Note: This document has been translated from a part of the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.

(Securities Code: 1333) June 10, 2020

To our shareholders:

Masaru Ikemi, President & CEO Maruha Nichiro Corporation 2-20, Toyosu 3-chome, Koto-ku, Tokyo

# Notice of the 76th Ordinary General Meeting of Shareholders

We are pleased to inform you of the 76th Ordinary General Meeting of Shareholders of Maruha Nichiro Corporation (the "Company"), which will be held as indicated below.

However, to avoid risk of infections of the novel coronavirus disease (COVID-19) at this general meeting of shareholders, you are strongly recommended to refrain from attending the meeting in person, and to exercise your voting rights in writing (Voting Rights Exercise Form) or via the internet instead. Please examine the attached Reference Documents for General Meeting of Shareholders and exercise your voting rights by 5:00 p.m. on Wednesday, June 24, 2020 (JST).

 Date and Time: Thursday, June 25, 2020, at 10:00 a.m. (JST) (Reception desk opens at 9:00 a.m.)
 Venue: Mielparque Hall 5-20, Shibakoen 2-chome, Minato-ku, Tokyo

### 3. Purpose

#### Matters to be reported

- 1. The Business Report and the Consolidated Financial Statements for the 76th fiscal year (from April 1, 2019 to March 31, 2020), and the results of audits of the Consolidated Financial Statements by the financial auditor and the Audit & Supervisory Board
- 2. The Non-consolidated Financial Statements for the 76th fiscal year (from April 1, 2019 to March 31, 2020)

Matters to be resolved

- **Proposal No. 1:** Appropriation of Surplus
- **Proposal No. 2:** Election of Nine Directors
- Proposal No. 3: Election of One Audit & Supervisory Board Member

• When you attend the meeting, you are kindly requested to submit the enclosed voting form at the reception of the meeting. Several of the documents that are to be provided in conjunction with the convocation of an Ordinary General Meeting of Shareholders have been posted on the Company's website instead of attaching them to this convocation notice, in accordance with the provisions of laws and regulations and Article 15 of the Company's Articles of Incorporation. These are the "Status of Internal Control System in Accordance with the Companies Act and the Operation Thereof" in the Business Report, the "Consolidated Statement of Changes in Equity" and the "Notes to Consolidated Financial Statements" of the Consolidated Financial Statements, and the "Non-consolidated Statement of Changes in Equity" and "Notes to Non-consolidated Financial Statements" of the Non-consolidated Financial Statements.

The documents attached to this convocation notice and the documents on the above website were audited by the Audit & Supervisory Board Members upon preparation of the audit report and by the financial auditor upon preparation of the financial audit report.

• If any changes are made to items in the Business Report, the Consolidated Financial Statements, the Non-consolidated Financial Statements or the Reference Documents for General Meeting of Shareholders, such changes will be posted on the Company's website below.

The Company's website: https://www.maruha-nichiro.co.jp

# **Reference Documents for General Meeting of Shareholders**

## Proposal No. 1: Appropriation of Surplus

The Company proposes the appropriation of surplus as follows.

Year-end dividends

In regard to the year-end dividends for the 76th fiscal year, taking into consideration matters including the performance for the fiscal year under review and future business development, the Company proposes to pay an ordinary dividend as outlined below.

(1) Type of dividend property

Cash

- (2) Allotment of dividend property and the aggregate amount thereof40 yen per share of common stock of the CompanyTotal dividends: 2,105,040,000 yen
- (3) Effective date of dividends of surplus June 26, 2020

# Proposal No. 2: Election of Nine Directors

The terms of office of all eight Directors will expire at the conclusion of this meeting.

Therefore, the Company proposes the election of nine Directors.

The candidates for Director are as follows.

No.	Name	Current Positions and responsibilities in the Company	Number of attendance at the Board of Directors meetings
1	Reelection Shigeru Ito	Chairman and Representative Director	100% (17/17)
2	Reelection Masaru Ikemi	President & CEO and Representative Director	94% (16/17)
3	Reelection Masayuki Nakajima	Director, Senior Managing Executive Officer Supervisor of Legal Affairs & Risk Management Department, Information Systems Department and Central Research Institute In charge of Corporate Planning Department, Quality Assurance Department, Consumer Relations Center, Logistics Department Unit Director of Logistics Department	94% (16/17)
4	Reelection Osamu Momiyama	Director, Senior Managing Executive Officer Supervisor of Marine Products Division and Meats Products Division	100% (17/17)
5	Reelection Sadahiko Hanzawa	Director, Senior Managing Executive Officer Supervisor of Food Division In charge of Product Development Department, Business Administration Department, Production Management Department, Plants	100% (13/13)
6	New election Shinichiro Takeda	Managing Executive Officer In charge of General Affairs Department, Personnel Department, Corporate Communication Department, Accounting Department, Finance Department, Internal Auditing Department	—
7	Reelection Yoshiro Nakabe Outside Independent	Outside Director	88% (15/17)
8	Reelection Somuku Iimura Outside Independent	Outside Director	94% (16/17)
9	Reelection Sonoko Hacchoji Outside Independent	Outside Director	100% (13/13)

Reelection: Candidate for Director to be reelected

New election: Candidate for Director to be newly elected

Outside: Candidate for outside Director

Independent: Candidate for independent officer

Note: Sadahiko Hanzawa and Sonoko Hacchoji's number of attendance at the Board of Directors meetings refers to the Board of Directors meetings held after their assuming office on June 26, 2019.

Candidate No. 1	Shi	geru Ito	Date of birth November 11, 1949	Reelection			
Number of the	[Career summary, and position in the Company]						
Company's	Apr. 1972	Joined the Compa	Joined the Company				
shares owned	Apr. 1997	General Manager	of Marine Products Trade Department No. 3				
7,800	Jun. 2001	Director	Director				
,,	Apr. 2003	Managing Director					
Attendance at	Apr. 2004	Director of MARUHA GROUP INC.					
the Board of	Apr. 2004	Managing Executive Officer of MARUHA GROUP INC.					
Directors	Apr. 2005	Executive Manag	Executive Managing Director of the Company				
meetings	Jun. 2005	Senior Managing	Executive Officer of MARUHA GROUP INC.				
100% (17/17)	Apr. 2008	President and Re	presentative Director of Maruha Nichiro Seafoods, Inc.				
	Apr. 2010	Executive Vice P	Executive Vice President and Representative Director of Maruha Nichiro Holdings, Inc.				
	Apr. 2014	President & CEO	and Representative Director of the Company				
	Apr. 2020	Chairman and <b>F</b>	Representative Director (current position)				

#### Reasons for nomination as candidate for Director

Since joining the Company, Shigeru Ito has primarily been engaged in the marine products business and, after holding positions such as General Manager of Marine Products Trade Department No. 3, he served as Director of the Company from June 2001, President and Representative Director of Maruha Nichiro Seafoods, Inc. from April 2008, Executive Vice President and Representative Director of Maruha Nichiro Holdings, Inc. from April 2010, President & CEO and Representative Director of the Company from April 2014, and Chairman and Representative Director of the Company (current position) from April 2020. The Company once again nominates him as a candidate for Director having deemed that he has abundant work experience at the Company and the knowledge and capability necessary to appropriately and impartially supervise general management, global business management, and administrative work.

Candidate No. 2	Masa	aru Ikemi	Date of birth December 22, 1957	Reelection			
Number of the	[Career summary, and position in the Company]						
Company's	Apr. 1981	Joined the Compa	ny				
shares owned	Apr. 2008	pr. 2008 General Manager of Overseas Operations Department of Maruha Nichiro Foods, Inc.					
3,300	Apr. 2009	Acting General Manager of Overseas Business Coordination Department of Maruha Nichiro Holdings, Inc.					
Attendance at	Apr. 2011	Executive Officer of Maruha Nichiro Holdings, Inc.					
the Board of	Apr. 2014	Executive Officer	of the Company				
Directors	Jun. 2014 Dire	Director					
meetings	Apr. 2017	Managing Execut	ive Officer				
94% (16/17)	Jun. 2017	Director (curren	t position)				
	Apr. 2019	Senior Managing	Executive Officer				
	Apr. 2020	President & CEO	) and Representative Director (current position)				

#### Reasons for nomination as candidate for Director

Since joining the Company, Masaru Ikemi has primarily been engaged in the overseas business and, after holding positions such as General Manager of Overseas Operations Department of Maruha Nichiro Foods, Inc., he served as Director of the Company from June 2014 to June 2016, Managing Executive Officer from April 2017, Director (current position) from June 2017, Senior Managing Executive Officer from April 2019, and President & CEO and Representative Director (current position) from April 2020. The Company once again nominates him as a candidate for Director having deemed that he has abundant work experience at the Company and the knowledge and capability necessary to appropriately and impartially supervise general management, global business management, and administrative work.

Candidate No. 3	Masayul	ki Nakajima Date of birth May 14, 1956	Reelection			
Number of the	[Career summ	[Career summary, and position in the Company]				
Company's	Apr. 1980	Joined the Company				
shares owned	Apr. 2004	General Manager of Marine Products Sales Department				
5,600	Apr. 2008	Executive Officer of Maruha Nichiro Seafoods, Inc.				
-,	Apr. 2009	Director of Maruha Nichiro Seafoods, Inc.				
Attendance at	Apr. 2011	Managing Director of Maruha Nichiro Seafoods, Inc.				
the Board of	Apr. 2014	Managing Director of the Company				
Directors	Apr. 2016	Executive Managing Director				
meetings	Apr. 2016	Senior Managing Executive Officer (current position)				
94% (16/17)	Jun. 2016	Director (current position)				

#### [Responsibility]

Supervisor of Legal Affairs & Risk Management Department, Information Systems Department and Central Research Institute, Corporate Planning Department, Quality Assurance Department, Consumer Relations Center, Logistics Department, Unit Director of Logistics Department

#### Reasons for nomination as candidate for Director

Since joining the Company, Masayuki Nakajima has primarily been engaged in the marine products business and, after holding positions such as General Manager of Marine Products Sales Department, he served as Director of Maruha Nichiro Seafoods, Inc. from April 2009, Managing Director of Maruha Nichiro Seafoods, Inc. from April 2011, Managing Director of the Company from April 2014, Executive Managing Director and Senior Managing Executive Officer (current position) from April 2016, and Director (current position) from June 2016. The Company once again nominates him as a candidate for Director having deemed that he has abundant work experience at the Company and the knowledge and capability necessary to appropriately and impartially supervise general management and business management.

Candidate No.	Osamu	Momiyama Date of birth January 28, 1959	Reelection			
Number of the	[Career summ	nary, and position in the Company]				
Company's	Apr. 1981	Joined the Company				
shares owned	Apr. 2004	Apr. 2004 General Manager of Marine Products Trade Department No. 2				
4,000	Apr. 2009	Executive Officer of Maruha Nichiro Seafoods, Inc.				
1,000	Apr. 2012	Director of Maruha Nichiro Seafoods, Inc.				
Attendance at	Apr. 2014	Executive Officer of the Company				
the Board of	Jun. 2014	Director				
Directors	Apr. 2018	Managing Executive Officer				
meetings	Jun. 2018	Director (current position)				
100% (17/17)	Apr. 2020	Senior Managing Executive Officer (current position)				

#### [Responsibility]

Supervisor of Marine Products Division and Meats Products Division

#### Reasons for nomination as candidate for Director

Since joining the Company, Osamu Momiyama has primarily been engaged in the marine products business and, after holding positions such as General Manager of Marine Products Trade Department No. 2, he served as Director of the Company from June 2014 to June 2016, Managing Executive Officer from April 2018, Director (current position) from June 2018, and Senior Managing Executive Officer (current position) from April 2020. The Company once again nominates him as a candidate for Director having deemed that he has abundant work experience at the Company and the knowledge and capability necessary to appropriately and impartially supervise general management and business management.

Candidate No. 5	Sadahik	to Hanzawa Date of birth November 23, 1959	Reelection			
Number of the	[Career summ	[Career summary, and position in the Company]				
Company's	Apr. 1983	Joined the Company				
shares owned	Apr. 2007	General Manager of Marine Products Sales Department				
2,900	Apr. 2010	Executive Officer of Maruha Nichiro Seafoods, Inc.				
_,,,	Apr. 2013	Director of Maruha Nichiro Seafoods, Inc.				
Attendance at	Apr. 2014	Executive Officer of the Company				
the Board of	Jun. 2014	Director				
Directors	Apr. 2019	Managing Executive Officer				
meetings	Jun. 2019	Director (current position)				
100% (13/13)	Apr. 2020	Senior Managing Executive Officer (current position)				

#### [Responsibility]

Supervisor of Food Division, Product Development Department, Business Administration Department, Production Management Department, Plants (Yu-bari, Shin-Ishinomaki, Shirataka, Oh-e, Utsunomiya, Gunma, Hiroshima, and Shimonoseki)

#### Reasons for nomination as candidate for Director

Since joining the Company, Sadahiko Hanzawa has primarily been engaged in the marine products business and, after holding positions such as General Manager of Marine Products Sales Department, he served as Director of the Company from June 2014 to June 2016, and Managing Executive Officer from April 2019, Director (current position) from June 2019, and Senior Managing Executive Officer (current position) from April 2020. The Company once again nominates him as a candidate for Director having deemed that he has abundant work experience at the Company and the knowledge and capability necessary to appropriately and impartially supervise general management and business management.

Candidate No. 6	Shinich	Date of birth November 24, 1959 New election
Number of the	[Career summ	nary, and position in the Company]
Company's	Apr. 1982	Joined the Company
shares owned	Apr. 2009	Acting General Manager of Corporate Planning Department of Maruha Nichiro Holdings,
300		Inc.
500	Apr. 2014	Acting General Manager of Overseas Strategy Department of the Company
Attendance at	Apr. 2016	Executive Officer
the Board of	Apr. 2019	Managing Executive Officer (current position)
Directors meetings	[Responsibilit	y]
	General Affairs	s Department, Personnel Department, Corporate Communication Department, Accounting

Department, Finance Department, Internal Auditing Department

#### Reasons for nomination as candidate for Director

Since joining the Company, Shinichiro Takeda has primarily been engaged in the marine products business and, after holding positions such as Acting General Manager of Corporate Planning Department of Maruha Nichiro Holdings, Inc., he served as Managing Executive Officer (current position) from April 2019. The Company nominates him as a candidate for Director having deemed that he has abundant work experience at the Company and the knowledge and capability necessary to appropriately and impartially supervise general management, global business management, and administrative work.

Candidate No. 7	Yoshii	ro Nakabe	Date of birth April 11, 1958	Reelection Outside Independent		
Number of the	[Career summ	ary, and position in	the Company]			
Company's	Apr. 1982	Joined The Mitsul	oishi Trust and Banking Corj	poration		
shares owned	Aug. 1987	Joined Daitoh Tra	ding Co., Ltd.			
300	Jun. 1988	Director of Daitoh	n Trading Co., Ltd.			
	Jul. 1989	Representative Managing Director of Daitoh Trading Co., Ltd.				
Attendance at	Sep. 1997	Representative Ex	ecutive Managing Director	of Daitoh Trading Co., Ltd.		
the Board of Directors	Jun. 2000	President and Re position)	presentative Director of D	aitoh Trading Co., Ltd. (current		
meetings	Jun. 2006	Outside Audit & S	Supervisory Board Member of	of MARUHA GROUP INC.		
88% (15/17)	Jun. 2009	Outside Director of	of MARUHA GROUP INC.			
	Apr. 2014	<b>Outside Director</b>	of the Company (current ]	position)		

#### [Significant concurrent positions outside the Company]

President and Representative Director of Daitoh Trading Co., Ltd.

#### Reasons for nomination as candidate for outside Director

Yoshiro Nakabe has knowledge of corporate management gained as President and Representative Director of Daitoh Trading Co., Ltd. (current position), and the Company deems that he will contribute to the Company's corporate governance and group management by providing opinions, based on abundant experience and exceptional insight, concerning group management from a perspective that differs from an inside Director. Accordingly, the Company once again nominates him as a candidate for outside Director. He is currently an outside Director of the Company, and at the conclusion of this meeting, his tenure as an officer since becoming an outside Audit & Supervisory Board Member of MARUHA GROUP INC. will have been fourteen years.

Candidate No. 8	Somu	lku Iimura	Date of birth April 14, 1953	Reelection Outside Independent			
Number of the	[Career summ	[Career summary, and position in the Company]					
Company's	Apr. 1986	Registered as an a	Registered as an attorney at law				
shares owned	Apr. 1986	Joined Masuda &	Ejiri				
0	Oct. 1988	Transferred to Ro	gers & Wells in U.S. (curr	ent Clifford Chance LLP)			
-	Jul. 1991	Returned to Masu	Returned to Masuda & Ejiri				
Attendance at	Jan. 1992	Partner					
the Board of	Jul. 2007	Joined Nishimura	Joined Nishimura & Asahi				
Directors	Jul. 2007	Partner	Partner				
meetings	Jun. 2014	<b>Outside Director</b>	of the Company (curren	t position)			
94% (16/17)	Jun. 2016	External Audit & position)	& Supervisory Board Me	mber of Yamada Denki Co., Ltd. (current			
	Feb. 2017	Outside Corporate	e Auditor of NACHI-FUJI	KOSHI CORP.			
	Jan. 2019	Joined Nishimura	Joined Nishimura & Asahi LPC				
	Jan. 2019	LPC Partner					
	Jan. 2020	Joined Natori Lav	v Office				
	Jan. 2020	Senior Partner (	current position)				

#### [Significant concurrent positions outside the Company]

External Audit & Supervisory Board Member of Yamada Denki Co., Ltd.

#### Reasons for nomination as candidate for outside Director

Somuku Iimura has knowledge of legal compliance gained as an attorney, and the Company deems that he will contribute, from a fair and neutral standpoint, to the Company's corporate governance and group management by providing opinions, based on abundant experience and exceptional insight, concerning group management from a perspective that differs from an inside Director. Accordingly, the Company once again nominates him as a candidate for outside Director.

He has never been directly involved in the management of a company. However, the Company judges he will appropriately fulfill his duties as an outside Director based on the above reasons.

He is currently an outside Director of the Company, and at the conclusion of this meeting, his tenure as outside Director will have been six years.

Candidate No 9	Sonok	o Hacchoji	Date of birth January 15, 1950	Reelection Outside Independent			
9		•	-				
Number of the	e -	nary, and position in					
Company's	Apr. 1972		rial Bank of Japan, Limited	_			
shares owned			sident of IBJ International P				
0	Mar. 2002		of IBJ Leasing Company, L				
	Apr. 2004		of The Kyoritsu Risk Mana				
Attendance at			Ianagement & Research Co				
the Board of Directors	11pii 2000		Auditor of Aetos Japan, LL	C			
meetings	Apr. 2009		of FUJITA KANKO INC.				
100% (13/13)	Mar. 2010		Director and Executive Officer of FUJITA KANKO INC.				
10070 (15/15)	Iviai. 2011			Officer of FUJITA KANKO INC.			
	Mar. 2015	Advisor of FUJITA					
	Jun. 2016		f NIPPON STEEL NISSHI				
	Apr. 2017	-		ategy Officer of Tsuda University			
	Jun. 2018		r of Japan Airlines Co., Lt	· •			
	Jun. 2019	External Director	r of Daicel Corporation (co	urrent position)			
	Jun. 2019		of the Company (current				
	Apr. 2020	Special Advisor to	o the President of Tsuda U	niversity (current position)			
	[Significant co	oncurrent positions o	outside the Company]				
	External Direc	External Director of Japan Airlines Co., Ltd.					
	External Direc	External Director of Daicel Corporation					
	Reasons for n	omination as candid	ate for outside Director				
	Sonoko Hacch	oji has knowledge of	corporate management gair	ed from financial institutions and multiple			
				om various viewpoints including			
		form at a university, to the Company's corporate governance and group management by nions, based on abundant experience and exceptional insight, concerning group management extive that differs from an inside Director. Accordingly, the Company once again nominates					
	her as a candid	late for outside Direct					
		•		conclusion of this meeting, her tenure as			
	outside Directe	or will have been one	year.				
$(\mathbf{N}, \mathbf{v}) = 1$	TTI .	. 1 1 .		0			
. ,	•		ny of the candidates and the				
	<ol> <li>Sadahiko Hanzawa and Sonoko Hacchoji's number of attendance at the Board of Directors meetings held after their assuming office on June 26, 2019.</li> </ol>						
3.			Sonoko Hacchoji are candi				
4.				ves as External Director, was found to have ecember 2018, such as issues concerning			
				w formation, etc., and received a "business			
				istry of Land, Infrastructure, Transport and			
				, Ltd., a subsidiary of the Company, received			
				e of alcohol consumption by the flight crew. ss Improvement Advisory to Ensure Aviation			
				ew. In addition, in October 2019, received a			
				b a case of alcohol consumption by the flight			
				., a subsidiary of the Company, received an			
				of alcohol consumption by the flight crew. acts until the cases came to light, she has been			
				ompliance in the Board of Directors meetings,			
	etc. In addition,	, after the cases were	e acknowledged, she has b	een fulfilling her responsibilities, including			
	-		-	tion of preventive measures.			
5	V1 M-11.	. C	and Complex II	-f. the manipulation of the "Culture" for			

5. Yoshiro Nakabe, Somuku Iimura and Sonoko Hacchoji satisfy the requirements of the "Criteria for Independence of Outside Director and Outside Audit & Supervisory Board Member" established by the Company, and the Company appointed Yoshiro Nakabe, Somuku Iimura and Sonoko Hacchoji as independent officers provided for under the provisions of the Tokyo Stock Exchange and registered them as such with that exchange. The "Criteria for Independence of Outside Director and Outside Audit & Supervisory Board Member" established by the Company is presented on page 14.

6. Pursuant to Article 427, paragraph 1 of the Companies Act, the Company has entered into an agreement with Yoshiro Nakabe, Somuku Iimura and Sonoko Hacchoji to limit their liability for damages under Article 423, paragraph 1 of the Companies Act. The maximum amount of liability for damages under this agreement is the minimum liability amount provided for under laws and regulations. If Yoshiro Nakabe, Somuku Iimura and Sonoko Hacchoji are reelected and assume office as outside Directors, said agreement will continue to be in effect.

## Proposal No. 3: Election of One Audit & Supervisory Board Member

The terms of office of Audit & Supervisory Board Member Masashi Yoshida will expire at the conclusion of this meeting.

Therefore, the Company proposes the election of one Audit & Supervisory Board Member.

The candidate for Audit & Supervisory Board Member is as follows.

The consent of the Audit & Supervisory Board has been obtained for the submission of this proposal.

H	Iiroyuki 7	ſabe	Date of birth May 21, 1961	New election		
Number of the	[Career summary, and position in the Company]					
Company's	Apr. 1985	Joined the Company	у			
shares owned	Apr. 2016	General Manager of Finance Department				
1,000	Apr. 2018	General Manager of	f Business Planning & Development Department			
)	Apr. 2019	019 General Manager of Internal Auditing Department (current position)				
Attendance at the Board of Directors meetings Attendance at the Audit & Supervisory Board meetings						

- (Notes) 1. Hiroyuki Tabe is a new candidate for Audit & Supervisory Board Member.
  - 2. There is no special interest between Hiroyuki Tabe and the Company.

### (Reference)

<Criteria for Independence of Outside Director and Outside Audit & Supervisory Board Member>

The Company shall judge Outside Director and Outside Audit & Supervisory Board Member to be independent if they do not fall under any of the categories below.

- 1) An executive of a major business partner of the Group. Note that a major business partner is a business partner whose monetary amount of trade with the Group exceeds 2% of consolidated net sales of either the Group or the business partner (including the business partner's parent or major subsidiaries).
- 2) An executive of a major lender of the Group. Note that a major lender is a lender whose amount of money being lent to the Group exceeds 2% of the Company's consolidated total assets stated at the end of the most recent fiscal year.
- 3) An attorney, certified public accountant, certified public tax accountant, consultant, etc., who received from the Company monetary payment or other property benefits exceeding 10 million yen annually other than compensation for Directors and Audit & Supervisory Board Members.
- 4) A person or executive of a corporation who received donations or aid funds exceeding 10 million yen annually from the Company.
- 5) A person who has fallen under any of 1) through 4) in the past two years.
- 6) A spouse or relative within the second degree of a person who has fallen under any of 1) through 4) and who is a Director, Executive Officer (shikkoyaku or shikkoyakuin), person who executes business of general manager level or higher status, or person who executes business with authority equivalent thereof.