

(Translation)

February 13, 2015

Name of the Company: NH Foods Ltd.

Representative: Noboru Takezoe
President and Representative Director

(Code No. 2282, First Section of the Tokyo Stock Exchange)

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

**Notice of Changes of Representative Directors and Officers and
Organizational Changes**

It is hereby notified that NH Foods Ltd. (the "Company"), at the meeting of its Board of Directors held today, adopted resolutions for changes of its Representative Directors and officers and organizational changes to be made as of April 1, 2015, as well as changes of its officers and a new management structure to be made in June 2015, as described below.

The changes of its officers and a new management structure to be made in June 2015 will be determined formerly at the 70th Ordinary General Meeting of Shareholders to be held towards the end of June 2015 and the meeting of the Board of Directors to be held thereafter.

Description

I. Changes of Representative Directors (as of April 1, 2015):

Name	New Position	Current Position
Juichi Suezawa	President and Representative Director (President and CEO)	Director and Senior Managing Executive Officer; General Manager of Fresh Meats Business Division
Yoshihide Hata	Vice President and Representative Director (Executive Vice President); General Manager of Corporate Management Division	Director and Managing Executive Officer; General Manager of Corporate Management Division, in charge of Accounting & Finance Department and IT Strategy Department
Koji Kawamura	Representative Director and Senior Managing Executive Officer; General Manager of Processed Foods Business Division	Director and Executive Officer; General Manager of Affiliated Business Division
Hiroshi Kobayashi	Director	Chairman and Representative Director
Noboru Takezoe	Director	President and Representative Director

(For reference)

Change of Owners of Hokkaido Nippon-Ham Fighters Baseball Club Co., Ltd.

Juichi Suezawa, who will assume the office of President and Representative Director of the Company, is expected to assume the office of Owner and Director of Hokkaido Nippon-Ham Fighters Baseball Club Co., Ltd. as of April 1, 2015.

II. Change of Director (as of April 1, 2015):

Name	New Position	Current Position
Koji Uchida	Director	Director and Senior Managing Executive Officer; General Manager of Processed Foods Business Division; General Manager of Sales & Marketing Division and General Manager of Food Services Division, Processed Foods Business Division

III. Changes of Executive Officers

1. Promotion and Changes of Positions of Executive Officers (as of April 1, 2015):

Name	New Position	Current Position
Katsumi Inoue	Senior Managing Executive Officer; General Manager of Fresh Meats Business Division	Executive Officer; General Manager of Imported Fresh Meats Sales Division, General Manager of Chilled Beef Department and General Manager of Frozen Beef Department, Fresh Meats Business Division
Shunichi Ogata	Managing Executive Officer; General Manager of Quality Assurance Department and General Manager of Customer Service Department	Executive Officer; General Manager of Quality Assurance Department and General Manager of Customer Communications Department
Sadanori Miyagai	Managing Executive Officer; in charge of General Affairs Department, Human Resources Department, Legal Affairs Department and Engineering Department, Corporate Management Division	Executive Officer; in charge of General Affairs Department, Human Resources Department, Legal Affairs Department and Engineering Department
Kazunori Shinohara	Executive Officer; General Manager of Affiliated Business Division	Executive Officer; General Manager of Administrative Division and General Manager of Business Planning Office, Fresh Meats Business Division

Name	New Position	Current Position
Tetsuhiro Kito	Executive Officer; General Manager of Sales & Marketing Division, Processed Foods Business Division	Executive Officer; General Manager of General Merchandising Division, Sales & Marketing Division, Processed Foods Business Division
Hajime Takamatsu	Executive Officer; General Manager of Corporate Planning Department, in charge of CSR Department and IT Strategy Department, Corporate Management Division, and in charge of Research & Development Center	Executive Officer; General Manager of Corporate Planning Department, Corporate Management Division, and in charge of Research & Development Center

2. Appointment of New Executive Officers (as of April 1, 2015):

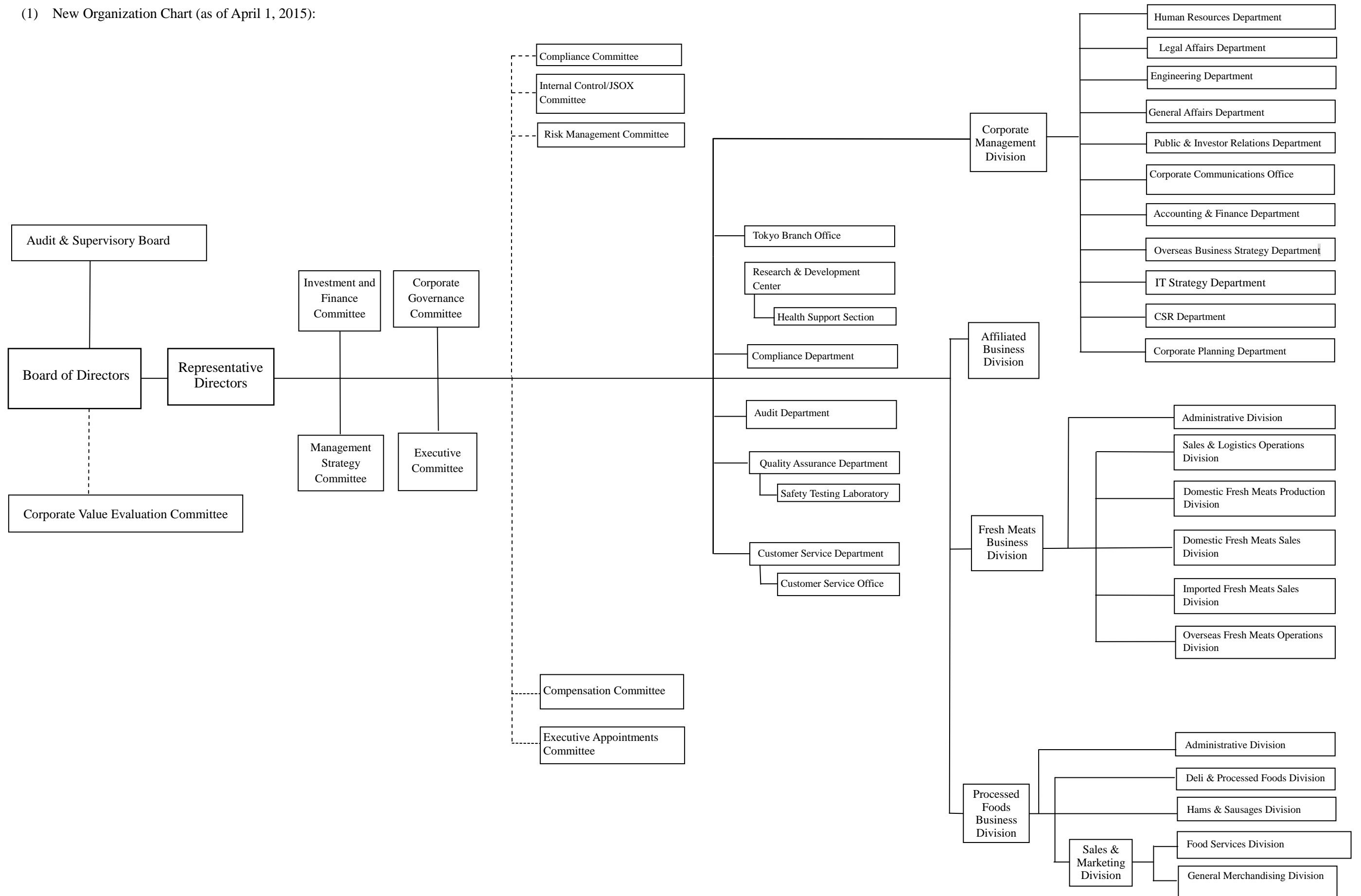
Name	New Position	Current Position
Keiji Maeda	Executive Officer; General Manager of General Merchandising Division, Sales & Marketing Division, Processed Foods Business Division	General Manager of Tokyo Metropolitan Area General Merchandising Department, General Merchandising Division, Sales & Marketing Division, Processed Foods Business Division
Shigeru Nakajima	Executive Officer; General Manager of Public & Investor Relations Department, and in charge of Corporate Communications Office, Corporate Management Division	General Manager of Public & Investor Relations Department, Corporate Management Division
Nobuo Oda	Executive Officer; General Manager of Administrative Division and General Manager of Business Planning Office and General Manager of Research and Examination Office, Fresh Meats Business Division	General Manager of Imported Broiler Department and General Manager of Imported Frozen Foods Department, Imported Fresh Meats Sales Division, Fresh Meats Business Division
Tadaaki Ito	Executive Officer; General Manager of Imported Fresh Meats Sales Division, Fresh Meats Business Division	General Manager of Chilled Pork Department and General Manager of Frozen Pork Department, Imported Fresh Meats Sales Division, Fresh Meats Business Division
Nobuhisa Ikawa	Executive Officer; General Manager of Food Services Division, Sales & Marketing Division, Processed Foods Business Division	General Manager of Kanto Food Services Department and General Manager of Kansai Food Services Department, Food Services Division, Sales & Marketing Division, Processed Foods Business Division
Kuniharu Hirai	Executive Officer; General Manager of Compliance Department	General Manager of Human Resources Department

3. Retirement of Executive Officer (as of March 31, 2015):

Name	New Position	Current Position
Koichi Nishihara	Special Advisor (as of April 1, 2015)	Executive Officer; General Manager of Compliance Department, and in charge of Environmental & Social Responsibility Office

III. Organizational Changes:

(1) New Organization Chart (as of April 1, 2015):



V. Changes in the fundamental structure:

The Company will change the organization units of its head office with the start of its "New Medium-Term Management Plan Part 5".

(1) Expansion and establishment of organization units

- Expansion of the "Corporate Management Division":

To strengthen cooperation among the organization units of its head office and ensure the promotion of strategies and the solution by the Nipponham Group in a unified manner, the Company will expand the "Corporate Management Division" and place the departments and offices (except for the organization units under the management's direct control) of the head office under its control.

- Establishment of a "Corporate Communications Office":

To strengthen and promote corporate communications, the Company will separate the functions of group-wide marketing, branding and the Web from the "Corporate Planning Department" and transfer them to a new organization unit.

(2) Changes of the designations of organization units

- Change of the designation of the "Environmental & Social Responsibility Office":

To increase its commitment to CSR (corporate social responsibility), the Company will change the designation of the "Environmental & Social Responsibility Office" to a "CSR Department", which will be given stronger functions of drawing up and forming plans with regard to CSR.

- Change of the designation of the "Customer Communications Department":

The Company will change the designation of the "Customer Communications Department" to a "Customer Service Department".

<For reference>

▪ Management Structure as of April 1, 2015 (scheduled):

• Directors

President and Representative Director (President and CEO)	Juichi Suezawa	
Vice President and Representative Director (Executive Vice President)	Yoshihide Hata	General Manager of Corporate Management Division
Representative Director and Senior Managing Executive Officer	Koji Kawamura	General Manager of Processed Foods Business Division
Director and Senior Managing Executive Officer	Hiroji Okoso	In charge of Quality Assurance Department, Customer Service Department, and General Manager of Tokyo Branch Office
Director	Hiroshi Kobayashi	
Director	Noboru Takezoe	
Director	Koji Uchida	
Director (Outside)	Toshiko Katayama	
Director (Outside)	Iwao Taka	

• Audit & Supervisory Board Members

Audit & Supervisory Board Member	Hiroshi Itagaki	(Full-time)
Audit & Supervisory Board Member	Katsutoshi Nishio	(Full-time)
Audit & Supervisory Board Member (Outside)	Fumio Motoi	
Audit & Supervisory Board Member (Outside)	Akira Otsuka	
Audit & Supervisory Board Member (Outside)	Tamio Morimoto	

• Executive Officers

Senior Managing Executive Officer	Katsumi Inoue	General Manager of Fresh Meats Business Division
Managing Executive Officer	Shunichi Ogata	General Manager of Quality Assurance Department and General Manager of Customer Service Department
Managing Executive Officer	Sadanori Miyagai	In charge of General Affairs Department, Human Resources Department, Legal Affairs Department and Engineering Department, Corporate Management Division
Executive Officer	Takahito Okoso	In charge of Audit Department
Executive Officer	Kazunori Shinohara	General Manager of Affiliated Business Division
Executive Officer	Kanji Bando	General Manager of Overseas Fresh Meats Operations Division, Fresh Meats Business Division

Executive Officer	Tetsuhiro Kito	General Manager of Sales & Marketing Division, Processed Foods Business Division
Executive Officer	Kazuhiro Mikuni	General Manager of Deli & Processed Foods Division and General Manager of Product Planning Office, Processed Foods Business Division
Executive Officer	Hajime Takamatsu	General Manager of Corporate Planning Department, in charge of CSR Department and IT Strategy Department, Corporate Management Division, and in charge of Research & Development Center
Executive Officer	Koichi Oyama	General Manager of Administrative Division, Processed Foods Business Division
Executive Officer	Hiroyuki Yano	General Manager of Domestic Fresh Meats Production Division, Fresh Meats Business Division
Executive Officer	Shuji Okoso	General Manager of Hams & Sausages Division, Processed Foods Business Division
Executive Officer	Sadakazu Ogawa	General Manager of Sales & Logistics Operations Division, Fresh Meats Business Division
Executive Officer	Fumio Maeda	General Manager of Domestic Fresh Meats Sales Division, Fresh Meats Business Division
Executive Officer	Masahito Kataoka	General Manager of Accounting & Finance Department, Corporate Management Division
Executive Officer	Hideki Fujii	General Manager of Overseas Business Strategy Department, Corporate Management Division
Executive Officer (New)	Keiji Maeda	General Manager of General Merchandising Division, Sales & Marketing Division, Processed Foods Business Division
Executive Officer (New)	Shigeru Nakajima	General Manager of Public & Investor Relations Department, and in charge of Corporate Communications Office, Corporate Management Division
Executive Officer (New)	Nobuo Oda	General Manager of Administrative Division and General Manager of Business Planning Office and General Manager of Research and Examination Office, Fresh Meats Business Division
Executive Officer (New)	Tadaaki Ito	General Manager of Imported Fresh Meats Sales Division, Fresh Meats Business Division
Executive Officer (New)	Nobuhisa Ikawa	General Manager of Food Services Division, Sales & Marketing Division, Processed Foods Business Division
Executive Officer (New)	Kuniharu Hirai	General Manager of Compliance Department

VI. Election of New Directors and Audit & Supervisory Board Members and Retirement of Directors and Audit & Supervisory Board Members (scheduled towards the end of June 2015):

1. Candidates for New Director:

Name	New Position	As of April 1
Katsumi Inoue	Director and Senior Managing Executive Officer; General Manager of Fresh Meats Business Division	Senior Managing Executive Officer; General Manager of Fresh Meats Business Division
Kazunori Shinohara	Director and Executive Officer; General Manager of Affiliated Business Division	Executive Officer; General Manager of Affiliated Business Division
Tetsuhiro Kito	Director and Executive Officer; General Manager of Sales & Marketing Division, Processed Foods Business Division	Executive Officer; General Manager of Sales & Marketing Division, Processed Foods Business Division
Hajime Takamatsu	Director and Executive Officer; General Manager of Corporate Planning Department, in charge of CSR Department and IT Strategy Department, Corporate Management Division, and in charge of Research & Development Center	Executive Officer; General Manager of Corporate Planning Department, in charge of CSR Department and IT Strategy Department, Corporate Management Division, and in charge of Research & Development Center

2. Retiring Directors:

Director Hiroshi Kobayashi
 Director Noboru Takezoe
 Director Koji Uchida

3. Candidates for New Audit & Supervisory Board Member:

Name	New Position	Current Position
Koichi Nishihara	Audit & Supervisory Board Member	Special Advisor (as of April 1, 2015)
Akihiko Shiba	Audit & Supervisory Board Member (Outside)	Attorney at law
Atsushi Iwasaki	Audit & Supervisory Board Member (Outside)	Certified public accountant

* Akihiko Shiba is currently alternate Audit & Supervisory Board Member of the Company.

4. Retiring Audit & Supervisory Board Members:

Audit & Supervisory Board Member Katsutoshi Nishio
 Audit & Supervisory Board Member (Outside) Fumio Motoi
 Audit & Supervisory Board Member (Outside) Tamio Morimoto

<For reference>

- Management Structure after the Ordinary General Meeting of Shareholders to be held towards the end of June 2015 (scheduled):
 - Directors

President and Representative Director (President and CEO)	Juichi Suezawa	
Vice President and Representative Director (Executive Vice President)	Yoshihide Hata	General Manager of Corporate Management Division
Representative Director and Senior Managing Executive Officer	Koji Kawamura	General Manager of Processed Foods Business Division
Director and Senior Managing Executive Officer	Hiroji Okoso	In charge of Quality Assurance Department and Customer Service Department, and General Manager of Tokyo Branch Office
Director and Senior Managing Executive Officer	Katsumi Inoue	General Manager of Fresh Meats Business Division
Director and Executive Officer	Kazunori Shinohara	General Manager of Affiliated Business Division
Director and Executive Officer	Tetsuhiro Kito	General Manager of Sales & Marketing Division, Processed Foods Business Division
Director and Executive Officer	Hajime Takamatsu	General Manager of Corporate Planning Department, in charge of CSR Department and IT Strategy Department, Corporate Management Division and in charge of Research & Development Center
Director (Outside)	Toshiko Katayama	
Director (Outside)	Iwao Taka	

- Audit & Supervisory Board Members

Audit & Supervisory Board Member	Hiroshi Itagaki	(Full-time)
Audit & Supervisory Board Member	Koichi Nishihara	(Full-time)
Audit & Supervisory Board Member (Outside)	Akira Otsuka	
Audit & Supervisory Board Member (Outside)	Akihiko Shiba	
Audit & Supervisory Board Member (Outside)	Atsushi Iwasaki	

- Executive Officers

Managing Executive Officer	Shunichi Ogata	General Manager of Quality Assurance Department and General Manager of Customer Service Department
Managing Executive Officer	Sadanori Miyagai	In charge of General Affairs Department, Human Resources Department, Legal Affairs Department and Engineering Department, Corporate Management Division
Executive Officer	Takahito Okoso	In charge of Audit Department

Executive Officer	Kanji Bando	General Manager of Overseas Fresh Meats Operations Division, Fresh Meats Business Division
Executive Officer	Kazuhiro Mikuni	General Manager of Deli & Processed Foods Division and General Manager of Product Planning Office, Processed Foods Business Division
Executive Officer	Koichi Oyama	General Manager of Administrative Division, Processed Foods Business Division
Executive Officer	Hiroyuki Yano	General Manager of Domestic Fresh Meats Production Division, Fresh Meats Business Division
Executive Officer	Shuji Okoso	General Manager of Hams & Sausages Division, Processed Foods Business Division
Executive Officer	Sadakazu Ogawa	General Manager of Sales & Logistics Operations Division, Fresh Meats Business Division
Executive Officer	Fumio Maeda	General Manager of Domestic Fresh Meats Sales Division, Fresh Meats Business Division
Executive Officer	Masahito Kataoka	General Manager of Accounting & Finance Department, Corporate Management Division
Executive Officer	Hideki Fujii	General Manager of Overseas Business Strategy Department, Corporate Management Division
Executive Officer	Keiji Maeda	General Manager of General Merchandising Division, Sales & Marketing Division, Processed Foods Business Division
Executive Officer	Shigeru Nakajima	General Manager of Public & Investor Relations Department, and in charge of Corporate Communications Office, Corporate Management Division
Executive Officer	Nobuo Oda	General Manager of Administrative Division and General Manager of Business Planning Office and General Manager of Research and Examination Office, Fresh Meats Business Division
Executive Officer	Tadaaki Ito	General Manager of Imported Fresh Meats Sales Division, Fresh Meats Business Division
Executive Officer	Nobuhisa Ikawa	General Manager of Food Services Division, Sales & Marketing Division, Processed Foods Business Division
Executive Officer	Kuniharu Hirai	General Manager of Compliance Department

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