



Q.P. Corporation

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(Translation)

December 26, 2008

Dear Sirs:

Name of the Company: Q.P. Corporation
Representative: Yutaka Suzuki
President and Representative Director
(Code No. 2809; the first section of Tokyo Stock Exchange)
Person to contact: Katsuhiko Sasaki
Managing Director and General
Manager, Division of Administration

Notice of Amendment to the "Defense Plan against Large Purchase
Actions of the Shares of the Company (Takeover Defense Plan)" upon
Implementation of Share Certificate Dematerialization System

It is hereby notified that Q.P. Corporation (the "Company"), at the meeting of its Board of Directors held on December 26, 2008, determined to make a necessary amendment to the "Defense Plan against Large Purchase Actions of the Shares of the Company (Takeover Defense Plan)" (the "Defense Plan"), the introduction of which was adopted by resolution at the 95th Ordinary General Meeting of Shareholders held on February 22, 2008, upon the implementation of a share certificate dematerialization system, as described below:

Description

1. Reasons for the amendment:

For the enforcement of the "Law to Amend Part of the Law Concerning Book-Entry Transfer of Bonds, Etc. to Streamline Settlements for Trading in Stocks, Etc." (2004 Law No. 88) as of January 5, 2009, the related laws and ordinances, including those for dematerialization of share certificates, have been established. Accordingly, the Company intends to make a necessary amendment to the Defense Plan.

2. Particulars of the amendment:

The particulars of the amendment are described in the table below and will become effective as of January 5, 2009.

With regard to the contents of the current Defense Plan, please refer to the disclosed

information posted on the website of the Company (the "Notice of the Defense Plan against Large Purchase Actions of the Shares of the Company (Takeover Defense Plan) publicized on January 11, 2008: http://www.kewpie.co.jp/company/ir/ir_library01.html) (the "Disclosed Information").

(Amendments are shown by underlines.)

Before amendment	After amendment
<p>(Page 6 of the Disclosed Information)</p> <p>III. Measures to prevent the determination of the financial and business policy of the Company from being controlled by any inadequate person in consideration of the Fundamental Policy (a defense plan against large purchase actions of the shares of the Company (takeover defense plan))</p> <p>1. Coverage of the Defense Plan</p> <p>Note 2:</p> <p>(Descriptions omitted)</p> <p>For the purpose of calculating each holding ratio of shares and other securities, the total number of voting rights (as defined in Article 27-2, paragraph 8 of the FIEL) and the total number of issued shares (as defined in Article 27-23, paragraph 4 of the FIEL) may be referred to in the securities report, semiannual securities report or report on the purchase by the company of its own shares, whichever has most recently been filed.</p>	<p>III. Measures to prevent the determination of the financial and business policy of the Company from being controlled by any inadequate person in consideration of the Fundamental Policy (a defense plan against large purchase actions of the shares of the Company (takeover defense plan))</p> <p>1. Coverage of the Defense Plan</p> <p>Note 2:</p> <p>(Descriptions omitted)</p> <p>For the purpose of calculating each holding ratio of shares and other securities, the total number of voting rights (as defined in Article 27-2, paragraph 8 of the FIEL) and the total number of issued shares (as defined in Article 27-23, paragraph 4 of the FIEL) may be referred to in the securities report, semiannual securities report, <u>quarterly report</u> or report on the purchase by the company of its own shares, whichever has most recently been filed.</p>
<p>(Pages 9 to 10 of the Disclosed Information)</p> <p>2. Particulars of the Large Purchase Rules</p> <p>(4) Procedures for confirming the intention of the shareholders</p> <p>(Descriptions omitted)</p> <p>(i) The shareholders entitled to</p>	<p>2. Particulars of the Large Purchase Rules</p> <p>(4) Procedures for confirming the intention of the shareholders</p> <p>(Descriptions omitted)</p> <p>(i) The shareholders entitled to</p>

Before amendment	After amendment
<p>exercise their voting rights at the General Meeting of Shareholders shall be those <u>appearing or</u> recorded in the final register of shareholders <u>or the final register of beneficial shareholders</u> as of the Record Date.</p>	<p>exercise their voting rights at the General Meeting of Shareholders shall be those recorded in the final register of shareholders as of the Record Date.</p>
<p>(Page 13 of the Disclosed Information)</p> <p>4. Impacts on the shareholders and investors</p> <p>(3) Procedures to be followed by the shareholders when the Defense Measure is triggered</p> <p>A. Procedures for the <u>registration of transfers of shares</u></p> <p>(Descriptions omitted)</p> <p>As the stock acquisition rights will be allocated free of charge to the shareholders <u>appearing or recorded in the final register of shareholders and the final register of beneficial shareholders</u> of the Company as of the record date, the shareholders will have to <u>promptly follow procedures for the registration of transfers of shares (with regard to the shares deposited with Japan Securities Depository Center, Inc., no such procedures are required).</u></p>	<p>(Page 13 of the Disclosed Information)</p> <p>4. Impacts on the shareholders and investors</p> <p>(3) Procedures to be followed by the shareholders when the Defense Measure is triggered</p> <p>A. Procedures for the <u>recordation in the register of shareholders</u></p> <p>(Descriptions omitted)</p> <p>As the stock acquisition rights will be allocated free of charge to the shareholders recorded in the final register of shareholders of the Company as of the record date, the shareholders will have to <u>be recorded in the final register of shareholders as of the record date.</u></p>
<p>(Page 13 of the Disclosed Information)</p> <p>B. Procedures for exercise of stock acquisition rights</p> <p>In the event that the Board of Directors determines to make a free allocation of stock acquisition rights as a vehicle for the Defense Measure, the Company may send a form of exercise of stock acquisition rights (a form designated by the Company to include necessary matters, such as the content and number of the stock acquisition rights to be exercised, and the statement confirming that the</p>	<p>(Page 13 of the Disclosed Information)</p> <p>B. Procedures for exercise of stock acquisition rights</p> <p>In the event that the Board of Directors determines to make a free allocation of stock acquisition rights as a vehicle for the Defense Measure, the Company may send a form of exercise of stock acquisition rights (a form designated by the Company to include necessary matters, such as the content and number of the stock acquisition rights to be exercised, and the statement confirming that the</p>

Before amendment	After amendment
<p>shareholder does not belong to any specified shareholder group) and other documents necessary for the exercise of stock acquisition rights to each of the shareholders <u>appearing or recorded in the final register of shareholders and the final register of beneficial shareholders</u> of the Company as of the record date.</p>	<p>shareholder does not belong to any specified shareholder group) and other documents necessary for the exercise of stock acquisition rights to each of the shareholders recorded in the final register of shareholders of the Company as of the record date.</p>
<p>(Page 14 of the Disclosed Information)</p> <p>C. Procedures for the acquisition by the Company of stock acquisition rights</p> <p>(Descriptions omitted)</p> <p>For further details of the methods of allocation, <u>the registration of transfers of shares</u>, the exercise of stock acquisition rights and the acquisition thereof by the Company, information will be disclosed or notified to the shareholders after the determination of the Board of Directors with regard to the Defense Measure.</p>	<p>C. Procedures for the acquisition by the Company of stock acquisition rights</p> <p>(Descriptions omitted)</p> <p>For further details of the methods of allocation, the exercise of stock acquisition rights and the acquisition thereof by the Company, information will be disclosed or notified to the shareholders after the determination of the Board of Directors with regard to the Defense Measure.</p>
<p>(Page 19 of the Disclosed Information)</p> <p>Schedule 3</p> <p>Summary of Stock Acquisition Rights</p> <p>1. Shareholders qualified for stock acquisition rights and the condition for the allocation thereof</p> <p>To the shareholders <u>appearing or recorded in the final register of shareholders or the final register of beneficial shareholders</u> as of the record date for the allocation of stock acquisition rights fixed by the Board of Directors, the Company will allocate such number of stock acquisition rights for each of their shares of common stock of the Company (excluding those held by the Company) as shall be determined separately by the Board of Directors, without payments therefor.</p>	<p>Schedule 3</p> <p>Summary of Stock Acquisition Rights</p> <p>1. Shareholders qualified for stock acquisition rights and the condition for the allocation thereof</p> <p>To the shareholders recorded in the final register of shareholders as of the record date for the allocation of stock acquisition rights fixed by the Board of Directors, the Company will allocate such number of stock acquisition rights for each of their shares of common stock of the Company (excluding those held by the Company) as shall be determined separately by the Board of Directors, without payments therefor.</p>

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