



To Our Shareholders,

August 20, 2012

Name of Company: Meiji Holdings Co., Ltd.  
Name of Representative: Shigetaro Asano, President and Representative Director  
Code Number: 2269, 1st Section, Tokyo Stock Exchange

**Notice Concerning Merger among Consolidated Subsidiaries of Meiji Co., Ltd.,  
which is a Subsidiary of Meiji Holdings Co., Ltd.**

Meiji Holdings Co., Ltd. announces that among the consolidated subsidiaries of Meiji Co., Ltd. (President and Representative Director: Kazuo Kawamura; Head office: Koto-ku, Tokyo), which is a subsidiary company of Meiji Holdings Co., Ltd., eight sales companies trading milk and dairy products and the like, and Fresh Network Systems Co., Ltd., the company holding these eight sales companies, have decided to merge.

Description

**1. Objective of Merger**

To strengthen and expand the core wholesales business of chilled foods, by consolidating sales subsidiaries nationwide and establishing a nationwide sales and distribution network of milk and dairy products and the like.

**2. Outline of Merger**

This is an absorption-type merger. Fresh Network Systems Co., Ltd. will be the surviving company and the eight sales companies of milk and dairy products and the like under its umbrella will be the absorbed companies. (Absorbed companies: Hokkaido Meihan Co., Ltd., Tohoku Meihan Co., Ltd., Tokyo Meihan Co., Ltd., Chubu Meihan Co., Ltd., Kinki Meihan Co., Ltd., Chugoku Meihan Co., Ltd., Kyushu Meinyu Hanbai Co., Ltd., and Tokyo Meiji Foods Co., Ltd.)

**3. Date of Merger (Effective Date)**

April 1, 2013 (Plan)

**4. Situation after Merger (after April 1, 2013)**

- (1) Company name: Meiji Fresh Network Co., Ltd.  
(Trade name will change from Fresh Network Systems Co., Ltd.)
- (2) Head office: CS Tower Building 4th Fl., 5-20-8 Asakusabashi, Taito-ku, Tokyo
- (3) Capital stock: 100 million yen
- (4) Business scale: 133.4 billion yen (simple total of net sales of merged companies in FY2011)

## 5. Overview of Parties Related to Merger

|  |   |
|--|---|
|  | Surviving Company                                     |
| (1) Trade Name   | Fresh Network Systems Co., Ltd.                       |
| (2) Business Operations  | Business management of its all subsidiaries           |
| (3) Foundation Date  | April 1, 2003   |
| (4) Head Office  | Koto-ku, Tokyo  |
| (5) Name and Position of Representative                        | Hitoshi Sawada, President and Representative Director |
| (6) Amount of Capital Stock                                    | 4,604,100,000 yen                                     |
| (7) End of Fiscal Year   | March 31  |
| (8) Major Shareholder and Percentage of Shares Outstanding (%) | Meiji Co., Ltd.: 99.91%                               |

|  |  |  |
|--|--|--|
|  | Absorbed Company                                   | Absorbed Company                                     |
| (1) Trade Name   | Hokkaido Meihan Co., Ltd.                          | Tohoku Meihan Co., Ltd.                              |
| (2) Business Operations  | Sale of milk and dairy products and the like       | Sale of milk and dairy products and the like         |
| (3) Foundation Date  | March 27, 1952                                     | July 31, 1967  |
| (4) Head Office  | Sapporo-shi, Hokkaido                              | Sendai-shi, Miyagi                                   |
| (5) Name and Position of Representative                        | Jo Kawasaki, President and Representative Director | Yoichi Uchida, President and Representative Director |
| (6) Amount of Capital Stock                                    | 90,000,000 yen                                     | 400,000,000 yen                                      |
| (7) End of Fiscal Year   | March 31   | March 31   |
| (8) Major Shareholder and Percentage of Shares Outstanding (%) | Fresh Network Systems Co., Ltd. 100%               | Fresh Network Systems Co., Ltd. 100%                 |

|  |   |  |
|--|---|--|
|  | Absorbed Company  | Absorbed Company                                     |
| (1) Trade Name   | Tokyo Meihan Co., Ltd.                                  | Chubu Meihan Co., Ltd.                               |
| (2) Business Operations  | Sale of milk and dairy products and the like            | Sale of milk and dairy products and the like         |
| (3) Foundation Date  | December 22, 1976                                       | July 2, 1957   |
| (4) Head Office  | Taito-ku, Tokyo   | Nagoya-shi, Aichi                                    |
| (5) Name and Position of Representative                        | Yoshichika Arita, President and Representative Director | Toshio Hosono, President and Representative Director |
| (6) Amount of Capital Stock                                    | 495,000,000 yen   | 379,100,000 yen                                      |
| (7) End of Fiscal Year   | March 31  | March 31   |
| (8) Major Shareholder and Percentage of Shares Outstanding (%) | Fresh Network Systems Co., Ltd. 100%                    | Fresh Network Systems Co., Ltd. 100%                 |

|  | Absorbed Company                                      | Absorbed Company                                 |
|--|---|--|
| (1) Trade Name   | Kinki Meihan Co., Ltd.                                | Chugoku Meihan Co., Ltd.                         |
| (2) Business Operations  | Sale of milk and dairy products and the like          | Sale of milk and dairy products and the like     |
| (3) Foundation Date  | December 9, 1957                                      | August 21, 1969                                  |
| (4) Head Office  | Takatsuki-shi, Osaka                                  | Hiroshima-shi, Hiroshima                         |
| (5) Name and Position of Representative                        | Etsushi Komiya, President and Representative Director | Akio Kubo, President and Representative Director |
| (6) Amount of Capital Stock                                    | 490,000,000 yen                                       | 490,000,000 yen                                  |
| (7) End of Fiscal Year   | March 31  | March 31   |
| (8) Major Shareholder and Percentage of Shares Outstanding (%) | Fresh Network Systems Co., Ltd.<br>100%               | Fresh Network Systems Co., Ltd.<br>100%          |

|  | Absorbed Company   | Absorbed Company   |
|--|--|--|
| (1) Trade Name   | Kyushu Meinyu Hanbai Co., Ltd.                           | Tokyo Meiji Foods Co., Ltd.                                |
| (2) Business Operations  | Sale of milk and dairy products and the like             | Sale of milk and dairy products and the like               |
| (3) Foundation Date  | July 1, 1969   | September 25, 1970   |
| (4) Head Office  | Fukuoka-shi, Fukuoka                                     | Toda-shi, Saitama  |
| (5) Name and Position of Representative                        | Kazuhiro Tamekawa, President and Representative Director | Toshihiko Ishibashi, President and Representative Director |
| (6) Amount of Capital Stock                                    | 445,000,000 yen  | 400,000,000 yen  |
| (7) End of Fiscal Year   | March 31   | March 31   |
| (8) Major Shareholder and Percentage of Shares Outstanding (%) | Fresh Network Systems Co., Ltd.<br>100%                  | Fresh Network Systems Co., Ltd.<br>100%                    |

## 6. Impact on Consolidated Business Results

The impact of this merger on the consolidated business results of Meiji Holdings Co., Ltd. will be slight since the merger is to be implemented among the consolidated subsidiaries of Meiji Co., Ltd.