

**Notice of Continuation and Partial Revision of Performance-linked Stock
Compensation Plan**

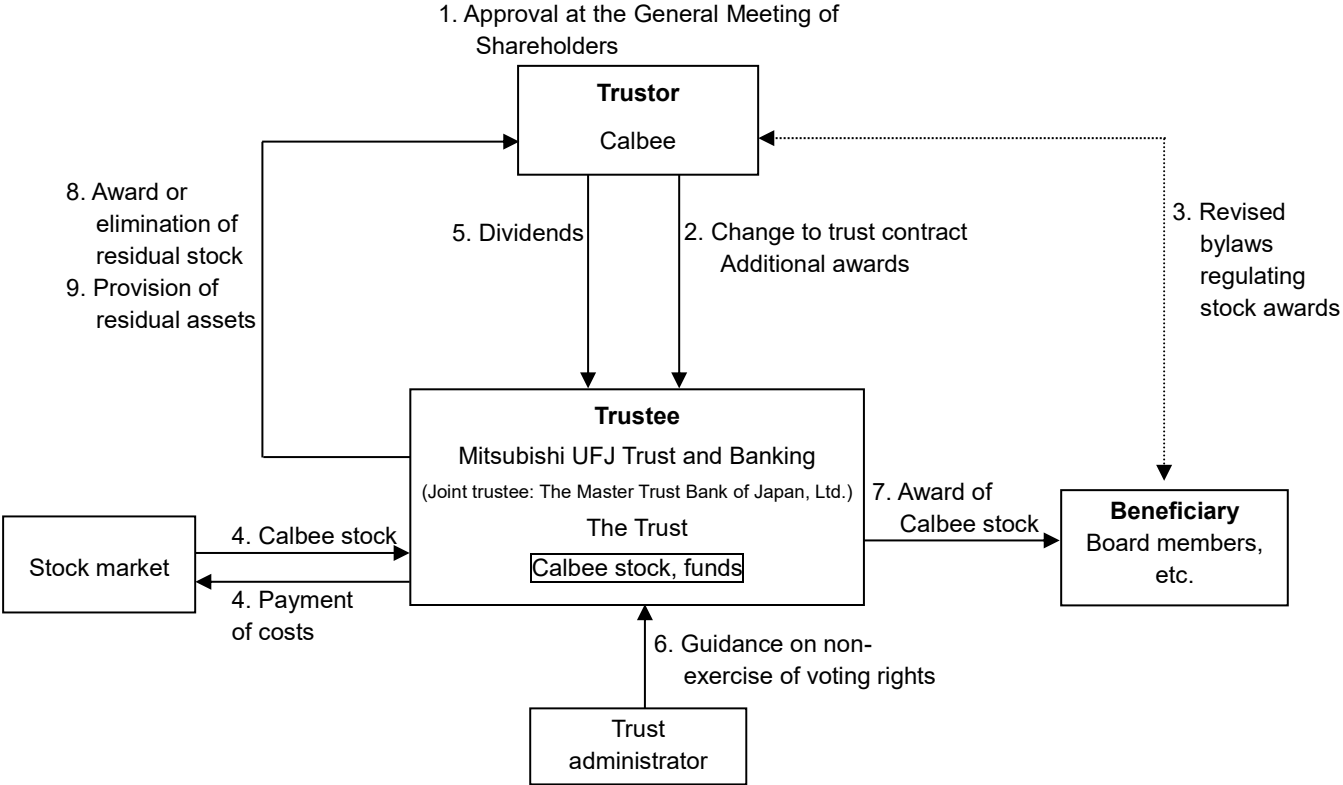
Tokyo, May 9, 2023 — Calbee, Inc. (hereafter “Calbee”) announced that a meeting of the Board of Directors today resolved the continuation and partial revision of the performance-linked stock compensation plan (hereafter “Compensation Plan”) pending approval at the General Meeting of Shareholders scheduled for June 21, 2023.

1. Continuation and partial revision of the Compensation Plan

- (1) At today’s meeting of the Board of Directors, it was resolved to submit a resolution for approval at the General Meeting of Shareholders that aims to contribute to raising awareness among directors and executive officers (excluding outside directors, non-executive directors and non-residents of Japan. Hereafter “Directors, etc.”) of the need for sustained improvement in business performance every fiscal year to contribute to the enhancement of Calbee’s corporate value over the medium- to long-term. Upon approval of the resolution, the remuneration system for directors will consist of basic remuneration, bonuses, performance-linked stock compensation and retirement bonuses.
- (2) In order to continue the Compensation Plan from fiscal year 2023 onwards, the system will be partially revised to include executive officers who are contractually bound to Calbee, in addition to directors and senior executive officers. This revision is intended to expand the number of people eligible and does not change the substance of the Compensation Plan.
- (3) The continuation and partial revision of the Compensation Plan is subject to approval by the General Meeting of Shareholders.
- (4) The Compensation Plan adopts a mechanism known as the Board Incentive Plan (BIP) Trust (hereafter “BIP Trust”). The BIP Trust is a system under which Calbee stock acquired by the trust is awarded to Directors, etc., in accordance with their position at Calbee and the results they have achieved.

*For details on the Compensation Plan, please refer to Calbee’s May 13, 2014 press release, “Notice regarding the introduction of a performance-linked stock compensation plan.”

2. BIP Trust structure



1. The continuation and partial revision of the Compensation Plan is predicated on receiving approval at the General Meeting of Shareholders.
2. Based on agreed revisions to the trust contract, within the General Meeting of Shareholders' approval as outlined in 1., funds will be reserved and the period of the trust ("the Trust") extended to award stock to Directors, etc., who meet the beneficiary criteria.
3. Calbee will conduct a partial revision of bylaws regulating the award of stock through the Compensation Plan.
4. According to the directions of its administrator, the Trust will use the funds reserved in 2. to acquire Calbee stock on the stock market. The number of shares acquired will be in accordance with the consent granted by the General Meeting of Shareholders in 1.
5. Dividends from Calbee stock in the Trust will be handled in the same way as with other Calbee stock and required funds, etc., will be allocated to the Compensation Plan.
6. Voting rights for Calbee stock in the Trust will not be exercised while they are held by the Trust.
7. While in the Trust, points will be awarded to Directors, etc., based on their position and results achieved each fiscal year. Upon their retirement, Directors, etc., who meet beneficiary criteria will receive Calbee stock based on the number of points they have accrued.
8. Should any stock remain when the Trust expires due to failure to achieve performance targets, etc., it is planned that remaining stock will continue to be used for the Trust or be transferred as a grant to Calbee and eliminated in accordance with a resolution by the Board of Directors.
9. At the end of the period of the Trust, it is planned that any assets remaining in the Trust after distribution to beneficiaries and remaining within the scope of a reserve fund for Trust expenses after deductions for stock purchases will be returned to Calbee.

There is a possibility that additional funds will be entrusted as funds for the acquisition of Calbee stock.

Reference: Details of trust agreement

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 members of Calbee's Board of Directors
3. Trustor	Calbee, Inc.
4. Trustee	Mitsubishi UFJ Trust and Banking Corporation (joint trustee: The Master Trust Bank of Japan, Ltd.)
5. Beneficiary	Retired members of the Board of Directors who satisfy beneficiary criteria
6. Trust administrator	Third party with no financial or other relations to Calbee (authorized CPA)
7. Trust indenture date	August 6, 2014 (plan to change to August 8, 2023)
8. Trust period	August 6, 2014 - August 31, 2023 (plan to extend to August 31, 2026 through change to trust agreement on August 8, 2023)
9. Launch date	September 1, 2014
10. Exercise of voting rights	Not to be exercised
11. Type of stock	Calbee, Inc. common stock
12. Amount of stock	700 million yen (including trust expenses)
13. Stock acquisition period	August 14, 2023 to August 31, 2023 (planned)
14. Stock acquisition method	Acquire on stock market
15. Rights holder	Calbee, Inc.
16. Remaining assets	Calbee, as rights holder, will consider receivable assets remaining after deductions for stock purchases to fall within the scope of a reserve fund for Trust expenses.

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