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## Press Release

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### Notice of Renewal of Policy Regarding a Large-Scale Purchase of Kikkoman Shares (Takeover Defense Measure)

Kikkoman has introduced, in accordance with the resolution at the ordinary general shareholders' meeting held on June 24, 2010, a "policy in responding to a Large-Scale Purchase of Kikkoman's Shares" (hereinafter referred to as the "Original Plan"), the effective term of which will expire at the end of the ordinary general shareholders' meeting scheduled to be held on June 25, 2013 (hereinafter referred to as the "Ordinary General Shareholders' Meeting").

In response, Kikkoman hereby announces that the Board of Directors of Kikkoman has decided, at its meeting held on April 26, 2013, (i) subject to the approval by shareholders at the Ordinary General Shareholders' Meeting, to partially modify and renew the Original Plan (such modified Original Plan is hereinafter referred to as the "Plan") for another three (3) years as its effective term (such renewal is hereinafter referred to as the "Renewal") and (ii) to submit an agenda to the Ordinary General Shareholders' Meeting, to the effect that the Ordinary General Shareholders' Meeting shall delegate to the Board of Directors of Kikkoman, in accordance with Article 13 of the Articles of Incorporation the authority to decide the matters concerning the allotment of new share subscription rights in order to enable the Board of Directors of Kikkoman to trigger the implementation of Countermeasures in accordance with the Plan. The Renewal shall be executed subject to the approval by shareholders at the Ordinary General Shareholders' Meeting. It was decided at the meeting of the Board of Directors of Kikkoman held today that the Plan would be submitted as an agenda to the Ordinary General Shareholders' Meeting. The decision was made by unanimous vote balloted by all the existing directors including three (3) outside directors, where all of the statutory auditors of Kikkoman, including two (2) outside auditors, were present and agreed upon the decision on the condition that specific administration of the Plan be carried out properly.

As of today, the Board of Directors of Kikkoman has not received any proposal by a specific third party with respect to a Large-Scale Purchase (defined in Section 2, "Details of the Large-Scale Purchase Rules").

<Major Modifications to the Original Plan>

- a) Clarified that the Special Committee shall not exercise its authority against the purpose of establishing the Large-Scale Purchase Rules, not only in requiring a Large-Scale Purchaser to provide Large-Scale Purchase Information but also in extending the Special Committee's Evaluation Period, such as effecting the extensions a number of times for the purpose of making the Large-Scale Purchaser relinquish the acquisition; and
- b) Made modifications in expressing the provisions of the Plan so that the Plan will be easier to understand.

## 1. Purpose and Underlying Policy of the Plan

### (1) Kikkoman's Actions for Protection and Enhancement of its Corporate Value and its Shareholders' Common Interest.

#### 1) The Origin of Kikkoman's Corporate Value

Kikkoman has been operating for over 95 years since its establishment with a management spirit based both on its tradition since the 17th century and an innovative vision for modern generations. In addition to the top-brand Kikkoman Soy Sauce, from a domestic perspective, Kikkoman has been providing a variety of delicious and healthy commercial products, such as soy sauce-related seasonings, Del Monte products, Manjo products and Manns Wines. From a worldwide perspective, Kikkoman has put continuous effort into promoting the Japanese seasoning "Soy Sauce" to be the world's seasoning, and the "KIKKOMAN" brand has been shipped to over 100 countries from seven overseas factories, enriching the food culture in each country. In addition, Kikkoman's own biotechnology developed from microorganism control brewing technology has been applied to, among others, medicine, enzyme and health foods.

Through such activities, Kikkoman Group has constructed a distinctive business model formed by combining the origins of the five corporate values described below:

#### a) Soy Sauce Business Model Overseas

Kikkoman has been competitively and qualitatively maintaining high profit as a top global brand of a seasoning "Soy Sauce", which is rooted in the Japanese food culture, by expanding its market, merging with various food cultures all around world and establishing manufacturing and sales bases.

#### b) Worldwide Network

Kikkoman has established a network for oriental food distribution throughout the world, as well as a manufacturing and sales network for soy sauce. Our expanding market is boosted by the permeation of Japanese food throughout the world while we are also accumulating our know-how.

#### c) Research and Development / Technology Development

Kikkoman Group is enhancing its developing ability through its brewing,

microorganism and other technology gained from soy sauce brewing, as well as obtaining technologies from the development departments of both domestic and overseas group companies and also outside technologies obtained through capital tie-ups.

d) Brand Power

As shown in the various brand survey results, Kikkoman is widely known among distributors and consumers as a safe and reliable brand backed up by its tradition.

e) Social Responsibility As a Company

To be a good corporate citizen that people hope will continuously exist as a company, Kikkoman is carrying out its social responsibilities as well as performing a role as a social institution, being involved in international food and young people's cultural exchanges, dietary education and local community services.

2) Enhancement of Corporate Value

a) Formulation of “Global Vision 2020”

Kikkoman Group formulated “Global Vision 2020” in 2008, which shows its future vision towards 2020. Kikkoman Group will take advantage of the aforementioned origins of Kikkoman’s corporate value and further enhance corporate value by achieving three ideals: “to make Kikkoman Soy Sauce a seasoning with a global standard”, “to be a corporation supporting the realization of a healthy lifestyle through diet” and “to be a corporation significant to global society”.

b) Steady Implementation of the Middle-term Business Plan

Kikkoman commenced a middle-term business plan from FY 2012 through FY 2014 for the realization of “Global Vision 2020”. Its targets are JPY 320 billion for sales, JPY 23 billion for operating profit, 7.2% for operating profit on sales, 7.0% for ordinary profit on gross assets (ROA) in the last fiscal year or FY 2014.

Management challenges for the middle-term business plan are “to continue the growth of the overseas business” and “to improve profitability in the domestic business”.

With respect to overseas markets, Kikkoman will expand the profitable soy sauce business model, established in the U.S., around the world. The soy sauce business has sustained stable growth in the U.S. where we will proactively commit to the untapped Hispanic base and promote new business, including health food. In Europe, the soy sauce business is continuously expected to sustain high growth, and we will continue to aim at double-digit growth. In Asia, where high growth is expected to be sustained, Kikkoman will carry out marketing measures depending upon the tastes of each country and region and incorporate the growth of Asia. Further, Kikkoman will develop new growing markets, including Brazil. With respect to the oriental food distribution business, Kikkoman will achieve, thanks to the Japanese food boom, high growth by utilizing a global network and high-quality products and services. With respect to the Del Monte business,

Kikkoman will enhance profitability by taking advantage of the merits of local production in Thailand and China.

On the other hand, with respect to the domestic market, Kikkoman will continuously improve profitability. Kikkoman Group will further enhance competitiveness in the food and beverage field mainly through two operating companies, namely, Kikkoman Food Products Company and Kikkoman Beverage Company. With respect to the soy sauce business, against a shrinking market, we will try to reinforce profitability through expanding sales of products proposing new value, including a series of “Always Fresh” products and improving the production system within Kikkoman Group. With respect to the food business, Kikkoman will continue to introduce products with a grasp of customer needs, with a focus on Japanese *tsuyu* soup and *tare* sauce and “Homemade Taste” products. With respect to the beverage business, Kikkoman will accelerate the growth of sales of vegetable and fruit beverages, including tomato juice, and soymilk. Furthermore, Kikkoman will improve efficiency of indirect operations through integrating its system and business within Kikkoman Group.

c) Shift to a Holding Company System and Improvement and Enhancement of Corporate Governance

Kikkoman Group shifted to a holding company system in October, 2009, clarified the roles and responsibilities of the holding company and operating companies, and established a corporate system in order to maximize synergy amongst the Kikkoman Group. Kikkoman will maximize the Kikkoman Group’s corporate value by enhancing the capability of operating companies’ to create value under the Kikkoman Group management strategy formulated by the holding company.

In addition, Kikkoman, as a public company, has tried to improve and enhance its corporate governance in order to “increase management transparency”, “clarify management responsibility”, “speed up decision making” and “reinforce management monitoring function”. In addition to adopting a form of a corporation with statutory auditors, Kikkoman introduced an operating officer system in March, 2001, delegated the operating authority to operating officers, clarified management responsibility, and sped up its decision making and operation. In June, 2002, Kikkoman increased management transparency and reinforced the management monitoring function by electing two (2) outside directors and two (2) outside statutory auditors as well as establishing a nomination committee and a compensation committee consisting primarily of outside directors. In addition, in June, 2009, Kikkoman enhanced its corporate governance by, among other things, adding one (1) outside director and increasing the number of outside directors to three (3).

d) Corporate Social Responsibility as Kikkoman Considers Itself to Have

Since its establishment, Kikkoman has been aware of its connection to society and has conducted its business activities based on an understanding that a corporation is a “public institution” in society. In 2001, Kikkoman signed the Global Compact that the United Nations set up as a framework of responsibilities for companies doing business globally, the first among Japanese companies. Also, as one of its responsibilities as a company engaging in the food businesses, Kikkoman has continuously committed to various dietary education activities since

its declaration of dietary education in 2005. Further, through its business developments inside and outside Japan, Kikkoman has been making efforts to harmonize Japanese and overseas food cultures and has fulfilled a role to enrich the world of food for people. Furthermore, Kikkoman has long operated the Kikkoman General Hospital in Noda city, Chiba where its head office is located and has started to operate a newly rebuilt hospital since August 2012. Kikkoman will support community medical services more than ever and make a contribution to society as an outgoing healthcare information base.

With the diversification and globalization of Kikkoman Group's business, we have deepened our relationship with global society. Kikkoman, as a food company, will fundamentally produce high-quality commercial products efficiently, safely, hygienically and steadily and will fulfill its corporate social responsibility through activities around the world by which Kikkoman may continue to contribute in society, including dietary education and international exchange of food cultures.

## **(2) Our Policy on Large-Scale Purchase**

Kikkoman is sincerely working on the protection and enhancement of its corporate value and shareholders' common interests as provided above. However, abrupt and forceful large-scale purchases, which are conducted at a stage where not enough information has been provided to the shareholders and without any appropriate process, such as without sufficient discussion or agreement with the management of the target company, still exist in the Japanese capital market. In addition, judging from the goals of such a purchase and other factors, or due to an insufficient understanding of the origins of Kikkoman's proper corporate value, such a large-scale purchase may be significantly harmful to corporate value and the shareholders' common interests, and there may also be such a purchaser who will compel the shareholders to accept its proposal by forceful measures.

Our members of the Board of Directors fully understand and believe that it is the shareholders, who own the Kikkoman Shares or Other Equity Securities, who will make the final decision as to whether or not to accept the proposal made by the Large-Scale Purchaser (defined in "2. Details of the Large-Scale Purchase Rules") and to sell the Shares or Other Equity Securities, and therefore, our Board of Directors does not unconditionally deny the act of a large-scale purchase.

However, as mentioned above, the business model that has been developed by Kikkoman and our group companies has its core in the domestic and international expansion of soy sauce, which plays a key role in Japanese food culture. Furthermore, the business model is obtained through the succession and development of various technologies and know-how for high quality and safe products, as well as understanding food culture and geographic characteristics in each region. We believe that it is difficult to enhance the value of Kikkoman and its group companies without fully understanding such business model.

Therefore, the Board of Directors of Kikkoman believes that it is essentially important to provide the shareholders with sufficient information in the appropriate manner at the right time for the shareholders to evaluate the Large-Scale Purchase by the Large-Scale Purchaser, which includes not only the information from the Large-Scale Purchaser, which is unilaterally provided, but also the information and opinions of the Board of Directors of

Kikkoman, which manages the company as a matter of course and fully understands Kikkoman's business character.

### **(3) Purpose of the Plan and Its Basic Framework**

Based on the basic policy mentioned above, the Board of Directors of Kikkoman has decided that certain reasonable rules are required to provide its shareholders with necessary and sufficient information and time, as well as opportunities to have alternative proposals made by the Board of Directors of Kikkoman, for the shareholders to decide whether or not to accept the Large-Scale Purchase when any action of a Large-Scale Purchase is conducted. The Board of Directors of Kikkoman believes that a Large-Scale Purchase conducted in compliance with such rules (hereinafter referred to as "Large Scale Purchase Rules", details of which are provided in Section 2, "Details of the Large-Scale Purchase Rules", below) will contribute to the protection and enhancement of Kikkoman's corporate value and its shareholders' common interests.

In the Plan, in the case where a Large-Scale Purchaser fails to comply with the Large-Scale Purchase Rules, or in the case where it is finally determined by the Board of Directors of Kikkoman that such Large-Scale Purchase will, even if Large-Scale Purchase Rules are complied with, significantly damage Kikkoman's corporate value and its shareholders' common interests, the Board of Directors of Kikkoman may, upon full and serious consideration of the recommendation made by the Special Committee (please refer to Section 4, "Establishment of the Special Committee", below), adopt a board resolution to effect an allotment of new share subscription rights (hereinafter referred to as "Countermeasures", please refer to Section 3, "Policy When a Large-Scale Purchase is Attempted", and "Outline of Allotment of New Share Subscription Rights to Shareholders" in the Exhibit 1 for the details).

## **2. Details of the Large-Scale Purchase Rules**

Large-Scale Purchase Rules require any person conducting or attempting to conduct a Large-Scale Purchase (please see notes below) (hereinafter referred to as a "Large-Scale Purchaser") to provide necessary and sufficient information to the Board of Directors of Kikkoman in advance of the Large-Scale Purchase, whereupon the Large-Scale Purchase shall be commenced after a certain period has elapsed for the Special Committee to examine and appraise the same and for the Board of Directors of Kikkoman to make a final decision regarding implementation of the Countermeasures at the end of such period.

(Note) "Large-Scale Purchase" provided in the Plan means a purchase as provided in (i) or (ii) below. Both (i) and (ii) exclude a case where there has been an approval of the Board by Directors of Kikkoman:

- (i) Any purchase or any acquisition of Share Certificates or Other Equity Securities<sup>1</sup> where the Shareholding Ratio<sup>2</sup> of the Kikkoman Share Certificates or Other Equity

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<sup>1</sup> As defined in Article 27-23, Clause 1 of the Financial Instruments and Exchange Act.

<sup>2</sup> As defined in Article 27-23, Clause 4 of the Financial Instruments and Exchange Act.

Securities obtained by the Shareholder<sup>3</sup> is no less than 20%.

- (ii) Any Tender Offer<sup>4</sup> of Share Certificates or Other Equity Securities<sup>5</sup> issued by Kikkoman which, as a result, the Shareholding Ratio<sup>6</sup> of the Share Certificates or Other Equity Securities subject to the Tender Offer and that of Special Affiliate<sup>7</sup> in total is no less than 20%.

The outline of Large-Scale Purchase Rules is as provided below:

### **(1) Provision of Large-Scale Purchase Information**

When a Large-Scale Purchaser intends to commence a Large-Scale Purchase, a Large-Scale Purchaser is required, in advance of the Large-Scale Purchase, to provide necessary and sufficient information for the shareholders to examine the purchase as provided below (hereinafter referred to as the "Large-Scale Purchase Information") to the Board of Directors of Kikkoman, as well as to submit a statement that promises to comply with the Large-Scale Purchase Rules in a format designated by Kikkoman (collectively with the information, hereinafter referred to as the "Purchase Statement"):

- a) Details of the Large-Scale Purchaser and its group, including details of Co-Owners<sup>8</sup>, Special Affiliated Person<sup>9</sup> (which includes partners and other members if the Large-Scale Purchaser is an investment fund), such as their specific name, capital structure and financial information;
- b) The purpose, method, and details of the Large-Scale Purchase, including the type and price of purchase consideration, the timing of the purchase, source of funds for the purchase, existing pledge upon currently owned Kikkoman Share Certificates and Other Equity Securities, plans and timing of placing pledge on Kikkoman's assets or Share Certificates or Other Equity Securities to be acquired and other terms and structures of transactions for funding);

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<sup>3</sup> The Shareholder includes a "shareholder" as defined in Article 27-23, Clause 3 of the Financial Instruments and Exchange Act.

<sup>4</sup> As defined in Article 27-2, Clause 6 of the Financial Instruments and Exchange Act.

<sup>5</sup> As defined in Article 27-2, Clause 1 of the Financial Instruments and Exchange Act.

<sup>6</sup> As defined in Article 27-2, Clause 6 of the Financial Instruments and Exchange Act.

<sup>7</sup> As defined in Article 27-2, Clause 7 of the Financial Instruments and Exchange Act, provided that, with respect to those listed in paragraph (1) of Clause 7 of the same, those listed in Article 3, Clause 2 of the Cabinet Office Order concerning a Tender Offer of Shares by Parties Other Than the Issuer (*Hakkosha-igai no mono ni yoru kabuken-tou no koukai-kaitsuke no kaiji ni kansuru naikakufu-rei*) are excluded.

<sup>8</sup> "Co-owners" means those defined in Article 27-23, Clause 5 of the Financial Instruments and Exchange Act and those who are regarded as "Co-owners" according to Article 27-23, Clause 6 of the same.

<sup>9</sup> "Special Affiliated Person" means those defined in Article 27-2, Clause 7 of the Financial Instruments and Exchange Act, provided that, with respect to those listed in paragraph (1) of Clause 7 of the same, those listed in Article 3, Clause 2 of the Cabinet Office Order Concerning a Tender Offer of Shares by Parties Other Than the Issuer (*Hakkosha-igai no mono ni yoru kabuken-tou no koukai-kaitsuke no kaiji ni kansuru naikakufu-rei*) are excluded.

- c) Basis of the calculation of the purchase price, including the calculation method, numeric information used in the calculation and the amount of the synergy created by the Large-Scale Purchase and other related transactions and their calculation basis;
- d) Whether or not there has been any communication between the Large-Scale Purchaser and any other third party regarding the Large-Scale Purchase and its detail, in case such communication exists;
- e) Description of the fund provider to the Large-Scale Purchaser, including its name and capital structure;
- f) Management policies and business plans of Kikkoman and its group companies that the Large-Scale Purchaser intends to adopt after completion of the Large-Scale Purchase;
- g) Policies for steady and stable enhancement of Kikkoman and its group companies' corporate value that the Large-Scale Purchaser intends to adopt after completion of the Large-Scale Purchase, and its basis for the enhancement (including opinions with respect to legality of the Large-Scale Purchase in light of the Act on Prohibition of Private Monopolization and Maintenance of Fair Trade and overseas competition law in case the Large-Scale Purchaser conducts a similar business to Kikkoman and its group companies);
- h) Policies regarding relationship with the employees, business partners, consumers, regional communities and other interested parties of Kikkoman and its group companies after completion of the Large-Scale Purchase, including whether there is any plan for reform and its detail if there is any such plan; and
- i) Any other information deemed necessary by the Special Committee.

The Board of Directors of Kikkoman will promptly give notice to the Special Committee of the fact that a Large-Scale Purchase has been offered and provide the Purchase Statement submitted to the Board to the Special Committee. The Special Committee will then promptly examine the Purchase Statement to decide if the information stated in the Large-Scale Purchase Statement is sufficient as Large-Scale Purchase Information, and may require the Large-Scale Purchaser to provide additional information, directly or through the Board of Directors of Kikkoman, within a reasonable answer period (in principle, within maximum of sixty (60) days from the date the Purchase Statement is received by the Board of Directors of Kikkoman), if the Special Committee determines, on a reasonable basis, that the information initially provided by the Large-Scale Purchaser was insufficient. However, the Special Committee shall not exercise its authority against the purpose of establishing the Large-Scale Purchase Rules, such as requiring a Large-Scale Purchaser to provide Large-Scale Purchase Information beyond a reasonable extent or indefinitely for the purpose of making the Large-Scale Purchaser relinquish the acquisition.

In addition, the Board of Directors of Kikkoman shall publicly disclose, in whole or in part, the receipt of the Large Scale-Purchase proposal and the Large-Scale Purchase Information submitted to the Board at such point in time as the Board deems appropriate for the shareholders' decision making, upon consideration of opinions from the Special Committee and in compliance with the applicable laws and rules and regulations of the



financial instruments exchanges on which Kikkoman stock is listed.

## **(2) Examination and Evaluation of the Large-Scale Purchase Information by the Special Committee**

The Special Committee will promptly make a public announcement, directly or through the Board of Directors of Kikkoman, when the Special Committee acknowledges that they have received sufficient Large-Scale Purchase Information from the Large-Scale Purchaser. The Special Committee shall examine, evaluate and form its opinion within the "Special Committee's Evaluation Period", which period is 60 days from the date of announcement made by the Special Committee as provided above in case the Large-Scale Purchase is a purchase of all of the Kikkoman Share Certificates or Other Equity Securities by way of tender offer that limits purchase consideration to be paid in cash (Japanese Yen), and 90 days from the same in cases other than the foregoing.

The Special Committee may, when deemed necessary by the Special Committee for examination and comparison of the Large-Scale Purchase Information, either before or after the commencement date of the Special Committee's Evaluation Period, request the Board of Directors of Kikkoman to give to the Special Committee its opinion on the Large-Scale Purchase, supporting materials, alternative proposal for enhancement of corporate value and other information and materials deemed necessary by the Special Committee, within an answer period (in principle, within a maximum of thirty (30) days, and the last day of the answer period shall not be set later than the end of the Special Committee's Evaluation Period).

In addition, when deemed necessary for examination, evaluation and formation of the opinion and improvement of the terms and conditions of the Large-Scale Purchase, the Special Committee or the Board of Directors of Kikkoman may discuss and negotiate with the Large-Scale Purchaser, or the Board of Directors of Kikkoman may offer the shareholders an alternative suggestion.

The Special Committee shall fully examine and evaluate the submitted Large-Scale Purchase Information and information and materials provided by the Board of Directors of Kikkoman, including any alternative proposal for enhancement of corporate value proposed by the Board, with independent third parties including financial advisors, attorneys, tax accountants, certified public accountants, consultants and other professionals hired at Kikkoman's cost to enable it to make decisions that contribute to the protection and enhancement of its corporate value and its shareholders' common interests, and shall carefully prepare the Special Committee's opinion, including a recommendation as to whether or not to trigger Countermeasures. However, the Special Committee shall not exercise its authority against the purpose of establishing the Large-Scale Purchase Rules, such as making extensions of the Special Committee's Evaluation Period a number of times for the purpose of making the Large-Scale Purchaser relinquish the acquisition.

The Special Committee will, upon achieving a consensus of the Special Committee's opinion, give notice of the opinion to the Large-Scale Purchaser directly or through the Board of Directors of Kikkoman and will make a proper and appropriate public announcement.

The Special Committee's Evaluation Period may be extended for a reasonably necessary period (up to thirty (30) days in principle) if the Special Committee does not make a decision regarding the announcement of its opinion or a recommendation as to whether or

not to trigger the Countermeasures within the Special Committee's Evaluation Period. In such case, the Special Committee shall, promptly after the decision of such extension, disclose the reasons for such extension, the period by which to be extended and any other information deemed necessary by the Special Committee directly or through the Board of Directors of Kikkoman. The same shall apply in cases where the period is additionally extended for reasonably necessary time (up to thirty (30) days in principle).

The Large-Scale Purchase shall be implemented after the Special Committee's Evaluation Period and decision by the Board of Directors of Kikkoman regarding the Countermeasures.

### **3. Policy When a Large-Scale Purchase Is Attempted**

#### **(1) In Case Large-Scale Purchaser Fails to Comply with the Large-Scale Purchase Rules**

In cases where a Large-Scale Purchaser fails to comply with the Large-Scale Purchase Rules, including cases where the Special Committee determines, on a reasonable basis, that information submitted by the Large-Scale Purchaser for decision making purposes of Kikkoman's shareholders and for examination, evaluation and formation of its opinion by the Special Committee is insufficient to qualify as Large-Scale Purchase Information, and when additional information is not submitted by the Large-Scale Purchaser within an answer period set by the Special Committee, the Special Committee may, regardless of the specific method of purchase thereof, recommend to the Board of Directors of Kikkoman to trigger the implementation of the Countermeasures to protect Kikkoman's corporate value and its shareholders' common interests. The Board of Directors of Kikkoman shall fully and seriously consider such recommendation and promptly make a final resolution whether or not to trigger the Countermeasures and publicly announce the decision as well as its reasons.

The Board of Directors of Kikkoman plans to allot new share subscription rights without consideration as the Countermeasure based on the Plan. In such case, new share subscription rights, with an exercise condition that a Large-Scale Purchaser and its group (hereinafter referred to as the "Large-Scale Purchaser Group") may not exercise the rights, and with a repurchase condition that Kikkoman acquire the new share subscription rights from anyone other than the Large-Scale Purchaser Group in exchange for Kikkoman shares, shall be allotted to all of Kikkoman's shareholders at the time of allotment. The method for allotment of new share subscription rights is to be as provided in Article 277, et seq., of the Companies Act of Japan. Details of the new share subscription rights are provided in Exhibit 1, "Outline of Allotment of New Share Subscription Rights to Shareholders" below.

#### **(2) In case Large-Scale Purchaser complies with the Large-Scale Purchase Rules**

In case where a Large-Scale Purchaser complies with the Large-Scale Purchase Rules, the Board of Directors of Kikkoman may express its opposition, present an alternate proposal, or persuade the shareholders of its opinion. However, the Board of Directors of Kikkoman shall not, in principle, undertake any Countermeasures against the Large-Scale Purchase, even if it opposes such Large-Scale Purchase. The shareholders of Kikkoman will determine whether or not to accept the proposal from the Large-Scale Purchaser upon

consideration of the details of such proposal and opinions and alternate proposals from the Board of Directors of Kikkoman.

However, even if the said Large-Scale Purchaser complies with the Large-Scale Purchase Rules, the Special Committee may recommend to the Board of Directors of Kikkoman that the Board trigger the Countermeasures to protect Kikkoman's corporate value and its shareholders' common interests, if it is determined by the Special Committee that such Large-Scale Purchase will significantly damage Kikkoman's corporate value and its shareholders' common interests. Specifically, if the Large-Scale Purchase falls under any of (i) through (viii) below, such Large-Scale Purchase will, in principal, be an act that significantly damages Kikkoman's corporate value and its shareholders' common interests. In addition, in case a Large-Scale Purchaser complies with the Large-Scale Purchase Rules, the Special Committee may recommend that the implementation of Countermeasures be triggered only if it is obviously demonstrated that such Large-Scale Purchase will significantly damage Kikkoman's corporate value and its shareholders' common interests, not only because it is found that such Large-Scale Purchase will superficially fall under any of the following items:

- (i) When it is determined that a Large-Scale Purchase of Kikkoman shares and other equity securities is being carried out without any true intention of participating in the management of Kikkoman, but for the purpose of boosting the share price and thereafter causing Kikkoman's related parties to acquire the shares at an inflated price, namely, cases of so-called "green mail";
- (ii) When it is determined that a Large-Scale Purchase of Kikkoman shares and other equity securities is being carried out for the purpose of raiding Kikkoman, i.e., temporarily controlling the management of Kikkoman for the purpose of transferring intellectual property rights, know-how, trade secrets, key business partners, customers and the like necessary for Kikkoman's business to the Large-Scale Purchaser and its group companies or the like;
- (iii) When it is determined that a Large-Scale Purchase of Kikkoman shares and other equity securities is being carried out under plans to divert the assets of Kikkoman as collateral or repayment resources for obligations of the Large-Scale Purchaser or its group companies and the like, after controlling the management of Kikkoman;
- (iv) When it is determined that a Large-Scale Purchase of Kikkoman shares or other equity securities is being carried out for the purpose of temporarily controlling the management of Kikkoman and thereby causing Kikkoman to sell or otherwise dispose of highly-valued assets, such as real estate or securities, which are not currently related to Kikkoman's business and to distribute temporarily higher dividends with the gains from such disposal, or sell Kikkoman shares or other equity securities at an inflated price caused by such temporarily higher dividends;
- (v) When it is determined that the method of purchase of Kikkoman shares or other equity securities proposed by the Large-Scale Purchaser would restrict the shareholder's opportunity or liberty to make decisions, such as an oppressive two-stage purchase structure, namely, a structure for share purchase, such as a tender offer, whereby no solicitations for purchasing all of the shares are made at the initial stage, and disadvantageous purchase terms are set or the purchase terms are not made explicitly

clear for the second stage, whereby shareholders may effectively be forced to sell their Kikkoman shares or other equity securities; provided, however, that partial tender offers are not to be automatically considered as such structure;

- (vi) When it is determined on a reasonable basis that conditions of the purchase proposed by the Large-Scale Purchaser, including, but not limited to, the type and price of consideration, its particulars, timing, manner and feasibility, are extremely insufficient or inappropriate in light of Kikkoman's corporate value;
- (vii) When it is determined on a reasonable basis that the acquisition of management control by the Large-Scale Purchaser will significantly damage Kikkoman's corporate value and its shareholders' common interests by damaging Kikkoman's relations not only with its shareholders but also with its employees, suppliers, customers, local communities and other interested parties or Kikkoman's brand value; or
- (viii) When it is determined on a reasonable basis that the Large-Scale Purchaser is inappropriate, e.g., because it is an antisocial force, as a controlling shareholder of Kikkoman from a public policy point of view.

Notwithstanding the above, however, in the case where the purchase proposal is withdrawn by the Large-Scale Purchaser, or in the case where there are changes in the facts on which the above recommendation is based and it is so determined that a Large-Scale Purchaser's act no longer falls under any of (i) through (viii) above, the Special Committee may, even after its recommendation to the Board of Directors of Kikkoman to trigger the Countermeasures, reconsider and recommend to cease the triggering of the Countermeasures or withdraw the previous recommendation.

#### **4. Establishment of the Special Committee**

In accordance with the directors' duty of loyalty and duty of due care, the Board of Directors of Kikkoman shall make the final decision on whether or not the Large-Scale Purchaser has complied with the Large-Scale Purchase Rules, and whether or not the Countermeasures should be triggered for the reason that it is demonstrated that such Large-Scale Purchase will significantly damage Kikkoman's corporate value and its shareholders' common interests in the case where the Large-Scale Purchase Rules are complied with. In order to prevent any arbitrary decision-making by the Board of Directors of Kikkoman, a Special Committee has been established independently from the Board of Directors. The Special Committee shall be managed in accordance with the Plan and the Special Committee Rules (for the Special Committee Rules, please refer to Exhibit 2, "Outline of the Special Committee Rules").

The Special Committee shall be comprised of three to five members appointed from outside directors, outside statutory auditors and outside experts (attorneys, tax accountants, certified public accountants, academics, those who are well versed in investment banking, or other equivalent experts) who are independent from those who manage Kikkoman and have no specific interests in Kikkoman or its management, to make a fair and indifferent decision.

The members of the Special Committee at the time of Renewal are currently expected to be comprised of three (3) persons as provided in Exhibit 3, "Summarized Biography of the Special Committee Members", and if the proposal for the election of directors of Kikkoman is

approved in its original form at the Ordinary General Shareholders' Meeting, the three (3) outside directors will assume the office of the members of the Special Committee.

## **5. Procedures to Trigger the Countermeasures**

The procedures provided below shall be undertaken to ensure the fairness of the decision made by the Board of Directors of Kikkoman when the Board decides to trigger the Countermeasures:

- (1) The Board of Directors of Kikkoman shall present the Purchase Statement to the Special Committee, request its examination and evaluation and inquire whether or not to trigger the Countermeasures;
- (2) Upon such request, the Special Committee shall decide whether or not to trigger the Countermeasures, following the "Policy When a Large-Scale Purchase is Attempted" as provided in 3. above, and make a recommendation to the Board of Directors of Kikkoman; and
- (3) The Board of Directors of Kikkoman shall fully and seriously consider the recommendation from the Special Committee in deciding whether or not to trigger the Countermeasures.

## **6. Effect upon Shareholders and Investors**

### **(1) Effect upon Shareholders and Investors at the Time of the Renewal**

At the time of the Renewal, new share subscription rights without consideration that are expected to be the Countermeasures will not be allotted. Accordingly, the Renewal will not have any direct effect upon the legal rights or economic interests of the shareholders and investors of Kikkoman.

### **(2) Effect upon Shareholders and Investors When Triggering the Countermeasures**

The Board of Directors may allot new share subscription rights as the Countermeasures provided in Section 3, "Policy When a Large-Scale Purchase is Attempted" above, for the purpose of protection and enhancement of Kikkoman's corporate value and its shareholders' common interests. The decision to trigger Countermeasures will be made public at a proper time in an appropriate manner pursuant to applicable laws and rules and regulations of the financial instruments exchanges on which Kikkoman stock is listed, when the Board of Directors of Kikkoman has made a decision to trigger specific Countermeasures.

We do not expect any case where Kikkoman shareholders, specifically excluding the Large-Scale Purchaser Group, will suffer any particular losses with regard to the shareholders' legal rights or economic interests, upon triggering the Countermeasures. When new share subscription rights without consideration are allotted as the Countermeasure, Kikkoman will repurchase the rights thereafter and the shareholders of Kikkoman, specifically excluding the Large-Scale Purchaser Group, will receive shares of Kikkoman as repurchase compensation. The shareholders will not be required to make any payment for exercising the new share subscription rights and, accordingly, will not be

expected to suffer any particular losses. However, those who have failed to submit a written statement, a document in the form prescribed by Kikkoman that covenants that the shareholder himself or herself does not belong to the Large-Scale Purchaser Group, by the date of repurchase of the new share subscription rights by Kikkoman (only if submission of such document was requested by Kikkoman), may consequently suffer legal or economic losses when compared to those who receive the allotment of the new share subscription rights, which will be exchanged for the shares of Kikkoman.

In cases where the Board of Directors of Kikkoman, upon recommendation from the Special Committee, cancels the allotment of the new share subscription rights or repurchases the allotted new share subscription rights without consideration, in which case shareholders will lose the allotted new share subscription rights, there will be no dilution per share value, and therefore, those shareholders or investors who acquire or sell the Kikkoman shares, after determination of the shareholders entitled to receive the new share subscription rights allotment, with an expectation of dilution of the value of Kikkoman shares, may suffer unexpected losses from fluctuations in the share price.

The Large-Scale Purchaser Group may consequently suffer loss of legal rights or economic losses by the Countermeasures, if the Large-Scale Purchase Rules are not complied with, or such Large-Scale Purchase is determined to significantly damage Kikkoman's corporate value and its shareholders' common interests even if the Large-Scale Purchase Rules are complied with. This announcement of the Plan is to provide prior caution to the Large-Scale Purchasers not to violate the Large-Scale Purchase Rules.

### **(3) Procedures That Will Be Required to Be Taken by the Kikkoman Shareholders Upon Triggering the Countermeasures**

When new share subscription rights are allotted as the Countermeasure, new share subscription rights will be allotted without any subscription from Kikkoman shareholders. In addition, when repurchase procedures are taken by Kikkoman, the shareholders will receive Kikkoman shares as repurchase consideration without any cash payment of the exercise price of the new subscription rights, and there will be no need for shareholders to undertake any subscription or payment procedures.

However, in such case, Kikkoman may separately request that the shareholders who receive the new share subscription rights submit a document in the form prescribed by Kikkoman that covenants that the shareholder himself or herself does not belong to the Large-Scale Purchaser Group.

Kikkoman will separately announce the details of these procedures pursuant to the applicable laws and rules and regulations of the financial instruments exchanges on which Kikkoman stock is listed, when the new share subscription rights will actually be allotted.

## **7. Effective Term and Abrogation of the Plan**

Upon approval by the shareholders at the Ordinary General Shareholders' Meeting with respect to the Renewal, the Plan will take effect from the date of such approval, and is planned to be effective until the end of such ordinary general shareholders' meeting that will be held with respect to the last fiscal year ending within three (3) years after the end of the Ordinary General Shareholders' Meeting. However, in cases where abrogation of the Plan is resolved at the shareholders' meeting or abrogation of the Plan is resolved at the Board of

Directors meeting by the Directors appointed at the shareholders' meeting, the Plan will be abrogated upon such resolution even before the end of the effective term.

The Board of Directors of Kikkoman will take any proper and necessary measures, including the revision of the Plan, from the view point of the protection and enhancement of Kikkoman's corporate value and its shareholders' common interests, taking into account the future revision of the applicable laws and regulations, judicial decisions and treatments taken by the financial instruments exchanges on which Kikkoman stock is listed and other public institutions. Any such revision of the Plan will be made upon approval by the Kikkoman shareholders of each revision submitted to the shareholders' meeting as an agenda.

Furthermore, the provisions of the laws and regulations referred to in the Plan are subject to the provisions that are effective as of April 26, 2013, and if any laws or regulations are revised (including the change of name of laws or regulations or enactment of new laws or regulations to succeed prior versions) and come into force on and from the same date, each article of the provisions of the laws and regulations referred to in the Plan, except as separately provided by the Board of Directors of Kikkoman, shall be read respectively as each article of the laws or regulations to substantively succeed each equivalent article of those laws or regulations after such revision.

## **8. Others**

### **(1) Reasonableness of the Plan**

The Plan is highly reasonable as provided below.

#### **a) Perfect Consistence with Guidelines Regarding Takeover Defense**

The Plan is perfectly consistent with the three principles provided in the "Guidelines Regarding Takeover Defense for the Purpose of the Protection and Enhancement of Corporate Value and Shareholders' Common Interests" jointly released by the Ministry of Economy, Trade and Industry and Ministry of Justice on May 27, 2005, such as (i) Principle of protecting and enhancing corporate value and shareholders' common interests, (ii) Principle of prior disclosure and shareholders' will and (iii) Principle of ensuring the necessity and reasonableness of defensive measures. In addition, the Plan is consistent with the directions of "How Takeover Defense Should Be in Light of Recent Changes in Various Circumstances", which the Research Group on Corporate Value released on June 30, 2008.

#### **b) The Plan is introduced with the purpose of protection and enhancement of Kikkoman's corporate value and its shareholders' common interests**

The Plan is introduced with the purpose of protection and enhancement of Kikkoman's corporate value and its shareholders' common interests by ensuring the provision of necessary and adequate information and time for the shareholders' decision making as to whether the shareholders will accept the Large-Scale Purchase, and also by ensuring the opportunity for the shareholders to be presented with an alternative proposal by the Board of Directors of Kikkoman, in case a Large-Scale Purchase is attempted.

- c) The Plan has its legal basis under the Companies Act of Japan and is introduced upon reasonable intent of the Shareholders

The Countermeasure in the Plan is based upon Article 13 of the Articles of Incorporation of Kikkoman where the matters concerning the allotment of new share subscription rights may be decided by a resolution of the General Shareholders' Meeting or a resolution of the Board of Directors of Kikkoman, as delegated by the General Shareholders' Meeting, and has its legal basis under the Companies Act of Japan.

In addition, as provided in Section 7, "Effective Term and Abrogation of the Plan", above, the Plan will be submitted to the agenda of the Ordinary General Shareholders' Meeting, to obtain confirmation by the shareholders, and will become effective only after the shareholders' approval is obtained. Accordingly, the existence and particulars of the Plan are dependent upon the reasonable intent of the shareholders.

- d) Full and serious consideration of opinion made by independent outside parties

Kikkoman has established the Special Committee as an advisory body to exclude any possible arbitrary decision by the Board of Directors of Kikkoman and to make objective and essential decisions for the shareholders regarding the Plan, such as triggering the Countermeasures. The Special Committee is to be comprised of three to five members appointed from outside directors, outside statutory auditors and outside experts (attorneys, tax accountants, certified public accountants, academics, those who are well versed in investment banking, or other equivalent experts) who are independent from those who manage Kikkoman and have no specific interests in Kikkoman or its management, to make a fair and indifferent decision.

- e) Reasonableness and Objectivity of Triggering Conditions of the Plan

As provided in Section 3, "Policy When a Large-Scale Purchase is Attempted" above, the Countermeasure will be triggered only when reasonable and objective conditions that are prescribed in advance are fulfilled, and such Plan structure prevents arbitrary triggering of the Countermeasures by the Board of Directors of Kikkoman.

- f) Confirmation of the Plan from the Shareholders through Voting upon the Agenda regarding Appointment of the Directors

It is stipulated that the term of directors is one (1) year in the Articles of Incorporation of Kikkoman. Accordingly, Kikkoman will effectively obtain confirmation from the shareholders on the Plan every year, through voting on the agenda submitted to the general shareholders' meeting regarding appointment of the Directors.

- g) The Plan is not a Takeover Defense Difficult to Abrogate

As provided in Section 7, "Effective Term and Abrogation of the Plan", the Plan may be abrogated by the Board of Directors meeting composed of the directors appointed at the general shareholders' meeting of Kikkoman, and, accordingly, the Large-Scale Purchaser may abrogate the Plan by a resolution of the Board of Directors composed of the directors nominated by itself and appointed at the general shareholders' meeting of Kikkoman.



The Plan is not a takeover defense measure that cannot be prevented even though majority of the members of the Board of Directors are replaced (a so-called “Dead Hand” type). In addition, the Plan is not a takeover defense measure the triggering of which takes time to prevent since the members of the Board of Directors cannot be replaced at once (a so-called “Soft Hand” type).

**(2) Reference Documents**

Exhibit 1 Outline of Allotment of New Share Subscription Rights to Shareholders

Exhibit 2 Outline of the Special Committee Rules

Exhibit 3 Summarized Biographies of Special Committee Members

Exhibit 4 Kikkoman Share Holding Status

Exhibit 5 Outline of the Policy Regarding a Large-Scale Purchase (flow chart)

-END-

(Exhibit 1)

## Outline of Allotment of New Share Subscription Rights (“Rights”) to Shareholders without Consideration

### **1. Shareholders Eligible for Allotment and Allotment Method**

On the allotment date decided by the Board of Directors of Kikkoman, Rights will be allotted to the shareholders in proportion to the respective numbers of the shares held by them (excluding shares held by Kikkoman itself) as recorded in Kikkoman’s latest shareholder register as of the foregoing date, at the ratio of one (1) share per one (1) Right without payment of consideration.

### **2. Type and Number of Shares Subject to Rights**

The type of Kikkoman shares subject to Rights are Kikkoman common shares, and upon exercise of one (1) Right, one (1) common share will be issued, provided, however, that appropriate adjustments be made upon stock splits or reverse splits by Kikkoman. A fraction less than one (1) share resulting from such adjustments will be omitted, and no adjustment will be made by cash.

### **3. Total Number of Rights Allotted to Shareholders**

The maximum number of Rights will be the same as the total number of outstanding Kikkoman shares at the close of the allotment date, excluding the number of treasury shares held by Kikkoman.

### **4. Asset and Amount to Be Paid In by Exercise of Rights**

Assets to be paid in upon the exercise of Rights will be cash, and the price will be determined by the Board of Directors of Kikkoman within the price range between a minimum of one (1) Japanese Yen per share to a maximum one half (1/2) of the then fair market value of a Kikkoman share.

### **5. Stated Capital and Capital Reserve upon Share Issuance by Exercise of Rights**

The amount of the stated capital and capital reserve to be increased by issuance of Kikkoman’s shares by the exercise of Rights will be determined separately by the Board of Directors of Kikkoman.

### **6. Restriction on Transfer of Rights**

The transfer of Rights may be subject to the approval by the Board of Directors of Kikkoman.

### **7. Exercise Conditions of Rights**

Any party that falls under any of the following is not be eligible to exercise the Rights. Details will be decided separately by the Board of Directors of Kikkoman.

- (i) Any Large-Scale Shareholders<sup>10</sup>;
- (ii) Any Co-Owners<sup>11</sup> of Large-Scale shareholders;
- (iii) Any Large-Scale Purchasers<sup>12</sup>;
- (iv) Any Special Affiliated Persons<sup>13</sup> of a Large-Scale Purchaser;
- (v) Any persons who acquired or were transferred Rights from persons to whom any of the above (i) through (iv) applies without approval by the Board of Directors of Kikkoman; or
- (vi) Any Related Person<sup>14</sup> with respect to persons to whom any of (i) to (v) applies.

## 8. Repurchase of Rights by Kikkoman

- (1) Kikkoman shall set a repurchase condition, among others, that upon the date of

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<sup>10</sup> “Large-Scale Shareholders” means holders, including Holders as stated in Article 27-23, Clause 3 of the Financial Instruments and Exchange Act, of the Share Certificates and Other Equity Securities (as defined in Article 27-23, Clause 1 of the same) issued by Kikkoman, whose Holding Ratio of Share Certificates (as defined in Article 27-23, Clause 4 of the same) is, or the Board of Directors of Kikkoman determines to be, no less than 20%.

<sup>11</sup> “Co-Owners” means those defined in Article 27-23, Clause 5 of the Financial Instruments and Exchange Act and those who are regarded as “Co-Owners” according to Article 27-23, Clause 6 of the same, including those who are determined to fall under these provisions by the Board of Directors of Kikkoman.

<sup>12</sup> “Large-Scale Purchasers” means, purchasers who make a public announcement regarding a Purchase or other Acquisition (as defined in Article 27-2, Clause 1 of the Financial Instruments and Exchange Act, hereinafter the same) of the Share Certificates and Other Equity Securities (defined in Article 27-2, Clause 1 of the same) issued by Kikkoman through a Tender Offer (defined in Article 27-2, Clause 6 of the same), and whose Holding Ratio of Share Certificates and Other Equity Securities (defined in Article 27-2, Clause 8 of the same, hereinafter the same) with respect to those in possession (including cases designated in Article 7, Clause 1 of the Ordinance of the Financial Instruments and Exchange Act as equivalent to possession) of such purchasers, as a result of such Purchase or other Acquisition, together with the Special Affiliated Persons’ (as defined in 13 below) Holding Ratio of Share Certificates and Other Equity Securities, becomes no less than 20%, including purchasers the Board of Directors of Kikkoman determines to fall under this provision.

<sup>13</sup> “Special Affiliated Persons” means those defined in Article 27-2, Clause 7 of the Financial Instruments and Exchange Act, including those who are determined to fall under this provision by the Board of Directors of Kikkoman; provided, however, that, with respect to those listed in paragraph (1) of Clause 7 of the same, those listed in Article 3, Clause 2 of the Cabinet Office Order Concerning a Tender Offer of Shares by Parties Other Than the Issuer (*Hakkosha-igai no mono ni yoru kabuken-tou no koukai-kaitsuke no kaiji ni kansuru naikakufu-rei*) are excluded.

<sup>14</sup> “Related Person” means, a person who the Board of Directors of Kikkoman determines, with the consent of the Special Committee, to be controlling, controlled by or under the common control of a certain person, or a person the Board of Directors of Kikkoman determines, with the consent of the Special Committee, to be acting in concert with a certain person.

repurchase, as decided by the Board of Directors, Kikkoman may repurchase any and all Rights, specifically excluding Rights held by the ineligible parties, as provided in Section 7, "Exercise Conditions of Rights", in exchange for one (1) common share of Kikkoman per one (1) Right, unless any adjustments are made. Details will be decided separately by the Board of Directors of Kikkoman.

(2) Kikkoman may repurchase any and all of the Rights without consideration at any time if the Board of Directors of Kikkoman deems it appropriate, on the day the Board of Directors of Kikkoman decides separately, but only to the extent the stock repurchase has occurred prior to the beginning date of Rights exercise period.

## **9. Rights Exercise Period**

Rights exercise period and other necessary conditions will be decided separately by the Board of Directors of Kikkoman.

(Exhibit 2)

## Outline of Special Committee Rules

### **1. Constitution**

(1) The Special Committee of Kikkoman (“Special Committee”) is established by a resolution by the Board of Directors.

(2) The Special Committee shall be comprised of three to five members appointed by the Board of Directors from among outside directors and outside statutory auditors of Kikkoman who are independent from Kikkoman’s management responsible for the operation of Kikkoman.

(3) In addition to the provisions of the preceding paragraph, the Board of Directors may appoint outside experts as Special Committee members. However, such experts shall be attorneys, tax attorneys, certified public accountants, academics, those who are well versed in investment banking, or other equivalent experts, and enter into with Kikkoman an agreement inclusive of a good manager’s duty of due care and other certain provisions the Board of Directors will separately specify.

### **2. Term of Office**

(1) The term of office of members of the Special Committee shall be until the conclusion of the ordinary general shareholders’ meeting for the final fiscal year ending within three years after such members were appointed, unless otherwise determined by resolution of the Board of Directors.

(2) In the case that a member of the Special Committee who is an outside director or outside statutory auditor of Kikkoman retires or resigns from its office as an outside director or outside statutory auditor, the term of office of such member shall be terminated simultaneously.

(3) The term of office of a member of the Special Committee appointed as a successor of a member that retires its office before the end of his term shall continue until the end of the term of office of the member of the Special Committee that retires his office.

### **3. Person Authorized to Convene a Special Committee and Chairperson**

(1) Any member of the Special Committee may convene a meeting of the Special Committee when any Large-Scale Purchase activity is conducted, or at any other time.

(2) In addition to the provisions of the preceding paragraph, the Board of Directors may, by its resolution, request to convene a meeting of the Special Committee.

(3) The members of the Special Committee shall elect the chairperson of the meeting from among the members when a meeting of the Special Committee is convened.

### **4. Authorities and Responsibilities**

(1) The Special Committee shall make decisions on the matters listed below and make recommendations to the Board of Directors together with the details thereof and its reasons therefor:

- (i) the implementation or non-implementation of the allotment of new share subscription rights;
- (ii) the cancellation of the allotment of new share subscription rights or the repurchase of the allotted new share subscription rights without consideration; and
- (iii) any other matters to be determined by the Board of Directors in respect to which it has consulted the Special Committee.

(2) In addition to the matters prescribed in the preceding paragraph, the Special Committee shall conduct the matters listed below:

- (i) requiring the Large-Scale Purchaser to provide additional information, directly or through the Board of Directors, if it is determined that the Large-Scale Purchase Information described in Purchase Statement was insufficient;
- (ii) presenting opinions regarding a public announcement in whole or in part with respect to the receipt of a Large-Scale Purchase proposal and the Large-Scale Purchase Information;
- (iii) making a public announcement, directly or through the Board of Directors, when acknowledging to have received sufficient Large-Scale Purchase Information;
- (iv) requesting an alternative proposal from, and examining and evaluating the alternative proposal by, the Board of Directors;
- (v) examining and evaluating the Large-Scale Purchase Information and information and materials provided by the Board of Directors;
- (vi) negotiating or presenting opinions for negotiations with the Large-Scale Purchaser on improvement of the terms and conditions of the Large-Scale Purchase;
- (vii) determination of extensions of the Special Committee's Evaluation Period; and
- (viii) any other matters that the general shareholders' meeting or the Board of Directors separately determines that the Special Committee may conduct.

(3) Each member of the Special Committee must make decisions of the preceding two paragraphs from the perspective of whether or not the corporate value of Kikkoman and the common interests of its shareholders will be enhanced, and he or she must not make such decisions on the sole basis of their own personal interest or directors' personal interest.

(4) In order to collect necessary information, the Special Committee may request the attendance of directors, statutory auditors and employees of Kikkoman, and any other party that the Special Committee considers necessary, and may request explanation of any matter it requests.

(5) The Special Committee may, at Kikkoman's expense, obtain advice from an

independent third party (including financial advisers, attorneys, certified public accountants, consultants and other experts) and other appropriate assistance.

## **5. Conditions for Resolutions**

(1) A resolution of the Special Committee may be made by a majority of voting rights when all of the members of the Special Committee are in attendance. However, when a certain member(s) of the Special Committee is absent for an unavoidable reason, a resolution of the Special Committee may be made by a majority of voting rights when two-thirds or more of the members are in attendance.

(2) A member of the Special Committee who has a special interest in a matter for a resolution of the Special Committee shall not be allowed to participate in a vote on the matter.

(Exhibit 3)

### Summarized Biographies of Special Committee Members

It is planned that the members of the Special Committee upon the Renewal will be the following three (3) members, all of whom Kikkoman filed as “Independent Officer” with the Tokyo Stock Exchange and the Osaka Stock Exchange and who have no special interest relationship with Kikkoman or the management of Kikkoman:

<b>Name</b>	<b>Mr. Tsunao Hashimoto</b>	
	1932	Born
Biography	April 1958	Joined Sony Corporation
	June 1991	Director and Executive Vice President of Sony Corporation
	April 1995	Representative Director and Vice Chairman of the board of Sony Corporation
	June 1998	Advisor of Sony Corporation
	July 1998	Chairman and Representative Director of Sony Life Insurance Co., Ltd.
	July 2001	Director and Advisor of Sony Life Insurance Co., Ltd.
	June 2002	Director of Kikkoman (incumbent)
<b>Name</b>	<b>Mr. Toshihiko Fukui</b>	
	1935	Born
Biography	April 1958	Joined Bank of Japan
	September 1986	Director-General, Banking Department, Bank of Japan
	September 1989	Executive Director, the Bank of Japan
	December 1994	Deputy Governor, the Bank of Japan
	November 1998	Chairman, Fujitsu Research Institute
	June 2002	Director of Kikkoman
	March 2003	Governor, Bank of Japan
	December 2008	President, The Canon Institute for Global Studies (incumbent)
	June 2009	Director of Kikkoman (incumbent)
<b>Name</b>	<b>Mr. Mamoru Ozaki</b>	
	1935	Born
Biography	April 1958	Joined Ministry of Finance
	June 1991	Chief of National Tax Agency
	June 1992	Administrative Vice Minister of Ministry of Finance
	May 1994	Governor of People’s Finance Corporation
	October 1999	Governor of National Life Finance Corporation
	February 2003	Advisor of Yazaki Corporation (incumbent)
	June 2005	Director of Kikkoman (incumbent)



(Exhibit 4)

Kikkoman Share Holding Status (as of March 31, 2013)

1. Total Number of Authorized Shares: 600,000,000 Shares
2. Total Number of Issued Shares: 210,383,202 Shares
3. Number of Shareholders: 26,849 Persons
4. Major Shareholders (Top 10)

Name of Shareholder	Number of shares (in 1,000)	Holding Ratio (%)
Trust Account in The Master Trust Bank of Japan, Ltd.,	11,959	5.98
Trust Account in Japan Trustee Services Bank, Ltd.	9,366	4.68
Kabushiki Kaisha Senshusha	6,720	3.36
Kabushiki Kaisha Mogisa	6,140	3.07
Meiji Yasuda Life Insurance Company	4,959	2.48
Yugen Kaisha Kushigata	4,171	2.08
Nippon Life Insurance Company	3,951	1.97
Kabushiki Kaisha Marujin Holdings	3,884	1.94
Public Interest Incorporated Foundation Noda Institute for Scientific Research	3,727	1.86
Public Interest Incorporated Foundation Kofukai	3,272	1.64
Total	58,153	29.06

(Note)

1. Kikkoman holds its treasury stock in the amount of 10,264,411 shares, which holding is not listed as Major Shareholders (Top 10) above.
2. The above Holding Ratios are calculated based on the number of shares obtained by deducting the number of the shares of treasury stock from the total number of issued and outstanding shares.
3. Mitsubishi UFJ Financial Group, Inc., submitted an Amendment to a Major Shareholding Report dated April 15, 2013 to the Director General of the Kanto Local Finance Bureau, Ministry of Finance, stating that, as of April 8, 2013, the four companies, namely, The Bank of Tokyo-Mitsubishi UFJ, Ltd., Mitsubishi UFJ Trust and Banking Corporation, Mitsubishi UFJ Asset Management Co., Ltd. and Mitsubishi UFJ Morgan Stanley Securities Co., Ltd., hold, in aggregate, 10,413,624 shares of Kikkoman (4.95% of the total number of issued and outstanding shares). However, since the number of shares beneficially owned by them is not confirmed as of March 31, 2013, none of them is listed as Major Shareholders (Top 10) above.

(Exhibit 5)

Outline of the Policy Regarding a Large-Scale Purchase

The flow chart below is made for the purpose of helping to understand the Policy Regarding a Large-Scale Purchase. The details of the Policy are provided in the full text.

