

Notice on extension of period of Employee Stock Ownership Plan (ESOP) Trust and additional contributions

Tokyo, May 14, 2020 — Calbee, Inc. (hereinafter “Calbee”) announces that it will continue the Employee Stock Ownership Plan (ESOP) Trust (hereafter “ESOP Trust”) introduced in March 2014 as an incentive for Group employees (hereafter “employees”) and make an additional cash contribution to the ESOP Trust. The details are as follows.

1. Overview and purpose of the ESOP Trust

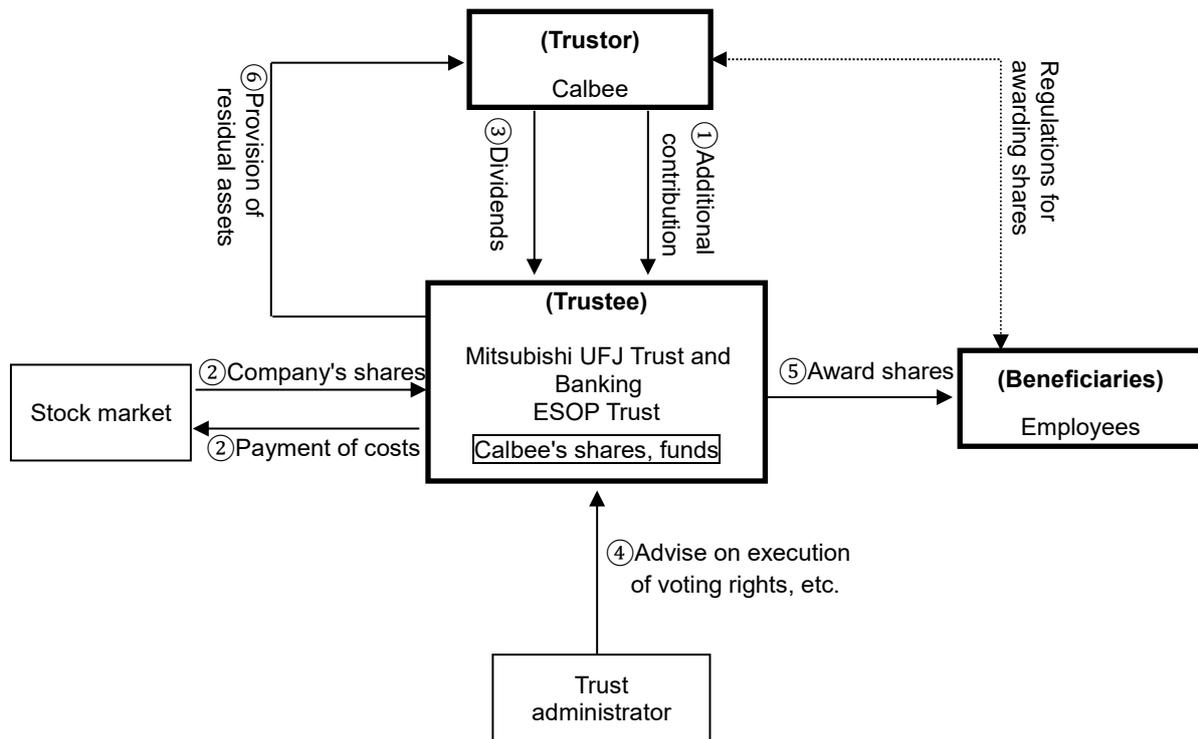
The ESOP Trust is an incentive plan under which employees who satisfy certain beneficiary criteria are awarded Calbee's shares based on predetermined regulations for awarding shares. Calbee introduced the ESOP Trust with the aim of improving corporate value over the medium- to long-term. By raising awareness of our financial results and share price among employees, we aim to further promote corporate activities that improve financial results.

For an overview of the ESOP Trust, please refer to “Notice of establishment of Employee Stock Ownership Plan (ESOP) Trust” issued on February 25, 2014.

2. Details of the ESOP Trust

- | | |
|----------------------------------|--|
| 1. Type of trust: | Monetary Trust other than a specified solely administered monetary trust (Third Party Beneficiary Trust) |
| 2. Purpose of trust: | Provide incentives to employees who satisfy beneficiary criteria |
| 3. Trustor: | Calbee, Inc. |
| 4. Trustee: | Mitsubishi UFJ Trust and Banking Corporation
(Joint trustee: The Master Trust Bank of Japan, Ltd.) |
| 5. Beneficiaries: | Employees who satisfy beneficiary criteria |
| 6. Trust administrator: | Third party with no Company or financial relations |
| 7. Renewed trust indenture date: | July 31, 2020 (plan) |
| 8. Extended trust period: | October 1, 2020 to September 30, 2023 (plan) |
| 9. Excise of voting rights: | The trustee exercises the voting rights of the shares as instructed by the administrator, who reflects the voting rights exercised by the beneficiaries. |
| 10. Additional trust funds: | 131 million yen (plan) |
| 11. Share acquisition period: | August 3 to 29, 2020 (plan) |
| 12. Share acquisition method: | Acquire on stock market |

3. ESOP Trust structure



- ① Calbee makes an additional cash contribution to the ESOP Trust for beneficiaries, who are employees who satisfy the beneficiary criteria.
- ② Under the direction of the fund administrator, the ESOP Trust will acquire the estimated number of shares for awarding beneficiaries during the trust period from the stock market during the predetermined acquisition period, using the additional contribution of funds mentioned in ①.
- ③ As a shareholder of Calbee, the ESOP Trust will receive dividends.
- ④ Throughout the trust period, the trust administrator of the ESOP Trust will provide direction on the execution of rights as a shareholder such as with the right to shareholder votes, and the ESOP Trust will accordingly execute those rights as a shareholder.
- ⑤ In line with the regulations for awarding shares, employees who satisfy certain criteria will receive Calbee's shares.
- ⑥ Upon liquidation of the ESOP Trust, it is planned that any assets remaining after beneficiaries have been awarded shares be returned to Calbee.

*In the event that none of Calbee's shares remain in the ESOP Trust after the shares are awarded to employees who satisfy the beneficiary criteria, the ESOP Trust will expire before the end of the trust period.