



September 29, 2022

To whom it may concern:

Company Name	Nissin Sugar Co., Ltd.	
Name of Representative	Chairman and CEO	Yoichi Higuchi
	(Code No. 2117 TSE Prime Market)	
Contact	Senior Managing Executive Officer	Hiroyuki Iizuka
	(TEL.03-3668-1246)	

**Notice Regarding Execution of Share Exchange Agreement with ITOCHU Sugar Co., Ltd.,  
Transition to Holding Company Structure by Absorption-type Company Split, and Change in  
Other Related Companies, Major Shareholders and Largest Shareholder as a Major  
Shareholder**

Nissin Sugar Co., Ltd. (Head Office: 14-1 Nihonbashi-Koamicho, Chuo-ku, Tokyo, Chairman and CEO: Yoichi Higuchi; the “Company”) hereby announces that the Company has resolved at its board of directors’ meeting held today to execute a business integration agreement (the “Business Integration Agreement”) and a share exchange agreement (the “Share Exchange Agreement”) with ITOCHU Sugar Co., Ltd. (Head Office: 3 Tamatsuura-machi, Hekinan, Aichi, President and Representative Director: Koji Yamamoto; “ITOCHU Sugar”) and to make a transition to a holding company structure by means of an absorption-type company split of the Company (the “Absorption-type Company Split”; the absorption-type company split agreement concerning the Absorption-type Company Split, the “Absorption-type Company Split Agreement”).

The share exchange pursuant to the Share Exchange Agreement (the “Share Exchange”) and the Absorption-type Company Split are scheduled to be implemented as part of a series of transactions for the business integration between the Company and ITOCHU Sugar (the “Business Integration”) announced in the “Notice Regarding Execution of Basic Agreement Concerning Business Integration of Nissin Sugar Co., Ltd. and Itochu Sugar Co., Ltd.” dated June 10, 2022, with the effective date set for January 1, 2023 (scheduled) (the “Integration Date”), after obtaining approval at an extraordinary general meeting of shareholders of the Company scheduled to be held in December 2022 (the “Extraordinary Shareholders’ Meeting”). For details of the Business Integration, please see “Notice Regarding Execution of Definitive Agreement Concerning Business Integration of Nissin Sugar Co., Ltd. and ITOCHU Sugar Co., Ltd. as well as Execution of Capital and Business Alliance Agreement of Sumitomo Corporation, ITOCHU Corporation and Nissin Sugar Co., Ltd.” released today.

In addition, subject to the entry into force of the Share Exchange, the Company plans to submit to the Extraordinary Shareholders’ Meeting a proposal for partial amendment to its Articles of Incorporation (the “Amendment to the Articles of Incorporation”), including changing its trade name (the Company after the trade name change, the “Holding Company”) and changing its business purpose to one that is suitable for a holding company. The details of the Amendment to the Articles of Incorporation will be announced promptly after they are determined. In the Absorption-type Company Split, the Company plans to transfer all of its businesses except

for those relating to group management and administration, etc. (the “Succeeded Businesses”) to its wholly-owned subsidiary, Nissin Sugar Split Preparation Co., Ltd. (the company scheduled to be established in October 2022 as a wholly-owned subsidiary of the Company, whose trade name is scheduled to be changed to “Nissin Sugar Co., Ltd.” subject to the entry into force of the Share Exchange and the Absorption-type Company Split; the “Successor Preparatory Company”). The Company plans to execute the Absorption-type Company Split Agreement with the Successor Preparatory Company in November 2022, and the details of the Absorption-type Company Split will be announced promptly after making the decision to execute the Absorption-type Company Split Agreement.

In connection with the implementation of the Business Integration, the Company has decided to enter into a capital and business alliance (the “Capital and Business Alliance”) with Sumitomo Corporation, which is one of the other related companies of the Company, and ITOCHU Corporation, which is scheduled to become one of the other related companies of the Company upon the Business Integration, to achieve the purpose of the Business Integration and to support the sustainable growth and enhancement of value of the Holding Company, subject to the entry into force of the Business Integration, and has executed a capital and business alliance agreement with both companies today. For details of the Capital and Business Alliance, please see “Notice Regarding Execution of Definitive Agreement Concerning Business Integration of Nissin Sugar Co., Ltd. and ITOCHU Sugar Co., Ltd. as well as Execution of Capital and Business Alliance Agreement of Sumitomo Corporation, ITOCHU Corporation and Nissin Sugar Co., Ltd.” released today.

I. Context, Objectives and Overview of Business Integration

After discussions and deliberations with ITOCHU Sugar, the Company reached a definitive agreement with ITOCHU Sugar on the implementation of the Business Integration and executed the Business Integration Agreement and the Share Exchange Agreement. For the objectives and overview of the Business Integration, please see “1. Context and Objectives of Business Integration and Capital and Business Alliance” and “2. Business Integration” in the “Notice Regarding Execution of Definitive Agreement Concerning Business Integration of Nissin Sugar Co., Ltd. and ITOCHU Sugar Co., Ltd. as well as Execution of Capital and Business Alliance Agreement of Sumitomo Corporation, ITOCHU Corporation and Nissin Sugar Co., Ltd.” released today.

II. Share Exchange

1. Outline of Share Exchange

(1) Schedule of Share Exchange

June 10, 2022	Commencement of discussions concerning the Business Integration (Company and ITOCHU Sugar)
September 29, 2022	Board of directors’ meeting concerning approval of execution of the Share Exchange Agreement (Company and ITOCHU Sugar)
	Execution of the Share Exchange Agreement (Company and ITOCHU Sugar)
October 12, 2022 (scheduled)	Date of public notice of the record date for the Extraordinary Shareholders’ Meeting (Company)
October 27, 2022 (scheduled)	Record date for the Extraordinary Shareholders’ Meeting (Company)
December 2022 (scheduled)	Extraordinary general meeting of shareholders concerning approval of the Share Exchange Agreement (Company and ITOCHU Sugar)
January 1, 2023 (scheduled)	Effective date of the Share Exchange (Company and ITOCHU Sugar)

(Note) The schedule above is a plan at present. If a change to the above schedule would be made due to a notification to relevant authorities including the Japan Fair Trade Commission, an acquisition of a

permission from relevant authorities or other reasons in proceeding with the Business Integration, such change will promptly be announced.

## (2) Method of Share Exchange

The Company and ITOCHU Corporation will implement the Business Integration based on the “spirit of equality” through the Share Exchange by the method described below and the Absorption-type Company Split by the method described in III.1.(2) “Method of Absorption-type Company Split” below, to make a transition to a holding company structure.

The Share Exchange will be implemented as a share exchange wherein the Company will be the wholly-owning parent company in the share exchange and ITOCHU Sugar will be the wholly-owned subsidiary in the share exchange. As a result of the Share Exchange, the Company will acquire all of the issued shares of ITOCHU Sugar held by ITOCHU Corporation and allot and deliver shares of the Company’s common stock to ITOCHU Corporation.

The Share Exchange is scheduled to be implemented after the Share Exchange Agreement is approved at the Extraordinary Shareholders’ Meeting and the extraordinary general meeting of shareholders of ITOCHU Sugar scheduled for December 2022.

The implementation of the Share Exchange is subject to obtaining the required permissions from relevant authorities including the Japan Fair Trade Commission.

## (3) Details of Allotment in Share Exchange

	Company (Wholly-owning parent company in the share exchange)	ITOCHU Sugar (Wholly-owned subsidiary in the share exchange)
Share allotment ratio in the Share Exchange	1	3.0949
Number of shares to be delivered through the Share Exchange	Common stock: 12,379,600 shares (scheduled)	

(Note 1) Share allotment ratio in the Share Exchange (the “Share Exchange Ratio”)

3.0949 shares of the Company’s common stock will be allotted and delivered for one share of ITOCHU Sugar’s common stock.

(Note 2) Number of shares to be delivered by the Company through the Share Exchange

Through the Share Exchange, the Company is scheduled to allot and deliver a total of 12,379,600 shares of its common stock to ITOCHU Corporation, the shareholder of ITOCHU Sugar at the time immediately prior to the time when the Company acquires all of the issued shares of ITOCHU Sugar through the Share Exchange.

## (4) Treatment of Subscription Rights to Shares and Bonds with Subscription Rights to Shares under Share Exchange

ITOCHU Sugar has not issued any subscription rights to shares or bonds with subscription rights to shares.

## (5) Dividend of Surplus

The Company plans to pay a dividend of surplus of JPY 34 per share with September 30, 2022 as the record date. ITOCHU Sugar plans to set a record date by the day immediately preceding the Integration Date and pay ITOCHU Corporation a dividend of surplus in the amount equivalent to the cumulative amount of consolidated net income of ITOCHU Sugar from April 2022 to December 2022 by March 2023. ITOCHU Sugar also plans to pay ITOCHU Corporation a dividend of surplus of JPY 4.4 billion by the day immediately preceding the Integration Date.

## 2. Basis, etc. for Details of Allotment in Share Exchange

### (1) Basis of and Reasons for Details of Allotment

As described in II.2.(4) “Measures to Ensure Fairness” below, in order to ensure the fairness of the Share Exchange, including the fairness of the Share Exchange Ratio, the Company appointed SMBC Nikko Securities Inc. (“SMBC Nikko Securities”) as its third-party valuation institution and commenced full-scale consideration of the Business Integration, including the Share Exchange.

As described in II.2.(4) “Measures to Ensure Fairness” below, based on the valuation report on the share exchange ratio submitted by SMBC Nikko Securities, the advice of Anderson Mori & Tomotsune, the Company’s legal advisor (“Anderson Mori & Tomotsune”), and the results of the due diligence conducted on ITOCHU Sugar, the Company conducted careful discussions and deliberations with ITOCHU Sugar with regard to the Share Exchange Ratio, comprehensively taking into account such factors as the Company’s stock price and the financial conditions and future prospects of the Company and ITOCHU Sugar. As a result, the Company and ITOCHU Sugar reached the conclusion that the Share Exchange Ratio was appropriate, and resolved at their respective board of directors’ meetings held today to execute the Share Exchange Agreement, the terms and conditions of which include the Share Exchange Ratio.

### (2) Matters concerning Valuation

#### (i) Name of valuation institution and relationship with both parties

SMBC Nikko Securities, the Company’s third-party valuation institution, is independent from, and is not a related party of, either the Company or ITOCHU Sugar, and has no material interest to be noted in connection with the Share Exchange.

#### (ii) Overview of valuation

For the valuation of the Company’s stock, SMBC Nikko Securities adopted the methods of (a) the historical share trading analysis because the Company’s stock is listed on the Prime Market of the Tokyo Stock Exchange and a market price is available for the Company’s stock, (b) the comparable trading multiple analysis because there are listed companies that are comparable to the Company and an analogical inference of the equity value of the Company is possible through comparison to such comparable companies, and (c) the discounted cash flow analysis (the “DCF Analysis”) in order to factor future performance of the business into the valuation.

While ITOCHU Sugar is unlisted, for the valuation of ITOCHU Sugar’s stock, SMBC Nikko Securities adopted the methods of (a) the comparable trading multiple analysis because there are listed companies that are comparable to ITOCHU Sugar and an analogical inference of the equity value of ITOCHU Sugar is

possible through comparison to such comparable companies and (b) the DCF Analysis in order to factor future performance of the business into the valuation.

The historical share trading analysis was conducted, using the average closing prices on the Tokyo Stock Exchange over one-month, three-month and six-month periods immediately prior to the financial analysis base date which is on September 27, 2022.

The results of valuation by each of the above methods, assuming that the value of the Company's stock per share is 1, are as follows.

Company	ITOCHU Sugar	Resulting Share Exchange Ratio
Historical share trading analysis	Comparable trading multiple analysis	2.77 to 3.56
Comparable trading multiple analysis	Comparable trading multiple analysis	2.47 to 3.70
DCF Analysis	DCF Analysis	2.34 to 4.91

For the calculation of the Share Exchange Ratio, SMBC Nikko Securities has used information provided by the Company and ITOCHU Sugar and information that are publicly available, and has not independently verified the accuracy or completeness of such materials and information, assuming that all such materials and information are accurate and complete. In addition, SMBC Nikko Securities has not conducted any independent evaluation, appraisal or assessment of the assets or liabilities (including contingent liabilities), including analysis and valuation of individual assets and liabilities, of the Company, ITOCHU Sugar and their respective affiliates, nor has it engaged any third-party institution to conduct such appraisal or assessment. The calculation of the Share Exchange Ratio by SMBC Nikko Securities reflects information and economic conditions available up to the financial analysis base date, and it is assumed that the financial forecasts (including profit plans and other information) of each of the Company and ITOCHU Sugar have been reasonably considered or prepared based on the best and good faith forecasts and judgments of the managements of the Company and ITOCHU Sugar available at present.

(3) Prospect of and Reasons for Delisting

Not applicable

(4) Measures to Ensure Fairness

The Company has taken the following measures to ensure the fairness of the Share Exchange, including the fairness of the Share Exchange Ratio.

(i) Acquisition of valuation report from third-party independent valuation institution

To ensure the fairness of the Share Exchange, the Company has appointed SMBC Nikko Securities as a third-party independent valuation institution from the Company and ITOCHU Sugar and received a share exchange ratio valuation report to serve as the basis for an agreement on the Share Exchange Ratio to be used in the Share Exchange. The Company has not obtained a fairness opinion from a third-party valuation institution to the effect that the Share Exchange Ratio is appropriate from a financial standpoint.

(ii) Advice from independent law firm

The Company has appointed Anderson Mori & Tomotsune as its legal advisor for the Business Integration, including the Share Exchange, and has obtained advice from a legal standpoint on the various procedures for the Business Integration, including the Share Exchange, and the method and process of decision-making of the board of directors.

Anderson Mori & Tomotsune is independent from the Company and ITOCHU Sugar has no material interest in these companies.

(5) Measures to Avoid Conflicts of Interest

As no particular conflict of interest arises between the Company and ITOCHU Sugar in connection with the Share Exchange, no special measures have been taken.

3. Overview of Parties to Share Exchange (As of March 31, 2022, except as indicated otherwise.)

(1)	Company name	Nissin Sugar Co., Ltd.	ITOCHU Sugar Co., Ltd.
(2)	Address	14-1 Nihonbashi-Koamicho, Chuo-ku, Tokyo	3 Tamatsuura-machi, Hekinan, Aichi
(3)	Name and title of representative	Yoichi Higuchi Chairman and CEO	Koji Yamamoto President and Representative Director (as of September 29, 2022)
(4)	Business	Manufacture and sale of sugar and other food products, mainly sugar; operation of fitness clubs; refrigerated warehousing and harbor transportation; sale of synthetic resins, etc.	Manufacture, processing, and sale of sugar and saccharides and their by-products, and any and all other businesses incidental thereto.
(5)	Paid-in capital	JPY 7,000 million	JPY 2,000 million
(6)	Date established	October 3, 2011	November 2, 1972
(7)	Number of issued shares	22,673,883	4,000,000
(8)	Fiscal year-end	March 31	March 31
(9)	Number of employees	503 (consolidated)	152 (consolidated)
(10)	Major business partners	Sumitomo Corporation, SC Foods Co., Ltd.	ITOCHU Corporation, ITOCHU Food Sales and Marketing Co., Ltd
(11)	Major banks	Sumitomo Mitsui Banking Corporation, Mizuho Bank, Ltd.	The Hekikai Shinkin Bank, Ltd., Mizuho Bank, Ltd., Sumitomo Mitsui Banking Corporation, Sumitomo Mitsui Trust Bank, Limited
(12)	Major shareholders and shareholding ratio	Sumitomo Corporation 37.55%  CGML PB 5.26% CLIENT ACCOUNT/COL LATERAL (standing agent: Citibank, N.A., Tokyo Branch) The Master Trust 5.20% Bank of Japan, Ltd. Custody Bank of Japan, Ltd. (trust account) 4.25%	ITOCHU Corporation 100%

	Sumitomo Mitsui Banking Corporation	3.35%	
(13)	Relationship between the parties		
	Capital relationship	N/A	
	Personal relationship	N/A	
	Business relationship	N/A	
	Status as a related party	N/A	

(Note) Shareholding ratio is calculated excluding treasury stock.

(14) Operating Results and Financial Conditions for the Past Three Years (Unit: JPY 1 million, except as indicated otherwise.)

Nissin Sugar Co., Ltd. (consolidated)

Fiscal year ended	March 2020	March 2021	March 2022
Equity attributable to owners of the parent	48,039	48,543	48,904
Total assets	60,798	61,316	61,134
Equity attributable to owners of the parent per share (JPY)	2,175.84	2,197.84	2,213.29
Revenue	47,809	43,767	46,062
Profit before tax	3,168	2,430	2,414
Profit attributable to owners of the parent	2,173	1,132	1,715
Basic earnings per share (JPY)	98.43	51.29	77.63
Dividend per share (JPY)	66	66	67

ITOCHU Sugar Co., Ltd. (consolidated)

Fiscal year ended	March 2020	March 2021	March 2022
Consolidated net assets	16,613	16,674	15,968
Consolidated total assets	23,773	24,631	23,528
Consolidated net assets per share (JPY)	4,153.37	4,168.40	3,992.17
Consolidated sales	31,906	30,041	30,992
Consolidated operating income	3,514	3,014	1,762
Consolidated ordinary income	3,685	3,201	2,022
Net income attributable to owner of the parent	2,573	2,262	1,636
Consolidated net income per share (JPY)	643.22	565.39	409.02
Dividend per share (JPY)	640.00	575.75	440.25

#### 4. Status after Share Exchange

Please see V.1. "Status of Holding Company after Business Integration (Scheduled)" below.

#### 5. Overview of Accounting Treatment

Pursuant to International Financial Reporting Standards (IFRS) 3 Business Combinations, the acquisition method will be applied for accounting treatment of the Share Exchange. The amount of goodwill (or negative goodwill) resulting from the Share Exchange is not known at this point.

## 6. Future outlook

Please see V. 2. “Future Outlook” below.

### III. Absorption-type Company Split

#### 1. Outline of Absorption-type Company Split

##### (1) Schedule of Absorption-type Company Split

June 10, 2022	Commencement of discussions concerning the Business Integration (Company and ITOCHU Sugar)
September 29, 2022	Board of directors’ meeting for approval of transition to a holding company structure by means of an absorption-type company split (Company)
October 12, 2022 (scheduled)	Public notice of the record date for the Extraordinary Shareholders’ Meeting (Company)
October 27, 2022 (scheduled)	Record date for the Extraordinary Shareholders’ Meeting (Company)
October 2022 (scheduled)	Establishment of the Successor Preparatory Company (Company)
November 2022 (scheduled)	Board of directors’ meeting for approval of execution of the Absorption-type Company Split Agreement (Company)
	Execution of the Absorption-type Company Split Agreement (Company and Successor Preparatory Company)
December 2022 (scheduled)	Extraordinary general meeting of shareholders for approval of the Absorption-type Company Split Agreement (Company)
January 1, 2023 (scheduled)	Effective date of the Absorption-type Company Split (Company and Successor Preparatory Company)

(Note) The schedule above is a plan at present. If a change to the above schedule would be made due to a notification to relevant authorities including the Japan Fair Trade Commission, an acquisition of a permission from relevant authorities or other reasons in proceeding with the Business Integration, such change will promptly be announced.

##### (2) Method of Absorption-type Company Split

The Absorption-type Company Split will be an absorption-type company split wherein the Company will be the company splitting in the absorption-type company split and the Successor Preparatory Company, a wholly-owned subsidiary of the Company, will be the company succeeding in the absorption-type company split.

The Absorption-type Company Split is scheduled to be implemented after the Absorption-type Company Split Agreement is approved at the Extraordinary Shareholders’ Meeting. The implementation of the Absorption-type Company Split is subject to the entry into force of the Share Exchange.

##### (3) Details of Allotment in Absorption-type Company Split

Since the Absorption-type Company Split will take place between the wholly-owning parent company and the wholly-owned subsidiary, no shares will be allotted and no other consideration will be delivered upon the Absorption-type Company Split.

##### (4) Treatment of Subscription Rights to Shares and Bonds with Subscription Rights to Shares under Absorption-type Company Split



The Company has not issued any subscription rights to shares or bonds with subscription rights to shares.

(5) Amount of Decrease of Paid-in Capital due to Absorption-type Company Split

There will be no decrease in the paid-in capital of the Company as a result of the Absorption-type Company Split.

(6) Rights and Obligations to be Succeeded to by Succeeding Company

The Successor Preparatory Company will succeed to certain assets, liabilities, contracts, and other rights and obligations (including contractual status) held by the Company in relation to the Succeeded Businesses that are specified in the Absorption-type Company Split Agreement.

(7) Prospect of Performance of Obligations

It has been determined that there are no problems concerning the prospect of performance of the Successor Preparatory Company's obligations after the Absorption-type Company Split.

2. Overview of Parties to Absorption-type Company Split

Please see II. 3. "Overview of Parties to Share Exchange (As of March 31, 2022, except as indicated otherwise.)" above for an overview of the Company, which is the company splitting in the Absorption-type Company Split.

The overview of the Successor Preparatory Company, which is the company succeeding in the Absorption-type Company Split, is as follows.

(1) Company name	Nissin Sugar Split Preparation Co., Ltd.
(2) Address	14-1 Nihonbashi-Koamicho, Chuo-ku, Tokyo
(3) Name and title of representative	Akira Okubo, Representative Director
(4) Business	Manufacture and sale of sugar and other food products, mainly sugar; operation of fitness clubs; refrigerated warehousing and harbor transportation; sale of synthetic resins, etc.
(5) Paid-in capital	JPY 100 million
(6) Date established	To be determined
(7) Number of issued shares	100 shares
(8) Fiscal year-end	March 31
(9) Major shareholder and shareholding ratio	Nissin Sugar Co., Ltd. (100%)

(Note 1) The Company plans to change its trade name subject to the entry into force of the Share Exchange.

(Note 2) The Successor Preparatory Company plans to change its trade name to "Nissin Sugar Co., Ltd." subject to the entry into force of the Share Exchange and the Absorption-type Company Split.

(Note 3) As the Successor Preparatory Company is scheduled to be established in October 2022, the above overview is only a plan at present, and since operating and financial conditions for the previous fiscal year do not exist, such information is not provided above.

3. Overview of Splitting Business

The Company plans to split off all of its businesses except for those relating to group management and administration, etc., but this has not been determined at present. The details of business of the divisions to be split off, their operating results, and the items and book values of the assets and liabilities to be split off or

succeeded to will be announced promptly after they are determined.

#### 4. Status after Absorption-type Company Split

For an overview of the Company, which is the company splitting in the Absorption-type Company Split, after the Absorption-type Company Split, please see V.1 “Status of Holding Company after Business Integration (Scheduled)” below.

The overview of the Successor Preparatory Company, which is the company succeeding in the Absorption-type Company Split, after the Absorption-type Company Split is as follows.

(1) Company name	Nissin Sugar Co., Ltd.
(2) Address	14-1 Nihonbashi-Koamicho, Chuo-ku, Tokyo
(3) Name and title of representative	To be determined
(4) Business	Manufacture and sale of sugar and other food products, mainly sugar; operation of fitness clubs; refrigerated warehousing and harbor transportation; sale of synthetic resins, etc.
(5) Paid-in capital	To be determined
(6) Fiscal year-end	March 31
(7) Net assets	To be determined
(8) Total assets	To be determined

(Note) The Successor Preparatory Company plans to change its trade name to “Nissin Sugar Co., Ltd.” subject to the entry into force of the Share Exchange and the Absorption-type Company Split.

#### 5. Overview of Accounting Treatment

For the Absorption-type Company Split, accounting treatment equivalent to a transaction under common control under the Accounting Standards for Business Combinations will be applied, and therefore no goodwill (or gain from negative goodwill) is expected to be recognized.

#### 6. Future Outlook

Since the Successor Preparatory Company, which is the succeeding company in the absorption-type company split, is a wholly-owned subsidiary of the Company, the impact of the Absorption-type Company Split on the consolidated financial performance of the Company, which is the splitting company in the absorption-type company split, will be minor. For the future outlook of the Company, please see V.2 “Future Outlook” below.

### IV. Changes in Other Related Companies and Largest Shareholder as a Major Shareholder

#### 1. Background of the Change

Under the Share Exchange, ITOCHU Corporation will newly acquire 12,379,600 shares of the Holding Company’s common stock on the Integration Date, and the ratio of the number of shares of the Holding Company’s common stock held by ITOCHU Corporation to the total number of issued shares (excluding treasury stock) (34,475,370 shares) is expected to be 35.91%. As a result, ITOCHU Corporation will become one of the other related companies of the Holding Company (the Holding Company will be an equity-method affiliate of ITOCHU Corporation) as well as the largest shareholder as a major shareholder of the Holding Company.

#### 2. Overview of Relevant Shareholders

(1) Overview of Shareholder who will Newly Constitute Other Related Companies and Largest Shareholder as

Major Shareholder (As of March 31, 2022)

(1) Company name	ITOCHU Corporation	
(2) Address	1-3, Umeda 3-chome, Kita-ku, Osaka	
(3) Name and title of representative	Keita Ishii President & COO	
(4) Business	General trading company	
(5) Paid-in capital	JPY 253,448 million	
(6) Date established	December 1, 1949	
(7) Consolidated net assets	JPY 4,763,700 million	
(8) Consolidated total assets	JPY 12,153,658 million	
(9) Major shareholder and shareholding ratio	The Master Trust Bank of Japan, Ltd. (trust account)	17.71%
	Custody Bank of Japan, Ltd. (trust account)	5.57%
	EUROCLEAR BANK S.A./N.V. (standing agent: MUFG Bank, Ltd.)	5.56%
	CP WORLDWIDE INVESTMENT COMPANY LIMITED (standing agent: Mizuho Bank, Ltd. Settlement & Clearing Services department)	4.31%
	Nippon Life Insurance Company	2.31%
	Mizuho Bank, Ltd.	2.12%
	Asahi Mutual Life Insurance Company	1.59%
	STATE STREET BANK WEST CLIENT - TREATY 505234 (standing agent: Mizuho Bank, Ltd. Settlement & Clearing Services department)	1.47%
	SSBTC CLIENT OMNIBUS ACCOUNT (standing agent: The Hongkong and Shanghai Banking Corporation Limited Tokyo branch, Custody Services Department)	1.37%
	BNYM AS AGT/CLTS NON TREATY JASDEC BNYM AS AGT/CLTS NON TREATY JASDEC (standing agent: MUFG Bank, Ltd.)	1.30%
(10) Relationship between the companies	Capital Relationship	N/A
	Personal Relationship	N/A
	Business Relationship	The Company has a commercial business relationship with ITOCHU Corporation wherein it purchases raw materials.

(Note) Shareholding ratio is calculated excluding treasury stock.

(2) Overview of Shareholder who will Cease to be Largest Shareholder as a Major Shareholder (as of March 31, 2022)

(1) Company name	Sumitomo Corporation	
(2) Address	3-2 Otemachi 2-Chome, Chiyoda-ku, Tokyo	
(3) Name and title of representative	Masayuki Hyodo Representative Director, President and CEO	
(4) Business	General trading company	
(5) Paid-in capital	JPY 219,893 million	
(6) Date established	December 24, 1919	
(7) Consolidated net assets	JPY 3,381,285 million	
(8) Consolidated total assets	JPY 9,582,166 million	
(9) Major shareholder and Shareholding Ratio	The Master Trust Bank of Japan, Ltd. (trust account) 16.76%	
	EUROCLEAR BANK S.A./N.V. (standing agent: MUFG Bank, Ltd.) 5.24%	
	Custody Bank of Japan, Ltd. (trust account) 5.15%	
	Sumitomo Life Insurance Company 2.47%	
	STATE STREET BANK WEST CLIENT - TREATY 505234 (standing agent: Mizuho Bank, Ltd. Settlement & Clearing Services department) 1.48%	
	Mitsui Sumitomo Insurance Company, Limited 1.36%	
	JPMorgan Securities Japan Co., Ltd. 1.27%	
	NORTHERN TRUST CO. ( AVFC ) RE SILCHESTER INTERNATIONAL INVESTORS INTERNATIONAL VALUE EQUITY TRUST (standing agent: The Hongkong and Shanghai Banking Corporation Limited Tokyo branch, Custody Services Department) 1.24%	
	Nippon Life Insurance Company 1.19%	
	Custody Bank of Japan, Ltd. (trust account 4) 1.16%	
(10) Relationship between the companies	Capital Relationship	Sumitomo Corporation is a major shareholder holding 37.6% of the voting rights of the Company. The Company is an equity-method affiliate of Sumitomo Corporation.
	Personal Relationship	One employee of Sumitomo Corporation serves as director of the Company. The Company has also accepted one secondee from Sumitomo Corporation.
	Business Relationship	The Company has a commercial business relationship with Sumitomo Corporation including the purchase of raw materials, and has a commercial business relationship with SC Foods Co., Ltd., a 100% subsidiary of Sumitomo Corporation, including the sale of goods and products.

(Note) Shareholding ratio is calculated excluding treasury stock.

3. Number of Voting Rights Held by Relevant Shareholders and Ratio of Voting Rights before and after Change

(1) ITOCHU Corporation

	Attribute	Number of voting rights (ratio of voting rights)			Major shareholder rank
		Direct ownership	Additional	Total	
Before change (as of March 31, 2022)	-	-	-	-	-
After change	Other related companies, largest shareholder as a major shareholder	123,796 (35.97%)	-	123,796 (35.97%)	First

(2) Sumitomo Corporation

	Attribute	Number of voting rights (ratio of voting rights)			Major shareholder rank
		Direct ownership	Additional	Total	
Before change (as of March 31, 2022)	Other related companies, largest shareholder as a major shareholder	82,962 (37.65%)	-	82,962 (37.65%)	First
After change	Other related companies, major shareholder	82,962 (24.10%)	-	82,962 (24.10%)	Second

(Note) “Ratio of voting rights” is calculated based on the total number of voting rights (344,172), which represents the number of shares that is the total of (i) 22,037,600 shares (total number of issued shares (22,673,883 shares as of March 31, 2022, less 636,283 shares with no voting rights) and (ii) 12,379,600 shares to be allotted on the Integration Date to ITOCHU Corporation, the shareholders of ITOCHU Sugar at the time immediately prior to the acquisition by the Company of all issued shares of ITOCHU Sugar through the Share Exchange.

4. Scheduled Date of Change

January 1, 2023

V. Status after Business Integration

1. Status of Holding Company after Business Integration (Scheduled)

(1) Company name	The new trade name of the Company is scheduled to be determined around November 2022.
(2) Address	14-1 Nihonbashi-Koamicho, Chuo-ku, Tokyo
(3) Name and title of representative	To be determined
(4) Business	Business relating to group management and administration, etc.
(5) Paid-in capital	JPY 7 billion
(6) Fiscal year-end	March 31
(7) Net assets	To be determined
(8) Total assets	To be determined

(Note) The Company plans to change its trade name subject to the entry into force of the Share Exchange.

2. Future Outlook

For outlook of business performance after the Business Integration, notices will be made as soon as the same is known.

End

(Reference)

Nissin Sugar's financial forecasts for the current fiscal year (released on August 5, 2022) and results for the previous fiscal year (consolidated)

(Unit: JPY 1 million)

	Revenue	Operating income	Profit before tax	Profit attributable to owners of the parent
Forecast for the current fiscal year (Fiscal year ending March 2023)	49,000	1,600	1,800	1,300
Results for the previous fiscal year (Fiscal year ended March 2022)	46,062	2,164	2,414	1,715