

Kewpie Corporation

1-4-13 Shibuya, Shibuya-ku, Tokyo 150-0002, Japan Tel:03-3486-3331



(Translation)

Securities Code of Japan: 2809
February 27, 2019

To the Shareholders:

Notice of Resolutions of the 106th Ordinary General Meeting of Shareholders

Please take notice that at the 106th Ordinary General Meeting of Shareholders of the Company held today, reports were made and resolutions were adopted as described below.

Yours very truly,

Osamu Chonan
Representative Director
President and Chief Executive
Corporate Officer

Kewpie Corporation
4-13, Shibuya 1-chome,
Shibuya-ku, Tokyo

Description

Matters reported:

1. Report on the business report and consolidated financial statements for the fiscal year 2018 (from December 1, 2017 to November 30, 2018) and the results of audit of the consolidated financial statements by the account auditors and the Audit & Supervisory Board

Report was made on the above documents.

2. Report on the non-consolidated financial statements for the fiscal year 2018 (from December 1, 2017 to November 30, 2018)

Report was made on the above documents.

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Matters resolved upon:

Proposition No. 1: Election of eleven (11) Directors

The proposition was approved and adopted in all respects as proposed. Messrs. Amane Nakashima, Osamu Chonan, Tadaaki Katsuyama, Nobuo Inoue, Kengo Saito, Seiya Sato, Yoshinori Hamachiyo, Kazunari Uchida and Ms. Shihoko Urushi, nine (9) in all, were reelected as Directors and Messrs. Minoru Himeno and Masato Shinohara were newly elected as Directors. They assumed office, respectively.

Mr. Kazunari Uchida and Ms. Shihoko Urushi are outside Directors.

Proposition No. 2: Election of two (2) Audit & Supervisory Board Members

The proposition was approved and adopted in all respects as proposed. Ms. Emiko Takeishi was reelected as Audit & Supervisory Board Member and Mr. Norimitsu Yamagata was newly elected as Audit & Supervisory Board Member. They assumed office, respectively.

Ms. Emiko Takeishi is outside Audit & Supervisory Board Member.

Proposition No. 3: Election of one (1) substitute Audit & Supervisory Board Member

The proposition was approved and adopted in all respects as proposed. Mr. Shiro Kawahara was elected as substitute Audit & Supervisory Board Member.

Proposition No. 4: Payment of bonuses to Directors

The proposition was approved and adopted as proposed that the aggregate of ¥57,920,000 as Directors' bonuses be paid to nine (9) Directors, excluding outside Directors, in office as at the end of the fiscal year 2018 in consideration of the operating results and other factors for the year and that the determination of the actual amounts for the respective Directors be left to the Board of Directors.

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It is hereby notified that by resolution of the Board of Directors after the close of this Ordinary General Meeting of Shareholders, Mr. Osamu Chonan was elected as Representative Director and assumed office.

It is also notified that by resolution of the Audit & Supervisory Board after the close of this Ordinary General Meeting of Shareholders, Messrs. Kiyotaka Yokokoji and Norimitsu Yamagata were elected as full-time Audit & Supervisory Board Members and assumed office, respectively.