Stock Code: 2267 June 5, 2020

To our shareholders:

Takashige Negishi, Representative President 10-30, Kaigan 1-chome, Minato-ku, Tokyo Yakult Honsha Co., Ltd.

Notice of 68th Ordinary General Meeting of Shareholders

Dear Shareholders,

We are pleased to inform you that the 68th Ordinary General Meeting of Shareholders is scheduled as set forth below.

Based on the perspective of preventing the spread of the Novel Coronavirus infection, we place the highest priority on safety, so all shareholders should exercise their voting rights in advance, in writing or via the Internet, and refrain from attending on the day of the shareholders meeting.

Details

Date/time June 24, 2020 (Wednesday) at 10:00 am (reception to start at 9:00 am)
 Venue "Hiten Main Banquet Hall" at Grand Prince Hotel New Takanawa 13-1, Takanawa 3-chome, Minato-ku, Tokyo

3. Purposes of the shareholders' meeting

Matters to be reported:

- 1. Presentation of the business report, the consolidated financial statements and the audit results of the consolidated financial statements by an accounting auditor and the Board of Auditors for the 68th fiscal year (from April 1, 2019 to March 31, 2020)
- 2. Presentation of the financial statements for the 68th fiscal year (from April 1, 2019 to March 31, 2020)

Matters to be resolved:

Proposal 1 Appointment of 15 directors

Proposal 2 Appointment of 5 audit & supervisory board members

4. Decisions regarding the convocation

- (1) When a shareholder exercises voting rights using the voting form, if the approval or disapproval for the proposal is not specified, it will be handled as an indication of approval.
- (2) If a shareholder who has exercised his or her vote over the Internet also returns the voting form, the vote performed over the Internet will be considered as the shareholder's voting intention.
- (3) In case the vote is cast more than once over the Internet, the final vote will be considered as the shareholder's intention.
- (4) Please make sure that the voting form is returned by 5 p.m., June 23, 2020.
- (5) Voting over the Internet should be completed by 5 p.m., June 23, 2020.
- (6) If a shareholder is unable to attend the shareholders' meeting, he or she may send a person with voting rights as a proxy. The person, however, should submit a written statement proving the appointment of the person as proxy.

© If it becomes necessary for the Company to modify the items included in the reference materials or accompanying documents used for the shareholders' meeting, the Company will notify such changes through its website (https://www.yakult.co.jp).

Reference for General Meeting of Shareholders

Proposal 1: Appointment of 15 directors

The tenure of all the directors (15 directors) will expire at the close of the upcoming general shareholders' meeting and therefore we would like to propose the appointment of 15 new directors.

The details of the candidate for the post of directors are as stated below.

No	Name	The title of directors and their within the Group at p	
1	Takashige Negishi	Representative President, President & Executive Officer	Reappointment
2	Hiroshi Narita	Director, Senior Managing Executive Officer	Reappointment
3	Hiroshi Wakabayashi	Director, Senior Managing Executive Officer	Reappointment
4	Fumiyasu Ishikawa	Director, Senior Managing Executive Officer	Reappointment
5	Masanori Ito	Director, Managing Executive Officer	Reappointment
6	Akifumi Doi	Director, Managing Executive Officer	Reappointment
7	Tetsuya Hayashida	Director, Managing Executive Officer	Reappointment
8	Susumu Hirano	Director, Managing Executive Officer	Reappointment
9	Masao Imada	Director, Managing Executive Officer	Reappointment
10	Richard Hall	Director	Reappointment
11	Ryuji Yasuda	Director	Reappointment Outside Independent
12	Masayuki Fukuoka	Director	Reappointment Outside Independent
13	Norihito Maeda	Director	Reappointment Outside
14	Pascal Yves de Petrini	Director	Reappointment Outside
15	Naoko Tobe	Director	Reappointment Outside Independent

[Yakult Honsha's policy on selecting director candidates]

- -Upon selecting director candidates, the criteria set by the Company are that the person possesses a wealth of knowledge and experience as well as deep insights of the Yakult Group management and has appropriate capacity, personality and ideas worthy of a director.
- -Yakult Honsha chooses the members of the Board of Directors not only through internal promotion within the Company but also from managers of sales companies, which are part of Yakult Group, and experts of various industries based on the viewpoint of the right person in the right place to enable diversity and open-hearted discussions.

No	Name (Date of Birth)	Personal History, The title of directors and their responsibilities within the Group, and Outside Positions as Representative	No. of Company Shares Owned		
1	Takashige Negishi (Dec. 2, 1948) Reappointment	Apr. 1971 Joined Yakult Honsha Jun. 2005 Director Jun. 2008 Managing Director Jun. 2009 Senior Managing Director Jun. 2011 Representative President, COO, President & Executive Officer Jun. 2017 Representative President, President & Executive Officer (to date) Outside Positions as Representative Owner of Yakult Kyudan Co., Ltd. Chairman, Japanese Association of Fermented Milks and Fermented Milk Drinks	18,000		
	[Grounds for selection as a director candidate] Ever since appointed as the President and Representative Director in June 2011, the candidate has led the management of the Yakult Group, worked on the improvement of corporate value and ensured business results. We judge that the candidate is capable of appropriately performing the duties of the director for the Company's sustainable growth through the realization of its corporate philosophy and request his continued appointment as a director.				

No	Name (Date of Birth)	their	onal History, The title of directors and responsibilities within the Group, and utside Positions as Representative	No. of Company Shares Owned
2	Hiroshi Narita	Apr. 1974	Joined Yakult Honsha	12,000
	(Oct. 8, 1951)	Jun. 2007	Director	
	Reappointment	Jun. 2010	Managing Director	
	псарропинен	Jun. 2011 Jun. 2012	Managing Executive Officer Director, Managing Executive Officer	
		Jun. 2012	Director, Managing Executive Officer Director, Senior Managing Executive	
		9un. 2019	Officer (to date)	
			sitions as Representative	
	[0 1 0 1		ative Director of Yakult UK Ltd.	
	[Grounds for selec			
			vealth of knowledge and experience inside an ghts of the Yakult Group management, and e	
			the candidate has served in a wide-range of	
			eral Manager of the Management Support Di	
			corporate planning, etc.) and Food and Bever	
			rnational Business Division and has been sig	
			ment of the Company's corporate value. We j	
			appropriately performing the duties of the di	
			growth through the realization of its corpora	ıte
0			continued appointment as a director. Joined Yakult Honsha	0.100
3	Hiroshi Wakabayashi	Apr. 1977	Director	9,100
	(Apr. 4, 1952)	Jun. 2009 Jun. 2011	Executive Officer	
	(Apr. 4, 1992)	Jun. 2011	Managing Executive Officer	
	Reappointment	Jun. 2015	Director, Managing Executive Officer	
	теарропинен	Jun. 2016	Director, Senior Managing Executive Once Once	
		Juli. 2010	Officer (to date)	
	[Grounds for selec	ction as a di		
			vealth of knowledge and experience regarding	ıg
			ion and deep insights of the Yakult Group	
			e his appointment as director, the candidate	
			ositions such as the Divisional General Mana	
			ion (public relations, legal and corporate pla	
			vision and has been significantly contributing	
			ny's corporate value primarily in the corpora	
	we juage tnat t	ne candidate	e is capable of appropriately performing the	uuties oi
	the director for	the Compan	y's sustainable growth through the realizati	

			No. of		
	Name	Personal History, The title of directors and			
No	(Date of Birth)	their responsibilities within the Group, and	Company Shares		
	(Date of Dirth)	Outside Positions as Representative	Owned		
4	Fumiyasu	Jun. 1984 Joined Yakult Honsha	14,800		
4	Ishikawa	Jun. 2009 Director	14,600		
	(July 7, 1952)				
	(oury 7, 1992)	Jun. 2011 Executive Officer			
	Reappointment	Jun. 2013 Managing Executive Officer			
	пеарропишени	Jun. 2015 Director, Managing Executive Officer			
		Jun. 2016 Director, Senior Managing Executive			
	[0 1 . 6 1	Officer (to date)			
		ction as a director candidate	mala arad		
		possesses a wealth of knowledge and experience in researed deep insights of the Yakult Group management, and e			
		it as director, the candidate has served as the Divisional			
		Research & Development Division and Production Division			
		ector of Yakult Central Institute and has been significant			
		the improvement of the Company's corporate value prim			
		arch and development with focus on probiotics. We judge			
		pable of appropriately performing the duties of the direct			
		cainable growth through the realization of its corporate p			
		continued appointment as a director.	1 0		
5	Masanori Ito	Jun. 2000 Joined Yakult Honsha	9,500		
	(Mar. 10, 1954)	Jun. 2010 Director			
		Jun. 2011 Executive Officer			
	Reappointment	Jun. 2013 Managing Executive Officer			
		Jun. 2014 Director, Managing Executive Officer (to			
		date)			
	[Grounds for selection as a director candidate]				
		possesses a wealth of knowledge and experience regarding			
		business and deep insights of the Yakult Group manage			
		ppointment as director, the candidate has served as the			
		ger of the Pharmaceutical Business Division and has been			
		ntributing to the improvement of the Company's corpora e pharmaceutical business field centered on cancer treat:			
		candidate is capable of appropriately performing the duti			
		Company's sustainable growth through the realization of			
		sophy and request his continued appointment as a direct			
6	Akifumi Doi	Apr. 1978 Joined Yakult Honsha	8,800		
	(Nov. 3, 1953)	Jun. 2011 Executive Officer	-,500		
		Jun. 2015 Managing Executive Officer			
	Reappointment	Jun. 2017 Director, Managing Executive Officer (to			
		date)			
	[Grounds for selection	ction as a director candidate]			
	The candidate	possesses a wealth of knowledge and experience regarding	ng		
	production mar	nagement and research and development and deep insigh	nts of the		
	_	nanagement, and ever since his appointment as director,			
		erved as the Divisional General Manager of the Product			
		as been significantly contributing to the improvement of	the		
		porate value. We judge that the candidate is capable of			
		erforming the duties of the director for the Company's su			
		the realization of its corporate philosophy and request l	nis		
	continued appo	intment as a director.			

	NT	Personal History, The title of directors and	No. of			
No	Name	their responsibilities within the Group, and	Company			
	(Date of Birth)	Outside Positions as Representative	Shares			
7	Totalina	Apr. 1978 Joined Yakult Honsha	Owned 8,000			
1	Tetsuya Hayashida	Apr. 1978 Joined Yakult Honsha Jun. 2011 Executive Officer	8,000			
	(Jun. 21, 1955)					
	(Jun. 21, 1999)	8 8				
	Reappointment	Jun. 2017 Director, Managing Executive Officer (to date)				
		etion as a director candidate				
		possesses a wealth of knowledge and experience regarding	ıα			
		and beverage business, cosmetics business and managem				
		s and deep insights of the Yakult Group management, an				
		ntment as director, the candidate has served as the Divis				
		er of the Food and Beverages Business Division and Cos				
		on has been significantly contributing to the improvement				
		orate value. We judge that the candidate is capable of	, == 0.110			
		erforming the duties of the director for the Company's su	ıstainable			
		the realization of its corporate philosophy and request h				
		intment as a director.				
8	Susumu Hirano	Apr. 1977 Joined Yakult Honsha	6,600			
	(July. 26, 1954)	Jun. 2011 Executive Officer				
		Jun. 2016 Managing Executive Officer				
	Reappointment	Jun. 2018 Director, Managing Executive Officer (to				
	11	date)				
		Outside Positions as Representative				
	President of Yakult China Co., Ltd.					
		ction as a director candidate]				
		possesses a wealth of knowledge and experience regarding				
		usiness and deep insights of the Yakult Group manageme	ent, and			
		ppointment as director, the candidate has served in the	.) 0			
		Susiness Department and as the Chairman of Yakult (Chi				
		en significantly contributing to the improvement of the C				
		. We judge that the candidate is capable of appropriately				
	through the	duties of the director for the Company's sustainable grov lization of its corporate philosophy and request his conti	vui nuod			
	appointment as		nueu			
9	Masao Imada	Apr. 1979 Joined Yakult Honsha	27,000			
	(Sep. 15, 1953)	Jun. 2013 Executive Officer	21,000			
	(SCP. 10, 1000)	Jun. 2016 Managing Executive Officer				
	Reappointment	Jun. 2019 Director, Managing Executive Officer (to				
		date)				
	Grounds for selec	etion as a director candidate	I			
	=	possesses a wealth of knowledge and experience regarding	g public			
		dvertising and deep insights of the Yakult Group manage				
		he candidate is capable of appropriately performing the c				
		the Company's sustainable growth through the realizati				
		sophy and request his continued appointment as a direct				
	r P out P-1110.	1 0 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	· · · · · · · · · · · · · · · · · · ·			

	Name (Date of Birth)	their	onal History, The title of directors and responsibilities within the Group, and utside Positions as Representative	No. of Company Shares Owned	
10	Richard Hall	Jul. 1993	Joined Danone International Brands	_	
	(Sep. 10, 1967)		Japan Co., Ltd. (present Danone Waters of Japan Co., Ltd.)		
	Reappointment	Jan. 2001	President of Danone Waters of Japan Co., Ltd		
		Nov. 2002	Director of KIRIN MC DANONE		
		0 + 2004	WATERS Co., Ltd.		
		Oct. 2006	Representative of Group Danone (present Danone), Yakult-Danone Liaison Office		
			(to date)		
		Jun. 2009	Director		
		Sep. 2011	Representative Director of Danone		
			Waters of Japan Co., Ltd.		
		Jun. 2012	Director, Executive Officer		
		Feb. 2013	Director of Danone Waters of Japan Co., Ltd.		
		Jun. 2018			
	[Grounds for sele				
	The candidate is based on the high rating of their abundant overseas				
	management experience and insights of the Yakult Group that they can offer				
	pertinent advice from a broad perspective regarding overall management when				
			ousiness development which would lead to fu	rtner	
	strengthening	oi ine manag	gement structure.		

No	Name (Date of Birth)	their	onal History, The title of directors and responsibilities within the Group, and utside Positions as Representative	No. of Company Shares Owned
11	Ryuji Yasuda (Apr. 28, 1946)	Jul. 1976	Joined Morgan Guaranty Trust Company of New York (present JPMorgan Chase & Co.)	_
	Reappointment	Jun. 1991 Jul. 1996	Director, McKinsey & Company Asia Representative, A.T. Kearny, Inc.	
	Outside	Jun. 2003 Jun. 2003	Representative Chairman, J Will Partners Co., Ltd. Outside Director, Daiwa Securities Group Inc.	
	Independent	Apr. 2004	Professor, International Business Strategy, Graduate School of International Corporate Strategy, Hitotsubashi University	
		Jun. 2007 Jun. 2009	Outside Director, Sony Corp. Director (to date)	
		Jun. 2011	Outside Audit & Supervisory Board Member, the Asahi Shinbun Company (to date)	
		Jun.2013 Jun.2015	Outside Director, Orix Corp. (to date) Outside Director, Benesse Holdings,Inc. (to date)	
		Apr.2018	Specially approved visiting Professor, Graduate School of Management, Hitotsubashi University(to date)	
		Apr.2018	Outside Director, Kansai Mirai Financial Group Inc. (to date)	
		Mar.2020	Chairman, Tokyo Woman's Christian University (to date)	
		Specially a School of M Outside Da Outside Da Outside Da	itions as Representative approved visiting Professor, Graduate Management, Hitotsubashi University irector, Orix Corp. irector, Benesse Holdings, Inc. irector, Kansai Mirai Financial Group Inc. udit & Supervisory Board Member, the	
		Asahi Shii Chairman	nbun Company. , Tokyo Woman's Christian University	
	[Grounds for selection as an outside director candidate] The candidate is based on the expertise in business strategy he has accumulated over the years in wide-ranging positions including those of university professor, consultant and business manager and the assessment that he can offer pertinent advice regarding the overall management of the Company which would further strengthen and enrich its management structure.			

No	Name (Date of Birth)	their	onal History, The title of directors and responsibilities within the Group, and utside Positions as Representative	No. of Company Shares Owned
12	Masayuki	Apr. 1973	Part-time lecturer of Meiji Gakuin	1,000
	Fukuoka	A 1000	University Faculty of Law	
	(Sep. 9, 1945)	Apr. 1980	Assistant Professor of Komazawa University Faculty of Law	
		Apr. 1992	Professor of Hakuou University Faculty of	
	Reappointment		Law	
	Outside	Oct. 1997	Visiting Professor of Gifu Shotoku	
	Outside	Sep. 2002	Gakuen University (to date) Visiting Professor of Ritsumeikan	
	Independent	DCp. 2002	University	
	Inacpendent	Apr. 2011	Specially approved visiting Professor of	
		T . 0011	Tohoku Fukushi University (to date)	
		Jun. 2011 Apr. 2016	Director (to date) Honorary Professor, Hakuoh University	
		11p1. 2010	(to date)	
		Jun. 2016	Visiting Professor of Kenritsu Hiroshima	
			University	
		Outside Pos	sitions as Representative	
		Honorary I	Professor, Hakuoh University,	
			pproved visiting Professor of Tohoku	
	Grounds for solo	Fukushi U	utside director candidate	
			he assessment that his expertise and experie	ence as a
	university profe	essor of polit	ical science studies would enable him to offer	
			nagement and subsequently lead to further	
13	Norihito Maeda	Jul. 1985	ment of the management structure. Joined Manas, Inc. (present Manas-trading,	7,800
10	(July. 24, 1962)	0 411, 1000	Inc.)	,,000
	(5 ====================================	Dec.1993	Joined Yakult Kita-keihin Sales Co., Ltd.	
	Reappointment		(present Yakult Kanagawa-ken Tobu Sales Co., Ltd.)	
		Jun. 1995	Director of Yakult Kita-keihin Sales Co., Ltd.	
	Outside	Apr. 1998	President of Yakult Kita-keihin Sales Co.,	
		N. 0000	Ltd.	
		Nov. 2000	President of Yakult Nagaoka Sales Co., Ltd. (present Yakult Niigata Chuo Sales Co.,	
			Ltd.)	
		May. 2006	Chairman of Yakult Nagaoka Sales Co., Ltd.	
		Apr. 2011	President of Yakult Kanagawa Tobu Sales	
		Jun. 2015	Co., Ltd. (to date) Director (to date)	
		oun. 2018	Director (to date)	
			sitions as Representative	
			of Yakult Kanagawa Tobu Sales Co., Ltd.	
			utside director candidate] he expectation that his long record of manag	ing a
			be a various advice for customer service impr	_
	based on marke	et actual con	ditions when he can offer pertinent advice, the	hus
		gnificantly to	the development of the entire Yakult Group	
	continuously.			

No	Name (Date of Birth)	Personal History, The title of directors and their responsibilities within the Group, and Outside Positions as Representative	No. of Company Shares Owned			
14	Pascal Yves de Petrini (Feb. 8, 1960) Reappointment Outside	Jan.2008 Vice President, Danone Asia Pacific Jun.2015 Executive Vice President, Danone Singapore Oct.2017 Senior Vice President, Non-Executive Chairman, Danone Asia Dec.2017 Non-Executive Director, China Mengniu Dairy Co., Ltd. (to date) Jun. 2018 Director (to date) Jun. 2019 Senior Advisor, Danone Asia (to date)				
		Outside Positions as Representative Senior Advisor, Danone Asia Non-Executive Director, China Mengniu Dairy Co., Ltd.				
	The candidate management experspective reg	tion as an outside director candidate] s based on the high rating of their abundant overseas perience that they can offer pertinent advice from a broad arding overall management when going forward with future oment which would lead to further strengthening of the				
15	Naoko Tobe (Dec. 15, 1957) Reappointment Outside Independent	Apr. 1985 Registers as attorney with Daiichi Tokyo Bar Association Apr. 1989 Joined Fukasawa Law Offices (present Fukasawa Sogo Law Offices) Apr. 2002 Domestic relations conciliation commissioner, Tokyo court of domestic relations (to date) Sep. 2005 Legal counselor, gender-equal society center	_			
	independent	of Kiyose city, Tokyo Apr. 2012 Partner, Fukasawa Sogo Law Offices (to date) Jun. 2019 Director (to date)				
		Outside Positions as Representative Lawyer				
	[Grounds for selection as an outside director candidate] The candidate is based on the assessment that her abundant experience as a lawyer would enable her to offer objective views to the Company's management and subsequently lead to further reinforcement and enhancement of the management structure.					

(Notes)

- 1. Five Candidates No.11 Mr. Ryuji Yasuda, No.12 Mr. Masayuki Fukuoka, No.13 Mr. Norihito Maeda, No.14 Mr. Pascal Yves de Petrini and No.15 Ms. Naoko Tobe are candidates for outside directors.
- 2. Two Candidates No.12 Mr. Masayuki Fukuoka and No.15 Ms. Naoko Tobe have no experience of direct involvement in management of a company except to be an outside officer, but the Company believes that they would be able to perform the duty as outside director appropriately for the above reason.
- Candidate No.13 Mr. Norihito Maeda is currently President of Yakult Kanagawa Tobu Sales Co., Ltd., which is our affiliated company.

- 4. Five Candidates No.11 Mr. Ryuji Yasuda, No.12 Mr. Masayuki Fukuoka, No.13 Mr. Norihito Maeda, No.14 Mr. Pascal Yves de Petrini and No.15 Ms. Naoko Tobe are currently serving as the Company's outside directors and their respective terms of office as of the end of this Shareholders' Meeting are 11 years for Candidate No.11 Mr. Ryuji Yasuda, 9 years for Candidate No.12 Mr. Masayuki Fukuoka, 2 year for Two Candidates No.13 Mr. Norihito Maeda and No.14 Mr. Pascal Yves de Petrini and 1 year for Candidate No.15 Ms. Naoko Tobe. Further, Candidate No.13 Mr. Norihito Maeda has a respective term of office of 3 years as a non-outside director.
- 5. Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company has concluded agreements with each director (excluding executive director ,etc.) to limit the liability for damages under Article 423, Paragraph 1 of the law. In the event the proposal of Candidate No.10 Mr. Richard Hall, No.11 Mr. Ryuji Yasuda, No.12 Mr. Masayuki Fukuoka, No.13 Mr. Norihito Maeda, No.14 Mr. Pascal Yves de Petrini and No.15 Ms. Naoko Tobe as outside director position are approved, the Company intends to conclude these agreements with six candidates to limit the liability for damages again.

The overview of the contents of the Contract for Limitation of Liability is as follows:

- If a director (excluding executive director, etc.), by neglecting thier duty, causes damage to the Company, the each director (excluding executive director, etc.) shall be liable to pay damages up to the minimum liability amount in accordance with Paragraph 1, Article 425 of the Companies Act, as long as the director had carried out their duty in good faith and there was no gross negligence on the part of the director.
- 6. Companies that have relationships with the Company (excluding 100% subsidiaries) and at which candidates for the position of director serve in representative positions are as follows:
 - Candidate No.1 Mr. Takashige Negishi is a representative of Yakult Kyudan Co., Ltd., which engages in transaction for real estate (land and building) leasing and advertisement in baseball stadium, etc. with the Company.
 - Candidates No.13 Mr. Norihito Maeda is President of Yakult Kanagawa Tobu Sales Co., Ltd., which engage in merchandise sales transactions with the Company on an equal basis with other sales companies.
- 7. Two Candidate No.10 Mr. Richard Hall and No.14 Mr. Pascal Yves de Petrini serve as directors of Danone and of several Danone subsidiaries, including companies that compete with Yakult Honsha.
- 8. Three Candidates No.11 Mr. Ryuji Yasuda, No.12 Mr. Masayuki Fukuoka and No.15 Ms. Naoko Tobe are candidates of independent director that is set by Tokyo Stock Exchange.
- 9. The Number of Company Shares Owned by the candidates for directors include the shares they hold under shareholding plans.

Proposal 2: Appointment of 5 audit & supervisory board members

The tenure of all the audit & supervisory board members (7 audit & supervisory board members) will expire at the close of the upcoming general shareholders' meeting and therefore we would like to propose the appointment of 5 new audit & supervisory board members.

Given its officer system, the Company judged that it can continue to ensure the effectiveness of corporate governance even with the reduction of two Audit & Supervisory Board Members, and that it would not hinder the supervisory function.

The details of the candidate for the post of audit & supervisory board members are as stated below.

The Audit & Supervisory Board has endorsed this proposal.

No	Name	The title of audit & superv members within the Grou	
1	Hiroshi Yamakami	Audit & Supervisory Board Member	Reappointment
2	Seijuro Tanigawa	Audit & Supervisory Board Member	Reappointment Outside
3	Sen'o Tezuka	Audit & Supervisory Board Member	Reappointment Outside Independent
4	Hideyuki Kawana	Associate Director attached to Management Support Division	Newly-appointed
5	Emi Machida	_	Newly-appointed Outside Independent

[The Company's policy on selecting Audit and Supervisory Board Member candidates] -Upon selecting Audit & Supervisory Board Member candidates, we, based on the perspective of the right person for the right job, select primarily from people with expert knowledge of financial and accounting within and outside the Company after gaining the approval of the Audit & Supervisory Board.

No	Name (Date of Birth)	The title	of audit & supervisory board members within the Group at present	No. of Company Shares Owned
4	Hideyuki Kawana (Nov. 12, 1960)	Apr. 1984 Jul. 2014 Apr. 2018	Joined Yakult Honsha General Manager of Legal Department Associate Director attached to Management Support Division (to date)	1,100
	The candidate properties to corporate legal judge that the control is the control in the control in the control in the control is the control in the control	possesses a v work and de candidate is	Audit & Supervisory Board Member candidate wealth of knowledge and experience regarding the period in the Yakult Group management capable of appropriately performing the audit properties as an Audit & Supervisory Boar	ng nt, so we lit of the
5	Emi Machida (Feb. 7, 1964) Newly-appointed Outside Independent	Oct.1986 Mar. 1990 Jun. 2004 Aug.2012 Apr.2013 Jul.2013	Joined Sanwa/Tohmatsu Aoki (present Deloitte Touche Tohmatsu LLC) Registers as certified public accountant Partner of Tohmatsu (present Deloitte Touche Tohmatsu LLC) Established Machida CPA Office Part-time Auditor of Deposit Insurance Corporation of Japan Part-time Lecturer, Graduate School of International Social Sciences, Yokohama National University Outside Auditor of The Nisshin OilliO Group, Ltd. (to date)	
Outside Positions as Representative Certified public accountant Outside Auditor of The Nisshin OilliO Group, Ltd. [Grounds for selection as an outside Audit & Supervisory Board Member of The proposal of Candidate as candidates for outside audit & supervisory member is based on the expectation that her expertise as an accountant abundant experience in corporate accounting would be reflected on audit Company and lead to further reinforcement and enhancement of the Commanagement structure.				y board t and iting of the

(Notes)

- 1. Three Candidates No.2 Mr. Seijuro Tanigawa, No.3 Mr. Sen'o Tezuka and No.5 Ms. Emi Machida are candidates for outside audit & supervisory board member.
- 2. Two Candidates No.3 Mr. Sen'o Tezuka and No.5 Ms. Emi Machida have no experience of direct involvement in management of a company except to be an outside officer, but the Company believes that they would be able to perform the duty as outside Audit & Supervisory Board Member appropriately for the above reason.
- 3. Candidate No. 3 Mr. Sen'o Tezuka used to be an employee of the Company's accounting auditor but has retired from the auditing firm in June 2013 and there are no concerns regarding him being influenced by the auditing firm. Candidate No.5 Ms. Emi Machida used to be an employee of the Company's accounting auditor but has retired from the auditing firm in July 2012 and there are no concerns regarding her being influenced by the auditing firm.

- 4. Candidates No.2 Mr. Seijuro Tanigawa and No. 3 Mr. Sen'o Tezuka are currently serving as the Company's outside audit & supervisory board members and their respective terms of office as of the end of this Shareholders' Meeting are 16 years for Candidate No.2 Mr. Seijuro Tanigawa, 4 years for Candidate No. 3 Mr. Sen'o Tezuka.
- 5. Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company has concluded agreements with each audit & supervisory board member to limit the liability for damages under Article 423, Paragraph 1 of the law. In the event the proposals of Candidate from No.1 to No.3 (All are present audit & supervisory board member) as audit & supervisory board member position are approved, the Company intends to conclude these agreements with three candidates to limit the liability for damages again. In addition, in the event the proposal of Candidate No.4 Mr. Hideyuki Kawana and No.5 Ms. Emi Machida as audit & supervisory board member are approved, the Company intends to conclude the same agreement with him/her.

The overview of the contents of the Contract for Limitation of Liability is as follows:

- If an audit & supervisory board member, by neglecting his/her duty, causes damage to the Company, the each audit & supervisory board member shall be liable to pay damages up to the minimum liability amount in accordance with Paragraph 1, Article 425 of the Companies Act, as long as the audit & supervisory board member had carried out his/her duty in good faith and there was no gross negligence on the part of the audit & supervisory board member.
- 6. Companies that have relationships with the Company and at which candidates for the position of auditor serve in representative positions are as follows:
 - Candidates No.2 Mr. Seijuro Tanigawa is President of Yakult Kobe Sales Co., Ltd., which engage in merchandise sales transactions with the Company on an equal basis with other sales companies.
- 7. A person within the third degree of kinship of Candidates No.2 Mr. Seijuro Tanigawa is a Director (part-time) of Yakult Kyudan Co., Ltd., which is the Company's subsidiary.
- 8. Candidates No.3 Mr. Sen'o Tezuka and No.5 Ms. Emi Machida are candidate of Independent Directors/Auditors that is set by Tokyo Stock Exchange.
- 9. The Number of Company Shares Owned by the candidates for audit & supervisory board members include the shares they hold under shareholding plans.