



February 10, 2011

To whom it may concern:

Name of Company: Meiji Holdings Co., Ltd.

Name of Representative: Naotada Sato, President and Representative Director

Code Number: 2269, 1st Section, Tokyo Stock Exchange

**Notice of Execution of an Absorption-type Company Split Agreement  
in Connection with Corporate Reorganization of the Meiji Group  
(Company Split between Subsidiaries of Meiji Holdings Co., Ltd.)**

Meiji Holdings Co., Ltd. (the “Company”) hereby notifies that at its Board of Directors meeting held today, the Company adopted a resolution that Meiji Dairies Corporation (“Meiji Dairies”), which is a subsidiary of the Company, succeed the Food & Healthcare Business of Meiji Seika Kaisha, Ltd. (“Meiji Seika”), which is also a subsidiary of the Company, by means of a company split (the “Company Split”) on April 1, 2011, the effective date. In conjunction with this, Meiji Seika and Meiji Dairies concluded an absorption-type company split agreement.

Since the Company Split will take place between wholly owned subsidiaries of the Company, disclosure is omitted for certain items and details.

1. Purpose of the Company Split

As disclosed in the news release “Notice of Corporate Reorganization of the Meiji Group (Company Split between the Subsidiaries of Meiji Holdings Co., Ltd.)” on September 14, 2010, the Company Split will be implemented in accordance with the basic policy for group reorganization, which places a food company and a pharmaceutical company under the umbrella of the Company.

2. Outline of the Company Split

(1) Schedule of the Company Split

February 10, 2011	Board of Directors meetings of Meiji Seika and Meiji Dairies to approve a company split; conclusion of a company split agreement by Meiji Seika and Meiji Dairies
March 4, 2011	Extraordinary shareholder’s meeting of Meiji Seika to approve a company split
April 1, 2011 (planned)	Effective date

\* Pursuant to the provision regarding the simplified method in Article 796 (3) of the Companies Act, Meiji Dairies will not hold a shareholders’ meeting to approve the company split agreement.

(2) Method of the Company Split

Absorption-type company split in which Meiji Seika is the splitting company and Meiji Dairies is the succeeding company

(3) Allocation in Connection with the Company Split

As Meiji Seika and Meiji Dairies are wholly owned subsidiaries of the Company, no consideration including allocation of shares, cash or otherwise will be paid.

(4) Rights and Obligations to be Succeeded by the Succeeding Company

Meiji Dairies will succeed to the assets, liabilities, employment contracts, and other rights and obligations pertaining to the Food & Healthcare Business of Meiji Seika. The liabilities will be transferred to the succeeding company without recourse on the part of the creditor against the old debtor.

(5) Expectations of Fulfilling Liabilities

The Company believes that there will be no factors to hinder the ability of Meiji Seika and Meiji Dairies to fulfill their respective liabilities after the effective date of the Company Split.

3. Company Profiles (as of September 30, 2010)

1. Company name	Meiji Dairies Corporation (*1) (succeeding company)	Meiji Seika Kaisha, Ltd. (*2) (splitting company)
2. Main businesses	Manufacturing and sale of dairy products and other food products	Manufacturing and sale of confectionaries and other food products, and pharmaceuticals
3. Established	December 21, 1917	October 9, 1916
4. Headquarters	2-10, Shinsuna 1-Chome, Koto-ku, Tokyo, Japan	4-16, Kyobashi 2-Chome, Chuo-ku, Tokyo, Japan
5. Name and title of representative	Shigetaro Asano President and Representative Director	Naotada Sato President and Representative Director
6. Paid-in capital	33,646 million yen	28,363 million yen
7. Total number of shares issued	328,500,000 shares	379,072,000 shares
8. Net sales (Fiscal year ended March 2010)	704,499 million yen (consolidated)	411,035 million yen (consolidated)
9. Operating income (Fiscal year ended March 2010)	17,575 million yen (consolidated)	10,835 million yen (consolidated)
10. Net assets	156,800 million yen (consolidated)	146,253 million yen (consolidated)
11. Total assets	394,411 million yen (consolidated)	340,424 million yen (consolidated)
12. Fiscal year-end	March 31	March 31
13. Major shareholders and shareholding ratio	Meiji Holdings Co., Ltd. 100.00%	Meiji Holdings Co., Ltd. 100.00%

\*1 The change in company name to "Meiji Co., Ltd." is scheduled for April 1, 2011.

\*2 The change in company name to "Meiji Seika Pharma Co., Ltd." is scheduled for April 1, 2011.

4. Outline of Business to be Split

(1) Description of Business to be Split

Food & Healthcare Business of Meiji Seika

(2) Items of Assets and Liabilities to be Split

Current assets, fixed assets, current liabilities and fixed liabilities of the Food & Healthcare Business of Meiji Seika (including corporate bonds [3rd and 4th unsecured bonds of Meiji Seika] in fixed liabilities)

5. Effect on Consolidated Financial Results

Since the Company Split will take place between wholly owned subsidiaries of the Company, the effect on the Company's consolidated financial results will be minor.