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(Securities Code: 2270)  
June 7, 2022

**To Shareholders with Voting Rights:**

1-1, Naebocho 6-chome, Higashi-ku,  
Sapporo City, Hokkaido  
MEGMILK SNOW BRAND Co., Ltd.  
Representative Director and Executive  
Vice President  
Shigeru Nishibaba

**NOTICE OF  
THE 13TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

We would like to express our appreciation for your continued support and patronage.

You are hereby informed that the 13th Annual General Meeting of Shareholders of MEGMILK SNOW BRAND Co., Ltd. (the "Company") will be held for the purposes as described below.

On the day of the General Meeting, the meeting will be held after implementing measures to prevent COVID-19 (please see page 6). We will be offering a live stream via the Internet on the day so that the shareholders can view the General Meeting of Shareholders.

For exercising your voting rights in advance, please review the attached "Reference Documents for the General Meeting of Shareholders," **indicate your vote for or against each proposal on the enclosed Voting Rights Exercise Form and return it, or exercise your voting rights via the Internet. Voting rights must be exercised by 6:00 p.m. on Monday, June 27, 2022, Japan time.**

- 1. Date and Time:** Tuesday, June 28, 2022 at 10:00 a.m., Japan time  
(Reception begins at 9:00 a.m.)
- 2. Place:** 3rd Floor of International Convention Center Pamir, Sapporo Prince Hotel  
Nishi 12-chome, Minami 3-jo, Chuo-ku, Sapporo  
\*A map to the venue can be found on the back cover of this booklet.
- 3. Meeting Agenda:**  
**Matters to be reported:** The Business Report, Consolidated Financial Statements, and Non-consolidated Financial Statements for the Company's 13th Fiscal Year (April 1, 2021 - March 31, 2022) and results of audits by the Accounting Auditor and the Audit and Supervisory Committee of the Consolidated Financial Statements

**Proposals to be resolved:**

- Proposal 1:** Partial Amendments to the Articles of Incorporation  
**Proposal 2:** Election of Nine Directors (Excluding Directors Serving as Audit and Supervisory Committee Members)  
**Proposal 3:** Election of Three Directors Serving as Audit and Supervisory Committee Members  
**Proposal 4:** Election of Two Substitute Directors Serving as Audit and Supervisory Committee Members

**4. Matters Concerning Exercise of Voting Rights, etc.**

Please review “Matters Concerning Exercise of Voting Rights” on pages 3-4.

**5. Matters Concerning the Meeting**

- (1) For shareholders who have given consent to receive Notices of General Meetings of Shareholders via the Internet and indicated that paper copies of the Voting Rights Exercise Form are not required, the Company has not sent Voting Rights Exercise Forms. If you plan to attend on the day of the Meeting, please request a paper copy of the Voting Rights Exercise Form from the shareholder registry administrator (Transfer Agent Department, Mizuho Trust & Banking Co., Ltd.) by Monday, June 20, 2022 at 5:00 p.m., Japan time.
- (2) Votes may only be exercised via proxy if the proxy is a shareholder with voting rights in the Company. You may not designate more than one proxy. Additionally, in this event, the Voting Rights Exercise Form of the shareholder must be submitted accompanied by written documentation proving the authority of the proxy.
- (3) Shareholders who require assistance or Japanese interpretation are allowed to be accompanied by one caregiver or interpreter. However, unless these accompanying individuals are shareholders with voting rights, their speech and conduct will be limited to their capabilities as a caregiver or interpreter.

<p>[Contact Information for Voting Rights Exercise Form Requests] Transfer Agent Department, Mizuho Trust &amp; Banking Co., Ltd. 8-4 Izumi 2-chome, Suginami-ku, Tokyo, 168-8507 Telephone: 0120-288-324 (Toll free within Japan) Hours of operation: 9:00 a.m. to 5:00 p.m. (excluding Saturdays, Sundays, and holidays)</p>
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- When attending on the day of the Meeting, please submit the enclosed Voting Rights Exercise Form to the receptionist. We also request that you bring these documents with you to as reference.
  - In the event that there are revisions to the Reference Documents for the General Meeting of Shareholders, the Business Report, the Consolidated Financial Statements, or the Non-consolidated Financial Statements, the revised versions shall be posted on the Company’s website.
  - Of the documents to be provided with this Notice of General Meeting of Shareholders, the following items are posted on the Company’s website in accordance with laws and regulations and Article 16 of the Company’s Articles of Incorporation, and are not included in this booklet. As a result, the content of this booklet is a subset of the documents audited by the Audit and Supervisory Committee and the Accounting Auditor to prepare the Audit Reports.
    1. Basic Policies on Control of a Stock Company
    2. Consolidated Statement of Changes in Net Assets
    3. Notes to Consolidated Financial Statements
    4. Non-consolidated Statement of Changes in Net Assets
    5. Notes to Non-consolidated Financial Statements
  - Please note that the proceedings of this General Meeting of Shareholders will be conducted entirely in Japanese.

Company’s website (<https://www.meg-snow.com/>)

# Matters Concerning Exercise of Voting Rights

## 1. Exercise of Voting Rights via Mail

Please indicate your vote for or against each proposal on the enclosed Voting Rights Exercise Form, and **return it so that it arrives by 6:00 p.m. on Monday, June 27, 2022, Japan time.**

## 2. Exercise of Voting Rights via the Internet, etc.

### (1) Voting Rights Exercise Website

In lieu of exercising voting rights via writing, voting rights may be exercised on the “Voting Rights Exercise Website” (below) designated by the Company. For shareholders who wish to exercise voting rights via the Internet, please log in and follow the on-screen instructions by utilizing the voting rights exercise code and password printed along the right edge of the enclosed Voting Rights Exercise Form. For security purposes, you will be required to change your password upon initial login.

**<https://soukai.mizuho-tb.co.jp/>**

### (2) Exercise of Voting Rights

- a. **Votes exercised by 6:00 p.m. on Monday, June 27, 2022, Japan time are valid.**
- b. In the event that voting rights are exercised both via writing and the Internet, the vote cast via the Internet shall be deemed valid.
- c. In the event that voting rights are exercised multiple times via the Internet, the most recent vote cast shall be deemed valid.

### (3) Passwords

- a. Passwords (including those modified by shareholders) are valid only for this general meeting. New passwords will be issued for the next General Meeting of Shareholders.
- b. Passwords are an important method to verify the identity of shareholders that are exercising votes via the voting rights exercise website. Please ensure that other people do not know your password. The Company and the shareholder registry administrator (Transfer Agent Department, Mizuho Trust & Banking Co., Ltd.) will never request passwords from shareholders.
- c. After a certain number of failed login attempts, the password will become locked and invalid. If it becomes locked, please follow the on-screen instructions.

(4) Other Matters to Note

- a. Expenses to use the Internet (Internet service provider fees, transmission fees, etc.) are to be borne by the shareholder.
- b. The voting rights exercise website has been tested with typical Internet connection equipment, but the website may not be accessible depending upon your equipment.
- c. For any questions, please contact the organizations below.

[Contact Information]

1. Dedicated line for inquiries concerning using the voting rights exercise website, etc.  
Internet Help Center, Transfer Agent Department, Mizuho Trust & Banking Co., Ltd.  
Telephone: 0120-768-524 (Toll free within Japan)  
Hours of operation: 9:00 a.m. to 9:00 p.m. (excluding Saturdays, Sundays, and holidays)
2. Inquiries concerning questions other than 1. above  
Transfer Agent Department, Mizuho Trust & Banking Co., Ltd.  
Telephone: 0120-288-324 (Toll free within Japan)  
Hours of operation: 9:00 a.m. to 5:00 p.m. (excluding Saturdays, Sundays, and holidays)

◇ Exercise of Voting Rights via the “Electronic Voting Rights Exercise Platform” for Institutional Investors

Institutional investors that have applied to use the Electronic Voting Rights Exercise Platform operated by ICJ Co., Ltd. ahead of time may use the Platform as the electronic method for exercise of voting rights for this General Meeting of Shareholders of the Company.

## Live Streaming of General Meeting of Shareholders

We will be offering a live stream via the Internet so that the shareholders can view the General Meeting of Shareholders.

Available from:	Tuesday, June 28, 2022 at 10:00 a.m.	
How to watch the live stream:	Click on the “13th Ordinary General Meeting of Shareholders Live Streaming” button on the Company’s website, and enter your shareholder ID and password on the login screen to view the stream.	
	Streaming URL:	<a href="https://www.meg-snow.com/ir/stockinformation/live/">https://www.meg-snow.com/ir/stockinformation/live/</a>
	Shareholder ID:	“ <u>Shareholder Number</u> ” stated on the Voting Rights Exercise Form (9 digits)
	Password:	Shareholder’s “ <u>Postal Code</u> ” on the address registered on the shareholders registry current as of March 31, 2022 (7 digits, no hyphens)



### Important notes

[Important note for those attending the General Meeting of Shareholders in person]

- While we will make every effort to avoid showing attending shareholders on the stream, please be aware that you may be shown on the stream under unavoidable circumstances.

[Important notes for shareholders watching the live stream of the General Meeting of Shareholders]

- Unlike those attending the Meeting in person, those viewing the live stream will not be able to participate in voting on the day of the Meeting. Please exercise your voting rights in advance by mail or via the Internet (please see pages 3-4). In addition, please note that we will not be able to accept questions or comments from shareholders watching the live stream during the deliberation.
- Viewing the stream may not be possible depending on your computer, Internet connection, Internet traffic conditions, etc.
- The live stream may be unavoidably interrupted or suspended due to circumstances such as equipment or system trouble.
- Shareholders are responsible for any costs related to viewing the stream.
- It is prohibited to reproduce, publish, or reprint the video or audio data of the live stream, or to provide it to a third party.
- The sharing of shareholder IDs and passwords with third parties is strictly prohibited.
- In order to protect the privacy of shareholders attending the Meeting, only the areas near the Meeting chairperson and the officers will be shown in the live stream.

**< Announcement Regarding Response to the New Coronavirus Infectious Disease >**

We will implement the following measures to prevent the infection on the day of the Meeting.

- Please wear a mask when visiting the venue. Anyone without a mask will not be admitted.
- Alcohol sanitizers will be provided at the entrance of the venue. Please use it to disinfect your hands and fingers.
- We will take body temperatures of visitors at the entrance of the venue. Those who are found to have a fever of 37.5 degrees Celsius or higher by temperature-measurement will not be admitted. In addition, we may decline the entry of anyone who appears to be sick.
- Spacing between seats are provided.
- The Company's staff will handle the Meeting with masks on.
- The shareholders can view the General Meeting of Shareholders via a live stream on the day. For details, please see page 5. In addition, a video-recording of the Meeting will be uploaded onto the Company's website after the meeting.
- We will notify you on the Company's web site if there are any other measures or changes to prevent the spread of the new coronavirus infection.

**Company's website (<https://www.meg-snow.com/>)**

# Reference Documents for the General Meeting of Shareholders

## Proposals and References

### Proposal 1: Partial Amendments to the Articles of Incorporation

#### 1. Reasons for the amendments

The revised stipulations stipulated in the proviso of Article 1 of the supplementary provisions of the “Act Partially Amending the Companies Act” (Act No. 70 of 2019) will be enforced on September 1, 2022, and the Company proposes the following amendments to the Company’s Articles of Incorporation in preparation for the implementation of the system for electronic provision of materials for general meetings of shareholders.

- (1) Article 16, Paragraph 1 of the proposed amendments stipulates that information that is the content of reference material for the general meeting of shareholders, etc., shall be provided electronically.
- (2) Article 16, Paragraph 2 of the proposed amendments establishes stipulations to place limits on the scope of matters to be recorded in physical documents that are provided to shareholders who request provision of physical documents.
- (3) As stipulations concerning disclosure of reference material for general meetings of shareholders on the Internet and the deemed provision of such material (Article 16 of the current Articles of Incorporation) will no longer be necessary, these shall be deleted.
- (4) Supplementary provisions shall be established concerning the effective date, etc., in line with the new establishments and deletions above.

#### 2. Contents of the amendments

The contents of the amendments are as follows.

(Underlines indicate amended sections)

Current Articles of Incorporation	Proposed amendments
<p><u>(Disclosure of Reference Material for General Meetings of Shareholders on the Internet and the Deemed Provision of Such Material)</u>  <u>Article 16</u> <u>Where the Company has, upon convening a general meeting of shareholders, disclosed information that should be stated or indicated in reference material for the general meeting of shareholders, business reports, financial documents, and consolidated financial documents, by using the Internet in accordance with the Ordinances of the Ministry of Justice, the Company shall be deemed to have provided such material for shareholders.</u></p> <p>&lt;Newly established&gt;</p>	<p style="text-align: center;">&lt;Deleted&gt;</p> <p><u>(Measures for Electronic Provision, etc.)</u>  <u>Article 16</u>  <u>1. The Company shall, when convening a general meeting of shareholders, provide electronically information that is the content of reference material for the general meeting of shareholders, etc.</u></p>

Current Articles of Incorporation	Proposed amendments
<p>&lt;Newly established&gt;</p>	<p><u>2. Of the matters to which electronic provision measures apply, the Company may choose not to record all or part of matters stipulated in the Ordinance of the Ministry of Justice in the physical documents provided to shareholders who made requests for provision of physical documents by the record date for voting rights.</u></p> <p><u>(Supplementary Provisions)</u>  <u>(Transitional Measures Regarding Amendment of Article 16)</u>  <u>Article 3</u></p> <p><u>1. Article 16 of the proposed amendments shall take effect on September 1, 2022, the date of enforcement of the revised stipulations stipulated in the proviso of Article 1 of the supplementary provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019; the “Enforcement Date”).</u></p> <p><u>2. Notwithstanding the provisions of the previous paragraph, Article 16 (Disclosure of Reference Material for General Meetings of Shareholders on the Internet and the Deemed Provision of Such Material) of the Articles of Incorporation shall remain valid for general meetings of shareholders held on a day that is within six months of the Enforcement Date.</u></p> <p><u>3. These supplementary provisions shall be deleted on the day after which six months have elapsed since the Enforcement Date or the day after which three months have elapsed since the day of the general meeting of shareholders in the previous paragraph, whichever is later.</u></p>



**Proposal 2:** Election of Nine Directors (Excluding Directors Serving as Audit and Supervisory Committee Members)

The term of office of all six Directors (excluding Directors Serving as Audit and Supervisory Committee Members; hereinafter the same applies within this proposal) will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, in order to further strengthen the management structure, the Company proposes to increase the number of Directors by three and to elect nine Directors.

In the event that the election of the Directors is approved, the term of office of Directors will be up to the conclusion of the next Annual General Meeting of Shareholders.

The candidates for Director were decided after deliberation by the Nomination Advisory Committee, which comprises of a majority of independent External Directors.

The candidates for Director are as follows:

No.	Name	Present positions at the Company	Present responsibilities at the Company	Candidate category
1	Masatoshi Sato	President and Chief Executive Officer	Overall management	New appointment
2	Tomomi Ishii	Managing Executive Officer	In charge of Institutional Foods Dept.	New appointment
3	Hideki Motoi	Representative Director and Executive Vice President	Overall management and assistant to the President, In charge of Personnel and Internal Audit, Deputy Manager of Accounting & Finance	Reappointment
4	Takehiko Inoue	Director and Managing Executive Officer	In charge of Production, and Production Technology	Reappointment
5	Satoshi Inaba	Director and Managing Executive Officer	In charge of Marketing, Dairy Foods Marketing, and Milk Beverages & Desserts Marketing	Reappointment
6	Ryoichi Sueyasu	Managing Executive Officer	In charge of International Dept., Functional Food Marketing and Purchasing	New appointment
7	Teiji Iwahashi	Managing Executive Officer	In charge of Affiliated Company Control, Deputy Manager of General Affairs	New appointment
8	Kumiko Bando	—	—	New appointment External Director Independent Officer
9	Hiroshi Fukushi	—	—	New appointment External Director Independent Officer

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
1	New appointment Masatoshi Sato (January 18, 1963)	<p>April 1985      Joined Snow Brand Milk Products Co., Ltd.</p> <p>October 2008    Deputy General Manager, Corporate Planning Dept. of Nippon Milk Community Co., Ltd.</p> <p>October 2009    Sendai Branch manager of Nippon Milk Community Co., Ltd.</p> <p>April 2011      General Manager, Metropolitan West Sales Branch Office of the Company</p> <p>April 2013      Deputy General Manager, Corporate Planning Div.</p> <p>June 2014      General Manager, Chubu Regional Sales Office</p> <p>April 2017      General Manager, Secretarial Dept.</p> <p>April 2019      General Manager, Dairy Foods Marketing Dept.</p> <p>June 2020      Managing Executive Officer</p> <p>April 2022      President and Chief Executive Officer (current position)</p> <p>(Responsibilities) In charge of overall management</p> <p>(Significant concurrent positions) Chairman of Japan Cheese Promotion Council Committee Chair of Japan Cheese Fair Trade Council Chairman of Japan Milk Fair Trade Conference</p>	Common stock 1,865 shares
<p>[Reasons for selecting the candidate for Director] Mr. Masatoshi Sato has extensive experience in dairy foods and marketed milk for home use, and has also held important responsibilities at the core of management, such as corporate planning. The Company has determined that he has the appropriate experience and capabilities to serve as Director of the Company and has nominated him as a candidate for Director.</p>			

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions		Number of shares of the Company held
2	New appointment Tomomi Ishii (July 5, 1957)	April 1980	Joined National Federation of Agricultural Cooperative Associations (ZEN-NOH)	Common stock 234 shares
		April 2007	Deputy General Manager, Headquarters Livestock Production Division of ZEN-NOH	
		January 2008	General Manager, Headquarters Livestock Production Division of ZEN-NOH	
		July 2010	Senior Executive Director, Scientific Feed Laboratory Co., Ltd.	
		June 2013	Representative Director and President, Scientific Feed Laboratory Co., Ltd.	
		June 2021	Managing Executive Officer of the Company (current position)	
		(Responsibilities)	In charge of Institutional Foods Dept.	
[Reasons for selecting the candidate for Director] Mr. Tomomi Ishii has extensive experience and wide-ranging insight as a corporate manager, as well as expertise in the livestock and feed sectors and other fields. The Company has determined that he has the appropriate experience and capabilities to serve as Director of the Company and has nominated him as a candidate for Director.				
3	Reappointment Hideki Motoi (December 20, 1961)	April 1984	Joined The Norinchukin Bank	Common stock 6,023 shares
		July 2004	General Manager, Naha Branch of The Norinchukin Bank	
		August 2005	General Manager of JA Sales Dept. of Mizuho Securities Co., Ltd.	
		July 2007	Deputy General Manager, Credit & Alternative Portfolio Planning Div. of The Norinchukin Bank	
		July 2009	General Manager, Corporate Planning Dept. of Snow Brand Milk Products Co., Ltd.	
		October 2009	General Manager, Corporate Planning Dept. of the Company	
	Record of attendance at Board of Directors meetings 18 out of 18 (100%)	April 2011	General Manager, Corporate Planning Div.	
		July 2011	General Manager, Agriculture, Forestry, Fishery & Ecology Business Planning Div. of The Norinchukin Bank	
		June 2014	Managing Director of The Norinchukin Bank	
	Years in office 6 years	May 2016	Adviser of the Company	
		June 2016	Director and Managing Executive Officer	
		June 2019	Representative Director and Executive Vice President (current position)	
		(Responsibilities)	Overall management and assistant to the President, in charge of Personnel and Internal Audit, Deputy Manager of Accounting & Finance	
[Reasons for selecting the candidate for Director] Mr. Hideki Motoi possesses abundant experience and wide-ranging insight as a corporate manager and is familiar with the fields such as management planning, personnel, finance, information systems, and others. The Company has determined that he has the appropriate experience and capabilities to serve as a Director of the Company and has reappointed him as a candidate for Director.				

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions		Number of shares of the Company held
4	Reappointment Takehiko Inoue (December 15, 1965)	April 1989	Joined Snow Brand Milk Products Co., Ltd.	Common stock 1,459 shares
	Record of attendance at Board of Directors meetings 18 out of 18 (100%)	April 2015 April 2017 April 2019 June 2020	General Manager, Fukuoka Plant of the Company General Manager, Taiki Plant General Manager, Production Dept. Director and Managing Executive Officer (current position)	
	Years in office 2 years	(Responsibilities) In charge of Production and Production Technology		
[Reasons for selecting the candidate for Director] As Mr. Takehiko Inoue has abundant and wide-ranging experience in the production division, and is particularly familiar with the fields of production technology and production control, the Company has determined that he has the appropriate experience and capabilities to serve as a Director of the Company and has reappointed him as candidate for Director.				
5	Reappointment Satoshi Inaba (December 20, 1963)	April 1987	Joined Snow Brand Milk Products Co., Ltd.	Common stock 3,264 shares
	Record of attendance at Board of Directors meetings 13 out of 13 (100%)	October 2009 April 2011 June 2013 June 2015 June 2018	Deputy General Manager, Secretarial Dept. of the Company General Manager, Secretarial Dept. Deputy General Manager, Research & Development Dept. General Manager, Corporate Planning Div. President and Representative Director of Bean Stalk Snow Co., Ltd.	
	Years in office 1 year	June 2020 June 2021	Managing Executive Officer of the Company Director and Managing Executive Officer (current position)	
(Responsibilities) In charge of Marketing, Dairy Foods Marketing, and Milk Beverages & Desserts Marketing				
[Reasons for selecting the candidate for Director] Mr. Satoshi Inaba has experience as General Manager of Corporate Planning Div. and President of a group company and is familiar with the fields of group management including the Company, nutrition business, and dairy foods business, etc. The Company has determined that he has the appropriate experience and capabilities to serve as a Director of the Company and has reappointed him as a candidate for Director.				

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions		Number of shares of the Company held
6	New appointment Ryoichi Sueyasu (September 20, 1959)	April 1983	Joined Snow Brand Milk Products Co., Ltd.	Common stock 7,241 shares
		April 2007	General Manager, Logistics Division of Snow Brand Milk Products Co., Ltd.	
October 2007	General Manager, Purchase Division of Snow Brand Milk Products Co., Ltd.			
May 2009	General Manager, International Nutritional Foods Division of Snow Brand Milk Products Co., Ltd.			
October 2009	Deputy General Manager, International Strategic Planning Group, Corporate Planning Dept. of the Company			
April 2011	Deputy General Manager, International Strategic Planning Group, International Dept.			
November 2012	Representative Director and Vice President, PT. Megmilk Snow Brand Indonesia			
April 2018	Managing Executive Officer, General Manager of International Dept., of the Company			
April 2020	Managing Executive Officer (current position)			
	(Responsibilities) In charge of International Dept., Functional Food Marketing and Purchasing			
[Reasons for selecting the candidate for Director] Mr. Ryoichi Sueyasu has extensive experience in logistics, purchasing, and overseas business, and has made a significant contribution to building a foundation for the Company's growth, such as the expansion of the functional food business and the overseas cheese business. The Company has determined that he has the appropriate experience and capabilities to serve as a Director of the Company and has nominated him as a candidate for Director.				
7	New appointment Teiji Iwahashi (March 1, 1964)	April 1987	Joined Snow Brand Milk Products Co., Ltd.	Common stock 1,169 shares
		March 2014	General Manager, Osaka Branch Office of the Company	
April 2016	General Manager, Affiliated Company Control Dept.			
June 2020	General Manager, Dairy Foods Marketing Dept.			
April 2021	Managing Executive Officer (current position)			
	(Responsibilities) In charge of Affiliated Company Control, Deputy Manager of General Affairs			
[Reasons for selecting the candidate for Director] Mr. Teiji Iwahashi has experience in the dairy foods and marketed milk household business, as well as in central and important responsibilities of the group management. The Company has determined that he has the appropriate experience and capabilities to serve as a Director of the Company and has nominated him as a candidate for Director.				

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
8	<p>New appointment External Director Independent Officer</p> <p>Kumiko Bando (April 25, 1954)</p>	<p>April 1977      Joined Ministry of Education  April 1998      Vice-Governor, Akita Prefecture  July 2006      Director-General, Gender Equality Bureau of Cabinet Office  July 2009      Director-General, Lifelong Learning Policy Bureau of Ministry of Education, Culture, Sports, Science and Technology  January 2012    Director-General, Higher Education Bureau of Ministry of Education, Culture, Sports, Science and Technology  July 2013      Deputy Minister, Ministry of Education, Culture, Sports, Science and Technology  August 2014    Secretary-General, Consumer Affairs Agency  October 2017   Director, Japan Legal Support Center  April 2018      President, Japan Legal Support Center  May 2018      Governor, National Hospital Organization  April 2022      Governor, Japanese Red Cross Society (current position)</p> <p>(Significant concurrent positions)  Board Member, Save the Children Japan  Executive Director, Tsuda University  Member of New Technology Effectiveness Evaluation Committee of Cabinet Office</p>	<p>Common stock 0 shares</p>
<p>[Reasons for selecting the candidate for External Director and outline of expected role]  Ms. Kumiko Bando has a wealth of experience in dealing with administrative and consumer issues, etc., based on a consumer perspective, and can be expected to provide important advice and oversight in the continuation of our “consumer-focused business operation,” although she has not been directly involved in the management of a company in the past. She also has a great deal of experience and knowledge in sustainability issues such as “human rights,” “diversity,” “life and work balance,” and “Contributing to local communities, Partnering with local communities.” The Company has determined that she can be expected to provide constructive advice on important management issues facing the Group, and has therefore nominated her as a candidate for External Director.</p> <p>[Independence as an External Director]  If this proposal is approved and Ms. Kumiko Bando assumes the position as External Director, she will be filed as an Independent Officer provided for by the Tokyo Stock Exchange and Sapporo Stock Exchange.  She is not scheduled to receive large sums of money or property (excluding remuneration as a Director) from the Company or parties related to the Company, and has not received such items during the past two years. In addition, she is not a spouse, a relative within the third degree of kinship or the equivalent thereof of an executive officer or a non-executive director of the Company or a business entity that has a special relationship with the Company.</p>			

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
9	New appointment External Director Independent Officer  Hiroshi Fukushi  (April 25, 1958)	<p>April 1984      Joined Ajinomoto Co., Inc.</p> <p>July 2009      General Manager, Amino Acids Dept. of Ajinomoto Co., Inc.</p> <p>June 2011      Member of the Board of Ajinomoto Co., Inc.</p> <p>June 2013      Member of the Board &amp; Corporate Vice President of Ajinomoto Co., Inc. General Manager, Bioscience Products &amp; Fine Chemicals Division of Ajinomoto Co., Inc.</p> <p>June 2015      Member of the Board &amp; Corporate Senior Vice President of Ajinomoto Co., Inc.</p> <p>June 2017      Representative Director, Member of the Board &amp; Corporate Senior Vice President of Ajinomoto Co., Inc.</p> <p>June 2019      Member of the Board &amp; Corporate Executive Deputy President of Ajinomoto Co., Inc.</p> <p>June 2021      Chief Digital Officer (CDO) of Ajinomoto Co., Inc.</p> <p>June 2021      Representative Executive Officer &amp; Executive Vice President of Ajinomoto Co., Inc.</p> <p>April 2022      Member of the Board, Executive Officer of Ajinomoto Co., Inc. (Scheduled to retire in June 2022)</p> <p>(Significant concurrent positions) External Director, Marketing Applications, Inc. Advisor, MEIDENSHA CORPORATION Business Advisor, Members Co., Ltd. Chairman, Japan Food Additives Association Vice Chairman, Japan Food Hygiene Association</p>	Common stock 0 shares
<p>[Reasons for selecting the candidate for External Director and outline of expected role] Mr. Hiroshi Fukushi has a wealth of experience from all angles, including overseas and business management experience, research and development experience, and promotion of corporate reform as CDO. The Company has determined that he can be expected to provide advice on the growth strategies of the Group and guidance based on his knowledge as an experienced manager of a company that is making pioneering efforts toward sustainability, and has nominated him as a candidate for External Director.</p> <p>[Independence as an External Director] If this proposal is approved and Mr. Hiroshi Fukushi assumes the position as External Director, he will be filed as an Independent Officer provided for by the Tokyo Stock Exchange and Sapporo Stock Exchange. He is not scheduled to receive large sums of money or property (excluding remuneration as a Director) from the Company or parties related to the Company, and has not received such items during the past two years. In addition, he is not a spouse, a relative within the third degree of kinship or the equivalent thereof of an executive officer or a non-executive director of the Company or a business entity that has a special relationship with the Company.</p>			

(Notes)

1. The number of years in office for each candidate is as of the conclusion of this Annual General Meeting of Shareholders.
2. Ms. Kumiko Bando and Mr. Hiroshi Fukushi are candidates for External Director.
3. The Company has entered into a directors and officers liability insurance contract with an insurance company. A summary of the contents of the insurance contract is as shown on page 47 of the Business Report (available only in Japanese). If the election of the candidates for Directors is approved, they will continue to be included as the insured under the insurance contract. The insurance contract is scheduled to be renewed with the same contents at the next renewal.
4. The Company plans to conclude a liability limitation contract pursuant to Article 423, Paragraph 1 of the Companies Act with Ms. Kumiko Bando and Mr. Hiroshi Fukushi. The terms of the contract have stipulated that their upper limit of liability toward the Company is ¥10 million, or the amount provided by laws and regulations, whichever is greater.
5. Designation of Independent Officers is made pursuant to the “MEGMILK SNOW BRAND Co., Ltd. Independence Standards for External Directors” on page 24.

**Proposal 3:** Election of Three Directors Serving as Audit and Supervisory Committee Members

The term of office of all three Directors Serving as Audit and Supervisory Committee Members will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the election of three Directors Serving as Audit and Supervisory Committee Members is proposed.

In the event that the election of the Directors Serving as Audit and Supervisory Committee Members is approved, the term of the office of the Directors Serving as Audit and Supervisory Committee Members will be up to the conclusion of the 15th Annual General Meeting of Shareholders.

The candidates for Directors Serving as Audit and Supervisory Committee Members were decided after deliberation by the Nomination Advisory Committee, which is comprised of a majority of independent External Directors.

This proposal has been approved in advance by the Audit and Supervisory Committee.

The candidates for Directors Serving as Audit and Supervisory Committee Members are as follows.

No.	Name	Present positions at the Company	Candidate category
1	Shinya Kosaka	Director Serving as Audit and Supervisory Committee Member	Reappointment
2	Ikuo Nishikawa	External Director Serving as Audit and Supervisory Committee Member	Reappointment External Director Independent Officer
3	Akito Hattori	External Director Serving as Audit and Supervisory Committee Member	Reappointment External Director Independent Officer



No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
1	<p>Reappointment Shinya Kosaka (September 15, 1957)</p> <p>Record of attendance at Board of Directors meetings 18 out of 18 (100%)</p> <p>Years in office 2 years</p>	<p>April 1980      Joined Snow Brand Milk Products Co., Ltd.</p> <p>April 2002      General Manager, Corporate Planning Dept. of Snow Brand Milk Products Co., Ltd.</p> <p>January 2003    General Manager, Supply Chain Management Dept. of Snow Brand Milk Products Co., Ltd.</p> <p>June 2003      Executive Officer and General Manager, Supply Chain Management Dept. of Snow Brand Milk Products Co., Ltd.</p> <p>January 2004    Executive Officer and General Manager, Cheese Division of Snow Brand Milk Products Co., Ltd.</p> <p>April 2005      Executive Officer and General Manager, Institutional Foods Division of Snow Brand Milk Products Co., Ltd.</p> <p>June 2006      General Manager, Institutional Foods Division of Snow Brand Milk Products Co., Ltd.</p> <p>October 2006    General Manager, Investment Planning Dept. of Snow Brand Milk Products Co., Ltd.</p> <p>October 2007    General Manager, Distribution Dept. of Snow Brand Milk Products Co., Ltd.</p> <p>October 2009    Deputy General Manager, Integration Strategy Dept. of the Company</p> <p>April 2010      General Manager, Integration Strategy Dept.</p> <p>April 2011      Executive Officer</p> <p>June 2011      Director and Executive Officer</p> <p>June 2013      Director and Managing Executive Officer</p> <p>June 2016      Director and Senior Managing Executive Officer</p> <p>June 2020      Director Serving as Audit and Supervisory Committee Member (current position)</p>	Common stock 14,157 shares
<p>[Reasons for selecting the candidate for Director Serving as Audit and Supervisory Committee Member] Mr. Shinya Kosaka has abundant experience in the administration division and has extensive and deep knowledge and insight based on his management experience at the Company. The Company has determined that he has the appropriate experience and capabilities to supervise and audit Directors' business execution, etc., and has reappointed him as a candidate for Director Serving as Audit and Supervisory Committee Member.</p>			

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
2	<p>Reappointment External Director Independent Officer Ikuo Nishikawa (July 1, 1951)</p> <p>Record of attendance at Board of Directors meetings 18 out of 18 (100%)</p> <p>Years in office 6 years</p>	<p>October 1974      Joined Eiko Accounting Audit Corporation (currently Ernst &amp; Young ShinNihon LLC)</p> <p>September 1990      Representative Partner of KPMG Century Audit Corporation (currently Ernst &amp; Young ShinNihon LLC)</p> <p>January 1993      Japanese Representative, Board of Directors, International Accounting Standards Committee (IASC)</p> <p>July 1995      Executive Director of The Japanese Institute of Certified Public Accountants</p> <p>June 1998      Retired from Japanese Representative, Board of Directors, International Accounting Standards Committee (IASC)</p> <p>June 2001      Retired from Executive Director of The Japanese Institute of Certified Public Accountants</p> <p>July 2001      Retired from Shin Nihon &amp; Co. (currently Ernst &amp; Young ShinNihon LLC)</p> <p>August 2001      Vice Chairman of The Accounting Standards Board of Japan</p> <p>April 2007      Chairman of The Accounting Standards Board of Japan</p> <p>April 2012      Professor of Faculty of Business and Commerce, Keio University</p> <p>June 2014      Outside Director of Eisai Co., Ltd.</p> <p>June 2014      External Audit &amp; Supervisory Board Member of the Company</p> <p>June 2016      Outside Director of Daiwa Securities Group Inc. (current position)</p> <p>June 2016      External Director Serving as Audit and Supervisory Committee Member of the Company (current position)</p> <p>April 2017      Visiting Professor of Graduate School of Business and Commerce, Keio University (current position)</p> <p>June 2019      Outside Audit &amp; Supervisory Board Member of Tokio Marine &amp; Nichido Fire Insurance Co., Ltd. (current position)</p> <p>(Significant concurrent positions) Outside Director of Daiwa Securities Group Inc. Outside Audit &amp; Supervisory Board Member of Tokio Marine &amp; Nichido Fire Insurance Co., Ltd.</p>	Common stock 1,909 shares
<p>[Reasons for selecting the candidate for External Director Serving as Audit and Supervisory Committee Member] Mr. Ikuo Nishikawa has a specialized and high degree of knowledge and wide-ranging experience regarding finance and accounting as a certified public accountant, although he has not been directly involved in the management of a company in the past. The Company has determined he will be able to draw on his background in the supervision and auditing of Directors' business execution, and has reappointed him as a candidate for External Director Serving as Audit and Supervisory Committee Member. The Company designates Directors Serving as Audit and Supervisory Committee Members pursuant to the "Nomination Policies for Candidates for Director" on page 24 by including at least one person with expertise on finance and accounting.</p> <p>[Independence as an External Director Serving as Audit and Supervisory Committee Member] Mr. Ikuo Nishikawa has been filed as an Independent Officer provided for by the Tokyo Stock Exchange and Sapporo Stock Exchange. If this proposal is approved, he will continue to be filed as an Independent Officer. He is not scheduled to receive large sums of money or property (excluding remuneration as a Director) from the Company or parties related to the Company, and has not received such items during the past two years. In addition, he is not a spouse, a relative within the third degree of kinship or the equivalent thereof of an executive officer or a non-executive director of the Company or a business entity that has a special relationship with the Company.</p>			

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
3	Reappointment External Director Independent Officer Akito Hattori (November 28, 1958)  Record of attendance at Board of Directors meetings 18 out of 18 (100%)  Years in office 4 years	<p>April 1989 Registered as an attorney Joined Miyake, Hatazawa &amp; Yamazaki Law Office</p> <p>April 1991 Joined Ozaki Law Office</p> <p>November 2006 Established Akito Hattori Law Office</p> <p>January 2013 Representative Director and President of Hagiwarazaimokuten, Inc. (current position)</p> <p>September 2016 Outside Corporate Auditor of ANABUKI KOSAN INC. (current position)</p> <p>June 2018 External Director Serving as Audit and Supervisory Committee Member of the Company (current position)</p> <p>June 2021 Governor, Social welfare corporation Goodwill welfare association (current position)</p> <p>(Significant concurrent positions) Representative of Akito Hattori Law Office Representative Director and President of Hagiwarazaimokuten, Inc. Outside Corporate Auditor of ANABUKI KOSAN INC. Governor, Social welfare corporation Goodwill welfare association</p>	Common stock 956 shares
<p>[Reasons for selecting the candidate for External Director Serving as Audit and Supervisory Committee Member] As Mr. Akito Hattori is well-versed in corporate law as an attorney, the Company has determined that he can utilize his highly specialized background in the supervision and auditing of Directors' business execution, and has reappointed him as a candidate for External Director Serving as Audit and Supervisory Committee Member.</p> <p>[Independence as an External Director Serving as Audit and Supervisory Committee Member] Mr. Akito Hattori has been filed as an Independent Officer provided for by the Tokyo Stock Exchange and Sapporo Stock Exchange. If this proposal is approved, he will continue to be filed as an Independent Officer.</p> <p>Although he is not scheduled to receive large sums of money or property (excluding remuneration as a Director) from the Company or parties related to the Company, and has not received such items during the past two years, he concluded a legal advisory contract with AEON CO., LTD., which is a party related to the Company, and received compensation, etc., from said company as part of said contract. In addition, he is not a spouse, a relative within the third degree of kinship or the equivalent thereof of an executive officer or a non-executive director of the Company or a business entity that has a special relationship with the Company.</p>			

(Notes)

1. Tokio Marine & Nichido Fire Insurance Co., Ltd., for which Mr. Ikuo Nishikawa serves as Outside Audit & Supervisory Board Member, has transactions with the Company for insurance contracts. However, the amounts of transactions are less than 1% of the consolidated sales of the Company or the respective companies, and therefore there are no special interests between the candidates including Mr. Ikuo Nishikawa and the Company. In addition, Tokio Marine & Nichido Fire Insurance Co., Ltd. owns 91 thousand shares of the Company (shareholding ratio of 0.13%).
2. The number of years in office for each candidate is as of the conclusion of this Annual General Meeting of Shareholders.
3. Mr. Ikuo Nishikawa and Mr. Akito Hattori are candidates for External Director.
4. The Company has entered into a directors and officers liability insurance contract with an insurance company. A summary of the contents of the insurance contract is as shown on page 47 of the Business Report (available only in Japanese). If the election of the candidates for Directors Serving as Audit and Supervisory Committee Members is approved, they will be included as the insured under the insurance contract. The insurance contract is scheduled to be renewed with the same contents at the next renewal.
5. Mr. Ikuo Nishikawa, currently External Director Serving as Audit and Supervisory Committee Member of the Company, will have been in office as External Director Serving as Audit and Supervisory Committee Member of the Company for six years at the conclusion of this Annual General Meeting of Shareholders. Furthermore, he was Corporate Auditor of the Company prior to the Company's transition to a Company with an Audit and Supervisory Committee, and his term of office in that position was two years.
6. Mr. Akito Hattori, currently External Director Serving as Audit and Supervisory Committee Member of the Company, will have been in office as External Director Serving as Audit and Supervisory Committee Member of the Company for four years at the conclusion of this Annual General Meeting of Shareholders.
7. The Company has concluded liability limitation contracts pursuant to Article 423, Paragraph 1 of the Companies Act with Mr. Shinya Kosaka, Mr. Ikuo Nishikawa, and Mr. Akito Hattori, respectively. The terms of the contracts have stipulated that their upper limit of liability toward the Company is ¥10 million, or the amount provided by laws and regulations, whichever is greater. If they are reappointed Directors Serving as Audit and Supervisory Committee Members, the

Company plans to continue with said contracts.

8. Designation of Independent Officers is made pursuant to the “MEGMILK SNOW BRAND Co., Ltd. Independence Standards for External Directors” on page 24.

**Proposal 4:** Election of Two Substitute Directors Serving as Audit and Supervisory Committee Members

To prepare for the case where the number of Directors Serving as Audit and Supervisory Committee Members falls below the number required by laws and regulations, the Company proposes the election of two Substitute Directors Serving as Audit and Supervisory Committee Members.

The candidates for Substitute Directors Serving as Audit and Supervisory Committee Members are as follows. Mr. Kotaro Yamashita is a candidate for Substitute Director for Mr. Shinya Kosaka if Proposal 3 is approved and passed as proposed. Similarly, Mr. Tomohiko Manabe is a candidate for Substitute External Director for Mr. Ikuo Nishikawa and Mr. Akito Hattori if Proposal 3 is approved and passed as proposed. The resolution of this proposal shall remain in effect up to the beginning of the next Annual General Meeting of Shareholders.

The candidates for Substitute Directors Serving as Audit and Supervisory Committee Members were decided after deliberation by the Nomination Advisory Committee, which comprises of a majority of independent External Directors.

In addition, this proposal has been approved in advance by the Audit and Supervisory Committee.

No.	Name (Date of birth)	Past experience and significant concurrent positions	Number of shares of the Company held
1	Kotaro Yamashita (October 7, 1962)	<p>June 1995      Joined Snow Brand Milk Products Co., Ltd.</p> <p>April 2010     Deputy General Manager, General Affairs Dept. of the Company</p> <p>June 2013      General Manager, General Affairs Dept.</p> <p>April 2017      General Manager, Internal Audit Dept.</p> <p>June 2020      General Manager, Audit Office of Snow Brand Seed Co., Ltd.</p> <p>June 2021      Corporate Auditor of Snow Brand Seed Co., Ltd. (current position)</p> <p style="text-align: right;">To the present</p> <p>(Significant concurrent positions) Corporate Auditor of Snow Brand Seed Co., Ltd.</p>	Common stock 2,208 shares
<p>[Reasons for selecting the candidate for Substitute Director Serving as Audit and Supervisory Committee Member]</p> <p>As Mr. Kotaro Yamashita has abundant experience in audits at the Company and group companies, the Company has determined that he has the appropriate experience and capabilities to supervise and audit Directors' business execution, etc., and has appointed him as a candidate for Substitute Director Serving as Audit and Supervisory Committee Member.</p>			

No.	Name (Date of birth)	Past experience and significant concurrent positions	Number of shares of the Company held
2	Tomohiko Manabe (October 3, 1963)	<p>October 1991      Joined Showa Ota &amp; Co. (currently Ernst &amp; Young ShinNihon LLC)</p> <p>May 2007          Partner of Ernst &amp; Young ShinNihon (currently Ernst &amp; Young ShinNihon LLC)</p> <p>July 2010          Partner of Certified Public Tax Accountants' Co. Takano Sogo Accounting Firm</p> <p>July 2013          Senior Partner of Certified Public Tax Accountants' Co. Takano Sogo Accounting Firm</p> <p>May 2015          Outside Director of Freund Corporation</p> <p>June 2015          Outside Corporate Auditor of NIPPON SHUPPAN HANBAI INC. (currently NIPPAN GROUP HOLDINGS, INC.) (current position)</p> <p>June 2017          Outside Corporate Auditor of Shuppan Kyodo Ryutsu Inc. (current position)</p> <p>March 2019        Corporate Auditor of Humans' Data Inc. (current position)</p> <p>June 2019          Councilor of the Nakabe Scholarship Foundation (current position)</p> <p>September 2020   Representative Partner of Certified Public Tax Accountants' Co. Takano Sogo Accounting Firm (current position)</p> <p style="text-align: right;">To the present</p> <p>(Significant concurrent positions)</p> <p>Representative Partner of Certified Public Tax Accountants' Co. Takano Sogo Accounting Firm</p> <p>Outside Corporate Auditor of NIPPAN GROUP HOLDINGS, INC.</p> <p>Outside Corporate Auditor of Shuppan Kyodo Ryutsu Inc.</p> <p>Corporate Auditor of Humans' Data Inc.</p> <p>Councilor of the Nakabe Scholarship Foundation</p>	Common stock 0 shares
<p>[Reasons for selecting the candidate for Substitute External Director Serving as Audit and Supervisory Committee Member and outline of expected role]</p> <p>Mr. Tomohiko Manabe has a specialized and high degree of knowledge and wide-ranging experience as a certified public accountant, although he has not been directly involved in the management of a company in the past. The Company has determined that he will be able to draw on his background in the supervision and auditing of Directors' business execution, and has appointed him as a candidate for Substitute External Director Serving as Audit and Supervisory Committee Member.</p> <p>[Independence as a Substitute External Director Serving as Audit and Supervisory Committee Member]</p> <p>Mr. Tomohiko Manabe is not scheduled to receive large sums of money or property (excluding remuneration as a Director) from the Company or parties related to the Company, and has not received such items during the past two years. In addition, he is not a spouse, a relative within the third degree of kinship or the equivalent thereof of an executive officer or a non-executive director of the Company or a business entity that has a special relationship with the Company.</p>			

(Notes)

1. There is no significant conflict of interest between the Company and each candidate.
2. Mr. Tomohiko Manabe is a candidate for Substitute External Director Serving as Audit and Supervisory Committee Member.
3. The Company has entered into a directors and officers liability insurance contract with an insurance company. A summary of the contents of the insurance contract is as shown on page 47 of the Business Report (available only in Japanese). In the event that the candidates are appointed as Directors Serving as Audit and Supervisory Committee Members, each of them will be included as the insured under the insurance contract.
4. In the event that each candidate assumes the position as a Director Serving as Audit and Supervisory Committee Member, the Company plans to conclude a liability limitation contract with each candidate pursuant to Article 423, Paragraph 1 of the Companies Act. The terms of the contract shall stipulate that each candidate's upper limit of liability toward the Company is ¥10 million or the amount provided by laws and regulations, whichever is greater.
5. Mr. Tomohiko Manabe meets the "MEGMILK SNOW BRAND Co., Ltd. Independence Standards for External Directors" on page 24. If he assumes the position as External Director Serving as Audit and Supervisory Committee Member, he will be filed as an Independent Officer provided for by the Tokyo Stock Exchange and Sapporo Stock Exchange.

(Reference)

Skill Matrix of Candidates for Directors

MEGMILK SNOW BRAND Group's approach to the balance of the Board of Directors, etc., necessary for the Group's sustainable growth and medium- to long-term enhancement of corporate value is described in the "Nomination Policies for Candidates for Director" (page 24).

If Proposals 2 and 3 are approved as proposed, the structure of the Board of Directors will be as follows.

Name and Category	Position to be assumed	Corporate management /Business strategy	Global	Financial accounting	Legal affairs /Risk management	Consumer perspectives/ Sustainability	Sales/ Marketing	Production & Technology /R&D/SCM	Dairy farming & Procurement /Agriculture management base	HR & Labor relations/HR development
Masatoshi Sato	Representative Director and President	●				●	●		●	
Tomomi Ishii	Representative Director and Executive Vice President	●					●		●	
Hideki Motoi	Representative Director and Executive Vice President	●		●	●	●				●
Takehiko Inoue	Director and Managing Executive Officer					●		●		
Satoshi Inaba	Director and Managing Executive Officer	●					●			
Ryoichi Sueyasu	Director and Managing Executive Officer		●				●	●	●	
Teiji Iwahashi	Director and Managing Executive Officer				●		●			
Kumiko Bando External Director Independent Officer	External Director				●	●				●
Hiroshi Fukushi External Director Independent Officer	External Director	●	●			●	●	●		
Shinya Kosaka	Director Serving as Audit and Supervisory Committee Member	●		●	●		●			
Ikuo Nishikawa External Director Independent Officer	External Director Serving as Audit and Supervisory Committee Member			●						
Akito Hattori External Director Independent Officer	External Director Serving as Audit and Supervisory Committee Member				●					

## Opinion of the Audit and Supervisory Committee

The Audit and Supervisory Committee carefully reviewed the proposal for election of Directors (excluding Directors Serving as Audit and Supervisory Committee Members) and their remuneration, including confirmation of discussions at the Nomination Advisory Committee and the Compensation Advisory Committee (where three External Directors, including two External Audit and Supervisory Committee Members, account for a majority of the members).

The Audit and Supervisory Committee has judged that the candidates for Directors (excluding Directors Serving as Audit and Supervisory Committee Members) are suitable as candidates for Directors of the Company because they have been nominated through appropriate nomination procedures and they have a high level of expertise and abundant experience and have deep knowledge of the Company's management philosophy and management approach.

Furthermore, the Audit and Supervisory Committee has judged that the procedures for making decisions on remuneration for Directors (excluding Directors Serving as Audit and Supervisory Committee Members) were appropriate and that the content of the remuneration, etc. was appropriate based on the concept of the remuneration system, specific calculation method, etc.

### Reference Material

#### Nomination Policies for Candidates for Director

Under the premise that none of the candidates for Directors (excluding Directors Serving as Audit and Supervisory Committee Members) fall under any of the disqualifying reasons stipulated by the Companies Act, the candidates are appointed from among persons who possess high ethics, in addition to superior personality, insight, ability, and abundant experience for conducting overall corporate monitoring and supervision of business execution. They are appointed also in consideration of a well-balanced Board of Directors without an overabundance of specialties in any particular field.

Under the premise that none of the candidates for Directors Serving as Audit and Supervisory Committee Members fall under any of the disqualifying reasons stipulated by the Companies Act, the candidates are appointed from among persons who possess high ethics, in addition to superior personality, insight, ability, and abundant experience for conducting overall corporate monitoring and supervision of business execution. They are appointed also in consideration of whether they can secure their independence from officers with executive authority or whether they can maintain a fair and impartial attitude, etc. The candidates for Directors Serving as Audit and Supervisory Committee Members must include at least one person who has expertise in finance and accounting.

#### MEGMILK SNOW BRAND Co., Ltd. Independence Standards for External Directors

MEGMILK SNOW BRAND CO., Ltd. (hereinafter the "Company") and its subsidiaries (collectively, the "Group") judges External Directors (hereinafter "External Directors") to be sufficiently independent so long as they do not fall under any of the following.

1. The following individuals who have had business transactions with the Company or its subsidiaries in any of the past three fiscal years
  - (1) Of those who have the Company or its subsidiaries as a client, an individual who the Group has paid an amount totaling more than 2% of the consolidated net sales of that business partner or an officer or employee who executes business of that corporation such as an executive Director, an Executive Officer, or others (hereinafter "executives")
  - (2) Of those who the Company or its subsidiaries have as a client, an individual or their executives who pays to the Group an amount totaling more than 2% of the Group's consolidated net sales
  - (3) An individual or their executives whose loans to the Company or its subsidiaries total more than 2% of the Group's consolidated total assets
  - (4) A consultant, accounting professional, or legal professional who has received from the Company or its subsidiaries monetary or other assets totaling ¥10 million or 2% of total revenue, whichever is



greater (excluding Director compensation), or in the event that an organization is acquiring said assets, an individual belonging to that organization

2. The following individuals who have been major shareholders in the past three years

- (1) An individual who possesses a proportion of 10% or more of the Company's voting rights (including indirect possession) or their executives
- (2) An executive of a company whose voting rights the Company or its subsidiaries possesses a proportion of 10% or more of (including indirect possession)

3. Relatives of the Company, the Company's subsidiaries, the Company's business partners, or other related persons

- (1) An individual who was a spouse or relative within the second degree of kinship of one of the following within the past ten years
  - 1) An executive Director or Executive Officer of the Company or its subsidiaries or a General Manager of Head Office
  - 2) A non-executive Director of the Company
- (2) An individual who was a spouse or relative within the second degree of kinship of one of the following within the past three years
  - 1) An individual who corresponds to the aforementioned 1. (1), (2), or (3) or the aforementioned 2., and in the case that the individual is an executive, an officer who executes business of that corporation such as an executive Director or an Executive Officer, or an individual equivalent to a General Manager of departments
  - 2) An individual who corresponds to the aforementioned 1. (4) (limited in the case of an accounting professional to a certified public accountant, and in the case of a legal professional to an attorney-at-law (including associates))

4. Other related persons

- (1) An individual who, in any of the past three fiscal years, has received donations from the Company or its subsidiaries in a single fiscal year equivalent to ¥10 million or 2% of total revenue, whichever is greater, or their executives
- (2) An executive of a company in which, within the past three years, an individual from the Company or its subsidiaries has served as an external officer