[Notes of caution]

This document is an English translation of the Japanese original. In the event of any differences or inconsistencies between the Japanese and English versions, the Japanese language version shall take precedence.

Securities Code Number: 2206

June 5, 2019

Katsuhisa Ezaki President & CEO Ezaki Glico Co., Ltd. 6-5, Utajima, 4-chome, Nishiyodogawa-ku, Osaka

Notice of the 114th Annual Shareholders Meeting

To Our Shareholders:

You are cordially invited to attend the 114th Annual Shareholders Meeting of Ezaki Glico Co., Ltd. (hereinafter referred to as the "Company"), which will be held as indicated below.

If you are unable to attend the meeting, you may exercise your voting rights by mail or via the Internet, etc. Please exercise your voting rights after reviewing the attached Reference Documents for the Shareholders Meeting.

- 1. Date/Time: June 25, 2019 (Tuesday) at 10:00 a.m.
- 2. Place: TAIKO-EN

9-10, Amijima-cho, Miyakojima-ku, Osaka

3. Agenda of the Meeting:

Matters to be Reported:

- The business report, the consolidated financial statements for the 114th fiscal year (from April 1, 2018 to March 31, 2019) and the audit reports of the Accounting Auditors and the Audit & Supervisory Board regarding the consolidated financial statements for the 114th fiscal year
- 2. The non-consolidated financial statements for the 114th fiscal year (from April 1, 2018 to March 31, 2019)

Matters to be Resolved:

First proposal: Partial Amendments to the Articles of Incorporation

Second proposal: Election of Seven (7) Directors

Third proposal: Election of Three (3) Audit & Supervisory Board Members

4. Handling of the exercise of voting rights:

- (1) If you exercise your voting rights both by mail and via the Internet, etc., we will treat only the vote submitted via the Internet, etc. as valid.
- (2) If you exercise your voting rights more than once via the Internet, etc., we will treat only the most recent vote as valid.

^{*} The venue is different from last year so please be sure to note the location.

- If you attend the meeting in person, please submit the enclosed Voting Rights Exercise Form at the reception desk at the venue.
- Any change or correction henceforth made with respect to the Reference Documents for the Shareholders Meeting or any of the Business Report, the Non-consolidated Financial Statements or the Consolidated Financial Statements will be posted on the Company's website at https://www.glico.com/jp.
- On the day of the Annual Shareholders Meeting, officers and staff of the Company will be dressed "cool-biz" style. We invite all shareholders to dress casually.
- Please kindly note each shareholder present will receive one gift after the closing of the meeting regardless of how many voting rights he/she holds.

Reference Documents for the Shareholders Meeting

First proposal: Partial Amendments to the Articles of Incorporation

1. Reasons for amendments

For the purposes of promoting the unified operation of a global business and enhancing the transparency of management through timely and appropriate disclosure of management information by aligning the Company's accounting period with those of our overseas consolidated subsidiaries, as well as complying to the required unification of accounting periods of consolidated companies as prescribed by the International Financial Reporting Standards (IFRS), the application of which in the future is under consideration, Articles 12, 13, 34 and 36 of the current Articles of Incorporation will be amended, and Articles 1, 2 and 3 of the Supplementary Provisions will be added.

2. Details of amendments

Details of the amendments are as follows.

(U	Inder	lined	portions	indicate	amend	lments.

	(
Current Articles of Incorporation	Proposed Amendments
Article 12 Record Date	Article 12 Record Date
Shareholders of record on March 31 of every year shall be eligible to vote at the Company's Annual Shareholders Meeting.	Shareholders of record on <u>December</u> 31 of every year shall be eligible to vote at the Company's Annual Shareholders Meeting.
Article 13 When Convened	Article 13 When Convened
The Company's Annual Shareholders Meeting shall be convened in <u>June</u> every year.	The Company's Annual Shareholders Meeting shall be convened in March every year.
Article 34 Fiscal Year	Article 34 Fiscal Year
The Company's fiscal year shall be one calendar year, from <u>April</u> 1 to <u>March</u> 31 <u>of the following year</u> .	The Company's fiscal year shall be one calendar year, from January 1 to December 31.
Article 36 Record Date for Dividends of Surplus	Article 36 Record Date for Dividends of Surplus
The Company's record date for year-end dividends shall be <u>March</u> 31 every year.	The Company's record date for year-end dividends shall be <u>December</u> 31 every year.
2. The Company's record date for interim dividends shall be September 30 every year.	2. The Company's record date for interim dividends shall be <u>June</u> 30 every year.
3. In addition to the provisions of the preceding two paragraphs, the Company may set a record date and pay out a dividend of surplus.	3. (Not amended)
(New)	Supplementary Provisions
(New)	Article 1
	Notwithstanding the provisions of Article 34, the 115 th fiscal year shall be from April 1, 2019 to December 31, 2019.
(New)	Article 2 Notwithstanding the provisions of Article 36, paragraph 2, the record date for the interim dividend of the 115 th fiscal year shall be September 30, 2019.
(New)	Article 3 The preceding two Articles and this Article shall be effective until December 31, 2019, and with the passing of that date, shall be removed.

Second proposal: Election of Seven (7) Directors

The terms of office of all seven (7) Directors will expire at the conclusion of this Annual Shareholders Meeting. Accordingly, we request the approval for the election of seven (7) Directors.

The candidates for Directors are as follows:

No.	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company, and significant concurrent positions outside the Company	Number of shares of the Company held
	[Reelected]	 Jun. 1966 Joined the Company Nov. 1972 Director and Head of Corporate Secretariat Nov. 1973 Vice President and Representative Director Jun. 1982 President and Representative Director (to present) 	249,868 shares
1	Katsuhisa Ezaki (Aug. 27, 1941)	[Reason for nomination as a candidate for Director] Since his appointment as President and Representative Director in June 1982, Mas promoted the business expansion, globalization, and structural reform of the has also formulated the 2020 Glico long-term plan and is striving to strengthen Company's business. Having judged that he will continue to carry out the Comphilosophy and execute its business strategy, the Company proposes his re-election.	e Glico Group. He and expand the pany's management
2	[Reelected] Etsuro Ezaki (Oct. 31, 1972)	 Apr. 2004 Joined the Company Jun. 2008 Director, Executive Officer, General Manager of Communication Division, and Deputy General Manager of General Headquarters for Business Apr. 2010 Director, Managing Executive Officer, General Manager of Communication Division, Deputy General Manager of General Headquarters for Business, and Manager of Marketing Department Apr. 2012 Director, Senior Executive Officer, General Manager of Marketing Division, Manager of Marketing Department, and person in charge of public relations Jun. 2016 Representative Director, Senior Executive Officer, General Manager of Marketing Division, person in charge of public relations and information system Apr. 2017 Representative Director, Senior Executive Officer, General Manager of Marketing Division, person in charge of overseas business, public relations and information system Oct. 2017 Representative Director, Senior Executive Officer, General Manager of Corporate Planning Division, person in charge of global marketing, overseas business, information system, and CEO of Glico Asia Pacific Pte. Ltd. (to present) 	22,745 shares
		[Reason for nomination as a candidate for Director] Since joining the Company, Mr. Etsuro Ezaki has been involved in advertising duties, and has continued to accumulate experience in a wide range of fields evappointment as Director in June 2008, serving as president of the Company's is subsidiary. He currently has overall responsibility for the Corporate Planning Dusiness Division as Representative Director, Senior Executive Officer. Having continue to carry out the Company's management philosophy and execute its b Company proposes his re-election as Director.	en after his formation systems ivision and Overseas gudged that he will

No.	Name (Date of birth)	Car		mary, positions and areas of responsibility in the Company, and ignificant concurrent positions outside the Company	Number of shares of the Company held
		Mar.	1981	Joined the Company	
		Jun.	2006	Director and Chief of Biochemical Research Laboratory	
		Jun.	2008	Director, Managing Executive Officer, General Manager of Research Division, Chief of Biochemical Research Laboratory, and Manager of New Material Sales Group	8,409 shares
3	[Reelected]	Jul.	2015	Director, Managing Executive Officer, Head of Research Headquarters, and Chief of Institute of Health Sciences	
3	Takashi Kuriki (Nov. 13, 1957)	Apr.	2018	Director, Managing Executive Officer, and Chief of Institute of Health Sciences (to present)	
		[Reas	on for no	omination as a candidate for Director]	
		contin Havin	ued to n	the Company, Mr. Takashi Kuriki has been involved in research du nanage the Research Headquarters even after his appointment as D If that he will continue to carry out the Company's management phi siness strategy, the Company proposes his re-election as Director.	irector in June 2006.
	[Reelected] [Outside] [Independent	Apr.	1970	Registered in the Osaka Bar Association	
		Apr.	2004	Executive Governor of Japan Federation of Bar Associations	
		Apr.	2005	President of the Osaka Bar Association, Vice President of the Japan Federation of Bar Associations	
		Jan.	2007	Representative Partner of Nakanoshima Chuo Law Office (to present)	
		Apr.	2007	Director of Kinki Federation of Bar Associations, Governor of the Japan Federation of Bar Associations	0 shares
		Jul.	2007	Independent Committee Member of the Company	0 shares
4	Director]	Jun.	2008	Director (to present)	
4	Tetsuo Masuda (Oct. 29, 1945)	Jun.	2018	Outside Audit & Supervisory Board Member of Yanmar Holdings Co., Ltd. (to present)	
	Rate of attendance at meetings of the Board of	[Signi	ificant C	oncurrent Positions]	
	Directors in FY2018:	- Rep	resentati	ve Partner of Nakanoshima Chuo Law Office	
		- Outs	side Aud	it & Supervisory Board Member of Yanmar Holdings Co., Ltd.	
		<reas< td=""><td>son for n</td><td>omination as a candidate for Outside Director></td><td></td></reas<>	son for n	omination as a candidate for Outside Director>	
		other manag	than as a gement a	Tetsuo Masuda does not have experience of being involved in corp an outside officer, the Company believes that he will provide advice as a legal expert, based on his wide-ranging knowledge and experie the Company proposes his re-election as Outside Director.	e on the Company's

No.	Name (Date of birth)	Car	eer sumr	Number of shares of the Company held	
5	[Reelected] [Outside] [Independent Director] Takatoshi Kato (May 23, 1941) Rate of attendance at meetings of the Board of Directors in FY2018: 100%	- Adv	on for nugh Mr. than as a	Joined the Ministry of Finance Director-General of the International Finance Bureau Vice Minister of Finance for International Affairs Special Adviser to the Minister of Finance Visiting Professor of Princeton University, U.S.A. Adviser of The Bank of Tokyo-Mitsubishi, Ltd. (currently MUFG Bank, Ltd.), and Visiting Professor of Waseda University Adviser of The Bank of Tokyo-Mitsubishi, Ltd. (currently MUFG Bank, Ltd.), Visiting Professor of Waseda University, and Visiting Professor of Claremont Colleges, U.S.A. Deputy Managing Director of the International Monetary Fund Director of the Company (to present) President of Japan Center for International Finance Advisor of Japan Center for International Finance (to present) oncurrent Positions] apan Center for International Finance Omination as a candidate for Outside Director> Takatoshi Kato does not have experience of being involved in corn outside officer, the Company believes that he will provide advicement from an independent standpoint, based on his wealth of experience of property of the provide advicement from an independent standpoint, based on his wealth of experience	0 shares oorate management e on the Company's erience and insight
		Direct		the financial sector. Accordingly, the Company proposes his re-el	ection as Outside

No.	Name (Date of birth)	Car	Career summary, positions and areas of responsibility in the Company, and significant concurrent positions outside the Company			
		Apr.	1983	Joined Nippon Life Insurance Company		
		Nov.	1988	Joined McKinsey & Company		
		Jan.	1993	Partner of McKinsey & Company		
		Jul.	1997	Adviser of McKinsey & Company		
		Jun.	2000	Established Mediva Inc.		
			2000	CEO (to present)		
		Jul.	2000	Established Seinan Mediva Co., Ltd. (currently Seeds 1 Co., Ltd.)		
	[Reelected]			CEO (to present)		
	[Outside] [Independent	Aug.	2004	Established Platanus Medical Corp. COO (to present)	0 shares	
	Director]	Jun.	2015	Outside Director of Santen Pharmaceutical Co., Ltd. (to present)		
6	Kanoko Oishi	Jun.	2015	Director of the Company (to present)		
	(Mar. 24, 1961)	Mar.	2016	External Director of Shiseido Company, Limited (to present)		
	Rate of attendance at meetings of the Board of	[Signi	ficant C	oncurrent Positions]		
	Directors in FY2018: 92.9%	- CEC	of Med	liva Inc.		
	32.578	- CEC	of Seed	ds 1 Co., Ltd.	1	
				ector of Santen Pharmaceutical Co., Ltd.		
				ector of Shiseido Company, Limited		
		<reason a="" as="" candidate="" director="" for="" nomination="" outside=""></reason>				
		Direct standp as her	tors by p point, ba	Dishi will, in the Company's judgment, further enhance the function providing advice on the Company's overall management from an in sed on her abundant experience and track record of business manage we knowledge and insight. Accordingly, the Company proposes her tor.	dependent gement, etc. as well	
		Jun.	1984	Group Chairman and CEO of DEFTA Partners (to present)		
		Apr.	1985	Ambassador and Chairman of the Board of Alliance Forum Foundation (to present)		
		Jan.	2007	Ambassador Extraordinary and Plenipotentiary to the Intergovernmental Organization of the United Nations		
		Sep.	2009	Advisor to the President of Republic of Zambia		
		Aug.	2013	Special Advisor to the Cabinet Office (to present)		
		Jun.	2015	Outside Director of NIKKO COMPANY (to present)	158 shares	
	[Newly elected]	Feb.	2019	Advisor of the Company (to present)		
7	[Outside]	[Signi	ficant C	oncurrent Positions]		
,	George Hara	- Grou				
	(Oct. 10, 1952)	- Amb	assador	and Chairman of the Board of Alliance Forum Foundation		
		_		isor to the Cabinet Office		
				ector of NIKKO COMPANY		
		<reas< td=""><td>on for n</td><td>omination as a candidate for Outside Director></td><td></td></reas<>	on for n	omination as a candidate for Outside Director>		
		Mr. G Direct experi	eorge H tors by p tence and tence of	ara will, in the Company's judgement, further enhance the function providing advice on the Company's overall management, based on a dirack record, as well as his extensive knowledge and insight gains corporate management and as counselor to a government organizate proposes his election as Outside Director.	nis abundant ed from his	

- Notes: 1. The Company invested 6 million U.S. dollars into DEFTA Healthcare Technologies, L.P., which is operated by DEFTA Partner as its general partner, of which Mr. George Hara is the Group Chairman and CEO.
 - 2. There are no special interests between the candidates for Directors, Mr. Katsuhisa Ezaki, Mr. Etsuro Ezaki, Mr. Takashi Kuriki, Mr. Tetsuo Masuda, Mr. Takatoshi Kato and Ms. Kanoko Oishi, and the Company.
 - 3. Mr. Tetsuo Masuda, Mr. Takatoshi Kato, Ms. Kanoko Oishi and Mr. George Hara are candidates for Outside Director.
 - 4. Mr. Tetsuo Masuda is currently an Outside Director of the Company. As of the close of this Annual Shareholders Meeting, the time for which Mr. Tetsuo Masuda has served as an Outside Director will be eleven (11) years since he assumed his office. The Company has notified the financial instruments exchanges of Mr. Tetsuo Masuda's status as an Independent Director as stipulated by those exchanges.
 - 5. Mr. Takatoshi Kato is currently an Outside Director of the Company. As of the close of this Annual Shareholders Meeting, the time for which Mr. Takatoshi Kato has served as an Outside Director will be nine (9) years since he assumed his office. The Company has notified the financial instruments exchanges of Mr. Takatoshi Kato's status as an Independent Director as stipulated by those exchanges.
 - 6. Ms. Kanoko Oishi is currently an Outside Director of the Company. As of the close of this Annual Shareholders Meeting, the time for which Ms. Kanoko Oishi has served as an Outside Director will be four (4) years since she assumed her office. The Company has notified the financial instruments exchanges of Ms. Kanoko Oishi's status as an Independent Director as stipulated by those exchanges.
 - 7. The Company has concluded agreements for limitation of liability with Mr. Tetsuo Masuda, Mr. Takatoshi Kato and Ms. Kanoko Oishi that limit their liability for damages to the maximum amount prescribed in laws and regulations. If their reelections are approved, the Company will continue the said agreements.
 - 8. If the election of Mr. George Hara is approved, the Company will conclude an agreement for limitation of liability with him that limits his liability for damages to the maximum amount prescribed in laws and regulations.

Third proposal: Election of Three (3) Audit & Supervisory Board Members

Since the terms of office of Audit & Supervisory Board Members, Mr. Hiroshi Adachi, Mr. Shintaro Iwai and Mr. Minoru Kudo, will expire at the conclusion of this Annual Shareholders Meeting, we request the election of three (3) Audit & Supervisory Board Members.

The agreement of the Audit & Supervisory Board has been received for this proposal.

The candidates for Audit & Supervisory Board Members are as follows:

No.	Name (Date of birth)	Career summary and positions in the Company, and significant concurrent positions outside the Company			Number of shares of the Company held
1	[Newly elected] Akira Onuki (July 17, 1954) Rate of attendance at meetings of the Board of Directors in FY2018:	Apr. Jun. Jul. Apr. Jun. Apr. Apr.	1977 2006 2013 2015 2016 2016	Joined NEC Corporation Executive Officer of NEC Leasing, Ltd. (currently NEC Capital Solutions Limited) Audit & Supervisory Board Member of NEC BIGLOBE Ltd. (currently BIGLOBE Inc.) Joined the Company, Full-time Adviser Executive Officer Director, Executive Officer, person in charge of corporate management, affiliated businesses, legal affairs, stock and investor relations, Chief Information Officer Director, Executive Officer, person in charge of legal affairs and audit (to present)	416 shares
		Mr. A and A comm that he reason	kira Onuudit & S nunication will fu ns, the C	omination as a candidate for Audit & Supervisory Board Member> Iki has a wealth of experience and wide-ranging knowledge as an Executive Of upervisory Board Member in the electrical machinery and information and as sectors, which are different from the food industry and the Company has just ther strengthen the functions of the Company's auditing systems. For the above ompany judges that he will be able to appropriately carry out the duties of Auditord Member.	

No.	Name (Date of birth)	an	Career summary and positions in the Company, d significant concurrent positions outside the Company	Number of shares of the Company held
No.		Oct. 1979 Feb. 1986 Jun. 1989 Sep. 1990 Jun. 2011 Jun. 2015 Jun. 2016 [Significant Conflice - Outside Dir Committee <reason co<="" conflict="" for="" of="" td="" the=""><td>Joined Tohmatsu Awoki & Co. (currently Deloitte Touche Tohmatsu LLC) Established Shintaro Iwai Tax Accountant Office (currently Shintaro Iwai Certified Public Accountant & Tax Accountant Office) (to present) Audit & Supervisory Board Member of Fuji Corporation Limited Representative Partner of Hokuto Audit Company (currently GYOSEI & CO.) Outside Audit & Supervisory Board Member of the Company (to present) Outside Director of Fuji Corporation Limited (to present) Outside Director of SHOEI YAKUHIN CO., LTD. (Audit & Supervisory Committee Member) (to present) Concurrent Positions] Shintaro Iwai Certified Public Accountant & Tax Accountant ector of Fuji Corporation Limited ector of SHOEI YAKUHIN CO., LTD. (Audit & Supervisory Member) nomination as a candidate for Audit & Supervisory Board Member></td><td>shares of the Company held 0 shares</td></reason>	Joined Tohmatsu Awoki & Co. (currently Deloitte Touche Tohmatsu LLC) Established Shintaro Iwai Tax Accountant Office (currently Shintaro Iwai Certified Public Accountant & Tax Accountant Office) (to present) Audit & Supervisory Board Member of Fuji Corporation Limited Representative Partner of Hokuto Audit Company (currently GYOSEI & CO.) Outside Audit & Supervisory Board Member of the Company (to present) Outside Director of Fuji Corporation Limited (to present) Outside Director of SHOEI YAKUHIN CO., LTD. (Audit & Supervisory Committee Member) (to present) Concurrent Positions] Shintaro Iwai Certified Public Accountant & Tax Accountant ector of Fuji Corporation Limited ector of SHOEI YAKUHIN CO., LTD. (Audit & Supervisory Member) nomination as a candidate for Audit & Supervisory Board Member>	shares of the Company held 0 shares
		addition to hat experience ar he will furthe	Iwai has the qualifications of a certified public accountant and tax a ving considerable knowledge and skill of finance and accounting, had track record of being an auditor at other companies, so the Compart strengthen the functions of the Company's auditing systems and produced Audit & Supervisory Board Member.	ne has the any has judged that

No.	Name (Date of birth)		and	Career summary and positions in the Company, significant concurrent positions outside the Company	Number of shares of the Company held
3	[Reelected] [Outside] Minoru Kudo (May 18, 1955) Rate of attendance at meetings of the Board of Directors in FY2018: 92.9% Rate of attendance at meetings of the Audit & Supervisory Board in FY2018: 100%	- Repr COM	resentati MPANY nber of t	Joined Daido Mutual Life Insurance Co. (currently DAIDO LIFE INSURANCE COMPANY) General Manager of Planning Department of DAIDO LIFE INSURANCE COMPANY General Manager of General Marketing Department of DAIDO LIFE INSURANCE COMPANY Director of DAIDO LIFE INSURANCE COMPANY Executive Officer of DAIDO LIFE INSURANCE COMPANY Managing Executive Officer of DAIDO LIFE INSURANCE COMPANY Director and Managing Executive Officer of DAIDO LIFE INSURANCE COMPANY Director and Senior Managing Executive Officer of DAIDO LIFE INSURANCE COMPANY Representative Director and Executive Vice President of DAIDO LIFE INSURANCE COMPANY Representative Director and President of DAIDO LIFE INSURANCE COMPANY Representative Director and President of DAIDO LIFE INSURANCE COMPANY (to present) Outside Audit & Supervisory Board Member of the Company (to present) Member of the Board of Trustees of Kwansei Gakuin University (to present) oncurrent Positions] ve Director and President of DAIDO LIFE INSURANCE the Board of Trustees of Kwansei Gakuin University omination as a candidate for Audit & Supervisory Board Member>	0 shares
		Mr. M	Iinoru K ledge and ng system	udo has a wealth of experience and track record in corporate managed skill. Having judged that he will further strengthen the functions ms, the Company proposes his re-election as an Outside Audit & S	gement and broad of the Company's

Notes: 1. Mr. Minoru Kudo is the Representative Director and President of DAIDO LIFE INSURANCE COMPANY, which has transactions for insurance policies with the Company.

- 2. There are no special interests between Mr. Akira Onuki and Mr. Shintaro Iwai, and the Company.
- 3. Mr. Shintaro Iwai and Mr. Minoru Kudo are candidates for Outside Audit & Supervisory Board Member.
- 4. Mr. Shintaro Iwai is currently an Outside Audit & Supervisory Board Member of the Company. As of the close of this Annual Shareholders Meeting, the time for which Mr. Shintaro Iwai has served as an Outside Audit & Supervisory Board Member will be eight (8) years since he assumed his office. The Company has notified the financial instruments exchanges of Mr. Shintaro Iwai's status as an Independent Audit & Supervisory Board Member as stipulated by those exchanges.
- 5. Mr. Minoru Kudo is currently an Outside Audit & Supervisory Board Member of the Company. As of the close of this Annual Shareholders Meeting, the time for which Mr. Minoru Kudo has served as an Outside Audit & Supervisory Board Member will be four (4) years since he assumed his office.
- 6. The Company has concluded agreements for limitation of liability with Mr. Shintaro Iwai and Mr. Minoru Kudo that limit their liability for damages to the maximum amount prescribed in laws and regulations. If their reelections are approved, the Company will continue the said agreements.
- 7. If the election of Mr. Akira Onuki is approved, the Company will conclude an agreement for limitation of liability with him that limits his liability for damages to the maximum amount prescribed in laws and regulations.