



July 9, 2024

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 Regarding Tender Offer and Recording of Extraordinary Income (Estimated)

At a meeting of the Board of Directors held today (July 9, 2024), Maruha Nichiro Corporation (hereinafter "the Company") resolved to tender all shares of common stock of Chilled & Frozen Logistics Holdings Co., Ltd. (Stock code: 9099, hereinafter, "C&F Logistics") held by the Company in a tender offer (hereinafter, "Tender Offer") to be conducted by SG Holdings, Inc. (hereinafter "SG Holdings") for all shares of common stock of C&F Logistics held by the Company.

As a result of participation in the Tender Offer, the Company expects to record an extraordinary income (gain on sales of investment securities) in its non-consolidated and consolidated financial statements for the second quarter of the fiscal year ending March 2025.

1. Reason for Participating in the Tender Offer

The Company held shares in C&F Logistics as cross-shareholdings. After considering the details of this Tender Offer, including the fact that the Board of Directors of C&F Logistics has expressed its approval and the assessment that the planned purchase price and other conditions are reasonable, the Company has decided to participate in this Tender Offer.

2. Number of Shares to be Tendered in this Tender Offer

Number of shares owned before Tender Offer	1,175,800 shares
Number of shares to be tendered	1,175,800 shares
Number of shares owned after Tender Offer	0 shares

3. Planned Purchase Price of the Tender Offer

5,740 yen per share of common stock (total amount to be sold: 6,749 million yen)

4. Schedule of the Tender Offer

Date of Public Notice of Commencement of Tender Offer	June 3, 2024
Tender Offer Period	From June 3, 2024 to July 12, 2024
Commencement Date of Settlement	July 22, 2024

5. Future outlook

If the Tender Offer is completed at the planned purchase price and all of the shares of C&F Logistics held by the Company are sold, the Company expects to record 6,099 million yen in extraordinary gains on sales of investment securities in its non-consolidated and consolidated financial statements for the second quarter of the fiscal year ending March 2025.

The impact on the earnings forecasts is currently under review and will be announced promptly if any revisions are deemed necessary.