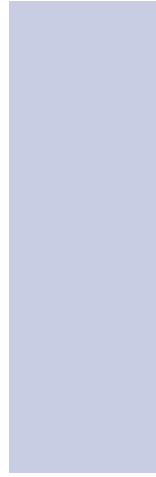


CREATING VALUE FROM TASTE & HEALTH

Op 
Meiji





Forward-Looking Statements

This report contains forward-looking statements regarding the Company's plans, outlook, strategies and results for the future that are based on management's estimates, assumptions and projections at the time of publication. Certain risks and uncertainties could cause the Company's actual results to differ materially from any projections presented in this report. These risks and uncertainties include, but are not limited to, the domestic and international economic circumstances surrounding the Company's

MEIJI SEIKA AT A GLANCE

Business

Market Position

Core Products

FOOD & HEALTH CARE COMPANY

Net Sales

(Share of fiscal 2004 Net sales)

- Japan's number-one chocolate brand
- Strength in confectionery, candy and chewing gum
- Comprehensive quality assurance system for safe, reliable products

Chocolate: MILK CHOCOLATE, CHOCOLATE KOKA, ALMOND CHOCOLATE
Chocolate, acid: FRAN, KINOKO NO YAMA
Sweets: KARL, HOKKAIDO POTATO
Biscuits: McVITIE'S, KOPAN
Candy: CHELSEA, KAJU GUMMY
Chewing gum: XYLISH
Others: PRINGLES, LISTERINE

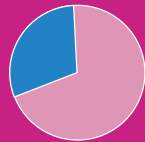
- ISODINE OTC throat gargle line has a 70 percent market share
- Ties with top athletes supported by Sports and Nutrition Laboratory

Health products:
 SAVAS, KARADANAVI, LOLA, PERFECT PLUS
Over-the-counter drugs:
 ISODINE, BAYER ASPIRIN

PHARMACEUTICAL COMPANY

Net Sales

¥109,530 million



(Share of fiscal 2004 Net sales)

- Strong lineup of anti-infectives
- Growing lineup of central nervous system drugs
- Developing useful, price-competitive generic drugs
- Building a presence in agricultural chemicals and veterinary drugs

Essentials:
 Anti-infectives: MEIACT, FOSMICIN, CIPROXAN, OMEGACIN, SWORD
 Central nervous system drugs: DEPROMEL, MEILAX
Advanced products:
 Agricultural chemicals: ORYZEMATE, HERBIE
 Veterinary drugs: MEIPOLE, MEIRICH, ASTOP
 Animal feed supplements: COLISTIN, CELLULAZE

OFFICE BUILDING LEASING & OTHERS

Net Sales

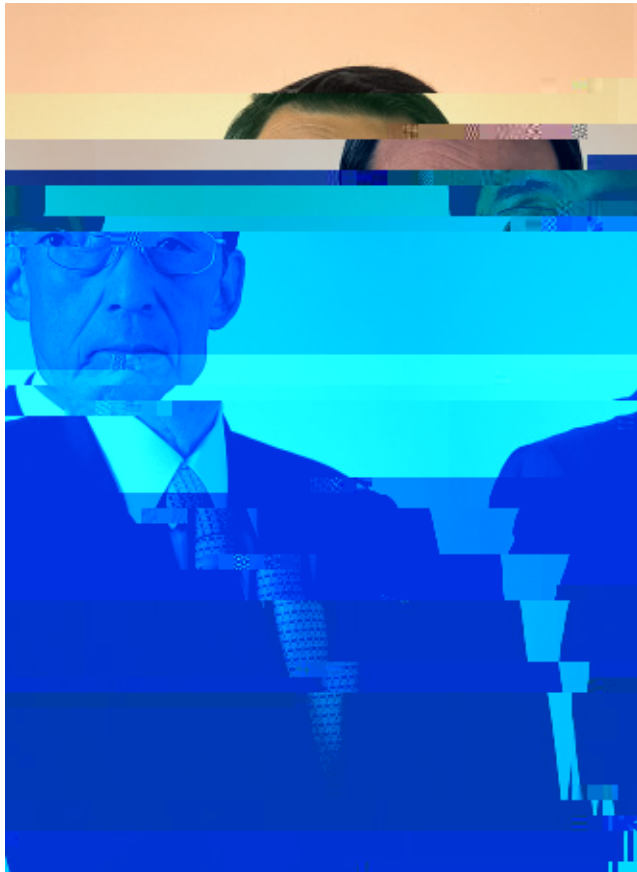
¥2,627 million

(Share of fiscal 2004 Net sales)

- Solid Square intelligent building has strong tenant support

Buildings, etc.:
 Solid Square, sports facilities

TO OUR STAKEHOLDERS



President

WHAT WERE THE KEY FACTORS BEHIND MEIJI SEIKA'S PERFORMANCE IN THE YEAR ENDED MARCH 2005?

During the fiscal year ended March 31, 2005, the Japanese economy continued to show a gradual recovery supported by improved corporate earnings, increased private-sector capital investment and other factors.

However, consumer spending grew at a slower pace, and the operating environment was challenging overall. The global economy recovered steadily as a result of economic expansion in the United States and China, but the sharp rise in crude oil prices and other factors created a mood of uncertainty about the future.

In this operating environment, the Meiji Seika Group devoted its efforts to expanding sales and restoring profits. We made qualitative improvements by implementing business structure reforms centered on our main businesses of food, pharmaceuticals and health care, and aggressively reinforced our marketing activities and market competitiveness.

The past fiscal year was the second year of our current medium-term management plan, Challenge 2005. In this plan, we have stated the following as our management objectives:

- Create profits in existing businesses
- Strengthen the ability of internal systems to respond to change
- Generate growth by developing new business areas

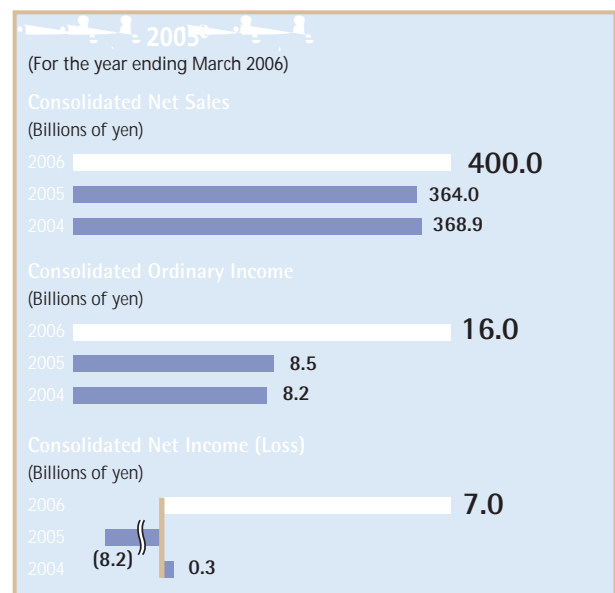
Based on these objectives, the Meiji Seika Group worked in unison to increase earnings. As a result, although consolidated net sales for the fiscal year ended March 31, 2005 decreased 1.3 percent year-on-year to 364.0 billion, operating income increased 10.6 percent to 8.7 billion. However, we implemented the one-time amortization of unrecognized retirement benefit obligations and reorganized production bases as part of the management structure reforms we have promoted over the last several years. Consequently, we posted a net loss of 8.2 billion, compared to net income of 0.3 billion in the previous fiscal year.

In the year ending March 31, 2006, the final year of Challenge 2005, we will build on the positive results of the qualitative improvements and structural reforms of the past two years by taking a more aggressive management approach in order to promote our business development plan even further.

WHAT ARE YOUR STRATEGIES FOR ACHIEVING THE OBJECTIVES OF CHALLENGE 2005?

Challenge 2005 consists of a structural reform plan and business development plan. Business reforms to date have included the one-time amortization of the unrecognized amount of retirement benefit obligations, expansion of our outplacement support program and restructuring of our production bases. These reforms are already beginning to yield positive results, and we plan to implement our business development plan even more forcefully as we shift to an aggressive

management stance. Specifically, in the year ending March 2006, the Meiji Seika Group will work to expand business with three key themes: (1) focusing activities under the watchwords "Health," "Summer," and "Overseas," (2) strengthening existing core businesses, and (3) strengthening our corporate capabilities.



Health: In July 2005, we reorganized and integrated the Food Company and Health Care Company to create the Food & Health Care Company. The purpose of this change was to further strengthen and accelerate business development. This business will work to maximize the potential of Meiji Seika's primary strengths in its operations in both food and pharmaceuticals. Moreover, related markets are continuing to expand, and therefore we believe that success in this area will be the key to the Meiji Seika Group's future growth.

continually working to expand the chocolate business toward our targets of 90 billion in sales and a 30 percent market share. In the Pharmaceutical Company, we will expand the range of drug indications and speed up research and development to solidify our business foundation with a specialization in anti-infectives and central nervous system drugs.

As I stated earlier, one of the watchwords we will be focusing our activities under is "Health," and in July this year we established the Food & Health Care Company. This reorganization will allow us to quickly reflect customer needs and market information in various sales and development initiatives, and to aggressively build our products over the medium and long term by concentrating management resources in the area of functional healthfoods. Moreover, through close collaboration between the Food & Health Care Company and the Pharmaceutical Company, we will maximize synergies in both the food and pharmaceutical businesses. We also aim to establish a distinctive business model in the health care field by deploying our expertise and knowledge from the pharmaceutical business in areas such as acquiring Food for Specified Health Use approval and developing functional ingredients.

Two other obligations and,

through measures including improving coordination of sales and production to ensure a fresh supply of products and consolidating inventory bases to build an efficient delivery network. These measures will further strengthen our operations. In addition, as a food company, we will reinforce our security and health and safety systems to establish a quality assurance system that is at the top level of the confectionery industry.



PLEASE EXPLAIN MEIJI SEIKA'S EFFORTS TO RAISE ITS BRAND VALUE THROUGH CORPORATE SOCIAL RESPONSIBILITY (CSR).

Companies are often asked about their corporate social responsibility policies, and at Meiji Seika we are steadily building our internal systems to earnestly meet our CSR obligations. The Meiji Seika Group's foremost priority is delighting its customers. We intend to raise our brand value by aiming for dynamic growth based on a sound profit structure while respecting the individuality of each of our employees. We believe that this will also support our efforts to increase shareholder value and fulfill our responsibility to society.

Toward this end, we have taken steps to ensure comprehensive CSR management. We established the CSR Office in October 2004 and the CSR Committee, chaired by a CSR Officer, in April 2005 to discuss and make decisions on CSR policies and other important related matters. The committee will focus specifically on six areas: quality assurance, compliance, risk management, the environment, social contribution and information.

CORPORATE SOCIAL RESPONSIBILITY

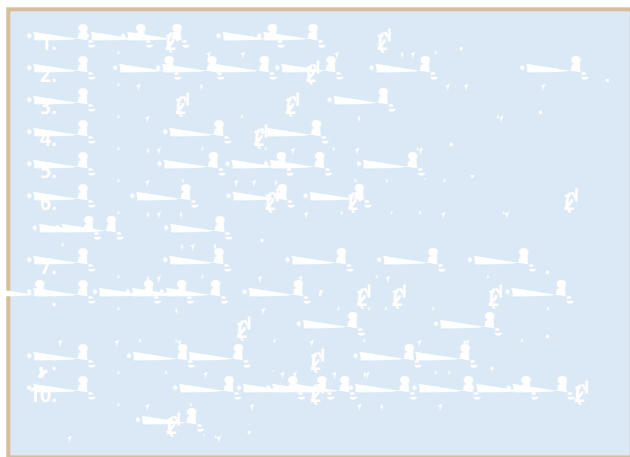
Meiji Seika provides safe, high-quality products and services, and recognizes that CSR activities are paramount to continued development as a company that coexists with and is valued by society. In addition to establishing a CSR Office, Meiji Seika concentrates efforts to enhance its competitiveness and strengthen the Meiji brand and corporate value in six areas: quality assurance, compliance, risk management, the environment, social contribution and information.

ESTABLISHMENT OF BUSINESS PRACTICES CHARTER

Meiji Seika established the Business Practices Charter in January 2003 in order to maintain the trust of society. Under this charter, directors, officers and employees work together to ensure compliance with the law and implementation of business activities for sustainable development.

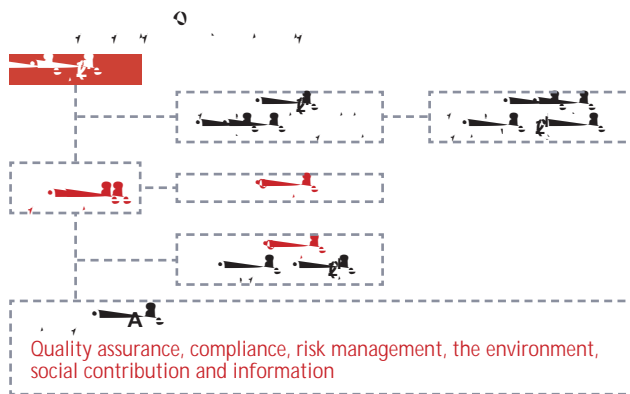
OVERVIEW OF BUSINESS PRACTICES CHARTER

As a company involved with food and pharmaceuticals that are intimately connected with health and life, we realize the great importance of our obligations to society. We will comply with all laws and regulations, and will carry out our activities with a social conscience rooted in high ethical standards.



Officers recognize that they themselves are responsible for realizing the spirit of the Company's Business Practices Charter. Therefore, they lead by example as they work to foster a detailed understanding of the Charter throughout the Meiji Seika Group. Moreover, they work to incorporate opinions from inside and outside the Company into corporate structures. Should an incident contrary to the Business Practices Charter occur, officers take the initiative in resolving the incident by working to determine the underlying cause and prevent recurrence, in addition to implementing strict measures from which they are not exempt.

STRENGTHENING CORPORATE GOVERNANCE



Meiji Seika is working to enhance corporate governance to ensure swift, high-quality decision-making and management transparency. The Board of Directors consists of 12 members, including two directors from outside the company, and is in charge of decision-making and supervision of business execution. In addition, Meiji Seika has established the Nominating Committee, which recommends candidates for the positions of director and corporate officer to the Board of Directors, and the Compensation Committee, which conducts annual reviews of the performance of directors and corporate officers and their compensation. These committees consist of five directors, two of whom are from outside the Company. The Board of Auditors consists of four auditors, two of whom are from outside the Company, and works to enhance oversight functions.

1. 

As a company involved with food and pharmaceuticals that are intimately connected with health and life, Meiji Seika provides safe and reliable products to its customers. The Product Liability Committee, chaired by an executive officer, undertakes strict quality assurance measures in all Meiji Seika organizations in areas including development, labeling, ingredients and distribution in the food and pharmaceutical businesses, with the goal of preventing any risk to consumers' health.

2. 

Meiji Seika assiduously promotes compliance to maintain the trust of society by establishing and maintaining a high level of corporate ethics. We formulated the Business Practices Charter, and work to ensure thorough adherence among officers and employees at Meiji Seika and all Group companies. Other efforts to promote broad awareness of compliance measures include establishment of the Compliance Committee, chaired by an executive officer, and the introduction of the Compliance Hotline and the Compliance Guide distributed to all employees.

3. 

Meiji Seika places close attention to risk management. Company operations involve risks related to legal regulations concerning food hygiene and pharmaceuticals, procurement of cocoa and other raw materials, the bovine spongiform encephalopathy (BSE) problem,



Summers in Japan are hot and humid, and the demand for chocolate drops as a result. To offset this, we are working to achieve the objectives of Challenge 2005 under a "summer" theme by introducing chill-and-serve chocolate products specifically for the summer season and enhancing our sales promotion efforts. When chilled, PORTE PASSIONFRUIT and FRAN HIYASHI CACAO offer a delicious new chocolate flavor and APOLLO SHARISHARI ICHIGO, the first product of its kind, has the texture of chocolate sherbet. Meiji Seika will continue working to increase summer season demand for chocolate and enhance profitability.

FOOD & HEALTH CARE COMPANY

CONFECTIONERY



THEOBRO - A

This new product offers a delightful new taste in the form of a chocolate

FOOD

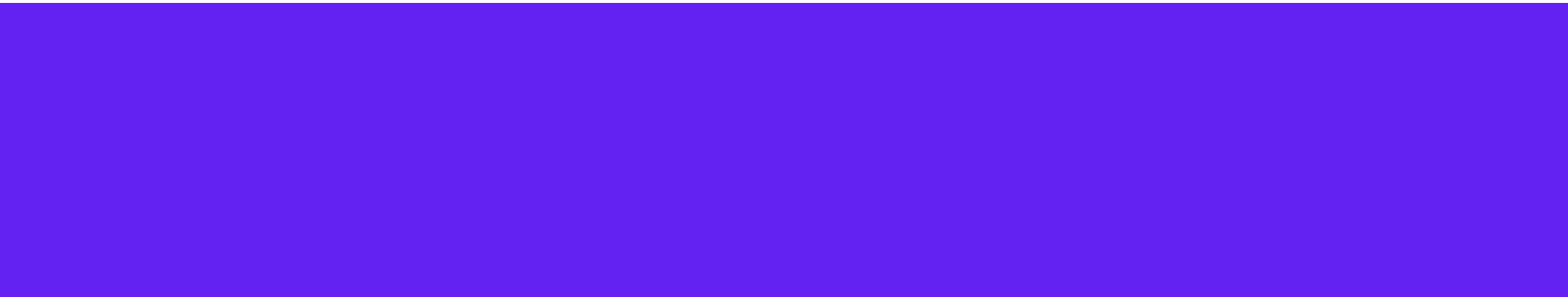


Targeting health-conscious people in their 40s and 50s, THEOBRO is a high-quality cocoa with three times the cacao polyphenol content of conventional cocoa.



In 2005, we added the breath-freshening ingredient rosemary to all products in the XYLISH lineup.









In the year ended March 2005, the Pharmaceutical Company achieved consolidated net sales of 109,530 million, a year-on-year increase of 0.9 percent, despite an increasingly challenging business environment in the industry, where drug prices decreased an average of 4.2 percent in April 2004.

In the area of anti-infectives, sales of our main product MEIACT increased compared to the previous fiscal year due to the launch of MEIACT MS Fine Granules for pediatric use. OMEGACIN performed well, supported by positive market development efforts, and sales of SWORD were also favorable. However, the negative effects of drug price reductions and other factors resulted in a decline in sales of HABEKACIN and FOSMICIN. With respect to central nervous system (CNS) drugs, aggressive dissemination of scientific information through the deployment of dedicated medical representatives (MRs) supported an increase in sales of both the antidepressant DEPRAMEL and the anti-anxiety drug MEILAN. A severe outbreak of pollen allergies during the fiscal year resulted in a significant increase in sales for the anti-allergy drug EBASTEL, but sales of the topical antiseptic ISODINE were down because of intensified competition and the effects of drug price reductions. Strong sales of core product ORYZEMATE, a herbicide that protects rice against blast, supported growth in agricultural chemicals, while the acquisition of the veterinary drug businesses of the Daiichi Pharmaceutical Group in June 2004 contributed to a large increase in veterinary drug sales.

The business environment of the pharmaceutical industry remains severe due to pervasive medical cost containment measures resulting from ongoing medical care system reforms and the aging of Japanese society. We will therefore move steadily toward becoming a pharmaceutical company specializing in anti-infectives and central nervous system drugs. In the prescription drugs business, we will enhance our marketing capabilities and concentrate managerial resources on our main product lines. MEIACT, DEPRAMEL, HABEKACIN and OMEGACIN. In the area of central nervous system drugs, we will focus marketing efforts on major customers in various ways including deployment of dedicated MRs. We will also accelerate our research and development efforts. For example, we will expand the range of indications for DEPRAMEL to include social anxiety disorder, a first in Japan, and expedite the market launch of the world's first oral carbapenem antibiotic, ME1211, for which Phase II trials have been completed. In addition, we will work toward full-scale development of our pharmaceutical business overseas, which is part of our main policy focus for the year ending March 2006. Particular activities include enhancing our business foundations in China through production and sales base upgrades such as completion of a new factory at Meiji Lukang Pharmaceutical Co., Ltd. We will also reinforce sales of MEIACT in Europe, the Middle East and Asia.

GLOBAL OPERATIONS

FOOD & HEALTH CARE COMPANY

The Food & Health Care Company has production bases in the United States, China, Singapore and Indonesia that supply local regions as well as the Japanese market. The Food & Health Care Company's three overseas consolidated subsidiaries are D.F. Stauffer Biscuit Co., Ltd. and Laguna Cookie Co., Inc. in the United States, and Meiji Seika (Singapore) Pte. Ltd. in Singapore. Meiji Seika (Singapore) performed well due to aggressive marketing activities, and sales at Stauffer Biscuit continue to show steady recovery amid intensifying competition.

In the year ending March 2006, we will focus on enhancing our presence in the Chinese market. We will increase production capacity at Guangzhou Meiji, which produces and

having determined from nationwide test sales that a confectionery business centered on chocolate has good potential in China. Specific plans include establishing several sales bases in each region and constructing a new factory in the Shanghai district.


PHARMACEUTICAL COMPANY

The Pharmaceutical Company started exporting antibiotics in 1954 and now supplies Meiji Brand drugs to more than 60 countries. The Pharmaceutical Company's four overseas consolidated subsidiaries are P.T. Meiji Indonesian Pharmaceutical Industries in Indonesia, Thai Meiji Pharmaceutical Co., Ltd. in Thailand, and Tedec-Meiji Farma S.A. and Mabro Farma S.A. in Spain. In the year ended March 2005, aggressive marketing efforts contributed to a solid increase in sales at Thai Meiji Pharmaceutical. At P.T. Meiji Indonesian Pharmaceutical Industries, both local and export

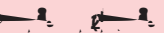
sales were favorable. Sales at Tedec-Meiji Farma were down due to the effects of price reductions of main products.

For the year ending March 2006, the final year of our medium-term management plan, we have set targets of ¥9 billion yen in exports from Japan and ¥11 billion in sales of consolidated subsidiaries. To achieve these targets, we will accelerate our efforts for global distribution of MEIACT and step up our business operations in response to the growing Chinese market. We will increase ethical drug production to full scale at our newly constructed production base, Meiji Lukang Pharmaceutical Co., Ltd., and consolidate and enhance the management system at Shantou Meiji Pharmaceuticals, Co., Ltd., which will use company medical representatives (MRs) to develop its business.




 Solid Square is highly regarded for its superior accessibility and futuristic image.




 Constructed in 1995 on the former site of the Kawasaki Plant, the Solid Square intelligent building is a landmark office building in Kawasaki.

OFFICE BUILDING LEASING & OTHERS

*Seeking to enhance accessibility and
 accommodate the needs of
 the disabled, we have implemented
 various measures.*

The supply and demand balance is improving for office space in large-scale buildings in the Greater Tokyo area, but lower rents, shrinkage in the scale of tenant businesses and a decline in the occupancy rate of Solid Square resulted in a challenging business environment for the office building leasing business in the year ended March 2005.

MEIJI KAIHATSU CO., Ltd., which managed sports and recreational facilities, implemented aggressive business measures. However, lack of prospects for recovery amid weak consumer spending compelled us to liquidate this business. As a result, revenues from office building leasing and other businesses declined 13.7 percent year-on-year to ¥2,627 million.

Millions of Japanese yen

	2005	2004	2003	2002	2001	2000
Net sales	364,011	368,865	353,453	361,866	358,898	363,381
Food	232,755	238,414	228,646	236,991	233,827	238,423
Pharmaceutical	10,530	108,504	103,037	110,692	117,872	117,505
Health care	1,104	18,901	17,192	7,867	.	.
Office building leasing	2,627	2,706	3,041	3,080	3,035	2,876
Others		338	1,535	3,234	4,163	4,575
Operating income	7,717	7,881	5,503	13,042	17,990	19,100
Net income	(240)	348	2,670	5,887	6,880	4,467
Capital expenditures	1,27	16,87				

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consciousness among consumers and growing interest in beauty and dieting. However, many companies have entered the market, and the business environment has become challenging because of competition in product development and marketing. In addition, the market for over-the-counter (OTC) drugs has stagnated and prices are falling, which has resulted in a trend toward business amalgamation among companies. This has further intensified competition for market share, resulting in an increasingly difficult operating environment.

Under these conditions, the Meiji Seika Group developed products that respond to diversifying consumer needs and conducted marketing activities to increase the brand strength of core products. As a result, net sales of the Health Care Company increased 1.1 percent year-on-year to 19,104 million. Operating loss totaled 117 million, compared to operating income of 712 million for the previous fiscal year.

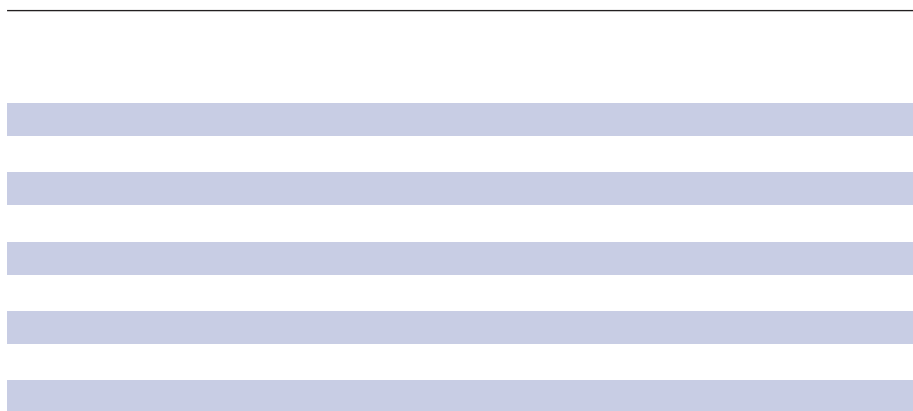
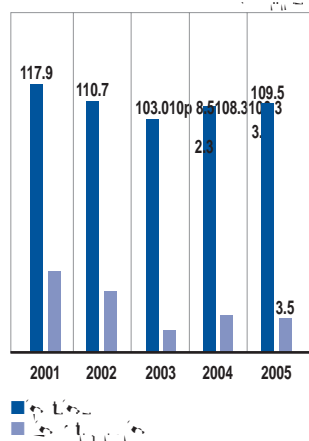
Domestic consolidated subsidiary MEIJI SPORTS PLAZA, Ltd. operates sports club facilities. Competition with other sports clubs has intensified, but sales remained firm because of the opening of new facilities and aggressive efforts to attract customers and increase customer satisfaction.

Conditions in the pharmaceuticals market became increasingly challenging. Measures to contain health care costs included an industry-wide downward revision in drug prices averaging 4.2 percent in April 2004. Competition in new product development intensified, and research and development expenses increased. In addition, the markets for agricultural chemicals and veterinary drugs were highly challenging. These markets contracted, which intensified competition, and government regulations became more stringent in areas such as the appropriate use of anti-infective veterinary drugs.

Given these conditions, in the ethical pharmaceuticals business the Meiji Seika Group limited its product lineup to and concentrated managerial resources in the core areas of anti-infective and central nervous system drugs. In particular, the Meiji Seika Group increased the number of medical representatives (MR) specializing in the central nervous system sector and promoted various other measures to strengthen competitiveness. The Meiji Seika Group also promoted expansion in its agricultural chemical and veterinary drug businesses in ways such as acquiring the veterinary drug operations of Daiichi Pharmaceutical Co., Ltd. in June 2004.

As a result, net sales of the Pharmaceutical Company increased 0.9 percent year-on-year to 109,530 million. Operating income decreased 8.4 percent year-on-year to 3,516 million.

Pharmaceutical Company Net Sales and Operating Income



Regarding the performance of domestic consolidated subsidiaries, results at Kitasato Pharmaceutical Industry Co., Ltd. were strong due to substantial growth in sales of influenza vaccine and other products. However, sales decreased at FUJI-AMIDE CHEMICAL CO., LTD. despite aggressive sales promotion activities because of factors including increased price

competition from domestic and foreign products.

Overseas, Thai Meiji Pharmaceutical Co., Ltd. increased sales as a result of aggressive sales promotion activities in its local markets. In addition, P.T. Meiji Indonesian Pharmaceutical Industries in Indonesia performed strongly as a result of favorable local sales and exports. However, sales decreased at Tedec-Meiji Farma S.A. in Spain because of lower prices for its core products.

In the building leasing business, although supply and demand conditions for space in large buildings in the Tokyo metropolitan area improved, rents decreased and the scale of tenant company businesses contracted. As a result, the occupancy rate at the core Solid Square office building decreased, and the operating environment remained challenging.

MEIJI KAIHATSU, CO., LTD. operated sports and leisure facilities. Although it aggressively implemented sales measures, the slump in consumer spending made future recovery in performance unlikely, and its facilities were aging. The Meiji Seika Group dissolved this subsidiary in November 2004, and liquidated its operations on March 14, 2005.

As a result, net sales of Office Building Leasing and Other Businesses decreased 13.7 percent year-on-year to 2,627 million. Operating income decreased 62.6 percent to 96 million.

— 〇 A A A —

For the fiscal year ended March 31, 2005, net sales decreased 1.3 percent year-on-year to 364,018 million. Cost of sales decreased 3.5 percent year-on-year to 206,231 million, and the ratio of cost of sales to net sales improved 1.2 percentage points to 56.7 percent. As a result, gross profit increased 1.6 percent year-on-year to 157,786 million.

Selling, general and administrative (SG&A) expenses increased 1.2 percent year-on-year to 149,069 million. The ratio of SG&A expenses to net sales increased 1.1 percentage points to 41.0 percent. Research and development costs, which are included in selling, general and administrative expenses and manufacturing expenses, increased 1.0 percent year-on-year to 16,852 million. As a result, operating income increased 10.6 percent year-on-year to

returns. In the year ended March 31, 2005, net sales were essentially unchanged from the previous fiscal year. However, the Meiji Seika Group recorded a net loss due to the extraordinary loss on amortization of unrecognized retirement benefit obligation as part of management structure reforms. Based on the policy of maintaining stable dividends for shareholders, the Meiji Seika Group deployed unappropriated retained earnings to pay cash dividends per share for the year ended March 31, 2005 totaling 7.00.

Assets

As of March 31, 2005, total assets increased 3.0 percent from a year earlier to 339,848 million. Current assets increased 3.7 percent, or 5,644 million, from a year earlier to 160,255 million. Total fixed assets increased 2.4 percent, or 4,143 million, to 179,592 million. Investments and other non-current assets increased 6.9 percent, or 2,260 million, from a year earlier to 35,187 million.

Total liabilities increased 11.2 percent, or 19,334 million, from a year earlier to 192,403 million. Current liabilities decreased 10.7 percent, or 10,171 million, from a year earlier to 84,880 million. Long-term liabilities increased 37.8 percent, or 29,506 million, from a year earlier to 107,522 million.

Shareholders' equity decreased 6.3 percent, or 9,711 million, from a year earlier to 144,837 million. As a result, the ratio of shareholders' equity to total assets decreased 4.2 percentage points from a year earlier to 42.6 percent. Shareholders' equity per share decreased 25.55 to 377.78. Due to the net loss for the fiscal year, return on average total shareholders' equity (ROE) was not meaningful. In the previous fiscal year, ROE was 0.2 percent.

Operating Activities

Despite the loss before income taxes, net cash provided by operating activities increased 10,068 million, or 151.1 percent, compared to the previous fiscal year to 16,731 million because the loss before income taxes resulted from non-cash charges.

Net cash used in investing activities increased 11,348 million to 16,772 million, primarily due to the use of 18,911 million for purchases of property, plant and equipment including a headquarters building and pharmaceutical production facilities. On an accrual basis, capital expenditures increased 3,290 million, or 19.9 percent, to 19,827 million.

Net cash provided by financing activities totaled 11,977 million. In the previous fiscal year, financing activities used net cash of 6,028 million. The Meiji Seika Group issued bonds totaling 20,000 million to add to retirement plan assets.

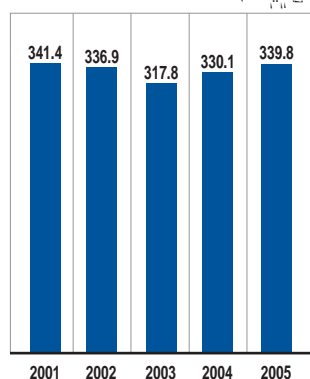
As a result of these factors, cash and cash equivalents as of March 31, 2005 increased 11,957 million from a year earlier to 22,646 million.

Future Outlook

Factors that have the potential to exert a significant influence on investors' decisions include, but are not limited to, the following. Statements in the text concerning the future are based on the judgment of the Meiji Seika Group's management as of March 31, 2005, the end of the fiscal year under review.

2005年3月31日現在、当社グループの将来に関する記述は、2005年3月31日現在の経営判断に基づき、2005年度末時点での見込みとして記載しております。

Total Assets



domestic stock, and takes measures to disperse risks in producing regions. However, in the event that the Group is unable to secure a sufficient volume of ingredients for an extended period of time due to political conditions in exporting countries, global demand conditions or other factors, the Group's production activities would be hindered, which could impact the Group's business results and financial position.

In addition, prices are currently trending higher for nearly all raw ingredients, and the Group is working to control costs by developing new procurement routes and promoting streamlining. However, acceleration in this upward trend in prices in the future could affect production costs.

The Meiji Seika Group uses forward foreign exchange contracts in procuring raw materials. However, changes in exchange rates could increase procurement costs, which could affect the Meiji Seika Group's financial position.

In addition, items such as product sales, expenses and assets of overseas subsidiaries and businesses that are denominated in local currencies are translated into yen upon consolidation. Changes in exchange rates can therefore affect the Meiji Seika Group's business results and financial position.

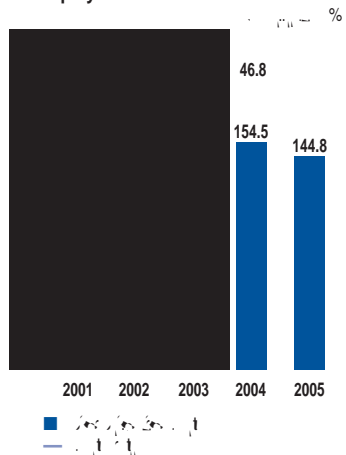
Chocolate sales account for a large percentage of the Meiji Seika Group's food business. High temperatures and changes in the weather can easily affect consumer purchasing patterns and affect sales of chocolate and other confectioneries. Unpredictable changes in weather can therefore affect the Meiji Seika Group's business results and financial position.

The Meiji Seika Group's food business is subject to various laws and regulations such as the Food Sanitation Law. In addition, the Group's ethical, OTC product and veterinary drug businesses are subject to pharmaceutical-related laws, including the Pharmaceutical Affairs Law, and the Group's agricultural chemicals business is subject to agricultural chemical-related laws, including the Agricultural Chemicals Regulation Law. Moreover, the Meiji Seika Group's overall business is subject to regulations including the Product Liability Law and the Anti-monopoly Law.

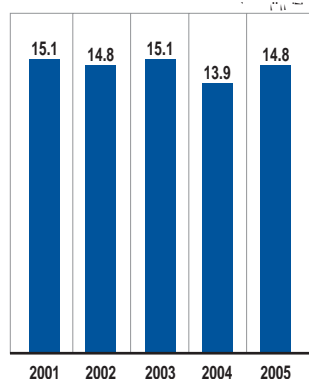
In its food business, the Meiji Seika Group places the highest priority on using ingredients that are safe and reliable for consumers, and is working to obtain safe, reliable ingredients through measures such as shifting procurement to safer countries and strengthening inspection of suppliers. In the pharmaceutical business, the Meiji Seika Group manufactures products ranging from bulk pharmaceuticals to drug preparations under management that follows Good Manufacturing Practice (GMP) guidelines stipulated by the Ministry of Health, Labour and Welfare. To prevent contamination incidents, the Group routinely conducts stringent production management and has incorporated the latest technology in an effort to improve the configuration and equipment of production facilities. However, there is no guarantee against the possibility of contamination by foreign substances in any of the Group's products. Contamination by foreign substances would have a serious impact on the reputation of the Meiji Seika Group, which could cause sales to decline and costs to rise, and thus has the potential to impact the Group's business results.

In the pharmaceutical business, the Meiji Seika Group conducts product development, manufacturing and marketing according to various laws and standards enforced by regulatory authorities. However, unforeseen side effects have the potential to occur during development and after product launch. The Meiji Seika Group prepares against the occurrence of such incidents by carrying insurance coverage for various types of liability,

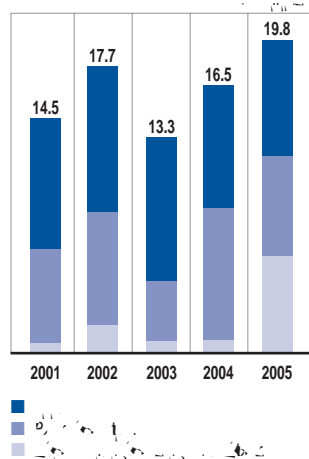
Shareholders' Equity and Equity Ratio



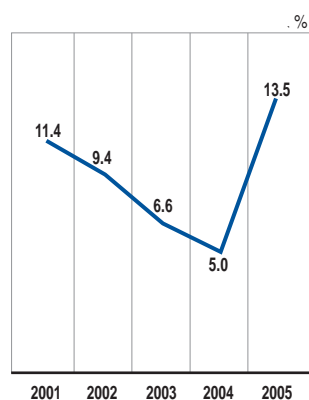
Depreciation and Amortization



Capital Expenditures



Interest Coverage Ratio



including product liability. However, because there is no guarantee that such insurance will be sufficient to cover all damages associated with such liability, unforeseen side effects have the potential to impact the Group's business results and financial position.

In the Meiji Seika Group's pharmaceutical business, the development of new products requires a variety of tests over long periods of time, which necessitates substantial expenses. In addition, the Meiji Seika Group must in some instances extend, interrupt or cease particular research and development projects because of safety and efficacy issues. Therefore, progress in research and development has the potential to impact the Meiji Seika Group's business results and financial performance. Moreover, the launch of products that the Meiji Seika Group develops may be delayed if research and development does not proceed as planned. This may result in the need to introduce the products of other companies. Such cases have the potential to increase outlays for intellectual property rights and licensing.

The Meiji Seika Group owns intellectual property created through business activities including research and development. The Group also legally uses a broad range of intellectual property that is patented by third parties. The Group uses such intellectual property with the understanding that it is not infringing upon the rights of third parties. However, litigation and other issues arising in connection with intellectual property have the potential to impact the Meiji Seika Group's business results and financial performance.

The Meiji Seika Group conducts production and sales activities overseas, primarily in Europe, North America and Southeast Asia. The occurrence of earthquakes or other major natural disasters in areas in which the Group operates; changes in inflation and other economic conditions; and wars, revolutions and other events that may cause political turbulence have the potential to impact the Meiji Seika Group's business results and financial performance.

A large earthquake, fire or other natural disaster that causes extensive damage to Meiji Seika Group's production facilities and results in an extended halt in production has the potential to impact the Meiji Seika Group's business results and financial performance.

The Meiji Seika Group works to thoroughly implement measures to counter computer viruses and rigorously maintains its information management system. However, a system shutdown resulting from an unknown virus or unauthorized system access, or leakage of customer information, all have the potential to impact the Meiji Seika Group's business results and financial performance.

As of March 31, 2006

The Meiji Seika Group created and is diligently implementing a medium-term management plan, Challenge 2005, to address the challenges it faces and to rapidly restore profitability. For the year ending March 31, 2006, the Meiji Seika Group projects that net sales will increase 4.3 percent year-on-year to 380,000 million, operating income will increase 83.5 percent year-on-year to 16,000 million, and net income will total 8,000 million. In addition, we intend to work toward the Challenge 2005 goal of net sales of 400,000 million through even more aggressive business development.

Meiji Seika Kaisha, Ltd. and its Consolidated Subsidiaries
 March 31, 2005, 2004 and 2003

A	Millions of Japanese yen			Thousands of U.S. dollars
	2005	2004	2003	2005
Cash and time deposits (Note 9)	23,357	11,271	15,632	\$ 224,135
Marketable securities (Note 3)			40	
Receivables:				
Notes and accounts	76,050	73,790	71,678	727,777
Unconsolidated subsidiaries and affiliates	315	243	326	3,024
Inventories	44,777	51,231	47,974	430,411
Prepaid and other current assets	1,677	11,095	6,872	15,011
Other current assets in unconsolidated subsidiaries and affiliates	1,167	1,866	578	11,211
Deferred tax assets (current) (Note 6)	5,647	5,172	4,331	54,647
Allowance for doubtful receivables	(5)	(60)	(69)	(16)
Total current assets	160,255	154,610	147,364	1,537,116
Investment securities (Notes 3 and 5)	2,570	27,295	17,553	23,761
Investments in and advances to unconsolidated subsidiaries and affiliates	1,577	1,653	7,226	15,251
Long-term loans	4	203	242	46
Other investments and advances	477	4,758	3,753	47,721
Allowance for doubtful accounts	(65)	(984)	(1,118)	(267)
Total investments and other non-current assets	35,177	32,926	27,656	337,661
Land (Note 5)	24,657	25,106	25,322	237,567
Buildings and structures	140,477	140,032	141,438	1,407,160
Machinery and equipment	176,534	173,186	173,814	1,640,027
Construction in progress	11,847	10,716	10,710	114,267
Other non-current assets	1,034	1,280	1,166	11,426
Allowance for doubtful assets	(561)	(9,562)	(3,337)	(26,810)
Total non-current assets	471,118	471,118	471,118	4,782,267

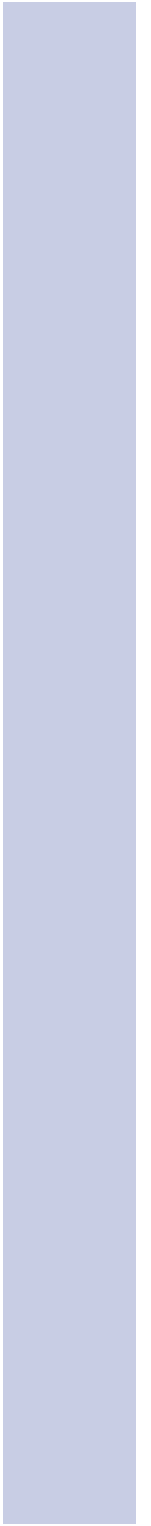
	Millions of Japanese yen			Thousands of U.S. dollars
	2005	2004	2003	2005
Liabilities				
Current liabilities				
Bank loans (Note 4)	17,223	20,110	17,293	\$ 165,273
Commercial paper		4,000	5,000	
Payables:				
Notes and accounts	24,555	25,332	23,646	235,637
Unconsolidated subsidiaries and affiliates	2,231	2,668	2,513	21,411
Accrued expenses	16,770	17,257	17,621	160,225
Accrued income taxes	3,514	4,305	1,758	33,725
Other current liabilities	20,525	21,377	13,758	1,7541
Total current liabilities	144,110	95,052	81,591	1,451,755
Long-term liabilities				
Long-term debt (Notes 4 and 5)	64,111	42,542	46,688	615,277
Employees' retirement benefits (Note 8)	32,451	17,959	20,194	311,405
Deferred tax liabilities (non-current) (Note 6)	6,232	13,105	10,055	5,262
Other long-term liabilities	4,714	4,409	4,559	45,241
Total long-term liabilities	107,522	78,015	81,498	1,051,755
Total liabilities	1,2403	173,068	163,089	1,463,04
Equity				
Shareholders' equity				
Minority interests (Note 12)	2,607	2,441	2,486	25,022
Shareholders' equity				
Common stock				
Authorized 796,104,000 shares				
Issued 2005 385,535,116 shares	2,363			272,177
Issued 2004 385,535,116 shares		28,363		
Issued 2003 385,535,116 shares			28,363	
Capital surplus	34,46	34,935	34,935	335,346
Retained earnings	73,611	84,575	86,969	706,377
Difference in valuation of other securities	10,407	9,133	2,915	1,775
Foreign currency translation adjustments	(1,514)	(1,355)	(754)	(14,52)
Treasury stock	(77)	(1,103)	(206)	(1,333)
Total shareholders' equity	144,137	154,549	152,222	1,511,62
Total liabilities, minority interests and shareholders' equity	33,74	330,059	317,798	\$3,261,1

Meiji Seika Kaisha, Ltd. and its Consolidated Subsidiaries
 For the years ended March 31, 2005, 2004 and 2003

	Millions of Japanese yen			Thousands of U.S. dollars
	2005	2004	2003	2005
	364,011	368,865	353,453	\$3,433,124
	206,231	213,626	204,879	1,977,222
Gross profit	157,776	155,239	148,574	1,514,125
Other income and expenses (Note 10)	14,062	147,357	143,070	1,430,473
Operating income	171,717	7,881	5,503	3,653
Interest and dividend income	45	413	450	4,404
Other income	1,001	2,650	2,851	1,313
Interest expenses	(1,227)	(1,318)	(1,486)	(11,712)
Other expenses	(1,354)	(1,383)	(1,247)	(12,224)
Other income and expenses (Note 11)	2,246	1,768	4,235	2,272
Other income and expenses (Note 11)	23,772	6,306	4,799	22,113
	(12,330)	3,705	5,507	(11,326)
Current	5,721	4,963	4,679	35,776
Deferred	(1,223)	(1,930)	(2,001)	(7,221)
	(4,555)	3,032	2,677	(43,712)
	(464)	(324)	(160)	(4,451)
	(1,240)	348	2,670	(7,073)
Net income (in yen and U.S. dollars)	(21.53)	0.79	6.83	\$ (0.21)

See notes to consolidated financial statements.





3. Book value of major securities not marked to market as of March 31, 2005 and 2004 are as follows:

	Millions of Japanese yen		Thousands of U.S. dollars
	2005	2004	2005
Other securities			
(1) Unlisted stocks	1,071	1,032	\$10,352
(2) Preferred securities	1,000	1,000	5,6

4. Expected redemption values of other securities with future maturities as of March 31, 2005 and 2004 are as follows:

As of March 31, 2005	Millions of Japanese yen			Thousands of U.S. dollars		
	Within one year	From 1.5 years	Over 5 years	Within one year	From 1.5 years	Over 5 years
Other securities						
(1) Bonds and debentures	500	5	5	\$4,03	\$	\$23
(2) Other					43	
Total	500	5	5	\$4,03	\$43	\$23

As of March 31, 2004	Millions of Japanese yen		
	Within one year	From 1.5 years	Over 5 years
Other securities			
(1) Bonds and debentures		500	
(2) Other			98
Total		500	98

4. The average annual rates of interest on the outstanding balance of short-term loans payable as of March 31, 2005 and March 31, 2004 were 1.1% and 1.1%, respectively.

The average annual rates of interest on the outstanding balance of short-term loans payable as of March 31, 2005 and March 31, 2004 were 1.1% and 1.1%, respectively.

Long-term debt as of March 31, 2005 and 2004 is summarized as follows:

	Millions of Japanese yen		Thousands of U.S. dollars
	2005	2004	2005
0.7% unsecured bonds due 2007	20,000	20,000	\$1,120
0.83% unsecured bonds due 2009	20,000		1,120
Loans from domestic banks, insurance companies, government agencies and others, due 2005 to 2022	2,441	29,209	2,523
	6,441	49,209	666,364
Less portion due within one year	(5,323)	(6,667)	(51,07)
Total long-term debt	64,118	42,542	\$615,277

At March 31, 2005 the aggregate annual maturities of long-term debt are as follows:

Year ending March 31	Millions of Japanese yen	Thousands of U.S. dollars
2007	7,643	\$ 73,348
2008	26,297	252,350
2009	865	8,309
2010	27,066	259,732
Thereafter	2,244	21,536
Total	64,118	\$615,277

5. A summary of assets pledged as collateral for liability at March 31, 2005 and 2004 is as follows:

	Millions of Japanese yen		Thousands of U.S. dollars
	2005	2004	2005
,0p2004			



The significant components of the Company's deferred tax assets and liabilities as of March 31, 2005 and 2004 are as follows:

	Millions of Japanese yen		Thousands of U.S. dollars
	2005	2004	2005
Deferred tax assets			
Amount in excess of limit for employee retirement allowances	14,471	6,986	\$13,67
Selling expenses not deductible for tax purposes during the period	627	595	6,020
Valuation loss on investment and marketable securities	1,112	1,101	10,672
Amount in excess of limit for accrued bonuses to employees	1,347	2,073	12,26
Excess depreciation of fixed assets	32	61	315
Excess deferred asset depreciation for tax purposes	354	437	3,3
Accrued enterprise taxes	4,700	3,960	45,10
Other			
Subtotal	24,62	16,439	256,34
Temporary difference for future reductions that are unscheduled	(1,402)	(1,397)	(13,454)
Total deferred tax assets	23,227	15,042	\$222,3
Deferred tax liabilities			
Advanced depreciation reserve for fixed assets	(16,060)	(16,176)	\$(154,114)
Difference in valuation of other securities	(7,244)	(6,356)	(6,521)
Other	(225)	(199)	(2,160)
Total deferred tax liabilities	(23,530)	(22,733)	\$(225,7,6)
Net deferred tax liabilities	(302)	(7,690)	\$ (2,02)

The net deferred tax assets at March 31, 2005 and 2004, included in the consolidated balance sheets are as follows:

	Millions of Japanese yen		Thousands of U.S. dollars
	2005	2004	2005
Deferred tax assets (current)	5,64	5,172	\$54,64
Deferred tax assets (non-current)	240	242	2,310
Deferred tax liabilities (non-current)	(6,23)	13,105	(5,62)

A breakdown of the significant differences between the statutory tax rate and the Company's effective tax rate for the years ended March 31, 2005 and 2004 is as follows:

	2004
Statutory tax rate	42.0%
Entertainment and other permanent non-deductible expenses	23.4
Dividend and other permanent non-taxable income	(6.4)
Difference due to sale of affiliate accounted for by the equity method	25.7
Evaluation loss on investment securities outside the scope of tax effect	(2.7)
Per capita inhabitant's tax	3.6
Unrecognized tax effect due to elimination of investment and capital	9.1
Difference in tax rate of overseas consolidated subsidiaries	(2.4)
Tax credit for experimentation and research expenses	(13.8)
Change in deferred tax assets and liabilities at end of year due to change in statutory tax rate	3.5
Other	(0.2)
Effective tax rates	81.8

No information for differences between the statutory income tax rate and the effective income tax rate is required for the years ended March 31, 2005, as the loss before income taxes and minority interests was reported for this year.



a) Finance leases

Amounts corresponding to lease property acquisition cost, accumulated depreciation, net leased property of machinery, equipment and other assets during the fiscal years 2005 and 2004 are as follows:

	Millions of Japanese yen		Thousands of U.S. dollars
	2005	2004	2005
Acquisition cost	7,66	8,087	\$75,57
Accumulated depreciation	3,3	4,457	37,74
Net leased property of machinery, equipment and other assets	3,730	3,630	\$35,7,3

The amounts corresponding to lease property acquisition cost are calculated by the interest payment inclusion method because the outstanding balance of future lease payments at the end of the fiscal year is a small percentage of the fiscal year-end balance of property, plant and equipment. The equity method is used for the calculation of asset depreciation.

Outstanding balances of future lease payments as of March 31, 2005 and 2004 are as follows:

	Millions of Japanese yen		Thousands of U.S. dollars
	2005	2004	2005
Due within one year	1,374	1,390	\$13,122
Due after one year	2,355	2,239	22,605
	3,730	3,630	\$55,727

The amounts corresponding to the outstanding balance of future lease payments at the end of the fiscal year are calculated by the interest payment inclusion method because the outstanding balance of future lease payments at the end of the fiscal year is a small percentage of the fiscal year-end balance of property, plant and equipment.

Paid lease fees and equivalent depreciation expense amount are as follows:

	Millions of Japanese yen		Thousands of U.S. dollars
	2005	2004	2005
Paid lease fees	1,677	1,826	\$16,101
Equivalent depreciation expense amount	1,677	1,826	16,101

Note: Equivalent depreciation expense amount is calculated using the straight-line method, with the lease period as the useful life and zero (0) as the residual value.

b) Operating leases

Outstanding balances of future lease payments as of March 31, 2005 and 2004 are as follows:

	Millions of Japanese yen		Thousands of U.S. dollars
	2005	2004	2005
Due within one year	114	152	\$ 1,423



The following table represents a reconciliation of cash and cash equivalents as of March 31, 2005 and 2004:

	Millions of Japanese yen		Thousands of U.S. dollars
	2005	2004	2005
Cash and time deposits	23,357	11,271	\$224,135
Time deposits with maturities of more than three months	(710)	(582)	(6,111)
Cash and cash equivalents	22,646	10,688	\$217,316



Selling, general and administrative expenses during fiscal 2005 and 2004 are as follows:

	Millions of Japanese yen		Thousands of U.S. dollars
	2005	2004	2005
Sales promotion expenses	47,062	51,211	\$451,662
Salaries and wages	1,743	20,098	1,460

11. Extraordinary income (losses)

Extraordinary income (losses) during fiscal 2005 and 2004 are as follows:

	Millions of Japanese yen		Thousands of U.S. dollars
	2005	2004	2005
Extraordinary income			
Gain on sale of marketable securities	1,212	1,039	\$ 1,752
Gain on sale of property, plant and equipment	2,551	473	24,542
Extraordinary losses			
Amortization of unrecognized retirement benefit obligation	13,215		127,513
Expenses incurred due to revision of workforce and organization	7,337	4,824	70,406
Loss on disposal of property, plant and equipment	1,501	806	11,112

12. Guaranteed Financial Obligations

1) Guaranteed Financial Obligations

The Company is contingently liable as guarantor of loans from financial institutions to the following non-consolidated subsidiaries and employees:

	Millions of Japanese yen		Thousands of U.S. dollars
	2005	2004	2005
MEIKA KOUSAN CO., LTD.	1,000	1,006	\$ 6,636
Other affiliated companies (2 companies)		704	
Employees	1,332	1,486	12,555
Total	2,232	3,197	\$21,422

2) Notes receivables discounted

	Millions of Japanese yen		Thousands of U.S. dollars
	2005	2004	2005
Notes receivables discounted	30	18	\$ 2,010



Research and development costs which were included in general and administrative expenses and manufacturing expenses during the fiscal years 2005 and 2004 are as follows:

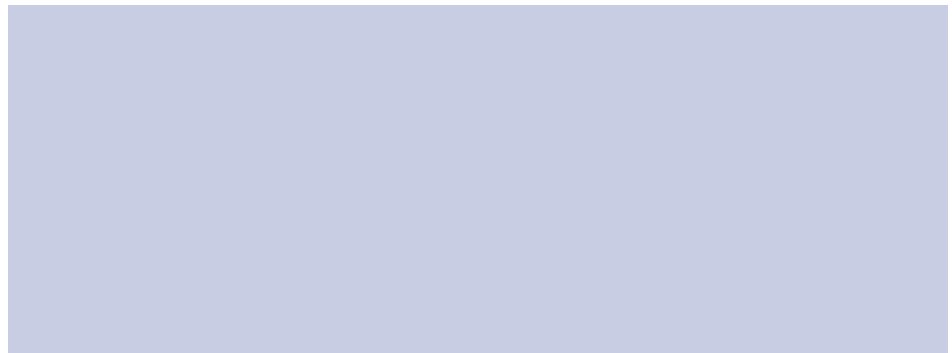
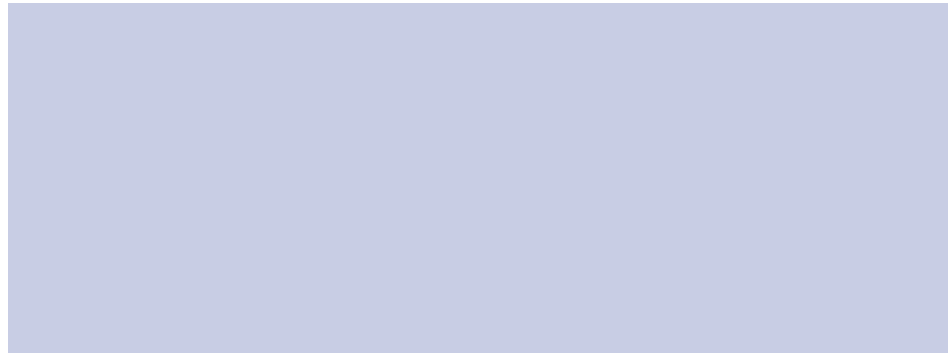
	Millions of Japanese yen		Thousands of U.S. dollars
	2005	2004	2005
Research and development costs	16,152	16,688	\$161,714

The Company formerly accounted for a portion of research and development expenses as a manufacturing expense. As a result of significant reorganization of the Pharmaceutical Research and Development Division, the Company has revised its treatment of research expenses as per the standard, Accounting for Research and Development Costs, and includes all research expenses in general and administrative expenses. An amount equivalent to the research and development expenses discussed above totaling 5,227 (\$50,158 thousand) million was reclassified from indirect manufacturing costs included in inventories at the beginning of the fiscal year and recorded as part of extraordinary losses for the fiscal year ended March 31, 2005.



The Company and its consolidated subsidiaries use forward foreign exchange contracts and other instruments to mitigate the exchange risk associated with import and export transactions conducted in the normal course of business, and also use interest rate swaps to mitigate the interest rate risk involved in procuring funds. The Company and its consolidated subsidiaries do not use derivatives for speculative purposes.

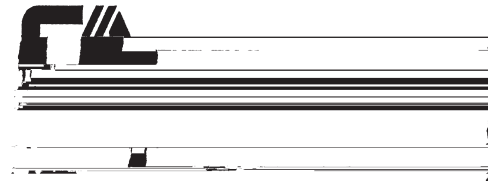
In using forward foreign exchange contracts and other derivatives, the Company and its consolidated subsidiaries consider the credit risk of non-performance by the counterparties to these derivative positions to be minimal because they enter into derivative transactions only with domestic banks and other financial institutions that have high credit ratings. The Company and its consolidated subsidiaries enter into forward foreign exchange contracts, interest rate swaps and other derivative contracts in compliance with their internal policies.



Millions of Japanese yen

2004

Food	Pharmaceutical	Health care	Office building leasing	Others	Total	Eliminations or corporate	Consolidated
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To the Board of Directors and Shareholders
Meiji Seika Kaisha, Ltd.

We have audited the accompanying consolidated balance sheets of Meiji Seika Kaisha, Ltd. and its subsidiaries as of March 31, 2005, 2004 and 2003, and the related consolidated statements of income, shareholder' equity and cash flows for the years then ended, all expressed in Japanese yen. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with generally accepted auditing standards in Japan. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of Meiji Seika Kaisha, Ltd. and its subsidiaries as of March 31, 2005, 2004 and 2003, and the consolidated results of their operations and their cash flows for the years then ended in conformity with generally accepted accounting principles in Japan.

The amounts expressed in U.S. dollars, which are provided solely for the convenience of the readers, have been translated on the basis set forth in Note 1.

The Fuji Accounting Office
Certified Public Accountants

Tokyo, Japan
June 28, 2005

(As of March 31, 2005)

3,777

(Principal subsidiaries)	(Millions of yen)	(%)	
MEIJI FOOD MATERIA CO., LTD.	300	94.87	Sales of sugar, glucose and functional materials
DONAN SHOKUHIN CO., LTD.	40	100.00	Manufacturing and sale of confectioner and other foods
ZAO SHOKUHIN KAISHA, LTD.	10	100.00	Manufacturing and sale of confectioner and other foods
RONDE CORPORATION	50	100.00	Manufacturing and sale of confectioner and other foods
MEIJI SANGYO CO., LTD.	50	85.00*M	

Belmont and Sixth Avenue, York,
PA 17403, U.S.A.
Telephone: 1-717-843-9016
Facsimile: 1-717-854-2387

4041 West Garr Avenue, Santa Ana,
CA 92704, U.S.A.
Telephone: 1-714-546-6855
Facsimile: 1-714-556-2491

600 Corporate Circle, Suite H,
Golden, CO 80401, U.S.A.
Telephone: 1-303-216-2489
Facsimile: 1-303-216-2477

Av. Casa Grande, 574 Bairro Casa Grande,
Diadema, CEP 09961-350, S o Paulo, Brasil
Telephone: 55-11-4066-6277
Facsimile: 55-11-4066-6359



4-16, Kyobashi 2-chome, Chuo-ku,
Tokyo 104-8002, Japan
Phone: 81-3-3272-6511
Facsimile: 81-3-3271-3528

