



September 14, 2010

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 Corporate Reorganization of the Meiji Group  
(Company Split between the Subsidiaries of Meiji Holdings Co., Ltd.)**

Meiji Holdings Co., Ltd. (the “Company”) hereby notifies that the Board of Directors, at the meeting held today, has resolved a basic policy of implementing a corporate reorganization of Meiji Holdings Co., Ltd. and its subsidiaries (the “Meiji Group”) as of April 1, 2011 by way of a company split between the subsidiaries of the Company, creating a food company and a pharmaceutical company under the Company.

**1. Purpose of Corporate Reorganization of the Meiji Group**

Since the management integration in April 2009, the Meiji Group has aimed to become a corporate group that brightens customers’ daily lives in line with the Group Philosophy, symbolized by the key words, “Tastiness and Enjoyment” and “Health and Reassurance.” It also has proactively advanced its businesses in a broad range of fields with the aim of enhancing the value of the new “**meiji**” brand, strengthening its existing businesses and expediting integration synergies.

Meanwhile, changes in the business environment have been rapid and diversified, marked by a shrinking domestic population, an aging society with a declining birthrate, accelerating globalization, and the growing emerging economies.

As a matter of course, the Meiji Group needs to swiftly and flexibly respond to such changes. Moreover, we regard it as our mission to continuously create new value by taking advantage of the changes, so as to keep on brightening customers’ daily lives and develop into a corporate group which boasts its presence not only in the Japanese market but also in overseas markets.

Under such circumstances, in order to realize the Group Philosophy, the Company has formulated the “Meiji Group 2020 Vision,” a management policy based on a long-term perspective. To achieve the goals specified therein, we decided to have the Meiji Group shift to a new group management structure, which places a food company and a pharmaceutical company under the umbrella of the holding company. We will develop our core businesses and expedite integration synergies by clarifying the identities of both the food and pharmaceutical businesses, which differ in terms of competitive environment, business cycle, related regulations, etc. (Please refer to “Notice of Formulation of ‘Meiji Group 2020 Vision,’” released on September 14, 2010.)

## 2. Outline of New Companies

### (1) Food Company

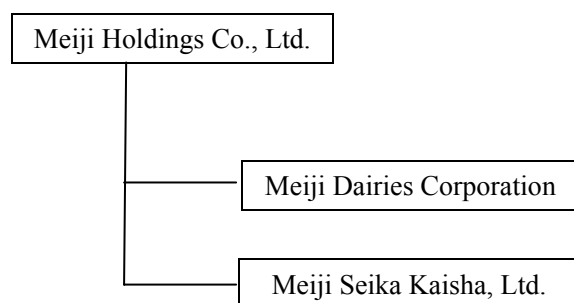
Company name	Meiji Co., Ltd. (The change in the company name from Meiji Dairies Corporation (“Meiji Dairies”) is scheduled for April 1, 2011.)
Head office address	2-10, Shinsuna 1-Chome, Koto-ku, Tokyo, Japan
Main businesses	Manufacturing and sale of confectionary, dairy products and other food products

### (2) Pharmaceutical Company

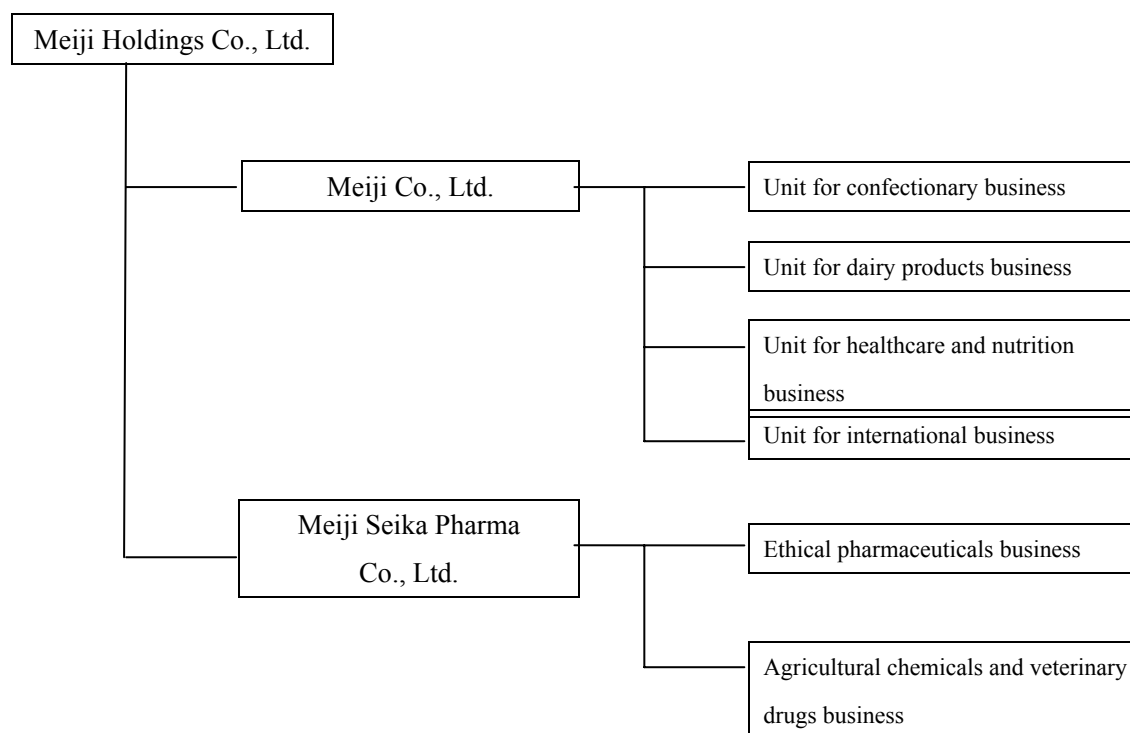
Company name	Meiji Seika Pharma Co., Ltd. (The change in the company name from Meiji Seika Kaisha, Ltd. (“Meiji Seika”) is scheduled for April 1, 2011.)
Head office address	4-16, Kyobashi 2-Chome, Chuo-ku, Tokyo, Japan
Main businesses	Manufacturing and sale of ethical pharmaceuticals, agricultural chemicals and veterinary drugs

## 3. Group Management Structure

- As of September 14, 2010 (current structure)



●As of April 1, 2011 (new structure)



#### **4. Effect and Aim of Corporate Reorganization of the Meiji Group**

A new food company operates in the field of dietary life, while a new pharmaceutical company operates in the field of the ethical pharmaceuticals business and the businesses of agricultural chemicals and veterinary drugs. Through these two companies, a new group management structure will enable us to brighten customer's daily lives more effectively.

##### **(1) Food Company (New Company Name: Meiji Co., Ltd.)**

We will integrate and effectively utilize management resources (such as technologies and know-how) within one company, aiming to create new value by anticipating increasingly diversifying customer needs.

- Research and development functions will be integrated into a research headquarters. Through such integration, we will establish a structure that facilitates the creation of new value.
- Individually establishing the business units of the healthcare and nutrition business and the international business will not only allow speedy business operations through the delegation of authority, but also will facilitate the creation of synergies with the unit for confectionary business and the unit for dairy products business.

## **(2) Pharmaceutical Company (New Company Name: Meiji Seika Pharma Co., Ltd.)**

In order to meet the expectations for “Health and Reassurance” as specified in the Group Philosophy, we will deepen the concept of “Specialty and Generic Pharmaceuticals Company” by creating an independent company. At the same time, with the aim of responding swiftly to the significantly changing business environment, we will operate our business in a flexible manner by making quick management decisions.

## **5. Summary of the Company Split**

### **(1) Business to be Split and the Split Method**

The Company plans to implement an absorption-type company split, in which the Food & Healthcare Business of Meiji Seika is the business to be transferred; Meiji Seika is the splitting company; and Meiji Dairies is the succeeding company. As Meiji Seika and Meiji Dairies are wholly owned subsidiaries of the Company, no shares or cash will be allocated or issued in connection with the company split.

### **(2) Schedule of Company Split**

September 14, 2010	Board of Directors meeting of the Company to approve a basic policy of implementing a corporate reorganization of the Meiji Group
February 2011 (planned)	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
February 2011 (planned)	Extraordinary shareholders’ meeting of Meiji Seika to approve a company split
April 1, 2011 (planned)	Effective date

## **6. Company Profiles (as of June 30, 2010)**

1. Company name	Meiji Dairies Corporation (succeeding company)	Meiji Seika Kaisha, Ltd. (splitting company)
2. Main businesses	Manufacturing and sale of dairy products and other food products	Manufacturing and sale of confectionary and other food products, and pharmaceuticals
3. Incorporation date	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	397,072,000 shares
8. Net assets	153,393 million yen (consolidated)	145,427 million yen (consolidated)
9. Total assets	393,523 million yen (consolidated)	337,922 million yen (consolidated)
10. Fiscal year-end	March 31	March 31
11. Major shareholders and shareholding ratio	Meiji Holdings Co., Ltd. 100.0%	Meiji Holdings Co., Ltd. 100.0%

#### **7. Effect on Consolidated Financial Results**

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

This notice is to state a decision concerning a basic policy for reorganization of the Meiji Group. Upon final decision, we will announce the details immediately.