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(Stock Exchange Code 2812)  
June 14, 2016

**To Shareholders with Voting Rights:**

Jun Yamada  
President and Representative Director  
YAIZU SUISANKAGAKU  
INDUSTRY CO., LTD.  
5-8-13 Kogawashinmachi, Yaizu City,  
Shizuoka

**NOTICE OF  
THE 57TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

We would like to express our appreciation for your continued support and patronage.

You are cordially invited to attend the 57th Annual General Meeting of Shareholders of YAIZU SUISANKAGAKU INDUSTRY CO., LTD. (the "Company"). The meeting will be held for the purposes as described below.

**If you are unable to attend the meeting, you can exercise your voting rights in writing. Please review the attached Reference Documents for the General Meeting of Shareholders, indicate your vote for or against the proposal on the enclosed Voting Rights Exercise Form and return it so that it is received by 5:30 p.m. on Tuesday, June 28, 2016, Japan time.**

**1. Date and Time:** Wednesday, June 29, 2016 at 10:00 a.m. Japan time

**2. Place:** Small Hall on the first floor of Yaizu Cultural Center located at  
1550 Sangamyou, Yaizu City, Shizuoka, Japan

**3. Meeting Agenda:**

- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements for the Company's 57th Fiscal Year (April 1, 2015 - March 31, 2016) and results of audits by the Accounting Auditor and the Audit and Supervisory Committee of the Consolidated Financial Statements
  2. Non-consolidated Financial Statements for the Company's 57th Fiscal Year (April 1, 2015 - March 31, 2016)

**Proposals to be resolved:**

- Proposal 1:** Election of 6 Directors (Excluding Directors Serving as Audit and Supervisory Committee Members)
- Proposal 2:** Election of 1 Director Serving as Audit and Supervisory Committee Member
- Proposal 3:** Election of 1 Director Serving as Substitute Audit and Supervisory Committee Member

When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.

Of the documents needed to be attached to this notice of convocation, the Notes to the Consolidated Financial Statements and the Notes to the Non-consolidated Financial Statements are, based on the stipulations in laws and regulations as well as Article 17 of the current Articles of Incorporation, posted on the Company's website and are therefore not included with this notice of convocation. Furthermore, the documents in this notice of convocation are a part of the documents audited by the Audit and Supervisory Committee and the Accounting Auditor during preparation of the Audit Reports.

Should the Reference Documents for the General Meeting of Shareholders, the Business Report, the Non-consolidated Financial Statements, and the Consolidated Financial Statements require revisions, the revised versions will be posted on the Company's website (<http://www.yskf.jp/ir/kabunusisoukai.html>).

## Reference Documents for the General Meeting of Shareholders

**Proposal 1:** Election of 6 Directors (Excluding Directors Serving as Audit and Supervisory Committee Members)

The terms of office of all 7 Directors (excluding Directors serving as Audit and Supervisory Committee Members; the same applies hereinafter within this Proposal) will expire at the conclusion of this year's Annual General Meeting of Shareholders. Accordingly, the election of 6 Directors is proposed.

The candidates for Directors are as follows:

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
1	Jun Yamada (July 9, 1976)	April 2001      Joined the Company July 2011      Manager of Seasonings Development Division, Products Development Center April 2014      General Manager of Development Center, Development Headquarters June 2014      Executive Officer and Chief General Manager of Development Headquarters, General Manager of Development Center June 2014      Director of UMI Wellness Co., Ltd. June 2015      Director and Executive Officer, Chief General Manager of Business Administration Headquarters, General Manager of Corporate Planning Division June 2015      Corporate Auditor of Marumi Foods Co., Ltd. and Corporate Auditor of UMI Wellness Co., Ltd. April 2016      President and Representative Director (current position)	5,000
Reasons for appointment Mr. Jun Yamada has been involved in the development section for many years, and has a wealth of experience and achievements regarding development technology, the Company's strength. In view of beginning a new Medium-term Management Plan, the Company has judged that he can demonstrate management leadership with youthful strength, and has selected him as a candidate for Director.			

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
2	Hideki Matsuda (August 20, 1952)	<p>April 1978      Joined TAKARA SHUZO CO., LTD.</p> <p>April 2002      General Manager of TS Center, TAKARA SHUZO CO., LTD.</p> <p>April 2005      Seconded to the Company as General Manager of Planning and Development Office</p> <p>July 2005        General Manager of Seasonings Development Division, Development Headquarters</p> <p>June 2007        Director and General Manager of Research and Development Division, Development Headquarters</p> <p>July 2009        Director and General Manager of Seasonings Development Division, Research and Development Center</p> <p>August 2010     Director and General Manager of Manufacturing Division, Production Headquarters</p> <p>November 2010   Director and Chief General Manager of Business Administration Headquarters, General Manager of Corporate Planning Division</p> <p>April 2011        Director and Chief General Manager of Business Administration Headquarters, General Manager of General Affairs and Personnel Division</p> <p>June 2011        Corporate Auditor of OK Food Industry Co., Ltd and Corporate Auditor of Marumi Foods Co., Ltd., Corporate Auditor of UMI Wellness Co., Ltd.</p> <p>December 2011   Director and Chief General Manager of Business Administration Headquarters, General Manager of Corporate Planning Division</p> <p>April 2013        Managing Director and Chief General Manager of Development Headquarters</p> <p>April 2013        Director of UMI Wellness Co., Ltd.</p> <p>June 2014        Director and Chief Managing Executive Officer, Chief General Manager of Business Administration Headquarters, supervising Development Headquarters</p> <p>June 2014        Corporate Auditor of UMI Wellness Co., Ltd.</p> <p>September 2014   Representative Director and Chief Managing Executive Officer, Chief General Manager of Business Administration Headquarters, General Manager of Sales Administration Division, supervising Sales Headquarters and Development Headquarters</p> <p>April 2015        Representative Director and Chief Managing Executive Officer, Chief General Manager of Sales Headquarters, supervising Development Headquarters</p> <p>June 2015        Representative Director and Chief Managing Executive Officer, Chief General Manager of Sales Headquarters</p> <p>April 2016        Representative Director and Chief Managing Executive Officer, Chief General Manager of Development Headquarters (current position)</p> <p>April 2016        Director of UMI Wellness Co., Ltd. (current position)</p>	11,300

Reasons for appointment

Mr. Hideki Matsuda has been involved in the development section for many years, has experience in the management section and sales section, etc., and has a wealth of knowledge and experience. In view of realizing the Company's management strategy in the future, the Company has judged that he can manage and supervise the execution of business and has selected him as a candidate for Director.

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions		Number of shares of the Company held
3	Mariko Ishikawa (June 26, 1959)	April 1983 March 1994 August 2001 July 2003 July 2005 June 2007 November 2010 April 2011 June 2011 March 2012 November 2012 April 2013 June 2014 September 2014 April 2015 June 2015 April 2016	Joined the Company Factory Manager, Manufacturing Division Manager of Quality Assurance Section, Quality Assurance Division, Production Headquarters General Manager of Quality Assurance Office General Manager of Quality Assurance Center Director and General Manager of Quality Assurance Center Managing Director and Chief General Manager of Production Headquarters Managing Director and Chief General Manager of Production Headquarters, General Manager of Manufacturing Division Director of OK Food Industry Co., Ltd Managing Director and Chief General Manager of Production Headquarters, General Manager of Production Technology Center Managing Director and General Manager of Quality Assurance Center Managing Director and Chief General Manager of Sales Headquarters, General Manager of Sales Administration Division Director and Managing Executive Officer, Chief General Manager of Sales Headquarters, Chief General Manager of Sales Administration Headquarters Director and Managing Executive Officer, General Manager of Overseas Sales Division, Sales Headquarters, in charge of Overseas Special Mission Director and Executive Officer, Chief General Manager of Business Administration Headquarters, in charge of Overseas Special Mission, General Manager of Corporate Planning Division Director and Executive Officer, supervising Quality Assurance Office and Internal Audit Office Director and Managing Executive Officer, Chief General Manager of Quality Control Headquarters (current position)	11,900
<p>Reasons for appointment</p> <p>Ms. Mariko Ishikawa has been involved in the quality control section for many years, has experience in the production section and sales section, etc., and has wide knowledge and experience. The Company has judged that she is suitable to promote improvement in the Company's quality assurance in the future, and has selected her as a candidate for Director.</p>				
4	Katsuhiro Tanaka (December 8, 1960)	May 1983 July 2006 July 2014 March 2015 April 2015 June 2015 April 2016	Joined the Company Manager of Purchasing Section, Purchasing Division General Manager of Purchasing Division Deputy Chief General Manager of Production Headquarters and General Manager of Purchasing Division Chief General Manager of Production Headquarters and General Manager of Purchasing Division Director and Executive Officer, Chief General Manager of Production Headquarters and General Manager of Purchasing Division Director and Executive Officer, Chief General Manager of Sales Headquarters (current position)	4,000
<p>Reasons for appointment</p> <p>Mr. Katsuhiro Tanaka has been involved in the purchasing section for many years, has experience in the production section, etc., and has a wealth of knowledge and experience from being well-versed in work-site operations. The Company has judged that he can manage and supervise the execution of business by utilizing his strength in work-site operations, and has selected him as a candidate for Director.</p>				

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
5	*Takehiko Uchiyama (March 8, 1962)	<p>April 1984      Joined the Company</p> <p>July 2000      Manager of Administrative Section, Administrative Division, Production Headquarters</p> <p>July 2004      Acting General Manager of Manufacturing Division, Development and Production Headquarters</p> <p>July 2005      General Manager of Corporate Planning Division, Business Administration Headquarters</p> <p>August 2010    General Manager of Purchasing Division, Production Headquarters</p> <p>March 2012    Factory Manager of Daito Factory, Manufacturing Division, Production Headquarters</p> <p>November 2012 Chief General Manager of Production Headquarters and General Manager of Production Technology Center</p> <p>June 2013      Director and Chief General Manager of Production Headquarters, General Manager of Purchasing Division, General Manager of Production Technology Center</p> <p>April 2014      Director and Chief General Manager of Production Headquarters</p> <p>June 2014      Executive Officer and General Manager of Accounting Division, Business Administration Headquarters</p> <p>September 2014 Executive Officer and Deputy Chief General Manager of Business Administration Headquarters, General Manager of Accounting Division</p> <p>September 2014 Director of Dalian YSK Bio-Technology Co., Ltd.</p> <p>April 2015      Executive Officer and Deputy Chief General Manager of Business Administration Headquarters, General Manager of Accounting Division, General Manager of IR and Public Relations Office</p> <p>April 2016      Executive Officer and Chief General Manager of Business Administration Headquarters, General Manager of Corporate Planning Division (current position)</p> <p>April 2016      Corporate Auditor of Marumi Foods Co., Ltd. and Corporate Auditor of UMI Wellness Co., Ltd. (current position)</p>	5,000

Reasons for appointment

Mr. Takehiko Uchiyama has been involved in the production section and business section for many years and has a wealth of knowledge and experience regarding management. In view of realizing the Company's management strategy in the future, the Company has judged that he can make decisions utilizing his experience, and has selected him as a candidate for Director.

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
6	*Tadaharu Takato (January 14, 1951)	<p>April 1973      Joined THE SHIZUOKA BANK, LTD.</p> <p>April 1999      Executive Officer and General Manager of Numazu Branch, THE SHIZUOKA BANK, LTD.</p> <p>June 2001      Senior Executive Officer, Eastern Area Business Unit, THE SHIZUOKA BANK, LTD.</p> <p>June 2003      Director and Senior Executive Officer, Deputy General Manager of Banking Division in charge of sales and marketing, THE SHIZUOKA BANK, LTD.</p> <p>June 2005      Director and Vice Chairman, THE SHIZUOKA BANK, LTD.</p> <p>June 2007      President and Representative Director of SHIZUOKA FUDOSAN Co., Ltd.</p> <p>June 2008      Chairman and Representative Director of SHIZUOKA FUDOSAN Co., Ltd.</p> <p>June 2013      Chairman and Director of SHIZUOKA FUDOSAN Co., Ltd.</p> <p>June 2014      Retired from Chairman and Director of SHIZUOKA FUDOSAN Co., Ltd.</p> <p>June 2014      Outside Corporate Auditor of the Company</p> <p>June 2015      Director (Audit and Supervisory Committee Member) (current position)</p>	—
<p>Reasons for appointment</p> <p>Mr. Tadaharu Takato has a wealth of knowledge and experience regarding finance, accounting, and management, and the Company has judged that he can monitor the Company's management from a standpoint independent of the management team that conducts business execution, and has selected him as a candidate for Outside Director.</p>			

(Notes)

1. There are no special interests between each candidate and the Company.
2. Mr. Tadaharu Takato is a candidate for Outside Director. He will have served as Outside Director for 1 year at the conclusion of this General Meeting of Shareholders.
3. The Company has appointed Mr. Tadaharu Takato as an Independent Officer (Outside Director) as stipulated by the Tokyo Stock Exchange and submitted a notification of the appointment to the same Exchange. If his appointment is approved as proposed, he is expected to remain as an Independent Officer (Outside Director).
4. \* indicates a new candidate for Director.

**Proposal 2:** Election of 1 Director Serving as Audit and Supervisory Committee Member

The term of office of a Director serving as Audit and Supervisory Committee Member, namely Mr. Tadaharu Takato will expire at the conclusion of this year's Annual General Meeting of Shareholders. Accordingly, the election of 1 Director serving as Audit and Supervisory Committee Member is proposed. The Audit and Supervisory Committee has previously given its approval to this proposal.

The candidate for Director serving as Audit and Supervisory Committee Member is as follows:

Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
*Akira Fujii (January 27, 1951)	April 1974 March 2002 April 2004 April 2005 April 2008 May 2008 May 2013 May 2014 May 2015 Joined Mitsubishi Corporation SVP of Consumer Goods Industries Division, Mitsubishi Corporation (Americas) General Manager of Strategy Planning Office, Food Div., Mitsubishi Corporation Executive Officer and Division COO of Food Div., Mitsubishi Corporation Advisor of YONEKYU CORPORATION President and Representative Director of YONEKYU CORPORATION Full-time Counselor of YONEKYU CORPORATION Part-time Counselor of YONEKYU CORPORATION Retired from Part-time Counselor of YONEKYU CORPORATION	—
Reasons for appointment Mr. Akira Fujii has deep insights and achievements from management experience for many years, and the Company has judged that he can provide recommendations on supervision and monitoring of management to strengthen the supervisory functions of the Board of Directors, and has selected him as a candidate for Outside Director serving as Audit and Supervisory Committee Member.		

(Notes)

1. There are no special interests between Mr. Akira Fujii and the Company.
2. Mr. Akira Fujii is a candidate for Outside Director. If his appointment is approved as proposed, the Company intends to appoint Mr. Akira Fujii as an Independent Director/Auditor (Outside Director) and submit a notification of the appointment to the Tokyo Stock Exchange.
3. \* indicates a new candidate for Director.



**Proposal 3:** Election of 1 Director Serving as Substitute Audit and Supervisory Committee Member

In order to prepare for the case where the number of Directors serving as Audit and Supervisory Committee Members falls below the number required by laws and regulations, the Company proposes the election of 1 Director serving as Substitute Audit and Supervisory Committee Member. The Audit and Supervisory Committee has previously given its approval to this proposal.

The candidate for Director serving as Substitute Audit and Supervisory Committee Member is as follows:

Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held	
*Tadaharu Takato (January 14, 1951)	April 1973 April 1999	—	
	June 2001		Joined THE SHIZUOKA BANK, LTD. Executive Officer and General Manager of Numazu Branch, THE SHIZUOKA BANK, LTD.
	June 2003		Senior Executive Officer, Eastern Area Business Unit, THE SHIZUOKA BANK, LTD.
	June 2005		Director and Senior Executive Officer, Deputy General Manager of Banking Division in charge of sales and marketing, THE SHIZUOKA BANK, LTD.
	June 2007		Director and Vice Chairman, THE SHIZUOKA BANK, LTD.
	June 2008		President and Representative Director of SHIZUOKA FUDOSAN Co., Ltd.
	June 2013		Chairman and Representative Director of SHIZUOKA FUDOSAN Co., Ltd.
	June 2014		Chairman and Director of SHIZUOKA FUDOSAN Co., Ltd.
	June 2014		Retired from Chairman and Director of SHIZUOKA FUDOSAN Co., Ltd.
	June 2015		Outside Corporate Auditor of the Company
	June 2015		Director (Audit and Supervisory Committee Member) (current position)
<p>Reasons for appointment Mr. Tadaharu Takato has a wealth of knowledge and experience regarding finance, accounting, and management, and the Company has judged that he can monitor the Company's management from a standpoint independent of the management team that conducts business execution, and has selected him as a candidate for Outside Director serving as Substitute Audit and Supervisory Committee Member.</p>			

(Notes)

1. There are no special interests between Mr. Tadaharu Takato and the Company.
2. Mr. Tadaharu Takato is a candidate for Outside Director serving as Substitute Audit and Supervisory Committee Member. He will have served as Outside Director and Director serving as Audit and Supervisory Committee Member for 1 year at the conclusion of this General Meeting of Shareholders.
3. If Proposal 1: "Election of 6 Directors (Excluding Directors Serving as Audit and Supervisory Committee Members)" is approved as proposed, Mr. Tadaharu Takato is expected to assume the office of Director other than Director serving as Audit and Supervisory Committee Member. However, in the case where the number of Directors serving as Audit and Supervisory Committee Members falls below the number required by laws and regulations, he will resign as Director other than Director serving as Audit and Supervisory Committee Member, and assume the office of Director serving as Audit and Supervisory Committee Member.
4. The Company has appointed Mr. Tadaharu Takato as an Independent Officer (Outside Director) as stipulated by the Tokyo Stock Exchange and submitted a notification of the appointment to the same Exchange. If Proposal 1: "Election of 6 Directors (Excluding Directors Serving as Audit and Supervisory Committee Members)" is approved as proposed, he is expected to remain as an Independent Officer (Outside Director). However, it is the same if he assumes the office of Director serving as Audit and Supervisory Committee Member.