

April 15, 2015

To whom it may concern:

Company name: Kagome Co., Ltd.

Notice: Kagome Corporation (Japan) to acquire Preferred Brands International, Inc. (U.S.)

The Company has decided to enter into a stock purchase agreement with the U.S. company Preferred Brands International, Inc. (hereinafter "PBI") on April 14, 2015, and PBI will be its subsidiary. PBI's strengths are in natural foods, health and wellness, and convenience in daily living. PBI's high level of marketing strength has given it the top share (61% *) in the U.S. ethnic convenience food market.

1. Purpose of Investment

Through this investment in PBI, the Company will begin participation in consumer food business in the U.S., via the ethnic food category, which is showing sharp growth in the U.S. (Market scale in 2013 is US\$3.4 billion; (*)). PBI and Kagome will conduct joint development of enticing food products, utilizing to the fullest the vegetable food products, beverages, and other owned resources, on a foundation of nature and health. PBI's high level of marketing strength and the expansive U.S. sales network will be utilized to give these products increased added value, in addition to the growth of existing business.

In addition, PBI provides global restaurant chains in India with institutional/industrial-use frozen vegetable pies and patties, pasta sauce, and tomato ketchup, etc. It is anticipated that the food services market in India will grow an average of 20% to 30% a year over the next 3 years. In that context, we can be expected to take advantage of this opportunity for growth in a timely manner. The Company has strengthened its institutional/industrial-use processed tomato product manufacturing and sales business for global restaurant chains, focusing mainly on the U.S., Portugal, and Australia. In 2013, we established the joint venture Ruchi Kagome Foods India Pvt. Ltd. (hereinafter "Ruchi Kagome") with the major Indian food manufacturer Ruchi Soya Industries Ltd., and the major Japanese trading company Mitsui & Co., Ltd. Ruchi Kagome have begun institutional/industrial-use business in India as well. As we aim to expand institutional/industrial-use business directed toward global restaurant chains, PBI's excellent production facilities and advanced research and development technology will give the Company a significant synergistic effect, including streamlining the product portfolios for existing business, and enhancing the collaborative sales growth strategy, etc.

The aim of this investment in PBI is not only to strengthen our efforts toward implementing our existing global strategy of doing business with global restaurant chains, but also to make it possible to participate in consumer food product business in the U.S., and through the synergistic effect obtained by utilizing the strengths of both companies, achieve dramatic expansion of overseas business.

(*) Survey conducted by the company

2. Overview of the Target Company

(1) Overview of the Target Company

PBI was established in 1994 in Connecticut, U.S.A. as a food manufacturer founded on the management philosophy of respect for nature and contribution to society. PBI currently has operating companies in the U.S., India, and Australia, and does business mainly in those countries.

In the U.S., microwaveable Indian and Asian ethnic food is sold under the Tasty Bite® brand at major supermarkets nationwide. Sales in the U.S. currently constitute approximately 80% of total sales.

In India, PBI provides global restaurant chains with institutional/industrial-use frozen vegetable pies and patties, pasta sauce, and tomato ketchup, etc. through its subsidiary, Tasty Bite Eatables Ltd. (hereinafter "TBEL"), which is a listed company in India. All products, which are sold in U.S., India and any other area, are produced by TBEL.

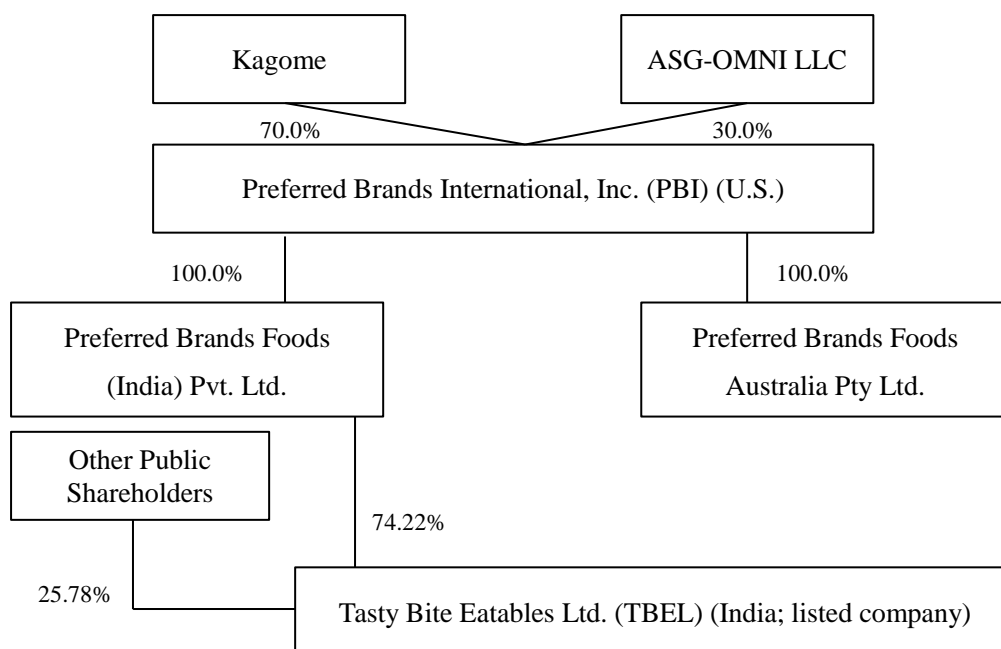
In addition, PBI sells Indian and Asian ethnic convenience food products in Canada, Australia, U.K., and Japan under the Tasty Bite® brand. PBI also has a wholly owned subsidiary in Australia (Preferred Brand Foods Australia Pty. Ltd.).

PBI has seen an increase in income for the past 7 periods, until the period ending March 31, 2015. The average annual growth rate during that same period exceeded 17%. Continued growth of business is expected in the future, through strengthening existing markets and opening new markets.

An overview of PBI and each of the other companies is given below.

Company name	Preferred Brands International, Inc.	Preferred Brands Foods (India) Pvt. Ltd.	Preferred Brands Foods Australia Pty Ltd.	Tasty Bite Eatables Ltd.
Location	Stamford, Connecticut, U.S.A.	Mumbai, Maharashtra, India	Melbourne, Victoria, Australia	Pune, Maharashtra, India
Founded	1994	1998	2002	1985
No. of employees	22	-	1	199
Main business activities	Sale of ethnic convenience food products	A holding company for TBEL	Sale of ethnic convenience food products	Production of ethnic convenience food products and production and sale of institutional/industrial-use frozen vegetable pies/patties, tomato ketchup, etc.
The relationship between the Company and the target company	There are no capital ties, personal relationships, or business relationships between the Company and the target company that should be reported.	Same as to the left	Same as to the left	Same as to the left

(2) Structure of the Target Company



3. Overview of the Major Shareholders from whom Stock will be Acquired

Name	ASG-OMNI LLC
Location	Stamford, Connecticut, U.S.A.
Investor overview	Mr. Ashok Vasudevan, Mrs. Meera Vasudevan, and 3 others
Relationship between the Company and the relevant LLC	There are no capital ties, personal relationships, or business relationships between the Company and the relevant LLC that should be reported.
Name	Rustic Canyon / Fontis Partners L.P.
Location	Pasadena, California, U.S.A.
Relationship between the Company and the relevant L.P.	There are no capital ties, personal relationships, or business relationships between the Company and the relevant L.P. that should be reported.
Name	2x Consumer Products Growth Partners, L.P. and affiliates
Location	Chicago, Illinois, U.S.A.
Relationship between the Company and the relevant L.P.	There are no capital ties, personal relationships, or business relationships between the Company and the relevant L.P. that should be reported.

4. Acquisition Cost and Equity Interest, etc.

Acquisition cost	US\$80.2 million (JP¥9.6billion; converted at a rate of US\$1 = ¥120)
Payment method	Cash payment
Equity interest	Before the transfer: --% After the transfer: 70.0%
Payment date (planned)	May 15, 2015

5. Management Structure after the Company's Investment

After the Company has made the investment, the governance structure will consist of the Company having a majority of the voting rights on the Board of Directors, and corporate governance will be carried out in accordance with the Company's corporate philosophy.

On the other hand, the executive structure will not undergo any significant changes, even after the Company has converted PBI into a consolidated subsidiary. The founder and current Chairman and CEO Ashok Vasudevan will continue to play the central role in management. Below is a short profile of Mr. Ashok Vasudevan.

<Mr. Ashok Vasudevan>

Graduated from Harvard Business School. After working for PepsiCo and Unilever, in 1994 he and his wife Meera (partner, Vice President, Director of Marketing, and Director of Product Development) founded PBI. The Vasudevans reside in the United States. Mr. Vasudevan has subsequently been serving as Chairman and CEO.

After the Company makes its investment, the investment ratio of ASG-OMNI LLC (structured around Mr. and Mrs. Vasudevan) in PBI will be 30.0%.

6. The Company's Objective for this Business

The Company believes PBI can, on the medium-term, make JP¥10 billion sales and JP¥1.5 billion operating income (both sales and operating profit are approximately 2 times against FY2015 forecast). This is based on PBI's current production and sales structures, track record for each customer type, and initiatives including (i) the fact that PBI's main markets are the U.S. and India, regions in which the population is expected to continue growing, (ii) the fact that PBI already has a significant presence in good distribution channels in the U.S., and (iii) the fact that PBI is providing high-quality, distinctive products to growing global restaurant chains in India.

Other than the expansion of our business as listed above, the aim of this investment in PBI is not only to strengthen our efforts toward implementing our existing global strategy of doing business with global restaurant chains, but also to make it possible to participate in consumer food product business in the U.S., and through the synergistic effect obtained by utilizing the strengths of both companies, achieve dramatic expansion of overseas business.

7. Future Outlook (Effect on Performance)

We believe this transaction will not have a material impact for the performance of the Company.

8. Other

We will also issue a notice in India to the minority shareholders of TBEL (who own 25.78% of the shares) making a public open offer, in accordance with the stipulations of Indian regulation.

End of document

[Reference Materials]



Examples of Tasty Bite® Brand Products

< Forward-Looking Statements >

< Forward-Looking Statements >

This release may contain statements that predict or forecast future events or results, depend on future events for their accuracy or otherwise contain "forward-looking information." The words "estimates," "expects," "contemplates," "anticipates," "projects," "plans," "intends," "believes," "forecasts," "may," "should," and variations of such words or similar expressions are intended to identify forward-looking statements. These statements are made based on management's current expectations and beliefs concerning future events and various assumptions and are not guarantees of future performance. Actual results may differ materially as a result of various factors, some of April 15, 2015 Kagome Corporation - Investor Relations – Press Release which are beyond our control, including but not limited to: 1. products accident caused by contamination and/or any other reasons 2. general economic and business conditions, 3. loss of any of our major customers or suppliers, changes in demand for our products, changes in distribution channels or competitive conditions in the markets where we operate, and other risks and uncertainties. There may be other factors that may cause our actual results to differ materially from the forward-looking statements. We assume no obligation to update the information contained in this announcement, except as required by applicable law.