



May 8, 2023

Company name: Maruha Nichiro Corporation  
Stock exchange listing: Tokyo Stock Exchange, Prime Market  
Stock code: 1333 URL <https://www.maruha-nichiro.com/>  
Representative:  
Title: Representative Director, President & CEO  
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### **Notice of Absorption-type Merger of Consolidated Subsidiary**

Maruha Nichiro Corporation (hereinafter, the “Company”) announces that at the meeting of Board of Directors held today (May 8, 2023), the Company resolved to merge with its wholly owned subsidiary, Maruha Nichiro Asset, Inc.

The Company has omitted some disclosure items and details because the merger is a simplified absorption-type merger of a wholly owned subsidiary.

#### 1. Purpose of the Merger

Maruha Nichiro Asset Inc. is mainly responsible for the real estate leasing business within the Maruha Nichiro Group. The Company has decided to absorb Maruha Nichiro Asset, a wholly owned subsidiary of the Company, in order to consolidate management resources and improve management efficiency by integrating overlapping functions within the Group into the Company.

#### 2. Outline of the Merger

##### (1) Schedule of the Merger

Date of the resolution of the Board of Directors	May 8, 2023
Date of signing of the Merger agreement	May 8, 2023
Date of the resolution of the General Meeting of Shareholders	June 27, 2023 (planned)
Effective date of the Merger	April 1, 2024 (planned)

\* Maruha Nichiro Asset Inc. will not hold a General Meeting of Shareholders to approve the merger agreement, as it is a short-form merger as stipulated in Article 784, Paragraph 1 of the Companies Act.

##### (2) Method of the Merger

The Merger will be an absorption-type merger with the Company as the surviving company. Maruha Nichiro Asset Inc. will be dissolved.

(3) Details of allotment related to the Merger

As this is a merger with a wholly owned subsidiary of the Company, there will be no issuance of new shares, no increase in capital stock, no payment or any other consideration due to the Merger.

(4) Handling of stock acquisition rights and bonds with stock acquisition rights upon the Merger

No applicable items.

3. Overview of the companies involved in the Merger (As of March 31, 2023)

	Surviving Company	Company to be absorbed and dissolved
(1) Trade name	Maruha Nichiro Corporation	Maruha Nichiro Asset, Inc.
(2) Address	2-20, 3-chome Toyosu, Koto-city, Tokyo, Japan	2-20, 3-chome Toyosu, Koto-city, Tokyo, Japan
(3) Name and Title of Representative	Representative Director, President & CEO Masaru Ikemi	Representative Director, President Fujio Abe
(4) Business Activities	Fishing, aquaculture, import, export, processing and sales of marine products; production, processing and sales of frozen foods, retort pouch foods, canned foods, fish-paste products and fine chemical products; import of raw materials for meat products and feed; production, processing and sales of meat products	Real estate sales, leasing, management and brokerage
(5) Capital	20,000 million yen	100 million yen
(6) Founded	March 31, 1943	January 22, 1963
(7) Number of Shares issued	50,541,690	22,032,800
(8) Fiscal Year End	March 31	March 31
(9) Major Shareholders and Shareholder Ratios (As of March 31, 2023)	The Master Trust Bank of Japan (Trust Account) 13.82% Daitoh Trading 9.76% Custody Bank of Japan, Ltd. (Trust Account) 4.45% Norinchukin Bank 3.69% Mizuho Bank, Ltd. 3.16%	Maruha Nichiro Corporation 100.00%
(10) Financial position and results of operations for the most recent fiscal year		
Fiscal Year End	FY ended March 2023 (Consolidated)	FY ended March 2023 (Non-Consolidated)
Net Assets	212,522 million yen	6,331 million yen
Total Assets	637,227 million yen	6,897 million yen
Net Assets per Share	3,534.39 yen	287.33 yen

Net Sales	1,020,456 million yen	230 million yen
Operating Income	29,575 million yen	81 million yen
Ordinary Income	33,500 million yen	101 million yen
Net income attributable to owners of parent	18,596 million yen	93 million yen
Net Income per Share	363.68 yen	4.21 yen

(Note) Shareholder ratio is calculated excluding treasury stock.

The above figures are before audits by corporate auditors and accountants.

#### 4. Status after the Merger

There will be no change in the company name, address, name and title of representative, business activities, capital, or fiscal year end as a result of this merger.

#### 5. Forecasts

As a result of this Merger, we expect to record an extraordinary loss of approximately 2 billion yen from the loss on extinguishment of tie-in shares in our non-consolidated financial results for the first quarter of the fiscal year ending March 31, 2025 (next fiscal year). As this Merger is a merger with a wholly owned subsidiary of the Company, there will be no impact on the Company's consolidated financial results.