



March 1, 2022

Company name: Morinaga Milk Industry Co., Ltd.  
5-33-1 Shiba, Minato-ku, Tokyo  
Representative: Yohichi Ohnuki,  
President & Representative Director  
(Code: 2264 First Section of the Tokyo Stock Exchange)

Notice Regarding the Result and the Completion of Acquisition of Treasury Stock through Off-Hours Trading of Treasury Stock (ToSTNeT-3), and Change to Largest Major Shareholder

With regard to the acquisition of treasury stock for which notice was issued on February 28, 2022, Morinaga Milk Industry Co., Ltd. (hereinafter “the Company”) conducted purchasing today, as follows. The Company hereby provides notification that, with this acquisition, it has completed the acquisition of treasury stock as resolved at a meeting of the Board of Directors on February 28, 2022.

As a result of the above acquisition of treasury stock, a change in the largest major shareholder of the Company will occur, effective March 1, 2022.

I. Result of acquisition of treasury stock

1. Reason for the acquisition

The Company received notice from its largest major shareholder, Morinaga & Co., Ltd., to the effect that said company intends to sell its holdings of the Company’s common stock. Taking into consideration the effects of the one-time market release of Morinaga & Co.’s holdings of the Company’s shares on the market stock price, and considering the purchase of the shares as treasury stock, the Company made the determination that acquisition of the shares as treasury stock will contribute to agile capital policy matched to changes in the business environment, while also avoiding impacts on the market.

Regardless of shareholding ratios, Morinaga & Co., Ltd. and Morinaga Milk Industry Co., Ltd. will continue to share the “Morinaga” brand, promote medium- to long-term enhancement of value through sustainable growth, advance the strengthening of initiatives for sales transactions, and maintain a positive relationship.

## 2. Details of the acquisition

(i) Class of stock acquired	Common stock of the Company
(ii) Total number of shares acquired	4,300,000 shares
(iii) Acquisition price	24,768,000,000 yen (5,760yen per share)
(iv) Date of acquisition	March 1, 2022
(v) Method of acquisition	Purchase through off-hours trading of treasury stock (ToSTNeT-3) on the Tokyo Stock Exchange

## 3. Other

The Company has received notice from Morinaga & Co., Ltd. to the effect that said company has sold a portion (4,300,000shares) of its holdings of the Company's stock.

(Reference) Content of Resolution Concerning the Acquisition of Treasury Stock (Announced on February 28, 2022)

(i) Class of stock to be acquired	Common stock of the Company
(ii) Total number of shares to be acquired	4,400,000 shares (ceiling) (Percentage of total number of issued shares (excluding treasury stock): 8.9%)
(iii) Total acquisition price of shares	26,400,000,000 yen (ceiling)

## II. Change in the largest major shareholder

### 1. Background to the change

Regarding the acquisition of treasury stock described in I above, the Company has received notice from its largest major shareholder, Morinaga & Co., Ltd., to the effect that said company has sold a portion (4,300,000 shares) of its holdings of the Company's stock. The Company hereby provides notification that this will result in a change in the largest major shareholder of the Company.

### 2. Overview of the changed shareholder

Overview of shareholder that will no longer fall under largest major shareholder or major shareholder

(i) Company name	Morinaga & Co., Ltd.
(ii) Address	5-33-1 Shiba, Minato-ku, Tokyo
(iii) Representative	Eijiro Ota, President and Representative Director
(iv) Main business	Food product manufacturing business
(v) Capital	18,612 million yen

3. Voting stock owned by the shareholder (number of shares owned) and percentage of number of voting rights of all shareholders, before and after the change

	Number of voting rights (Number of shares owned)	Percentage of number of voting rights of all shareholders <sup>(Note 2)</sup>	Ranking among major shareholders <sup>(Note 3)</sup>
Before change	62,897 <sup>(Note 1)</sup> (6,289,777 shares)	12.76%	2nd <sup>(Note 4)</sup>
After change	19,897 <sup>(Note 1)</sup> (1,989,777 shares)	4.42%	4th

Note 1: The number of voting rights before and after the change (number of shares held) includes 10,400 shares for retirement benefit trust (1,040,000 shares).

Note 2: The percentage of number of voting rights of all shareholders is based on the list of shareholders as of December 31, 2021.

Total number of shares issued and outstanding as of December 31, 2021: 49,845,343 shares

Number of shares deducted from the number of issued and outstanding shares as shares without voting rights (before change): 562,543 shares

Number of shares deducted from the number of issued and outstanding shares as shares without voting rights (after change): 4,862,543 shares

Note 3: The ranking of major shareholders is based on the list of shareholders as of December 31, 2021.

Note 4: Shares owned by The Master Trust Bank of Japan, Ltd. (trust account), which is ranked 1st in the ranking of major shareholders, are shares held by a party engaged in the trust business as trust assets. The shareholder is not deemed to be a major shareholder.

4. Future outlook

This transaction will have no significant impact on the business relationship between the Company and Morinaga & Co., Ltd.