



**Cevkqp' i wk fgnkpgu**

The NH Foods Group endeavors to make a contribution to society through food. We take pride in our position as members of the NH Foods Group, and are aware of all that membership entails.

d) Board of Independent Officers

**40 Dqct f"qh" Fktgevqtu**

(1) Roles and Responsibilities of the Board of Directors

With the aim to realize the philosophies advocated in the NI and the Group Brand Pledges and in consideration of its fiduciary duty

executives as one of the most important issues. Therefore, the Board

$$\text{wholM} \quad {}^2\text{dM} \quad \hat{A} \quad {}^2 \quad j \quad {}^2 \quad {}^2 \quad \text{M}$$

(c) Evaluation of Effectiveness

In order to ensure the effectiveness of the Board

(2) Members of Audit & Supervisory Board

The Audit & Supervisory Board is composed, members with diverse knowledge, experience and skills in consideration of a good balance among the Audit & Supervisory Board Members.

- (a) The Audit & Supervisory Board appoints full-time Audit & Supervisory Board Members.
- (b) The Audit & Supervisory Board includes the Audit & Supervisory Board Members who have appropriate expertise and knowledge in finance/accounting and/or legal specialists such as lawyers, etc.
- (c) The majority of Audit & Supervisory Board Members consists of the Outside Audit & Supervisory Board Members qualifying under the “Criteria for the Independence of Outside Officers” set forth in A





Auditor and employees engaged in audits under the independence standards provided by the Japanese Institute of Certified Public Accountants. Their expertise is examined based on their past audit experience

improve the supervisory function of the Board of Directors.

(b) Members: The members shall be appointed by the Board of Directors and the majority of the members is composed of the Independent Officers.

The meetis are

The details of the appointment policy of candidates for the Audit & Supervisory Board Members, the procedures for determining proposals on appointment of the Audit &



(a) Compensation System of Directors/Audit & Supervisory Board Members/Company Officers

It is provided in Attachment 2. “Policy of Determination of the Compensation, etc., and the Method of Calculation”.

(b)

(6) Support System / Commission to Outside Advisers

Each Director and each Audit & Supervisory Board Member may, if he/she considers it necessary to perform his/her duties, acquire advice from outside professionals such as lawyers and certified public accountants at our expense.

Ugevkqp"5" Ugewtkpi"vjg"Tkijvu"l"Gswnkv{"qh"Ujctgj qnfgtu."Fknqiwg"ykvj"Ujctgj qnfgtu

30 Tgncvkqpujkr"ykvj"Ujctgj qnfgtu."gve0

(1) General Meetings of Shareholders

(a) B# re

will analyze the reason and have dialogue with the shareholders directly or indirectly in an appropriate manner.

website.

(e) The



our business. On the other hand, if we determine that the necessity of holding certain shares become low, we dispose such shares accordingly in consideration of the stock price and market trends.

(b) Policy on Exercise of Voting Rights

When exercising the voting rights of c

**Ugevkqp 6**

**Eqqrgtcvkqp"ykvj"Uvcmgjqnfgtu**

(a) We conduct employee awareness surveys of the Group at least once every three years. Based on the results of the surveys reported to the Board of Directors, the Board of Directors confirms regularly whether the purposes of the Course of Action and the Action guidelines are fulfilled.

(b) Establishment of Point of Contact for Consultation

We establish points of contact with which employees of the Group can consult without any restriction.



**Ugevkqp 7" Crrtqr tkcvg" Fkuenquwtg" cpf" Ugewtkpi" Vtcpurctgpe{**

**30 Fkuenquwtg" Uvcpfctfu**

- (a) We proactively disclose information to and faithfully and fairly deal with all stakeholders such as customers (consumers), business partners, shareholders, investors,



of the total voting rights.

3. "Principal client" means a company whose amount of money paid or received in its trading with NH Foods Group is 2% or more of net sales of NH Foods Group or the client on a consolidated basis.
- 4.

**Cvcej o gpv 5 Rqke{"qp" Fvggt o kpcvkqp"qh"vjg" Fkvtkdwvkqp"qh" Tgyckpgf" Gctpkpiu."gve}**



(7)

(18) Approval of transfer of share options with restriction on transfer (Article 265, Paragraph 1 of the Companies Act);

\*However, this item shall not apply in cases where it is otherwise provided as terms of the share options (Article 265, the proviso of Paragraph 1 of the Companies Act)



- (5) · · Decision on the policy of performance evaluation of the Executive Officers; and
- (6) · · Approval of transactions between the Executive Officers and the Company (including self-dealing/indirect transaction)



**Crrgpfkz"50"Gxcnwcvkqp"qh Dqctf"qh" Fktgevqtu**  
The

ensuring the effectiveness of optional advisory committees, etc.

6) Communication with Shareholders

7) Comprehensive Evaluation of the Board of Directors

8) Additional Questions to Outside Officers

Whether there was a forum to gain an understanding in advance in relation to proposals submitted to the Board of Directors, etc.

(3) Compiling the opinions

Based on the answers to foregoing questions, in order to conduct objective analysis and evaluation, and to adopt opinions from Outside Officers from the stage preparing the report, the

(





the assessment and development.

The Company will continue