippon Ham Factory Co., Ltd. (non-consolidated)
Balance sheet date	March 31, 2011	March 31, 2011
Net assets	¥186,380 million	¥4,921 million
Total assets	¥415,878 million	¥8,235 million
Net assets per share	¥875.27	¥546,777.78
Net sales	¥668,973 million	¥11,888 million
Operating income	¥8,365 million	¥769 million

	Nippon Meat Packers, Inc. (non-consolidated)	Nippon Ham Factory Co., Ltd. (non-consolidated)
Ordinary income	¥15,308 million	¥778 million
Net income	¥7,265 million	¥437 million
Net income per share	¥34.16	¥48,555.56

	Nippon Meat Packers, Inc. (consolidated)
Balance sheet date	March 31, 2011
Nippon Meat Packers, Inc. shareholders' equity	¥281,067 million
Total assets	¥590,688 million
Nippon Meat Packers, Inc. shareholders' equity per share	¥1,321.37
Net sales	¥989,308 million
Operating income	¥33,175 million
Income from continuing operations before income taxes and equity in earnings of associated companies	¥29,523 million
Net income attributable to Nippon Meat packers, Inc.	¥16,731 million
Basic earnings per share attributable to Nippon Meat Packers, Inc. shareholders	¥78.67

4. Outline of the business division (hams and sausages) to be spun off:

(1) Outline of the subject business of the Spin-off:

	Ibaraki Plant	Ono Plant	Hyogo Plant	Tokushima Plant
Address	Chikusei City, Ibaraki prefecture	Ono City, Hyogo prefecture	Kakogawa City, Hyogo prefecture	Myozai-gun, Tokushima prefecture
Site area	Approx. 89,000 m ²	Approx. 30,000 m ²	Approx. 56,000 m ²	Approx. 66,000 m ²
Beginning of operation	April 1963	February 1996	May 1969	October 1974
Main products	Hams and sausages	Hams and sausages	Hams and sausages	Hams and sausages
Number of employees (as of February 29, 2012)	769	191	536	583
Production	¥25,981 million	¥7,246 million	¥11,302 million	¥13,838 million

* The number of employees comprises regular employees, term-contract employees, part-time employees and temporary employees.

- (2) Items and amounts of the subject assets and liabilities of the Spin-off (as of December 31, 2011):

Assets		Liabilities	
Item	Book value	Item	Book value
Current assets	¥2,313 million	Liabilities	¥7,498 million
Fixed assets	¥17,903 million		
Total	¥20,216 million	Total	¥7,498 million

* The above-listed amounts of assets and liabilities to be separated are based on the Company's balance sheet and other calculations as of December 31, 2011. The amounts of the subject assets and liabilities of the Spin-off on the effective date thereof, which shall be determined by taking into account any increase and/or decrease in the assets and liabilities to be separated as of the date immediately preceding the effective date of the Spin-off, may differ from the above-listed amounts. In addition, the site of NH Factory's Nagasaki factory rented by the Company and the site of the factory of the Company are planned to be transferred to NH Factory upon the Spin-off.

- (3) Business results of the subject business division of the Spin-off (ground total of net sales of four factories):

	Ham and sausages division (a)	Actual consolidated business results for the year ended March 31, 2011 (b)	Ratio (a/b)
Net sales	¥63,441 million	¥989,308 million	6.4%

* The amount in column (a), which is net sales of the hams and sausages division before eliminations for consolidation and for the purpose of internal management, is not equal to the aggregate of the amounts of production of the four factories listed above.

5. Statuses of the Company (transferring party) and NH Factory (assuming party) after the Spin-off (planned):

	Nippon Meat Packers, Inc. (transferring party)	Nippon Ham Factory Co., Ltd. (assuming party)
Location of head office	6-14, Minami-Honmachi 3-chome, Chuo-ku, Osaka	350-3, Ohata, Yoshida-cho, Haibara-gun, Shizuoka prefecture
Representative	Noboru Takezoe, President and Representative Director	Hiroshi Ide, President and Representative Director
Business	Manufacture and sale of processed meats(hams,sausages,etc)and cooked foods (retort-packed food, pre-prepared foods, etc), and the import purchase and sale of fresh meats	Production and sales of hams and sausages
Stated capital	¥24,166 million	¥1,000 million
Date of incorporation	May 30, 1949	February 7, 1985
Total number of issued shares	228,445,350 shares	20,000 shares
Accounting period	March 31	March 31

6. Future outlook:

To the employees to be transferred from the Company to NH Factory in the Spin-off, special additional payments will be made in addition to retirement benefits under the internal rules of the Company. The effect of the retirement benefits and other items on its consolidated business results, if any, will be announced properly when the amount thereof is determined and required to be disclosed. The special additional payments are estimated to amount to approximately ¥2.5 billion if all the subject employees are transferred (the special additional payments will be recorded as "other" cost and expenses for the year ending March 31, 2013).

In connection with the Spin-off, the Company is expected to receive from NH Factory dividends in the aggregate of approximately ¥16.7 billion and approximately ¥4.1 billion of the dividends the resource of which is retained earnings will be taken into account in the forecast of non-consolidated business results of the Company for the year ending March 31, 2013 in its financial statements for the year ended March 31, 2012 to be publicized in the middle of May 2012. Approximately ¥12.6 billion of the dividends the resource of which is other retained earnings appropriated for legal reserve will have no effect on the non-consolidated business results of the Company as the dividends fall under the category of capital repayments for accounting purposes. The receipt of the dividends in the aggregate of approximately ¥16.7 billion will have no effect on its consolidated business results.

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(For reference) Forecast of consolidated business results for the year ended March 31, 2012 (publicized on January 31, 2012) and the consolidated business results for the year ended March 31, 2011:

	Net sales	Operating income	Income from continuing operations before income taxes and equity in earnings of associated companies	Net income attributable to Nippon Meat Packers, Inc.
Forecast of consolidated business results for the year ended March 31, 2012	¥1,020,000 million	¥26,000 million	¥25,500 million	¥11,000 million
Consolidated business results for the year ended March 31, 2011	¥989,308 million	¥33,175 million	¥29,523 million	¥16,731 million