



June 27, 2023

Company name: Maruha Nichiro Corporation
Stock exchange listing: Tokyo Stock Exchange, Prime Market
Stock code: 1333 URL <https://www.maruha-nichiro.com/>
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Notice Regarding Introduction of a Stock Benefit Plan for Employees (J-ESOP)

Maruha Nichiro Corporation (hereinafter "the Company") announces that at the Board of Directors' meeting held today, it has resolved to introduce an incentive plan called the "Employee Stock Benefit Plan (J-ESOP)" (hereinafter, "the Plan"), to enhance the correlation between our company's stock price, performance, and the treatment of employees, and to increase the motivation and morale of our employees towards improving the stock price and performance.

The Plan involves granting the Company's shares to a portion of employees in managerial positions (excluding non-residents of Japan; hereinafter referred to as the "Eligible Employees"). The Plan will be established based on a trust agreement to be concluded with Mizuho Trust & Banking Co., Ltd. (hereinafter referred to as the "Trust "). Please find the details below.

1. Purpose of Introducing the Plan

The Company, under its brand statement "For the ocean, for life," is committed to be an essential part of society by improving everyone's daily life through the realization of its Group Philosophy. The Company has redefined its long-term corporate vision for 2027 and is promoting its Medium-term Management Plan "For the ocean, for life MNV2024." Even in a rapidly changing business environment, the Company is committed to creating "economic value," "social value," and "environmental value," aiming to enhance corporate value and achieve sustainable growth. In line with its group philosophy, it has been considering various incentive plans from the perspective of securing diverse talents with different values, encouraging target employees to challenge themselves at a high level and rewarding their achievements.

A performance-linked stock compensation plan has already been established in September 2022 for directors (excluding external directors and non-residents in Japan) and executive officers (excluding non-residents in Japan), aiming to clarify the correlation between their compensation, the

Company's performance, and stock value. By sharing not only the benefits but also the risk of stock price decline with shareholders, the Company aims to enhance the awareness of contributing to long-term performance improvement and increased corporate value.

In this regard, the Company has decided to introduce this Plan as part of its human capital management, with the purpose of granting company shares to target eligible employees, making them shareholders themselves. By standing on the same ground as directors and aligning their perspective with shareholders, we aim to raise awareness of long-term improvement in corporate value. Through the implementation of this Plan, the Company anticipates an increase in the target eligible employees' interest in stock prices and performance improvement, as well as a heightened sense of ownership. This is expected to lead to a more proactive engagement in their duties and contribute to further fostering Group engagement.

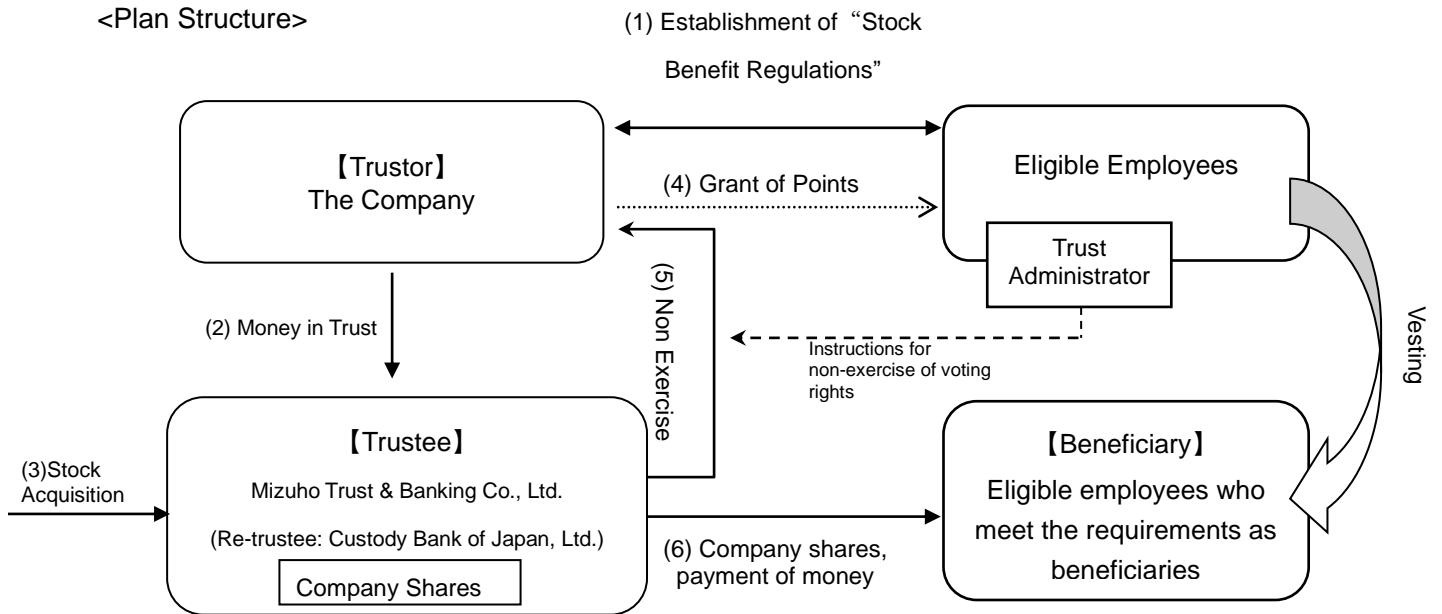
2. Overview of the Plan

This Plan is a trust-based scheme based on the ESOP (Employee Stock Ownership Plan) mechanism in the United States. It is designed to provide eligible employees of the Company, who meet certain requirements specified in the Stock Benefit Regulations, with company stocks and cash equivalent to the market value of the Company stocks (hereinafter referred to as "company stocks, etc.").

The Company grants points to eligible employees based on their position and the Company's performance, and when certain conditions are met, they are entitled to receive company stocks, etc. equivalent to the granted points. The stocks to be granted to eligible employees will be acquired, including future shares, using funds previously set up in a trust and will be managed as separate assets in the trust.

Please note that the timing and amount of the trust establishment for this Plan will be announced once they are determined.

<Plan Structure>



1. The Company will establish "Stock Benefit Regulations concerning the Plan.
2. The Company will place money in trust (other benefit trust) with Mizuho Trust & Banking (re-trustee: Japan Custody Bank, Ltd.) to acquire shares in advance for future benefits to Eligible Employees in accordance with the "Stock Benefit Regulations"
3. The Trust will acquire Company shares using the money entrusted in (2) above, as the source of funds, either through the stock exchange or by accepting the disposal of Company treasury stock.
4. The Company will grant points to Eligible Employees in accordance with the "Stock Benefit Regulations."
5. The Trust exercises voting rights under instructions received from the trust administrator.
6. The Trust shall deliver Company shares to those Eligible Employees who meet the requirements as beneficiaries as provided in the " Stock Benefit Regulations," in proportion to the number of points granted to said Beneficiaries. However, if the Eligible Employees meet the requirements as provided in "Stock Benefit Regulations" such Eligible Employees shall be granted payment in the equivalent of Company shares at market value according to an established proportion of points.