

*[Translation]*

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# Notice of Convocation of the 14th Ordinary General Meeting of Shareholders

Suntory Beverage & Food Limited

Inspiring the brilliance of life

[Promise]

## **Mizu To Ikiru**

Water is the source of all the lives on the planet.

We promise and declare to society that we make our living with water.

We embrace nature, enrich our society

and encourage our people to take on new challenges.

[Vision]

Always start from consumers

Pursue to create new taste, well-being and joy

Aim to be the most locally beloved company

To: Our Shareholders

**“Accelerating Globally and Driving Transformation”**

In 2022, we saw global recovery of consumer demand from the COVID-19 pandemic, while political uncertainty, surging material and energy costs, and the sharp devaluation of yen made 2022 a very difficult year.

In this challenging environment, we doubled down on our efforts to accelerate our Core Brands, and successfully delivered our highest sales ever, while diligently implemented pricing in Japan and internationally, enhanced our productivity and drove cost efficiencies across our value chain.

We continued to focus on enhancing the value of our brands through Core Brand Innovation, delivering brands that meet the changing consumers’ lifestyles and needs, and that are loved across generations globally.

We also continued to aggressively invest into fortifying our business foundation, such as Center of Excellence and Digital Transformation that allows our leading knowhow to be leveraged globally.

In 2023, while we believe the environment will continue to be volatile, we will further accelerate our growth globally through Core Brand Innovation, endless transformation, and continuous investment in the initiatives that shape our future.

In partnership with the Suntory Group, we will also lead the way and actively invest behind our sustainability initiatives – recycling of plastic, reduction of greenhouse gas emissions, and conservation and sustainable use of water resources.

We sincerely ask for the continued warm support of our shareholders.

Sincerely yours,

Kazuhiro Saito  
Representative Director, President & Chief  
Executive Officer  
Suntory Beverage & Food Limited

Date issued: March 2, 2023  
Start date of measures for electronic provision: February 24, 2023

To: Our Shareholders

## Notice of Convocation of the 14th Ordinary General Meeting of Shareholders

Dear Shareholder:

You are hereby notified that the 14th Ordinary General Meeting of Shareholders (the “Meeting”) of Suntory Beverage & Food Limited (the “Company”) will be held as described below. Your attendance would be much appreciated.

In the course of holding its Meeting, the Company will appropriately take action to prevent the spread of COVID-19.

When convening the Meeting, the Company takes measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. (items for which measures for providing information in electronic format are to be taken) in electronic format, and posts this information on the Company’s website. Please access the Company’s website by using the Internet address shown below to review the information.

The Company’s website

<https://www.suntory.com/softdrink/ir/stock/meeting.html>

In addition to posting items subject to measures for electronic provision on the website above, the Company also posts this information on the website of the Tokyo Stock Exchange (TSE). To access this information from the latter website, access the TSE website (Listed Company Search) by using the Internet address shown below, enter the issue name (company name) or securities code, and click “Search,” and then click “Basic information” and select “Documents for public inspection/PR information.”

TSE website

<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>

In consideration of the convenience of shareholders, paper-based documents stating particularly important items among the items subject to measures for electronic provision are delivered to all shareholders. (In addition, the paper-based documents stating all other items subject to measures for electronic provision excluding certain items are to be delivered to shareholders who have made a request for delivery of such documents.)

If you are unable to attend the Meeting, you may exercise your voting rights by mail or via the Internet, etc. We kindly request that you exercise your voting rights no later than 5:30 p.m. on Thursday, March 23, 2023 (JST).

Additionally, the Meeting can be viewed via a live stream. Please be aware that you will not be able to exercise your voting rights or ask questions during the live streaming session. We appreciate your understanding in that regard.

**Exercising voting rights by attendance at the General Meeting of Shareholders**

Please refer to page 7.

**Exercising voting rights by mail**

Please refer to page 7.

**Exercising voting rights by the Internet, etc.**

Please refer to page 8.

1. Date and Time: March 24, 2023 (Friday) at 10:00 a.m. (JST)
2. Place: Main Hall, Suntory Hall  
13-1, Akasaka 1-chome, Minato-ku, Tokyo
3. Purpose:  
Items to be reported:
  1. Business Report and the Consolidated Financial Statements for the 14th business term (from January 1, 2022 to December 31, 2022), the audit reports on the Consolidated Financial Statements by the Accounting Auditor and the Audit and Supervisory Committee
  2. The Non-consolidated Financial Statements for the 14th business term (from January 1, 2022 to December 31, 2022)

Items to be resolved:

- Proposal 1: Appropriation of Surplus  
Proposal 2: Election of Six (6) Directors (excluding Directors Serving on the Audit and Supervisory Committee)  
Proposal 3: Election of Three (3) Directors Serving on the Audit and Supervisory Committee  
Proposal 4: Election of One (1) Substitute Director Serving on the Audit and Supervisory Committee

Sincerely yours,

Kazuhiro Saito  
Representative Director, President & Chief  
Executive Officer

Suntory Beverage & Food Limited  
1-1, Shibaura 3-chome, Minato-ku, Tokyo

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- Among the items subject to measures for electronic provision, in accordance with the provisions of relevant laws and regulations and the Company's Articles of Incorporation, the following items are not provided in the paper-based documents delivered to shareholders who have made a request for delivery of such documents. These items are included in the Business Report, Consolidated Financial Statements, and Non-consolidated Financial Statements audited by the Audit and Supervisory Committee, and the Consolidated Financial Statements and Non-consolidated Financial Statements audited by the Accounting Auditor.
    - System to Ensure the Appropriateness of the Business and the Operational Status of the System (Business Report)
    - Consolidated Statement of Changes in Equity and Notes to Consolidated

Financial Statements (Consolidated Financial Statements)

- Non-consolidated Statement of Changes in Equity and Notes to Non-consolidated Financial Statements (Non-consolidated Financial Statements)
- If revisions to the items subject to measures for electronic provision arise, a notice of the revisions and the details of the items before and after the revisions will be posted on the Company's website and the TSE website.

<Information on the mini-concert to be held>

Following the Meeting, cellist Hitomi Niikura will perform a 15-minute mini-concert for shareholders at the venue. Please take this opportunity to visit Suntory Hall.

Please note that it is possible that the mini-concert may be cancelled due to unavoidable circumstances. Any changes in the content of the concert or any other matters that shareholders need to be aware of will be posted on the Company's website.

Thank you for your understanding.

\* The mini-concert will also be broadcast live to shareholders.

Guide to Exercising Voting Rights

**Exercising voting rights by attendance at the General Meeting of Shareholders**

Please present the voting form sent out with this convocation notice to the reception desk.

Date and Time: March 24, 2023 (Friday) at 10:00 a.m. (Reception desk opens at 9:15 a.m.)

Place: Main Hall, Suntory Hall  
13-1, Akasaka 1-chome, Minato-ku, Tokyo

- Please note that persons other than shareholders who can exercise voting rights, such as proxies who are not shareholders or accompanying persons, shall not be permitted entry even if they hold the enclosed voting form.

**Exercising voting rights by mail**

Please indicate “For” or “Against” with respect to each proposal on the voting form sent out with this convocation notice and post it without affixing a postage stamp.

Votes to be received by: March 23, 2023 (Thursday) at 5:30 p.m.

<b>&lt; Guide to filling in the voting form &gt;</b>	
Please indicate your “For” or “Against” with respect to each proposal.	
<u>Proposals 1 and 4</u>	
If you consent:	Mark a ○ in the box marked “賛”
If you dissent:	Mark a ○ in the box marked “否”
<u>Proposals 2 and 3</u>	
If you consent for all candidates:	Mark a ○ in the box marked “賛”
If you dissent for all candidates:	Mark a ○ in the box marked “否”
If you selectively veto certain candidates:	Mark a ○ in the box marked “賛” and write the number of each candidate you choose to veto.
[Handling of voting rights]	
If you indicate neither your “For” nor “Against” with respect to each proposal on the voting form, your answer will be deemed to be “For.”	



## Exercising voting rights by the Internet, etc.

Votes to be transmitted by: March 23, 2023 (Thursday) at 5:30 p.m.

### (i) By scanning QR code® (Smart Voting)

You can exercise your voting rights without entering your voting right exercise code and password.

1. Scan the QR code indicated at the lower right of the voting form.
2. Follow the subsequent input instructions on screen to register your approval or disapproval.

(“QR code” is a registered trademark of DENSO WAVE INCORPORATED.)

Please note that exercising voting rights by using “Smart Vote” method is available only once.

If you need to change your votes after exercising your voting rights, please exercise your voting rights again in accordance with (ii) below.

If you rescan the QR code, you will be taken to the voting rights exercise website described in (ii) below.

### (ii) By entering your voting right exercise code and password

Voting rights exercise website (<https://www.web54.net> (in Japanese only))

1. Please access the voting rights exercise website.  
Click on “Next”
  2. Enter the “voting right exercise code” indicated on the voting form.  
Enter the “voting right exercise code”  
Click on “Login”
  3. Enter the “password” indicated on the voting form.  
Enter the “password”  
Enter the new password that you will actually use  
Click “Register”
  4. Follow the subsequent instructions on screen to register your approval or disapproval.
- \* Any fees to internet service providers and telecommunication carriers (such as access fees, etc.) shall be borne by the shareholders.

If you have any technical inquiries regarding the operation of a PC, smartphone and mobile phone for exercising voting rights on the voting rights exercise website, please contact the following:

Sumitomo Mitsui Trust Bank, Limited  
Stock Transfer Web Support Phone No.

Toll-free (within Japan): 0120-652-031 (9:00 a.m. to 9:00 p.m.) (JST)

- If you exercise your voting rights both via the Internet, etc. and by mail, the vote exercised via the Internet, etc. will be taken as valid. If you exercise your voting rights more than once, only the final vote will be taken as valid.

### For institutional investors

Institutional investors may use the electronic voting rights exercise platform operated by ICJ, Inc. to exercise the voting rights by electronic or magnetic means for the Meeting.

Reference Document for the General Meeting of Shareholders

Proposals and Reference Information

**Proposal 1:** Appropriation of Surplus

Considering the business performance and business environment, we propose to pay a year-end dividend for the current business term of ¥41 per share of common stock of the Company in accordance with our dividend policy.

Accordingly, including the interim dividend of ¥39 already paid, the annual dividend for the current business term will be ¥80 per share. The details are as follows.

- (i) Type of dividend property: Cash
- (ii) Matters concerning the allotment of dividend property to shareholders and the total amount of the allotment:  
¥41 per share of common stock of the Company  
Total cash dividends of ¥12,668,995,039
- (iii) Date on which the dividend of surplus will become effective:  
March 27, 2023

(Reference)

Dividend Policy of the Company

The Company believes its prioritization of strategic investments as well as capital expenditures for sustainable profit growth and improving corporate value will benefit its shareholders. In addition, the Company views an appropriate shareholder return as one of its core management principles. While giving due consideration to providing a stable return and maintaining robust internal reserves for the future, the Company intends to pursue a comprehensive shareholder return policy that also takes into account its business results and future funding needs.

Specifically, the Company aims to stably increase dividends on the basis of profit growth with a targeted consolidated payout ratio of 30% or more of profit for the year attributable to owners of the Company. Looking to the medium and long term, the Company will also consider increasing the payout ratio depending on such factors as its need for funds and progress in profit growth.

Transition of annual dividend and payout ratio (consolidated)

Category	The Fiscal Year 2018	The Fiscal Year 2019	The Fiscal Year 2020	The Fiscal Year 2021	The Fiscal Year 2022
Annual dividend (yen)	78	78	78	78	80
Payout ratio (%)	30.1	35.0	46.2	35.1	30.0

**Proposal 2:** Election of Six (6) Directors (excluding Directors Serving on the Audit and Supervisory Committee)

At the close of the Meeting, the term of office of all six (6) Directors (excluding Directors serving on the Audit and Supervisory Committee; the same applies hereafter in this proposal) will expire. Accordingly, we request the election of six (6) Directors. Also, in regard to this proposal, the Audit and Supervisory Committee has judged the candidates to be reasonable nominations for the position of Director of the Company.

The candidates for Directors to be elected are as follows:

No.	Name		Current positions, etc. in the Company or other companies	Board of Directors Meeting Attendance
1	New election	Makiko Ono	Senior Managing Executive Officer	–
2	Reelection	Shekhar Mundlay	Director, Executive Vice President Chief Operating Officer of SBF, Chief Executive Officer of SBF International	13/13
3	New election	Hachiro Naiki	Senior Managing Executive Officer Chief Executive Officer of SBF Japan	–
4	Reelection	Peter Harding	Director Chief Executive Officer of SBF Europe	13/13
5	New election	Hiroshi Miyamori	Executive Officer of Suntory Holdings Limited	–
6	Reelection Outside Director Independent Officer	Yukari Inoue	Outside Director Managing Director of Kellogg Japan G.K.	12/13

- Notes:
1. There is no special interest between the Company and each candidate.
  2. The Company has entered into a directors and officers liability insurance policy contract with an insurance company, as stipulated in Article 430-3, paragraph (1) of the Companies Act of Japan, with all of its Directors included in the policy as insured persons. The overview of the details of this insurance policy is presented under “Names, etc. of Directors” in “Status of Directors” in the Business Report. If a respective candidate assumes office as a Director, he or she will be included as an insured party under the insurance policy. The Company intends to renew the insurance policy with no change to its content during the terms of office.
  3. In addition to the number of attendances at meetings of the Board of Directors presented above, in accordance with the provisions of Article 370 of the Companies Act, and of Article 27 of the Company’s Articles of Incorporation, there were six (6) written resolutions where it was deemed that a resolution of the Board of Directors had been made.

Name (Date of Birth)	Career Summary, Positions and Responsibilities and Important Concurrent Positions	Number of Company's Shares Held (shares)
<p>Candidate 1 New election  Makiko Ono (March 16, 1960)</p>	<p>Joined Suntory Limited in April 1982.</p> <p>Assumed the office of Senior General Manager, International Liquor Division of Suntory Liquors Limited (Present: Suntory Spirits Limited) in April 2009.</p> <p>Assumed the office of Executive Officer of such company in April 2010.</p> <p>Assumed the office of Deputy Chief Operating Officer, International Liquor Division of such company in April 2010.</p> <p>Assumed the office of Senior General Manager, London Branch of Suntory Holdings Limited in January 2011.</p> <p>Assumed the office of Executive Officer of Suntory Beverage &amp; Food Limited in April 2013.</p> <p>Assumed the office of Deputy Chief Operating Officer, International Division of such company in April 2013.</p> <p>Assumed the office of Senior General Manager, Corporate Planning Department and Senior General Manager, Corporate Development Department of such company in April 2014.</p> <p>Assumed the office of Senior General Manager, Global Human Resources Department of Suntory Holdings Limited in September 2015.</p> <p>Assumed the office of Executive Officer of such company in April 2016.</p> <p>Assumed the office of Chief Operating Officer, Human Resources Development Division and Senior General Manager, Global Human Resources Department of such company in April 2016.</p> <p>Assumed the office of Managing Executive Officer of Suntory Beverage &amp; Food Limited in April 2017.</p> <p>Assumed the office of Deputy Chief Operating Officer, Business Administration Division and Senior General Manager, Global Corporate Communication Department of such company in April 2017.</p> <p>Assumed the office of Deputy Chief Operating Officer, Corporate Management Division and Senior General Manager, Global Human Resources Department and in charge of Legal &amp; Risk Management Department of such company in April 2019.</p> <p>Assumed the office of Chief Executive Officer of Orangina Suntory France (Present: Suntory Beverage &amp; Food France) in January 2020.</p> <p>Assumed the office of Managing Executive Officer of Suntory Holdings Limited in January 2022.</p> <p>Assumed the office of Chief Operating Officer, Sustainability Management Division of such company in January 2022.</p> <p>Has occupied the office of Senior Managing Executive Officer of Suntory Beverage &amp; Food Limited from January 2023 to date (incumbent).</p> <p>&lt;Important Concurrent Positions&gt; Director of Orangina Schweppes Holding B.V. Director of Pepsi Bottling Ventures LLC</p>	<p>800</p>

*[Translation]*

Name (Date of Birth)	Career Summary, Positions and Responsibilities and Important Concurrent Positions	Number of Company's Shares Held (shares)
	<Reason for the Selection> In consideration of Ms. Ono's track record in driving business forward with strong leadership in a wide range of departments, including overseas business, corporate planning, marketing, human resources, and sustainability, her abundant business experience, including overseas management experience, and her keen insight derived from these achievements and experiences, we judge her well qualified for the role of Director.	

Note: The positions and responsibilities held at the parent company, etc. at present and in the last ten years by Ms. Makiko Ono are as listed in the "Career Summary, Positions and Responsibilities and Important Concurrent Positions" column above.

Name (Date of Birth)	Career Summary, Positions and Responsibilities and Important Concurrent Positions	Number of Company's Shares Held (shares)
<p>Candidate 2 Reelection</p> <p>Shekhar Mundlay (Chandrashekhar Arvind Mundlay) (May 1, 1962)</p>	<p>Assumed the office of Chief Executive Officer of PEPSICO INTERNATIONAL - VIETNAM COMPANY (Present: Suntory PepsiCo Vietnam Beverage Co., Ltd.) in February 2010.</p> <p>Assumed the office of Chief Executive Officer of Suntory PepsiCo Vietnam Beverage Co., Ltd. in April 2014.</p> <p>Assumed the office of Chief Executive Officer, Beverage Division of Suntory Beverage &amp; Food Asia Pte. Ltd. in January 2016.</p> <p>Assumed the office of Chief Executive Officer of such company in April 2019.</p> <p>Assumed the office of Chief Executive Officer of Suntory Beverage &amp; Food Asia Pacific in January 2021.</p> <p>Assumed the office of Director of Suntory Beverage &amp; Food Limited in March 2021.</p> <p>Has occupied the office of Director, Executive Vice President of such company from January 2022 to date (incumbent).</p> <p>Assumed the office of Chief Executive Officer, SBF International of such company in January 2022.</p> <p>Has occupied the office of Chief Operating Officer, SBF and Chief Executive Officer, SBF International of such company from January 2023 to date (incumbent).</p> <p>&lt;Responsibilities&gt; Chief Operating Officer of SBF Chief Executive Officer of SBF International</p> <p>&lt;Important Concurrent Positions&gt; Chairman of Suntory Beverage &amp; Food Asia Pacific Director of Suntory Beverage &amp; Food Asia Pte. Ltd. Commissioner of PT SUNTORY GARUDA BEVERAGE Director of Suntory PepsiCo Beverage (Thailand) Co., Ltd. Director of FRUCOR SUNTORY NEW ZEALAND LIMITED Director of FRUCOR SUNTORY AUSTRALIA PTY. LIMITED Director of Orangina Schweppes Holding B.V. Director of Lucozade Ribena Suntory Limited Director of Pepsi Bottling Ventures LLC</p> <p>&lt;Reason for the Selection&gt; In consideration of Mr. Mundlay's track record in driving business forward with strong leadership as Chief Operating Officer of the Group and Chief Executive Officer of the Group's international business, his abundant sales and business experience in the Asian region, and his keen insight into all areas of management, we judge him well qualified for the role of Director.</p>	<p>—</p>

*[Translation]*

Name (Date of Birth)	Career Summary, Positions and Responsibilities and Important Concurrent Positions	Number of Company's Shares Held (shares)
	<Board of Directors Meeting Attendance> 13/13 <Term of Office as Director> Two years (as of the closing of the Meeting)	

Note: The positions and responsibilities held at the parent company, etc. at present and in the last ten years by Mr. Shekhar Mundlay are as listed in the "Career Summary, Positions and Responsibilities and Important Concurrent Positions" column above.

Name (Date of Birth)	Career Summary, Positions and Responsibilities and Important Concurrent Positions	Number of Company's Shares Held (shares)
<p>Candidate 3 New election  Hachiro Naiki (April 18, 1960)</p>	<p>Joined Suntory Foods Limited in April 1979.</p> <p>Assumed the office of Senior General Manager, Nationwide Chainstores Sales Department of such company in April 2010.</p> <p>Assumed the office of Executive Officer of such company in September 2010.</p> <p>Assumed the office of Director of such company in March 2011.</p> <p>Assumed the office of Senior General Manager, Metropolitan Marketing Office of such company in April 2012.</p> <p>Assumed the office of Senior Managing Director of such company in September 2015.</p> <p>Assumed the office of Chief Operating Officer, Overall Sales &amp; Marketing Division of such company in September 2015.</p> <p>Assumed the office of Director of Suntory Beverage &amp; Food Limited in March 2016.</p> <p>Assumed the office of Representative Director, President &amp; Chief Executive Officer of Suntory Foods Limited in March 2016.</p> <p>Assumed the office of Managing Executive Officer of Suntory Beverage &amp; Food Limited in April 2017.</p> <p>Assumed the office of Representative Director, President &amp; Chief Executive Officer of Suntory Foods Limited and Representative Director, President &amp; Chief Executive Officer of Suntory Beverage Solution Limited in March 2019.</p> <p>Has occupied the office of Senior Managing Executive Officer of Suntory Beverage &amp; Food Limited from January 2020 to date (incumbent).</p> <p>Has occupied the office of Chief Executive Officer, SBF Japan of such company from January 2023 to date (incumbent).</p> <p>&lt;Important Concurrent Positions&gt;            Director, Chairman of the Board &amp; Chief Executive Officer of Suntory Foods Limited            Director of Suntory Beverage Solution Limited            Director of Suntory Products Limited</p> <p>&lt;Reason for the Selection&gt;            In consideration of Mr. Naiki's track record in driving business forward with strong leadership in the sales division over many years and his keen insight into all areas of management as Chief Executive Officer of the Group's Japan business, we judge him well qualified for the role of Director.</p>	<p>600</p>

Note: The positions and responsibilities held at the parent company, etc. at present and in the last ten years by Mr. Hachiro Naiki are as listed in the "Career Summary, Positions and Responsibilities and Important Concurrent Positions" column above.



Name (Date of Birth)	Career Summary, Positions and Responsibilities and Important Concurrent Positions	Number of Company's Shares Held (shares)
<p>Candidate 4 Reelection</p> <p>Peter Harding (Peter John Harding) (April 24, 1964)</p>	<p>Assumed the office of General Manager, SVP Consumer Healthcare GB&amp;Ireland of GlaxoSmithKline plc in October 2009.</p> <p>Assumed the office of Chief Operating Officer of Lucozade Ribena Suntory Limited in January 2014.</p> <p>Has occupied the office of Chief Executive Officer of Suntory Beverage &amp; Food Europe from August 2018 to date (incumbent).</p> <p>Has occupied the office of Director of Suntory Beverage &amp; Food Limited from March 2021 to date (incumbent).</p> <p>Has occupied the office of Chief Executive Officer, SBF Europe of such company from January 2022 to date (incumbent).</p> <p>&lt;Responsibilities&gt; Chief Executive Officer of SBF Europe</p> <p>&lt;Important Concurrent Positions&gt; Chief Executive Officer of Suntory Beverage &amp; Food Europe Director of Orangina Schweppes Holding B.V. Director of Lucozade Ribena Suntory Limited Director of Pepsi Bottling Ventures LLC</p> <p>&lt;Reason for the Selection&gt; In consideration of Mr. Harding's track record in driving business forward with strong leadership as Chief Executive Officer of the Group's Europe business, his wide-ranging experience notably in the marketing division in the European region, and his keen insight into all areas of management, we judge him well qualified for the role of Director.</p> <p>&lt;Board of Directors Meeting Attendance&gt; 13/13</p> <p>&lt;Term of Office as Director&gt; Two years (as of the closing of the Meeting)</p>	<p>–</p>

Note: The positions and responsibilities held at the parent company, etc. at present and in the last ten years by Mr. Peter Harding are as listed in the "Career Summary, Positions and Responsibilities and Important Concurrent Positions" column above.

Name (Date of Birth)	Career Summary, Positions and Responsibilities and Important Concurrent Positions	Number of Company's Shares Held (shares)
<p>Candidate 5 New election  Hiroshi Miyamori (August 2, 1961)</p>	<p>Joined Suntory Limited in April 1984.</p> <p>Assumed the office of Senior General Manager, London Branch of such company in April 2008.</p> <p>Assumed the office of Executive Vice President and Chief Operating Officer of Orangina Schweppes Holdings S.à r.l (Present: Orangina Schweppes Holding B.V. due to organizational restructuring) in December 2009.</p> <p>Assumed the office of Senior General Manager, International Strategy Division of Suntory Holdings Limited in April 2014.</p> <p>Assumed the office of Vice President, International Marketing-Suntory Brands of Beam Suntory Inc. in May 2014.</p> <p>Assumed the office of Senior Vice President, Advisor to Chief Executive Officer of such company in April 2015.</p> <p>Has occupied the office of Executive Officer of Suntory Holdings Limited from April 2017 to date (incumbent).</p> <p>Assumed the office of Senior Vice President, Advisor to Chief Executive Officer of Beam Suntory Inc. and Senior General Manager, Global Alcohol Responsibility and Sustainability Department of Suntory Holdings Limited in January 2020.</p> <p>Has occupied the office of Senior General Manager, Global Business Development Department and Senior General Manager, Global Alcohol Responsibility and Sustainability Department of Suntory Holdings Limited from January 2021 to date (incumbent).</p> <p>&lt;Important Concurrent Positions&gt; Executive Officer of Suntory Holdings Limited</p> <p>&lt;Reason for the Selection&gt; In consideration of Mr. Miyamori's extensive overseas management experience in the Suntory Group's beverage and alcoholic beverage businesses, and his keen insight derived from this experience, we judge him well qualified for the role of Director so that he may contribute to further strengthening the functioning of the Board of Directors.</p>	<p>—</p>

- Notes:
1. The positions and responsibilities held at the parent company, etc. at present and in the last ten years by Mr. Hiroshi Miyamori are as listed in the "Career Summary, Positions and Responsibilities and Important Concurrent Positions" column above.
  2. If Mr. Miyamori assumes office as a Director, the Company will conclude a limited liability agreement with him pursuant to Article 427, paragraph (1) of the Companies Act of Japan. Based on this agreement, Mr. Miyamori's liability as a Director is limited to the minimum liability amount stipulated by Article 425, paragraph (1) of the Companies Act of Japan.

Name (Date of Birth)	Career Summary, Positions and Responsibilities and Important Concurrent Positions	Number of Company's Shares Held (shares)
<p>Candidate 6</p> <p>Reelection</p> <p>Outside Director</p> <p>Independent Officer</p> <p>Yukari Inoue (April 4, 1962)</p>	<p>Joined Procter &amp; Gamble Far East, Inc. in April 1985.</p> <p>Assumed the office of Marketing Director of Procter &amp; Gamble North America in October 1995.</p> <p>Assumed the office of Marketing Director, Feminine Care of Procter &amp; Gamble Northeast Asia in October 1998.</p> <p>Assumed the office of General Manager, Feminine Care of such company in March 2000.</p> <p>Assumed the office of Managing Director of Jardine Wines and Spirits K.K. (Present: MHD Moët Hennessy Diageo K.K.) in March 2003.</p> <p>Assumed the office of Representative Director and President of Cadbury Japan Limited (Present: Mondelēz Japan Limited) in November 2005.</p> <p>Has occupied the office of Managing Director of Kellogg Japan G.K. from July 2013 to date (incumbent).</p> <p>Has occupied the office of Outside Director of Suntory Beverage &amp; Food Limited from March 2015 to date (incumbent).</p> <p>Has occupied the office of Outside Director of Toyota Tsusho Corporation from June 2020 to date (incumbent).</p> <p>&lt;Responsibilities&gt; -</p> <p>&lt;Important Concurrent Positions&gt; Managing Director of Kellogg Japan G.K. Outside Director of Toyota Tsusho Corporation</p> <p>&lt;Reason for the Selection and Expected Role&gt; Ms. Inoue has a plentiful track record in corporate management for many years and keen insight derived mainly from professional experience overseas. In consideration of this, and her record of appropriate advice and proposals on important management decisions of the Company in her role as an Outside Director to date, we judge her well qualified for the role of Director. We expect that she will continue to utilize her experience and insight as a corporate executive, give strategic advice and demonstrate supervisory functions at the Board of Directors, and fulfill her role as a member of the Human Resources Committee and the Special Committee from an independent and objective standpoint.</p> <p>&lt;Board of Directors Meeting Attendance&gt; 12/13</p> <p>&lt;Term of Office as Director&gt; Eight years (as of the closing of the Meeting)</p>	<p>3,000</p>

- Notes:
- Ms. Yukari Inoue is a candidate for Outside Director.
  - The Company has concluded a limited liability agreement with Ms. Inoue, pursuant to Article 427, paragraph (1) of the Companies Act of Japan. Based on this agreement, Ms. Inoue's liability as a Director is limited to the minimum liability amount stipulated by Article 425, paragraph (1) of the Companies Act of Japan. The Company plans to continue this agreement with Ms. Inoue if she is reelected at the Meeting.
  - The Company designated Ms. Inoue as an Independent Officer and reported this designation to the Tokyo Stock Exchange. Ms. Inoue currently serves as Managing Director of Kellogg Japan G.K. However, the Group does not conduct any transactions with the aforesaid company. Although there are food-related transactions between the Group and Cadbury Japan Limited (Present: Mondelēz Japan Limited), where Ms. Inoue belonged up to the end of June 2013, the monetary amount of these transactions is less than 1% of consolidated revenues on either side, and the Company believes that this has no material effect on Ms. Inoue's independence.

**Proposal 3: Election of Three (3) Directors Serving on the Audit and Supervisory Committee**

At the close of the Meeting, the term of office of all three (3) Directors serving on the Audit and Supervisory Committee will expire. Accordingly, we request the election of three (3) Directors serving on the Audit and Supervisory Committee.

The Audit and Supervisory Committee has already given their consent to this proposal. This proposal has been considered by the Directors serving on the Audit and Supervisory Committee, but they have expressed no opinion.

The candidates for Directors serving on the Audit and Supervisory Committee to be elected are as follows:

No.	Name		Current positions, etc. in the Company or other companies	Board of Directors Meeting Attendance	Audit and Supervisory Committee Meeting Attendance
1	Reelection	Yuji Yamazaki	Full-time Audit and Supervisory Committee Member	13/13	13/13
2	Reelection Outside Director Independent Officer	Mika Masuyama	Outside Director serving on the Audit and Supervisory Committee President and Representative Partner of Masuyama & Company LLC.	13/13	13/13
3	New election Outside Director Independent Officer	Mariko Mimura	Attorney of Nishimura & Asahi (Of Counsel)	—	—

- Notes:
1. There is no special interest between the Company and each candidate.
  2. The Company has entered into a directors and officers liability insurance policy contract with an insurance company, as stipulated in Article 430-3, paragraph (1) of the Companies Act of Japan, with all of its Directors serving on the Audit and Supervisory Committee included in the policy as insured persons. The overview of the details of this insurance policy are presented under “Names, etc. of Directors” in “Status of Directors” in the Business Report. If a respective candidate assumes office as a Director serving on the Audit and Supervisory Committee, he or she will be included as an insured party under the insurance policy. The Company intends to renew the insurance policy with no change to its content during the terms of office.
  3. In addition to the number of attendances at meetings of the Board of Directors presented above, in accordance with the provisions of Article 370 of the Companies Act, and of Article 27 of the Company’s Articles of Incorporation, there were six (6) written resolutions where it was deemed that a resolution of the Board of Directors had been made.

Name (Date of Birth)	Career Summary, Positions and Responsibilities and Important Concurrent Positions	Number of Company's Shares Held (shares)
<p>Candidate 1 Reelection  Yuji Yamazaki (July 17, 1957)</p>	<p>Joined Suntory Limited in April 1980.</p> <p>Assumed the office of Senior General Manager, Group Strategy Planning Department of such company in March 2005.</p> <p>Assumed the office of Executive Officer of Suntory Holdings Limited in April 2009.</p> <p>Assumed the office of Senior General Manager, Group Strategy Planning Department of such company in April 2009.</p> <p>Assumed the office of Managing Director of Suntory Beverage &amp; Food Limited in January 2011.</p> <p>Assumed the office of Senior General Manager, Corporate Planning Department of such company in January 2011.</p> <p>Assumed the office of Senior General Manager, Corporate Planning Department and Chief Operating Officer, Business Administration Division of such company in September 2011.</p> <p>Assumed the office of Senior Managing Director of such company in March 2012.</p> <p>Assumed the office of Chief Operating Officer, International Division of such company in April 2012.</p> <p>Assumed the office of Managing Executive Officer of Suntory Holdings Limited in April 2012.</p> <p>Assumed the office of Vice Chief Operating Officer, Beverage &amp; Food Business Division and Senior General Manager, Brand Marketing Department of Suntory Beverage &amp; Food Limited in April 2013.</p> <p>Assumed the office of Managing Executive Officer of Suntory Holdings Limited in April 2014.</p> <p>Assumed the office of Chief Operating Officer, Group Strategy Planning Division and in charge of Corporate Planning &amp; Administration Division of such company in April 2014.</p> <p>Assumed the office of Representative Director, President &amp; Chief Executive Officer of Suntory Wine International Limited (Present: Suntory Spirits Ltd.) in January 2015.</p> <p>Assumed the office of Director of Suntory Liquors Limited (Present: Suntory Spirits Ltd.) in January 2015.</p> <p>Assumed the office of Director of Suntory Beer, Wine &amp; Spirits Japan Limited (Present: Suntory Spirits Ltd.) in April 2017.</p> <p>Assumed the office of Director, Senior Managing Executive Officer of Suntory Beverage &amp; Food Limited in March 2018.</p> <p>Assumed the office of Chief Operating Officer, Corporate Strategy Division of such company in April 2018.</p> <p>Assumed the office of Chief Operating Officer, Corporate Management Division of such company in April 2019.</p> <p>Assumed the office of Chief Operating Officer, Corporate Management Division and in charge of Sustainability/Public Relations of such company in January 2020.</p> <p>Has occupied the office of Director serving as full-time Audit and Supervisory Committee Member of such company from March 2021 to date (incumbent).</p>	<p>2,200</p>

Name (Date of Birth)	Career Summary, Positions and Responsibilities and Important Concurrent Positions	Number of Company's Shares Held (shares)
	<p>&lt;Important Concurrent Positions&gt;            Audit &amp; Supervisory Board Member of Suntory Foods Limited            Audit &amp; Supervisory Board Member of Suntory Products Limited</p> <p>&lt;Reason for the Selection&gt;            Mr. Yamazaki has keen insight derived from his extensive experience in leading divisions such as corporate planning, human resources, and legal affairs. In his role as a Director serving on the full-time Audit and Supervisory Committee, he has also audited the execution of business at the Company. In consideration of this, and his record of appropriate advice and proposals on important management decisions of the Company, we judge him well qualified for the role of Director serving on the Audit and Supervisory Committee.</p> <p>&lt;Board of Directors Meeting Attendance&gt;            13/13</p> <p>&lt;Audit and Supervisory Committee Meeting Attendance&gt;            13/13</p> <p>&lt;Term of Office as Director Serving on the Audit and Supervisory Committee&gt;            Two years (as of the closing of the Meeting)</p>	

- Notes:
1. The positions and responsibilities held at the parent company, etc. at present and in the last ten years by Mr. Yuji Yamazaki are as listed in the "Career Summary, Positions and Responsibilities and Important Concurrent Positions" column above.
  2. The Company has concluded a limited liability agreement with Mr. Yamazaki, pursuant to Article 427, paragraph (1) of the Companies Act of Japan. Based on this agreement, Mr. Yamazaki's liability as a Director is limited to the minimum liability amount stipulated by Article 425, paragraph (1) of the Companies Act of Japan. The Company plans to continue this agreement with Mr. Yamazaki if he is reelected at the Meeting.

Name (Date of Birth)	Career Summary, Positions and Responsibilities and Important Concurrent Positions	Number of Company's Shares Held (shares)
<p>Candidate 2 Reelection Outside Director Independent Officer Mika Masuyama (January 6, 1963)</p>	<p>Joined the Bank of Japan in April 1985.</p> <p>Assumed the office of International Marketing Director of Cap Gemini Sogeti in September 1991.</p> <p>Assumed the office of Senior Consultant of Gemini Consulting Japan in November 1992.</p> <p>Joined Egon Zehnder in June 1997.</p> <p>Assumed the office of Partner of such company in January 2004.</p> <p>Has occupied the office of President and Representative Partner of Masuyama &amp; Company LLC. from October 2016 to date (incumbent).</p> <p>Has occupied the office of Outside Director serving on the Audit and Supervisory Committee of Suntory Beverage &amp; Food Limited from March 2017 to date (incumbent).</p> <p>Assumed the office of Visiting Professor of Ritsumeikan University Graduate School of Management in April 2017.</p> <p>Has occupied the office of Outside Director of KOKUYO CO., LTD. from March 2019 to date (incumbent).</p> <p>Has occupied the office of External Director of Konoike Transport Co., Ltd. from June 2019 to date (incumbent).</p> <p>Has occupied the office of Visiting Professor of Ritsumeikan University Graduate School of Management from April 2021 to date (incumbent).</p> <p>&lt;Important Concurrent Positions&gt; President and Representative Partner of Masuyama &amp; Company LLC. Outside Director of KOKUYO CO., LTD. External Director of Konoike Transport Co., Ltd.</p> <p>&lt;Reason for the Selection and Expected Role&gt; Ms. Masuyama has a wealth of consulting experience and keen insight in fields such as corporate governance, human resources and organizations, and M&amp;A as well as global business knowledge in the areas of management and economy. In her role as a Director serving on the Audit and Supervisory Committee, she has used her specialist perspective to audit the execution of business at the Company. In consideration of this, and her record of appropriate advice and proposals on important management decisions of the Company, we judge her well qualified for the role of Outside Director serving on the Audit and Supervisory Committee. We expect that she will continue to utilize her experience and insight in fields such as corporate governance and human resource development, give strategic advice and demonstrate supervisory functions at the Board of Directors, and fulfill her role as a member of the Human Resources Committee and the Special Committee from an independent and objective standpoint.</p> <p>&lt;Board of Directors Meeting Attendance&gt; 13/13</p> <p>&lt;Audit and Supervisory Committee Meeting Attendance&gt; 13/13</p> <p>&lt;Term of Office as Director Serving on the Audit and Supervisory Committee&gt; Six years (as of the closing of the Meeting)</p>	<p>—</p>

- Notes:
- Ms. Mika Masuyama is a candidate for Outside Director.
  - The Company has concluded limited liability agreements with Ms. Masuyama pursuant to Article 427, paragraph (1) of the Companies Act of Japan. Based on this agreement, Ms. Masuyama's liability as a Director is limited to the minimum liability amount stipulated by Article 425, paragraph (1) of the Companies Act of Japan. The Company plans to continue this agreement with Ms. Masuyama if she is reelected at the Meeting.
  - The Company designated Ms. Masuyama as an Independent Officer and reported this designation to the Tokyo Stock Exchange. Ms. Masuyama serves as President and Representative Partner of Masuyama & Company LLC. However, the Group does not conduct any transactions with the aforesaid company.

Name (Date of Birth)	Career Summary, Positions and Responsibilities and Important Concurrent Positions	Number of Company's Shares Held (shares)
<p>Candidate 3 New election Outside Director Independent Officer  Mariko Mimura (March 22, 1957)</p>	<p>Registered as Attorney in April 1992.            Joined Braun, Moriya, Hoashi &amp; Kubota Law Office in April 1992.            Joined Takaishi Law Office in September 1993.            Joined Nishimura &amp; Sanada (Present: Nishimura &amp; Asahi) in April 1995.            Joined GE Yokogawa Medical Systems, Ltd. (Present: GE Healthcare Japan Corporation) in January 2005.            Assumed the office of Executive Officer of such company in June 2006.            Assumed the office of Director of Novartis Holding Japan K.K. in January 2010.            Assumed the office of Director of GlaxoSmithKline K.K. in July 2015.            Has occupied the office of Board Director (outside) of TOMY COMPANY, LTD. from June 2018 to date (incumbent).            Joined Nishimura &amp; Asahi in August 2018 (incumbent).            &lt;Important Concurrent Positions&gt;            Attorney of Nishimura &amp; Asahi (Of Counsel)            Board Director (outside) of TOMY COMPANY, LTD.            &lt;Reason for the Selection and Expected Role&gt;            In consideration of her experience as an attorney and her keen insight derived from her abundant business experience, we judge Ms. Mimura well qualified for the role of Outside Director serving on the Audit and Supervisory Committee. We expect that she will utilize her experience and insight as an attorney, give strategic advice and demonstrate supervisory functions at the Board of Directors, and fulfill her role as a member of the Human Resources Committee and the Special Committee from an independent and objective standpoint.</p>	<p>—</p>

- Notes:
- Ms. Mariko Mimura is a candidate for Outside Director.
  - If Ms. Mimura assumes office as a Director serving on the Audit and Supervisory Committee, the Company will conclude a limited liability agreement with her pursuant to Article 427, paragraph (1) of the Companies Act of Japan. Based on this agreement, Ms. Mimura's liability as a Director is limited to the minimum liability amount stipulated by Article 425, paragraph (1) of the Companies Act of Japan.
  - The Company plans to designate Ms. Mimura as an Independent Officer and report this designation to the Tokyo Stock Exchange. Although there are transactions for legal services, etc. between the Group and Nishimura & Asahi, where Ms. Mimura is an Of Counsel, the monetary amount of these transactions is less than 1% of consolidated revenues on either side, and the Company believes that this has no material effect on Ms. Mimura's independence.



**Proposal 4:** Election of One (1) Substitute Director Serving on the Audit and Supervisory Committee

As the effect of Mr. Mitsuhiro Amitani's election will expire at the commencement of the Meeting, we request the election of one (1) Substitute Director serving on the Audit and Supervisory Committee as a substitute for all the Directors serving on the Audit and Supervisory Committee, to prepare for a situation where the number of Directors serving on the Audit and Supervisory Committee does not satisfy the number prescribed by laws and regulations.

The Audit and Supervisory Committee has already given their consent to this proposal. This proposal has been considered by the Directors serving on the Audit and Supervisory Committee, but they have expressed no opinion.

The candidate for Substitute Director serving on the Audit and Supervisory Committee to be elected is as follows:

Name (Date of Birth)	Career Summary and Important Concurrent Positions	Number of Company's Shares Held (shares)
Mitsuhiro Amitani (June 2, 1956)	<p>Registered as Attorney in April 1985.</p> <p>Joined Hashidate Law Office in April 1985.</p> <p>Joined Wakita Law Office in November 1989.</p> <p>Has occupied the office of Attorney of Shimada, Seno &amp; Amitani Law Office (Present: SAH &amp; Co.) from March 1990 to date (incumbent).</p> <p>Has occupied the office of Outside Audit &amp; Supervisory Board Member of STANLEY ELECTRIC CO., LTD. from June 2006 to date (incumbent).</p> <p>Has occupied the office of Outside Audit &amp; Supervisory Board Member of HUB CO., LTD. from May 2013 to date (incumbent).</p> <p>Has occupied the office of Outside Director of SIGMAXYZ Inc. (Present: SIGMAXYZ Holdings Inc.) from June 2018 to date (incumbent).</p> <p>&lt;Important Concurrent Positions&gt;                      Attorney (Partner) of SAH &amp; Co.                      Outside Audit &amp; Supervisory Board Member of STANLEY ELECTRIC CO., LTD.                      Outside Audit &amp; Supervisory Board Member of HUB CO., LTD.                      Outside Director of SIGMAXYZ Holdings Inc.</p> <p>&lt;Reason for the Selection and Expected Role&gt;                      Based on his high-level specialized knowledge of the field of law as an attorney, we expect Mr. Amitani to provide appropriate opinions from a reasonable and fair perspective that comes from an independent and objective standpoint on the Company's decision making as it relates to the execution of its business, and we judge him well qualified for the role of Substitute Outside Director serving on the Audit and Supervisory Committee.</p>	-

- Notes:
1. There is no special interest between the Company and Mr. Mitsuhiro Amitani.
  2. The Company has entered into a directors and officers liability insurance policy contract with an insurance company, as stipulated in Article 430-3, paragraph (1) of the Companies Act of Japan, with all of its Directors serving on the Audit and Supervisory Committee included in the policy as insured persons. The overview of the details of this insurance

policy are presented under “Names, etc. of Directors” in “Status of Directors” in the Business Report. If Mr. Amitani assumes office as a Director serving on the Audit and Supervisory Committee, he will be included as an insured party under the insurance policy. The Company intends to renew the insurance policy with no change to its content during his term of office.

3. Mr. Amitani is a candidate for Substitute Outside Director.
4. Although Mr. Amitani has not been directly involved in corporate management in ways other than being an Outside Director or Outside Audit & Supervisory Board Member, as noted in the <Reason for the Selection and Expected Role> pertaining to him, we judge him well qualified to perform his duties as a Director serving on the Audit and Supervisory Committee.
5. If Mr. Amitani assumes office as a Director serving on the Audit and Supervisory Committee, the Company will conclude a limited liability agreement with him pursuant to Article 427, paragraph (1) of the Companies Act of Japan. Based on this agreement, Mr. Amitani’s liability as a Director is limited to the minimum liability amount stipulated by Article 425, paragraph (1) of the Companies Act of Japan.
6. If Mr. Amitani assumes office as a Director serving on the Audit and Supervisory Committee, the Company plans to designate Mr. Amitani as an Independent Officer and report this designation to the Tokyo Stock Exchange.

**(Reference) Skillset Matrix of the Board of Directors**

\* After the Meeting (planned)

Name/ Date of birth	Position(s)	Gender	Nationality	Area of expertise	Term of office*
Makiko Ono March 16, 1960	Representative Director, President & Chief Executive Officer Chairperson of the Human Resources Committee	Female	Japan	Company management International experience Marketing Sustainability Corporate governance/Risk management Human resource development	Zero years
Shekhar Mundlay May 1, 1962	Director, Executive Vice President Chief Operating Officer of SBF Chief Executive Officer of SBF International	Male	India	Company management International experience Sales	Two years
Hachiro Naiki April 18, 1960	Director, Senior Managing Executive Officer Chief Executive Officer of SBF Japan	Male	Japan	Company management Sales	Zero years
Peter Harding April 24, 1964	Director Chief Executive Officer of SBF Europe	Male	U.K.	Company management International experience Marketing	Two years
Hiroshi Miyamori August 2, 1961	Director	Male	Japan	Company management International experience	Zero years
Yukari Inoue April 4, 1962	Outside Director (Independent Officer) Human Resources Committee Member Special Committee Member	Female	Japan	Company management International experience Marketing	Eight years
Yuji Yamazaki July 17, 1957	Full-time Audit and Supervisory Committee Member Human Resources Committee Member	Male	Japan	Company management International experience Finance and accounting Sustainability Corporate governance/Risk management Human resource development	Two years

Name/ Date of birth	Position(s)	Gender	Nationality	Area of expertise	Term of office*
Mika Masuyama January 6, 1963	Outside Director (Independent Officer) Audit and Supervisory Committee Member Human Resources Committee Member Chairperson of the Special Committee	Female	Japan	International experience Corporate governance/Risk management Human resource development	Six years
Mariko Mimura March 22, 1957	Outside Director (Independent Officer) Audit and Supervisory Committee Member Human Resources Committee Member Special Committee Member	Female	Japan	Company management International experience Corporate governance/Risk management	Zero years

Business Report (from January 1, 2022 to December 31, 2022)

1. Matters Concerning the Present Condition of the Group

(1) Progress and Achievement of Business

Billions of yen

Category	The 13th Fiscal Year 2021	The 14th Fiscal Year 2022	YoY change
Consolidated revenue	1,268.9	1,450.4	Up 14.3%
Consolidated operating income	118.6	139.7	Up 17.8%
Profit for the year attributable to owners of the Company	68.7	82.3	Up 19.9%

Suntory Beverage & Food Limited Group (the Group), based on the philosophy of always starting from consumers, pursuing to create new taste, well-being and joy, and aiming to be the most locally beloved company by proposing premium and unique products that match the tastes and needs of consumers, worked to put effort into brand reinforcement and new demand creation, and worked to improve the quality of products. In addition, the Group worked to strengthen profitability by accelerating business transformation in each area.

In 2022, the Group steadily tapped into recovering demand in our key national markets and continued initiatives that were started at the beginning of the year to concentrate efforts on core brands in all segments. As a result, the Group continued to expand market share in the major countries.

In addition to sales volume increasing in all segments, the contribution made by price revisions in Japan and overseas and other revenue growth management (RGM) measures resulted in the record-high overall Group revenue. In addition to Japan and the Americas, revenue exceeded ¥100 billion in Vietnam and France, further strengthening the Group's overseas revenue base.

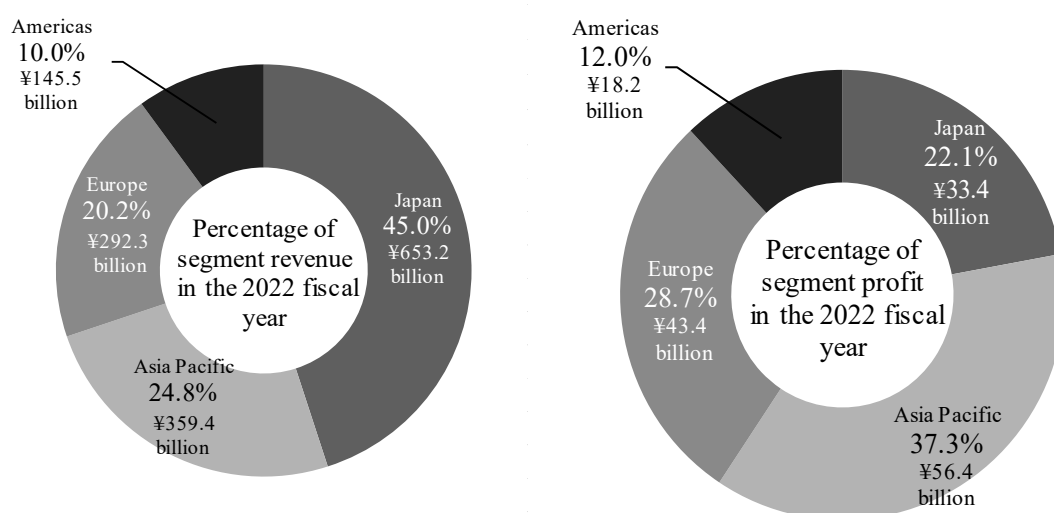
Despite the impact of higher costs due to soaring raw material and energy prices, and exchange rate fluctuations, the Group achieved an increase in overall operating income due to the rise in revenue and thorough cost-cutting activities absorbing this impact in addition to recording gains and losses on transfer from revising the business portfolio and structural reform costs.

For the fiscal year under review, the Group reported consolidated revenue of ¥1,450.4 billion, up 14.3% year on year and up 8.1% on a currency neutral basis. Consolidated operating income was ¥139.7 billion, up 17.8% year on year and up 9.5% on a currency neutral basis. Furthermore, profit for the year attributable to owners of the Company was ¥82.3 billion, up 19.9% year on year and up 13.2% on a currency neutral basis.

Results by segment are described below.

The Company has established SBF International upon having restructured its overseas organization as of January 1, 2022, with the aims of increasing momentum with respect to achieving rapid transformation of its overseas operations and taking an integrated approach to management. This does not entail changes to the reportable segments.

(Reference) Segment revenue and segment profit in the 2022 fiscal year



Billions of yen

Segment	Segment revenue	Segment profit
Japan business	653.2	33.4
Asia Pacific business	359.4	56.4
Europe business	292.3	43.4
Americas business	145.5	18.2
Reconciliations	—	(11.8)
Total	1,450.4	139.7

Segment Information

<b>Japan business</b>	
Segment revenue	¥653.2 billion (up 3.7% year on year)
Segment profit	¥33.4 billion (down 18.4% year on year)

While recovery in demand has continued since the second quarter of the year ended December 31, 2022, the results in the overall beverage market in 2022 were only slightly higher than in the previous fiscal year (presumably by the Company) due to the impact in the fourth quarter of the year ended December 31, 2022 of price revisions implemented from October. The Company continued to carry out initiatives to strengthen its core brands with a focus on the water, coffee, and sugar-free tea categories, and received contributions from sales of new products and marketing activities. This led the Company to significantly increase its sales volume year on year to record-high sales volume for 2022 and further increase market share. By brand, *Suntory Tennensui*, *Iyemon*, and *Green DA·KA·RA* achieved record-high sales volume in 2022. For the *BOSS* brand, the overall sales volume of the brand was almost flat year on year. In celebration of the 30th anniversary of the brand, we deployed marketing activities unique to *BOSS*. Regarding food for specified health uses and food with functional claims, continued good performance of the *Tokucha* brand, which was renewed in April, as well as *Suntory Iyemon Koi Aji* (food with functional claims) and *Suntory Oolong Tea OTTP* (food with functional claims), contributed to an increase in sales volume.

Revenue increased as a result of the contribution made by an increase in sales volume absorbing the impact from deterioration in the channel mix and the effect of price revisions from October.

Although the increase in revenue and thorough cost management measures, including cost-cutting activities in the supply chain, resulted in incremental profits, inflation in commodity and the effect of the depreciating yen had a greater-than-expected impact and led to a decrease in segment profit.

The Japan business reported revenue of ¥653.2 billion, up 3.7% year on year, and segment profit of ¥33.4 billion, down 18.4% year on year.

<b>Asia Pacific business</b>	
Segment revenue	¥359.4 billion (up 21.4% year on year)
Segment profit	¥56.4 billion (up 42.0% year on year)

In the Asia Pacific region, the Group continued with its approach of concentrating its activities on core brands in the beverage and health food businesses. In particular, robust growth in Vietnam was a significant driver for the business. The increase in sales volume, along with flexible price revisions implemented in the major markets from the beginning of 2022, contributed to a significant increase in revenue.

In addition to an increase in revenue absorbing the impact from soaring raw material prices, gains and losses on transfer from revising the business portfolio, including the divestiture of a fresh coffee business in Oceania in the second quarter of the year ended December 31, 2022, leading to a substantial increase in segment profit.

By major country, in Vietnam, sales volume of major brands, including the mainstay energy drink *Sting* and tea beverage *TEA+*, increased substantially, resulting in an expanded market share. In Thailand, sales of *Pepsi*, including low-sugar products, were strong and sales volume increased in the carbonated beverage category. Regarding the health supplement business, despite the impact of declining demand due to high inflation, the Group continued to focus on mainstay product *BRAND'S Essence of Chicken*, renewing the brand in October and strengthening marketing activities. In Oceania, by strengthening our marketing activities on the energy drink *V*, a core brand, sales volumes in New Zealand and Australia continued at levels higher than the previous fiscal year.

The Asia Pacific business reported revenue of ¥359.4 billion, up 21.4% year on year and up 8.3% on a currency neutral basis. Segment profit was ¥56.4 billion, up 42.0% year on year and up 28.6% on a currency neutral basis.

<b>Europe business</b>	
Segment revenue	¥292.3 billion (up 24.5% year on year)
Segment profit	¥43.4 billion (up 21.5% year on year)

In Europe, due in part to expansion in demand continuing from the beginning of the year and the impact of favorable weather, France, the UK and Spain all recorded growth in sales volume.

Revenue received a contribution from price revisions and saw a significant growth.

Despite the increasing effect of soaring raw material prices and energy prices, an increase in revenue and cost-cutting activities absorbed the impact, leading to a substantial increase in segment profit.

Viewed by major country, as well as benefiting from favorable weather, France experienced a continuation of strong off-premise and on-premise demand. Sales volume of core brands *Oasis*, *Schweppes*, and *Orangina* rose by double-digit rates, resulting in expanded market share. In the UK, core brand *Lucozade* recorded a strong performance. In Spain, the recovery in on-premise demand gathered



momentum, leading to significant growth in sales volume for core brand *Schweppes*.

The Europe business reported revenue of ¥292.3 billion, up 24.5% year on year and up 17.0% on a currency neutral basis, and segment profit of ¥43.4 billion, up 21.5% year on year and up 14.1% on a currency neutral basis.

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**Americas business**

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Segment revenue	¥145.5 billion (up 34.1% year on year)
Segment profit	¥18.2 billion (up 36.6% year on year)

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In the Americas, the enhancing of marketing activities in core carbonated beverage brands and the non-carbonated beverage category resulted in continued strong sales volumes.

Revenue received contributions from price revisions and other RGM measures, and increased significantly.

This increase in revenue absorbed soaring raw material, distribution, and personnel costs, leading to a substantial increase in segment profit.

The Americas business reported revenue of ¥145.5 billion, up 34.1% year on year and up 12.0% on a currency neutral basis, and segment profit of ¥18.2 billion, up 36.6% year on year and up 14.0% on a currency neutral basis.

(2) Issues to address

We promise and declare to society that we make our living with water, which we call *Mizu to Ikiru*. We embrace nature, enrich our society and encourage our people to take on new challenges.

In addition, we have set our vision as follows.

Always start from consumers

Pursue to create new taste, well-being and joy

Aim to be the most locally beloved company

Our medium-term strategy and medium-term plan are as follows.

**Medium-term strategy**

Establish a unique position moving one step ahead of consumer trends, in the global beverages industry

Our aspiration is ¥2.5 trillion sales by 2030 to be achieved organically by “outperforming the market” as well as through “incremental growth from new investments.”

Aim for profit growth which outpaces revenue growth.

In order to achieve these, the Group will proactively develop business in line with the following key strategic pillars.

**< Growth strategy >**

**First Mover - Organic growth**

- Double down on core brands through innovation
- Innovate future categories

**Game Changer – Inorganic growth**

- Go beyond RTD (Ready to Drink)

Expand into new markets

- Accelerate M&A investment

**Enablers**

- Accelerate Centers of Excellence and DX
- Establish Asia-Pacific region to unlock growth

**< Structural transformation >**

- Vending machine business transformation in Japan
- On-premise business transformation in Europe

In addition to the above, the Group will contribute to the local communities through the promotion of sustainability initiatives.

**Medium-term plan (2021-2023)**

The targets through 2023 based on the medium-term strategy are as follows:

**Organic growth**

(Base year: 2020, on a currency neutral basis)

Revenue Mid single-digit Compound Annual Growth Rate (CAGR) growth

Operating income Above 10% Compound Annual Growth Rate (CAGR) growth

Operating margin 10% or above by 2023

Target to surpass 2019 Revenue and Operating Income level in 2022

Growth investment

- Focus on growth investment (including M&A)
- Maximum net D/E ratio of 1x (approx. ¥700 billion)
- Allocate ¥200-300 billion for investment

In 2023, as we expect that we will continue to face a highly volatile external environment, we will tirelessly evolve our business structure while launching a further global offensive under a new, highly diversified management system. The Group aims to achieve further revenue growth by accelerating its approach of core brand innovation. As we assume that the severe cost environment will continue, the Group aims to improve its profit structure and increase profits through revenue growth and thorough cost reduction activities in the supply chain.

Further, aiming at sustainable growth, we will continue to invest aggressively by exploring M&A and other investment opportunities, expanding production facilities, and carrying out more robust sustainability initiatives and investments. Underpinned by our mission “To Create Harmony with People and Nature,” our sustainability initiatives will involve redoubling our efforts related to water and greenhouse gases with our sights set on achieving our “Environmental Targets toward 2030,” and also more robustly engaging in the initiatives listed in the Suntory Group Plastic Policy.

< Japan business >

Designating our business strategies of “accelerating growth in core brands,” “vending machine business transformation,” and “supply chain structural reform” as the key priorities, we aim to grow revenue and profit. With respect to marketing activities, the Group will continue to further strengthen initiatives involving *Suntory Tennensui*, *BOSS*, *Iyemon*, *Green DAKARA* and *Tokucha*. With the *Suntory Tennensui* brand, the Group will continue to appeal to consumers using its unique “clear & tasty” brand value, and will also enhance initiatives involving flavoured water products. The Group will further strengthen its activities for the *BOSS* brand with the two pillars of the *Craft BOSS*, which comprises the coffee series and tea series. We will also beef up our marketing activities for canned coffee to activate heavy users. To achieve further growth with respect to our *Iyemon* brand, the Group will redouble efforts involving the *Iyemon*, *Iyemon Koi Aji* and *Iyemon Kyoto Blend* product lines. The Group will strive to get customers more accustomed to drinking *Tokucha* by further enhancing our marketing activities and conveying the appeal of *Tokucha* in terms of its unique functions.

< Asia Pacific business >

In Asia Pacific, the Group aims to achieve further growth in revenue through core brand innovation, price revisions and other revenue growth management (RGM) measures. We will absorb higher costs due to soaring raw material and energy prices through revenue growth and thorough cost reduction activities such as the expansion of production facilities.

In Vietnam, in light of higher demand, the Group will continue to strengthen its sales activities while striving to accelerate the growth of core brands such as the energy drink *Sting* and the RTD tea *TEA+*. In Thailand, the Group will strengthen the *Pepsi* brand and work to achieve further improvements in productivity, and continue reinforcing low-sugar products in order to capture demand driven by the rising health consciousness of consumers. Regarding the health supplement business, the Group will bolster marketing activities for mainstay product *BRAND'S Essence of Chicken*. In Oceania, the Group will continue to focus on the energy drink *V*, a core brand.

< Europe business >

In Europe, the Group aims to achieve revenue growth through continued core brand innovation and thorough RGM measures, including price revisions. We will absorb the impact of further cost increases through revenue growth and continued cost reduction activities and business restructuring.

In France, the Group will strengthen marketing for the *Orangina* and *Oasis* brands. In the UK, the Group seeks to increase market share in the energy drink category market by concentrating investment on the *Lucozade Energy* brand. In Spain, the Group will further promote structural reform of its on-premise business while redoubling efforts involving *Schweppes* in the off-premise and on-premise markets.

< Americas business >

The Group will enhance the core carbonated beverage category, while also working to further expand the growing non-carbonated beverage category. The

*[Translation]*

Group will accelerate growth of revenue and profit by further strengthening pricing policies and the supply chain.

We appreciate and value your ongoing cooperation and support.

## **(Reference) Sustainability Initiatives**

The Suntory Group is promoting sustainability management globally with the aim of realizing our mission “To Create Harmony with People and Nature” as stated in our corporate philosophy.

### Environmental Vision toward 2050 and Environmental Targets toward 2030

The Suntory Group established the Environmental Vision toward 2050 and Environmental Targets toward 2030 to provide a clearer direction for its sustainable management practices.

Activities of the Suntory Group, including the Company, have been highly regarded and Suntory Holdings Limited was awarded the position as a CDP A-list Company both for “Water Security” and “Climate Change” in 2022.

### Environmental Vision toward 2050

#### 1. Water Sustainability

- Reduce the water intensity\*<sup>1</sup> of production at our owned plants\*<sup>2</sup> by 50%\*<sup>3</sup> globally.
- Replenish more than 100% of water used at all of our owned plants globally through conservation of the surrounding ecosystem.
- Achieve sustainable water use for all key ingredients.
- Share the Sustainable Water Philosophy to the communities where our business operates.

#### 2. Climate Change Measures

- Aim for net zero greenhouse gas emissions across the whole value chain by 2050  
Continue to promote energy conservation, proactively implement renewable energy solutions, utilize next-generation infrastructure options and work together with stakeholders across the value chain in order to contribute to realizing a decarbonized society

\*1 Water intensity is the amount of water withdrawn per unit of production, which is 1 kiloliter of production

\*2 Owned plants that manufactures finished products and excludes plants for packaging and ingredients

\*3 Reduction of water intensity of production based on 2015 baseline

### Environmental Targets toward 2030

#### 1. Water

[Reduction of water used in direct operation]

Reduce the water intensity\*<sup>1</sup> of production at our owned plants\*<sup>2</sup> by 35%\*<sup>3</sup> globally. In addition, explore reduction of absolute amount of water withdrawn in highly water stressed areas.

[Water replenishment]

Replenish more than 100% of water used in at least 50% of our owned plants<sup>\*2</sup> globally, including all those in highly water stressed areas, through local water source conservation efforts.

[Sustainable water use in raw ingredients]

Collaborate with suppliers to improve water-use efficiency in the production of water-intensive key ingredients<sup>\*4</sup> in highly water stressed areas.

[Water education and access to safe water]

Expand water education programs and initiatives to provide safe water access for more than 1 million people.

## 2. Greenhouse Gas (GHG)

- Reduce GHG emissions from our direct operations by 50%<sup>\*5</sup>
- Reduce GHG emissions across our entire value chain by 30%<sup>\*5</sup>

\*1 Water intensity is the amount of water withdrawn per unit of production, which is 1 kiloliter of production

\*2 Owned plants that manufacture finished products and excludes plants for packaging and ingredients

\*3 Reduction of water intensity of production based on 2015 baseline year

\*4 Coffee, barley, grapes

\*5 Based on emissions in 2019.

## Sustainability Initiatives

### Water

In 2022, the Suntory Minami Alps Hakushu Water Plant obtained the Alliance for Water Stewardship (AWS) certification for sustainable water use in the watershed surrounding the plant. The Suntory Okudaisen Bunanomori Water Plant was the first in Japan to acquire this certification in 2018, followed by the Suntory Kyushu Kumamoto Plant in 2019, making this the third AWS certification of a Suntory Group plant in Japan. The Suntory Group products are supported by the blessings of water.

In 2023, we will celebrate the 20th anniversary of the Suntory Natural Water Sanctuary Project Activity, a water resource conservation activity that protects the abundant water that can be said to be the lifeblood of our business as a company that “lives with water.” This Natural Water Sanctuary Project Activity not only protects the sustainability of water, but also contributes to the creation of forests rich in biodiversity. Going forward, we will continue to deepen this activity and further promote sustainability management for the regeneration of biodiversity and realization of a sustainable society.

### Greenhouse Gas (GHG)

The Suntory Group has introduced renewable energy to the electricity purchased for all of the production and research sites related to our beverage, food, and liquor businesses in Japan starting in April 2022, and has subsequently completed the introduction of renewable energy in the Americas and Europe. As a result, the Suntory Group now purchases 100% renewable electricity in all its factories and R&D facilities related to our beverage, food, and liquor businesses in Japan, the Americas and Europe by the end of 2022, reducing greenhouse gas emissions by approximately 230,000 tons per year\* across 66 sites.

\* Based on 2021 purchased electricity amount

### Plastic

The Suntory Group is engaged in a variety of activities to achieve its target of 100% sustainability involving PET bottles\* by using only recycled or plant-derived materials for all PET bottles used globally by 2030 and achieving zero use of virgin petroleum-based materials.

In Japan, in March 2022 we began gradually rolling out a new logo “Bottles are resources! Towards a Sustainable Bottle” on all of our PET bottles in Japan to communicate to consumers that PET bottles are resources that can be recycled many times, and also strengthened our communication to consumers through educational activities and other means. In Europe, we introduced 100% sustainable bottles for the *Lucozade Sport* brand in the Great Britain and Ireland in 2022, following similar rollouts for the *Ribena* brand in the Great Britain and the *May Tea* and *Pulco* brands in France. In Asia, we introduced 100% sustainable bottles in Vietnam in 2022, our first in the Asia region.

\* 100% recycled or plant-based materials



### Initiatives to Promote DEI

One ethical principle described in the Suntory Group Code of Business Ethics is to accept the existence of diverse values when carrying out business activities.

Moreover, aiming to realize not only a workplace where anyone can work enthusiastically in a way suited to them, while having self-awareness and pride as an employee of Suntory, but also an organization that considers the individual qualities and diversity among fellow employees as a strength to utilize, in 2021 the Suntory Group established its “DEI Vision Statement,” which states “We are all unique. We courageously embrace diversity and equity, and cultivate a culture of inclusion. Let’s be the best we can all be for our colleagues, customers and communities.”

To this end, we are promoting DEI throughout the Suntory Group with three Strategic Pillars: a diverse workforce; an inclusive workplace; and customers and communities.

Based on this notion, the Company is actively engaging in various initiatives enlisting our basic policy of DEI promotion, which makes use of diverse human resources and diverse values.

### Health and Productivity Management Initiatives

The Company was selected as a 2022 Certified Health & Productivity Management Outstanding Organization in the Large Enterprise Category (White 500).

We have been promoting “health management” since 2016, based on the belief that the robust physical and mental health of employees and their families leads to fulfilling daily lives and rewarding work and is the driving force behind the realization of the SBF Vision that we aim to achieve.

In addition, through the development of the SUNTORY+ application, which supports corporate health management, and our “*Green DA ·KA ·RA* Heat Exhaustion Awareness Campaign” for elementary schools and companies, we are actively contributing to the health of not only our own companies but also society, and these offerings have received high praise from the many companies and organizations that have introduced them.

## (3) Status of Assets and Profit and Loss

Category	The 11th Fiscal Year 2019	The 12th Fiscal Year 2020	The 13th Fiscal Year 2021	The 14th Fiscal Year 2022 (fiscal year under review)
Revenue (Millions of yen)	1,299,385	1,178,137	1,268,917	1,450,397
Operating Income (Millions of yen)	113,948	96,177	118,568	139,688
Profit for the Year Attributable to Owners of the Company (Millions of yen)	68,888	52,212	68,676	82,317
Basic Earnings per Share (Yen)	222.94	168.97	222.25	266.40
Total Equity (Millions of yen)	837,565	859,556	943,952	1,060,104
Equity Attributable to Owners of the Company per Share (Yen)	2,448.44	2,529.95	2,785.09	3,123.69
Total Assets (Millions of yen)	1,567,299	1,574,251	1,676,926	1,783,349

## (4) Summary of Principal Businesses (as of December 31, 2022)

The Group manufactures and sells beverages and food including mineral water, coffee beverages, tea beverages, carbonated beverages, sports beverages, and FOSHU.

## (5) Status of Significant Parent Company and Subsidiaries

## 1) Status of Significant Parent Company

Name	Shares Held	Ratio of Voting Rights	Business Relationship
Suntory Holdings Limited	183,800,000 shares	59.4%	Payment of brand royalties, advance payment for raw materials, etc.

Note: The Company's significant transactions, activities, etc. conducted with its parent company are, in accordance with internal regulations, examined beforehand by the departments conducting the significant transactions, activities, etc. and by the Company's legal affairs division and finance & accounting division to confirm the necessity and reasonableness of transactions, activities, etc., the appropriateness of their terms and conditions, etc., and the fairness, taking into consideration the perspective of independence from the parent company. Furthermore, following prior deliberation and report by the Special Committee consisting of three Independent Outside Directors who are independent of the parent company group, the Board of Directors carries out a full deliberation on the necessity and reasonableness of

transactions, activities, etc., the appropriateness of their terms and conditions, etc., and the fairness, that precedes decision making. In addition to deliberation beforehand, after a transaction takes place, in accordance with internal regulations, the legal affairs division, finance & accounting division, and internal audit division conduct a check on whether the transaction was carried out based on the contents of the deliberation. Also, the Audit and Supervisory Committee conducts an audit. Moreover, the status of the transactions, activities, etc. is reported to the Special Committee and the Board of Directors, and they confirm the results of the transactions, activities, etc. After reviewing these procedures, the Company's Board of Directors has determined that the significant transactions, activities, etc., with the parent company do not undermine the Company's interests since they are necessary and reasonable, appropriate in terms of terms and conditions, etc., and fair.

2) Status of Significant Subsidiaries, etc.

Name	Paid-in Capital	Ratio of Voting Rights (%)	Principal Business Purpose
Suntory Foods Limited	(Million) ¥1,000	100.0	Sale of non-alcoholic beverages
Suntory Beverage Solution Limited	(Million) ¥80	100.0	Sale of non-alcoholic beverages
Japan Beverage Holdings Inc.	(Million) ¥100	82.7	Sale of non-alcoholic beverages
Suntory Products Limited	(Million) ¥1,000	100.0	Manufacture of non-alcoholic beverages
Suntory Beverage & Food Asia Pte. Ltd.	(Thousand) S\$982,996	100.0	Strategic planning and group supervision for beverage and food businesses in South East Asia and other regions
Suntory Beverage & Food International (Thailand) Co., Ltd.	(Million) THB250	100.0	Manufacture and sale of health foods
PT SUNTORY GARUDA BEVERAGE	(Million) IDR198,048	75.0	Manufacture and sale of non-alcoholic beverages
Suntory PepsiCo Vietnam Beverage Co., Ltd.	(Million) VND5,597,429	100.0	Manufacture and sale of non-alcoholic beverages
Suntory PepsiCo Beverage (Thailand) Co., Ltd.	(Thousand) THB16,085,250	51.0	Manufacture and sale of non-alcoholic beverages
FRUCOR SUNTORY NEW ZEALAND LIMITED	(Thousand) NZ\$446,709	100.0	Manufacture and sale of non-alcoholic beverages
FRUCOR SUNTORY AUSTRALIA PTY. LIMITED	(Thousand) A\$249,200	100.0	Sale of non-alcoholic beverages

Name	Paid-in Capital	Ratio of Voting Rights (%)	Principal Business Purpose
Orangina Schweppes Holding B.V.	(Thousand) €18	100.0	Manufacture and sale of non-alcoholic beverages
Lucozade Ribena Suntory Limited	(Million) £602	100.0	Manufacture and sale of non-alcoholic beverages
Pepsi Bottling Ventures LLC	(Thousand) US\$215,554	65.0	Manufacture and sale of non-alcoholic beverages

Notes:

- The ratio of voting rights includes indirect holdings.
- The Company and its subsidiary Japan Beverage Holdings Inc. hold all of the issued shares of Suntory Beverage Solution Limited.
- Suntory Beverage & Food International (Thailand) Co., Ltd. changed its trade name from the former name BRAND'S SUNTORY INTERNATIONAL CO., LTD. to the current name on March 1, 2022.
- The Company holds 51.0% of the issued shares of Suntory PepsiCo Investment B.V., which holds all of the issued shares of Suntory PepsiCo Vietnam Beverage Co., Ltd.

(6) Principal Offices and Plants, etc. (as of December 31, 2022)

1) The Company

Head Office:	1-1, Shibaura 3-chome, Minato-ku, Tokyo
Research Institute:	Product Development Center (Kawasaki-shi, Kanagawa)

2) Subsidiaries

Name of Segment	Name	Major Business Sites	
Japan	Suntory Foods Limited	Head Office	Minato-ku, Tokyo
		Office	Metropolitan Marketing Office (Minato-ku, Tokyo), etc.
	Suntory Beverage Solution Limited	Head Office	Shinjuku-ku, Tokyo
		Office	Metropolitan First Marketing Office (Shinjuku-ku, Tokyo), etc.
	Japan Beverage Holdings Inc.	Head Office	Shinjuku-ku, Tokyo
	Suntory Products Limited	Head Office	Minato-ku, Tokyo
Plant		Haruna Plant (Shibukawa-shi, Gunma), etc.	

Name of Segment	Name	Major Business Sites	
Asia Pacific	Suntory Beverage & Food Asia Pte. Ltd.	Head Office	Singapore
	Suntory Beverage & Food International (Thailand) Co., Ltd.	Head Office	Bangkok, Thailand
	PT SUNTORY GARUDA BEVERAGE	Head Office	Jakarta, Indonesia
	Suntory PepsiCo Vietnam Beverage Co., Ltd.	Head Office	Ho Chi Minh, Viet Nam
	Suntory PepsiCo Beverage (Thailand) Co., Ltd.	Head Office	Bangkok, Thailand
	FRUCOR SUNTORY NEW ZEALAND LIMITED	Head Office	Auckland, New Zealand
	FRUCOR SUNTORY AUSTRALIA PTY. LIMITED	Head Office	New South Wales, Australia
Europe	Orangina Schweppes Holding B.V.	Head Office	Amsterdam, the Netherlands
	Lucozade Ribena Suntory Limited	Head Office	London, U.K.
Americas	Pepsi Bottling Ventures LLC	Head Office	North Carolina, U.S.A.

(7) Status of Employees (as of December 31, 2022)

Name of Segment	Number of Employees		Increase (Decrease) from Previous Fiscal Year	
Japan	9,561	[673]	192	[(75)]
Asia Pacific	7,731	[445]	(744)	[4]
Europe	3,337	[114]	9	[(5)]
Americas	2,741	[62]	173	[12]
Company-wide (common)	115	[-]	(11)	[-]
Total	23,485	[1,294]	(381)	[(64)]

Notes:

1. The number of employees refers to the number of current workers while the number in the brackets [ ] is the average number of temporary employees for the most recent one-year period, which is not included in the number of current workers.
2. Employees classified as Company-wide (common) are administrative staff not assigned to any particular segment.

(8) Status of Company's Principal Lenders (as of December 31, 2022)

Name of Lender	Amount of Loan (Millions of yen)
The Norinchukin Bank	29,000
The Hongkong and Shanghai Banking Corporation Limited	13,003
MUFG Bank, Ltd.	10,000

(9) Status of Fund Procurement

No items to report.

(10) Status of Capital Investment

Capital investment in the fiscal year under review was ¥65.4 billion. A breakdown of capital investment by segment is as follows.

Name of Segment	Capital Investment (Millions of yen)
Japan	30,556
Asia Pacific	17,923
Europe	9,749
Americas	7,159
Total	65,388

1) Major Plant and Equipment Completed in the Fiscal Year under Review

No items to report.

2) New Construction, etc. of Major Plant and Equipment in Progress or Planning in the Fiscal Year under Review

Name of Segment	Content of Capital Investment
Japan	Expansion of production line at the Suntory Kita Alps Shinano-no-Mori Water Plant of Suntory Products Limited
Asia Pacific	Construction of a new plant of FRUCOR SUNTORY AUSTRALIA PTY. LIMITED
Europe	Construction of logistics warehouse adjacent to Donnery Plant of Orangina Suntory France Production S.a.s
Americas	Expansion of production line at the Western Optimized Warehouse of Pepsi Bottling Ventures LLC

(11) Status of Significant Business Realignments

On January 1, 2022, the Group carried out procedures to reorganize the vending machine business, etc. within the Group and the business operated by Suntory Beverage Service Limited and the rights and obligations related to said business were transferred to the Group companies such as Suntory Beverage Solution Limited.

*[Translation]*

Upon the confirmation of the completion of the above reorganization procedures, Suntory Beverage Service Limited was merged into the Company as of December 1, 2022, as the purpose of its existence as a company had ceased to exist.

2. Matters Concerning Shares (as of December 31, 2022)

- (1) Total Number of Shares Authorized to be Issued: 480,000,000 shares
- (2) Total Number of Issued and Outstanding Shares: 309,000,000 shares
- (3) Number of Shareholders: 39,600 (increased by 183 from the previous fiscal year)
- (4) Major Shareholders (Top 10 shareholders):

Name of Shareholder	Shares Held (Thousands)	Ratio of Shareholding (%)
Suntory Holdings Limited	183,800	59.4
The Master Trust Bank of Japan, Ltd. (Trust Account)	20,014	6.4
Custody Bank of Japan, Ltd. (Trust Account)	7,752	2.5
STATE STREET BANK AND TRUST CLIENT OMNIBUS ACCOUNT OM02 505002	5,533	1.7
SMBC Nikko Securities Inc.	4,618	1.4
JPMorgan Securities Japan Co., Ltd.	3,792	1.2
STATE STREET BANK WEST CLIENT – TREATY 505234	3,737	1.2
Mitsubishi UFJ Morgan Stanley Securities Co., Ltd.	3,118	1.0
Mizuho Securities Co., Ltd.	2,357	0.7
STATE STREET BANK AND TRUST COMPANY 505103	1,897	0.6

Note: Ratio of Shareholding is calculated after deducting treasury shares (121 shares).



3. Status of Directors

(1) Names, etc. of Directors (as of December 31, 2022)

Position	Name	Responsibilities and Important Concurrent Positions
Representative Director, President & Chief Executive Officer	Kazuhiro Saito	Overall Group Management Director of FRUCOR SUNTORY NEW ZEALAND LIMITED Director of FRUCOR SUNTORY AUSTRALIA PTY. LIMITED Chairman of Suntory Beverage & Food Europe Director of Orangina Schweppes Holding B.V. Director of Pepsi Bottling Ventures LLC
Director, Executive Vice President	Josuke Kimura	Chief Executive Officer of SBF Japan Director of Suntory Foods Limited Director of Suntory Beverage Solution Limited Director of Suntory Products Limited
Director, Executive Vice President	Shekhar Mundlay	Chief Executive Officer of SBF International Chairman of Suntory Beverage & Food Asia Pacific Director of Suntory Beverage & Food Asia Pte. Ltd. Commissioner of PT SUNTORY GARUDA BEVERAGE Director of Suntory PepsiCo Vietnam Beverage Co., Ltd. Director of Suntory PepsiCo Beverage (Thailand) Co., Ltd. Director of Orangina Schweppes Holding B.V. Director of Lucozade Ribena Suntory Limited Director of Pepsi Bottling Ventures LLC
Director	Peter Harding	Chief Executive Officer of SBF Europe Chief Executive Officer of Suntory Beverage & Food Europe Director of Orangina Schweppes Holding B.V. Director of Lucozade Ribena Suntory Limited Director of Pepsi Bottling Ventures LLC
Director	Kazutomo Aritake	Director, Executive Vice President of Suntory Holdings Limited
Director	Yukari Inoue	Managing Director of Kellogg Japan G.K. Outside Director of Toyota Tsusho Corporation
Full-time Audit and Supervisory Committee Member	Yuji Yamazaki	Audit & Supervisory Board Member of Suntory Foods Limited Audit & Supervisory Board Member of Suntory Products Limited
Audit and Supervisory Committee Member	Harumichi Uchida	Attorney (Partner) of TMI Associates

Position	Name	Responsibilities and Important Concurrent Positions
Audit and Supervisory Committee Member	Mika Masuyama	President and Representative Partner of Masuyama & Company LLC. Outside Director of KOKUYO CO., LTD. External Director of Konoike Transport Co., Ltd.

Notes:

- Ms. Yukari Inoue, Mr. Harumichi Uchida and Ms. Mika Masuyama are Outside Directors.
- The Company designated Outside Directors Ms. Inoue, Mr. Uchida and Ms. Masuyama as Independent Officers and reported this designation to the Tokyo Stock Exchange.
- The Company has concluded limited liability agreements with Mr. Kazutomo Aritake, Ms. Inoue, Mr. Yuji Yamazaki, Mr. Uchida and Ms. Masuyama pursuant to Article 427, paragraph (1) of the Companies Act of Japan. Based on these agreements, if any of them causes the Company to suffer loss through neglect of duties, then providing that he/she was fulfilling his/her duties in good faith with no gross negligence, the liability to the Company shall be limited to the minimum liability amount stipulated by Article 425, paragraph (1) of the Companies Act of Japan.
- Mr. Yamazaki has extensive experience in leading the corporate planning division, and he possesses a considerable amount of expertise related to finance and accounting.
- Changes in Directors' responsibilities after the end of the fiscal year under review are as follows.

Name	Responsibilities before Change	Responsibilities after Change	Date of Change
Josuke Kimura	Chief Executive Officer of SBF Japan	–	January 1, 2023
Shekhar Mundlay	Chief Executive Officer of SBF International	Chief Operating Officer of SBF Chief Executive Officer of SBF International	January 1, 2023

- Changes in Directors' important concurrent positions after the end of the fiscal year under review are as follows.

Name	Important Concurrent Positions before Change	Important Concurrent Positions after Change	Date of Change
Kazuhiro Saito	Director of FRUCOR SUNTORY NEW ZEALAND LIMITED Director of FRUCOR SUNTORY AUSTRALIA PTY. LIMITED Chairman of Suntory Beverage & Food Europe Director of Orangina Schweppes Holding B.V. Director of Pepsi Bottling Ventures LLC	Chairman of Suntory Beverage & Food Europe	January 1, 2023
Josuke Kimura	Director of Suntory Foods Limited Director of Suntory Beverage Solution Limited Director of Suntory Products Limited	Senior Managing Executive Officer of Suntory Holdings Limited	January 1, 2023

Name	Important Concurrent Positions before Change	Important Concurrent Positions after Change	Date of Change
Shekhar Mundlay	Chairman of Suntory Beverage & Food Asia Pacific Director of Suntory Beverage & Food Asia Pte. Ltd. Commissioner of PT SUNTORY GARUDA BEVERAGE Director of Suntory PepsiCo Vietnam Beverage Co., Ltd. Director of Suntory PepsiCo Beverage (Thailand) Co., Ltd. Director of Orangina Schweppes Holding B.V. Director of Lucozade Ribena Suntory Limited Director of Pepsi Bottling Ventures LLC	Chairman of Suntory Beverage & Food Asia Pacific Director of Suntory Beverage & Food Asia Pte. Ltd. Commissioner of PT SUNTORY GARUDA BEVERAGE Director of Suntory PepsiCo Beverage (Thailand) Co., Ltd. Director of FRUCOR SUNTORY NEW ZEALAND LIMITED Director of FRUCOR SUNTORY AUSTRALIA PTY. LIMITED Director of Orangina Schweppes Holding B.V. Director of Lucozade Ribena Suntory Limited Director of Pepsi Bottling Ventures LLC	January 1, 2023

7. To strengthen the auditing and supervising function of the Audit and Supervisory Committee, the Company has appointed Mr. Yamazaki as full-time Audit and Supervisory Committee Member to enable collection of information from the Directors (excluding Audit and Supervisory Committee Members), sharing of information at important meetings, and the sufficient coordination between the internal audit division and the Audit and Supervisory Committee.
8. The Company has entered into a directors and officers liability insurance policy contract with an insurance company, as stipulated in Article 430-3, paragraph (1) of the Companies Act of Japan. The insured parties do not assume costs of the insurance premiums such that the insured parties under the insurance policy include the Company's Directors, Senior Managing Executive Officers, and Managing Executive Officers, as well as Directors and Audit and Supervisory Board Members of the Company's domestic subsidiaries. This insurance policy covers an insured party's losses and such costs as related litigation expenses incurred from claims for damages arising from acts (including nonfeasance) carried out by the insured party as an officer or a person at a certain position of the Company. However, to ensure that the proper performance of duties of an insured party is not impaired, the insurance policy does not provide coverage for losses and costs incurred by an insured party who has committed a criminal act or an otherwise intentionally illegal act.

(Reference) Names, etc. of Senior Managing Executive Officer and Managing Executive Officer (as of January 1, 2023)

Position	Name	Responsibilities
Senior Managing Executive Officer	Makiko Ono	
Senior Managing Executive Officer	Hachiro Naiki	Chief Executive Officer of SBF Japan
Senior Managing Executive Officer	Yoshihito Suda	R&D and Production, Chief Operating Officer, MONOZUKURI Division
Managing Executive Officer	Shozo Nishimoto	Chief Operating Officer, Production & Supply Chain Management Division of SBF Japan
Managing Executive Officer	Shinichiro Yanai	Executive Vice President, Chief Operating Officer, Brand Development Division and in charge of Cross Region Development Department of SBF Japan
Managing Executive Officer	Takayuki Sanno	Chief Executive Officer of SBF Asia Pacific
Managing Executive Officer	Akira Haraguchi	Chief Operating Officer, Corporate Management Division
Managing Executive Officer	Tsuyoshi Oikawa	Representative Director, President & Chief Executive Officer of Suntory Beverage Solution Limited
Managing Executive Officer	Haruhisa Inada	Senior General Manager, Global Auditing Department and Corporate Auditor of SBF Asia Pacific
Managing Executive Officer	Susumu Takemoto	Senior General Manager, Development & Design Department of SBF Japan
Managing Executive Officer	Akiyo Sato	Deputy Chief Operating Officer, Brand Development Division of SBF Japan
Managing Executive Officer	Noriaki Otsuka	Chief Operating Officer, Corporate Strategy Division
Managing Executive Officer	Shigeki Kogiso	Representative Director, President & Chief Executive Officer of Suntory Foods Limited, Chief Operating Officer, Overall Sales & Marketing Division
Managing Executive Officer	Takahiro Yoshimura	Representative Director, President & Chief Executive Officer of Suntory Products Limited

(2) Policy on determining remuneration, etc. for the Company's Directors

The Company has revised the following policy on determining remuneration, etc. for the Company's Directors at the meeting of its Board of Directors held on June 15, 2022.

Remuneration, etc. for the Company's Directors are structured at levels commensurate with their role and responsibilities in a manner that motivates them to improve the Company's performance and corporate value and secures outstanding personnel.

The Human Resources Committee, with Outside Directors accounting for at least half of its membership, deliberates the levels and criteria of remuneration, etc. for Directors (excluding Audit and Supervisory Committee Members), and reports to the Board of Directors with respect to the appropriateness thereof.

The Representative Director, President & Chief Executive Officer, appointed by the Board of Directors, makes decisions on amounts of remuneration, etc. for Directors (excluding Audit and Supervisory Committee Members) based on reports of the Human Resources Committee. Remuneration, etc. for Directors serving on the Audit and Supervisory Committee is decided upon discussion involving the Audit and Supervisory Committee Members.

The Human Resources Committee confirms that details of remuneration, etc. for individual Directors (excluding Audit and Supervisory Committee Members) are consistent with remuneration policy. The Board of Directors deems that details of remuneration, etc. for individual Directors (excluding Audit and Supervisory Committee Members) are consistent with remuneration policy based on the confirmation results of the Human Resources Committee.

Remuneration, etc. for the Executive Directors consists of fixed compensation (monthly) and performance-based compensation (annually in March). The remuneration, etc., for Executive Directors who are foreign nationals are paid by overseas subsidiaries. Although the remuneration is not subject to the Company's remuneration system, it is a combination of fixed compensation and performance-based compensation, and the Company's consolidated operating income is used as one of the criteria for performance-based compensation.

Remuneration, etc. for non-executive Directors shall only consist of fixed compensation (monthly). However, full-time Audit and Supervisory Committee members shall be paid, in addition to fixed compensation, a performance-based compensation (annually in March) as remuneration, etc. in consideration of the contribution to the Company's performance.

While fixed compensation is the main form of remuneration, the ratio of fixed compensation to performance-based compensation paid to Executive Directors (excluding Executive Directors who are foreign nationals) is set to secure outstanding personnel and provide the proper incentive to improve the Company's performance and corporate value. The human resources committee takes the trends with respect to remuneration benchmark company groupings and other factors into consideration and holds regular discussions.

The level of fixed compensation shall be set according to position and considering responsibilities.

The performance-based compensation, for which the key performance indicator is consolidated operating income (excluding one-time income and expenses), is calculated by multiplying the amount on the performance-based compensation calculation table set according to the individual's responsibilities/performance evaluation by a performance coefficient, where that performance coefficient is calculated by multiplying the achievement percentage of the targeted consolidated operating income (excluding one-time income and expenses) by the benchmark consolidated operating income (excluding one-time income and expenses).  
 The Company chose consolidated operating income (excluding one-time income and expenses) as the key performance indicator because in the Group, importance is placed on consolidated operating income (excluding one-time income and expenses) as an indicator that reflects the results of continuous business activities and because it will incentivize the recipients to improve the Company's performance and corporate value.  
 In addition, the Company does not have a retirement allowance system or a stock option system.

(3) Remuneration, etc. for Directors

Classification	Fixed Compensation		Performance-Based Compensation		Total (Millions of yen)
	Number of Persons	Payment Amount (Millions of yen)	Number of Persons	Payment Amount (Millions of yen)	
Director (excluding Audit and Supervisory Committee Member)	4	156	2	124	280
(Outside Director)	(1)	(15)	(-)	(-)	(15)
Director (Audit and Supervisory Committee Member)	3	73	1	33	106
(Outside Director)	(2)	(36)	(-)	(-)	(36)
Total	7	229	3	157	387
(Outside Director)	(3)	(51)	(-)	(-)	(51)

Notes:

1. Performance-based compensation is an amount to be paid. Note that the Company has not disclosed the targets and actual results of consolidated operating income (excluding one-time income and expenses), which is a major indicator for the performance-based compensation, but the forecast and actual results for consolidated operating income, which form the basis of those amounts, are ¥140,500 million and ¥139,688 million, respectively.
2. The maximum remuneration limit for Directors (excluding Audit and Supervisory Committee Members) is an annual amount not exceeding ¥1,000 million (of which a maximum amount of

¥100 million shall be paid to Outside Directors; providing, however, not including the employee portion of salaries of Directors who are concurrently employees), which was passed by resolution at the Ordinary General Meeting of Shareholders held on March 27, 2015. The number of Directors (excluding Audit and Supervisory Committee Members) at the conclusion of said Ordinary General Meeting of Shareholders was eight (including one Outside Director).

3. The maximum remuneration limit for Audit and Supervisory Committee Members is an annual amount not exceeding ¥150 million, which was passed by resolution at the Ordinary General Meeting of Shareholders held on March 27, 2015. The number of Directors serving on the Audit and Supervisory Committee at the conclusion of said Ordinary General Meeting of Shareholders was three (including two Outside Directors).
4. This does not include remuneration, etc. for the two Executive Directors who are foreign nationals because their remuneration is paid by overseas subsidiaries.
5. The Board of Directors has delegated decisions on amounts of remuneration, etc. for Directors (excluding Audit and Supervisory Committee Members) to Representative Director, President & Chief Executive Officer Kazuhiro Saito. The Company delegated such decisions to him upon having deemed it appropriate for the Representative Director, President & Chief Executive Officer to make decisions on details of remuneration, etc. for individuals in view of factors such as performance of the Group overall. As a measure to ensure that such authority is exercised appropriately, the Board of Directors deems that details of remuneration, etc. for individual Directors (excluding Audit and Supervisory Committee Members) are consistent with remuneration policy based on the confirmation results of the Human Resources Committee, which entails the committee confirming whether or not details of remuneration, etc. for individual Directors (excluding Audit and Supervisory Committee Members) are consistent with remuneration policy.

#### (4) Outside Directors

##### 1) Status of Material Concurrent Positions at Other Companies, etc. and the Company's Relationship with the Aforesaid Organizations

There are no special interests between the Company and the following entities at which the Outside Directors concurrently serve.

Classification	Name	Important Concurrent Positions
Outside Director	Yukari Inoue	Managing Director of Kellogg Japan G.K. Outside Director of Toyota Tsusho Corporation
Outside Director (Audit and Supervisory Committee Member)	Harumichi Uchida	Attorney (Partner) of TMI Associates
Outside Director (Audit and Supervisory Committee Member)	Mika Masuyama	President and Representative Partner of Masuyama & Company LLC. Outside Director of KOKUYO CO., LTD. External Director of Konoike Transport Co., Ltd.

2) Principal Activities during the Fiscal Year under Review

Classification	Name	Board of Directors Meeting Attendance	Audit and Supervisory Committee Meeting Attendance	Status of Statements and Duties Carried out in Relation to Roles an Outside Director is Expected to Perform
Outside Director	Yukari Inoue	12/13	—	She has been providing strategic advice and supervision in the Board of Directors through commentary drawing on her experience and knowledge as a corporate executive. In addition, she has been serving as a member of the Human Resources Committee and the Special Committee, enlisting her independent and objective standpoint.
Outside Director (Audit and Supervisory Committee Member)	Harumichi Uchida	13/13	13/13	In addition to providing advice and supervision in the Board of Directors, he has also been conducting effective and sophisticated audits within the Audit and Supervisory Committee particularly through commentary drawing on his experience and knowledge as an attorney. In addition, he has been serving as a member of the Human Resources Committee and as the chair of the Special Committee, enlisting his independent and objective standpoint.



Classification	Name	Board of Directors Meeting Attendance	Audit and Supervisory Committee Meeting Attendance	Status of Statements and Duties Carried out in Relation to Roles an Outside Director is Expected to Perform
Outside Director (Audit and Supervisory Committee Member)	Mika Masuyama	13/13	13/13	She has been providing advice and supervision in the Board of Directors as well as audits and supervision in the Audit and Supervisory Committee through commentary drawing on her experience and knowledge relating to corporate governance, human resource development and other areas. In addition, she has been serving as a member of the Human Resources Committee and the Special Committee, enlisting her independent and objective standpoint.

Note: In addition to the number of attendances at meetings of the Board of Directors presented above, in accordance with the provisions of Article 370 of the Companies Act, and of Article 27 of the Company's Articles of Incorporation, there were six (6) written resolutions where it was deemed that a resolution of the Board of Directors had been made.

4. Status of Accounting Auditor

(1) Name: Deloitte Touche Tohmatsu LLC

(2) Amount of Accounting Auditor's Fees, etc.

(Millions of yen)

Amount of fees, etc. for the fiscal year under review	158
Total amount of money and other financial benefits payable to Accounting Auditor by the Company and its subsidiaries	198

Notes:

1. The audit agreement between the Company and the Accounting Auditor does not distinguish between fees paid for the audit conducted in accordance with the Companies Act of Japan from fees paid for the audit conducted in accordance with the Financial Instruments and Exchange Act, and it is practically impossible to make such a distinction. Accordingly, the amount specified above is the aggregate amount of fees for these two types of audits.
2. Of the Company's significant subsidiaries, ten companies, including Suntory Beverage & Food Asia Pte. Ltd., are subject to audits of their financial statements by a certified public accountant or an audit corporation (including parties holding qualifications comparable to those of a certified public accountant or an audit corporation in a country besides Japan) other than the accounting auditor of the Company (provided, however, that such audits fall under the provisions of the Companies Act of Japan or the Financial Instruments and Exchange Act (or foreign laws comparable to the said Acts)).

(3) Reason for the Audit and Supervisory Committee Consenting to the Fees, etc. of the Accounting Auditor

With regard to the fees, etc. of the Accounting Auditor, the Company's Audit and Supervisory Committee has obtained the necessary materials and received reports from Directors, related internal departments and the Accounting Auditor, and has checked the Accounting Auditor's performance and fees hitherto. Then the Committee has made the requisite investigation into the appropriateness of the Accounting Auditor's action plans and the calculation basis for their estimated fees for the fiscal year under review. As a result of these deliberations, it has concluded that these are appropriate and it consents to the amount of the fees, etc. of the Accounting Auditor in accordance with Article 399, paragraph (1) of the Companies Act of Japan.

(4) Content of Non-audit Service

No items to report.

(5) Policy Regarding Decisions of Dismissal or Non-reappointment of Accounting Auditor

If the Company's Audit and Supervisory Committee deems that any circumstance stipulated in any item of Article 340, paragraph (1) of the

Companies Act of Japan applies to the Accounting Auditor, the Accounting Auditor will be dismissed based on the unanimous approval of all Audit and Supervisory Committee Members. In such situations, an Audit and Supervisory Committee Member selected by the Committee shall report to the first General Meeting of Shareholders convened after the dismissal both the fact of the dismissal and the reasons for the dismissal.

The Company's Audit and Supervisory Committee shall, if it is recognized that on consideration of the Accounting Auditor's performance of their duties and the Company's audit system etc. there is a need for a change in Accounting Auditor, decide on the content of a proposal to submit to the General Meeting of Shareholders regarding the dismissal or the non-reappointment of the Accounting Auditor.

5. Policy on Determining Dividends of Surplus, Etc.

The Company believes its prioritization of strategic investments as well as capital expenditures for sustainable profit growth and improving corporate value will benefit its shareholders. In addition, the Company views an appropriate shareholder return as one of its core management principles. While giving due consideration to providing a stable return and maintaining robust internal reserves for the future, the Company intends to pursue a comprehensive shareholder return policy that also takes into account its business results and future funding needs.

Specifically, the Company aims to stably increase dividends on the basis of profit growth with a targeted consolidated payout ratio of 30% or more of profit for the year attributable to owners of the Company. Looking to the medium and long term, the Company will also consider increasing the payout ratio depending on such factors as its need for funds and progress in profit growth.

The Company maintains a basic policy of paying dividends of surplus twice annually in the form of an interim dividend and a year-end dividend.

The record date for interim dividends has been stipulated in the Articles of Incorporation as June 30 of each year.

The Company seeks the ability to more flexibly pay dividends from surplus and other such distributions, without it requiring a resolution of an Ordinary General Meeting of Shareholders, in the event of unforeseen circumstances posing challenges for the holding of such a meeting. To such ends, the Company has put in place a system that makes it possible to seek resolution on dividends and other such distributions either at a General Meeting of Shareholders or at a meeting of the Board of Directors, upon having stipulated in its Articles of Incorporation wording such that, “The company may, by resolution of a meeting of the board of directors, determine the matters provided for in each item of Article 459, paragraph (1) of the Companies Act, including dividends from surplus, except as otherwise provided for in laws and regulations.”

## Consolidated Financial Statements (IFRSs)

**Consolidated Statement of Financial Position**

(As at December 31, 2022)

(Unit: Millions of yen)

Assets		Liabilities and Equity	
Accounts	Amount	Accounts	Amount
Current assets	606,370	Current liabilities	504,160
Cash and cash equivalents	200,630	Bonds and borrowings	57,996
Trade and other receivables	270,969	Trade and other payables	384,366
Other financial assets	3,118	Other financial liabilities	34,026
Inventories	106,086	Accrued income taxes	18,098
Other current assets	25,564	Provisions	1,417
		Other current liabilities	8,254
Non-current assets	1,176,978	Non-current liabilities	219,083
Property, plant and equipment	381,511	Bonds and borrowings	64,752
Right-of-use assets	48,841	Other financial liabilities	44,987
Goodwill	264,573	Post-employment benefit liabilities	13,732
Intangible assets	452,444	Provisions	5,722
Investments accounted for using the equity method	1,305	Deferred tax liabilities	84,922
Other financial assets	14,777	Other non-current liabilities	4,965
Deferred tax assets	6,398		
Other non-current assets	7,125	<b>Total liabilities</b>	<b>723,244</b>
		Equity attributable to owners of the Company	965,220
		Share capital	168,384
		Share premium	182,229
		Retained earnings	594,773
		Treasury shares	(0)
		Other components of equity	19,834
		Non-controlling interests	94,883
		<b>Total equity</b>	<b>1,060,104</b>
<b>Total assets</b>	<b>1,783,349</b>	<b>Total liabilities and equity</b>	<b>1,783,349</b>

Note: All amounts have been rounded down to the nearest million yen.

**Consolidated Statement of Profit or Loss**

(For the year ended December 31, 2022)

(Unit: Millions of yen)

Accounts	Amount
Revenue	1,450,397
Cost of sales	(897,879)
Gross profit	552,518
Selling, general and administrative expenses	(420,240)
Gain on investments accounted for using the equity method	411
Other income	19,375
Other expenses	(12,375)
Operating income	139,688
Finance income	1,629
Finance costs	(2,026)
Profit before tax	139,291
Income tax expense	(38,192)
Profit for the year	101,099
Attributable to:	
Owners of the Company	82,317
Non-controlling interests	18,781
Profit for the year	101,099

Note: All amounts have been rounded down to the nearest million yen.

## Non-consolidated Financial Statements (Japanese GAAP)

## Non-consolidated Balance Sheet

(As at December 31, 2022)

(Unit: Millions of yen)

Assets		Liabilities	
Accounts	Amount	Accounts	Amount
Current assets	347,681	Current liabilities	265,891
Cash and deposits	122,013	Accounts payable–trade	64,904
Accounts receivable–trade	78,207	Electronically recorded obligations	12,250
Merchandise and finished goods	74	Short-term borrowings	13,003
Work in process	958	Current portion of long-term borrowings	30,000
Raw materials and supplies	11,919	Current portion of bonds payable	15,000
Advance payments–trade	695	Accounts payable–other	12,608
Prepaid expenses	995	Accrued expenses	15,503
Short-term loans receivable	114,899	Accrued income taxes	3,833
Accounts receivable–other	14,227	Deposits received	88,615
Other	3,691	Provision for bonuses	2,338
		Other	7,833
Non-current assets	632,312		
Property, plant, and equipment	59,865	Long-term liabilities	68,639
Buildings	1,491	Bonds payable	35,000
Machinery and equipment	2,213	Long-term borrowings	29,800
Tools, furniture and fixtures	27,419	Liability for employee retirement benefits	3,421
Land	27,945	Asset retirement obligations	390
Construction in progress	68	Other	28
Other	727		
		Total liabilities	334,531
Intangible fixed assets	2,336		
Computer software	1,920	Equity	
Goodwill	378	Shareholders' equity	646,096
Other	36	Common stock	168,384
		Capital surplus	213,425
Investments and other assets	570,110	Legal capital surplus	145,884
Shares of subsidiaries and affiliates	554,497	Other capital surplus	67,541
Long-term loans receivable from subsidiaries and affiliates	9,485	Retained earnings	264,287
Guarantee deposits	142	Other retained earnings	264,287
Long-term prepaid expenses	198	Reserve for advanced depreciation of non-current assets	984
Prepaid pension cost	3,918	Reserve for special depreciation	216
Deferred tax assets	1,800	General reserve	34,982
Other	68	Retained earnings brought forward	228,103
		Treasury shares	(0)
Deferred assets	53	Valuation and translation adjustments	(579)
Bond issuance expenses	53	Unrealized gain on available-for-sale securities	33
		Deferred gain on derivatives under hedge accounting	(613)
		Total equity	645,516
Total assets	980,047	Total liabilities and equity	980,047

Note: All amounts have been rounded down to the nearest million yen.

**Non-consolidated Statement of Income**

(For the year ended December 31, 2022)

(Unit: Millions of yen)

Accounts	Amount	
Net sales		390,429
Cost of sales		287,080
Gross profit		103,349
Selling, general and administrative expenses		92,154
Operating income		11,194
Non-operating income		
Interest income	1,510	
Dividend income	4,912	
Rental income from non-current assets	15,837	
Other	732	22,992
Non-operating expenses		
Interest expense	1,316	
Interest on bonds	115	
Rental expenses on non-current assets	14,657	
Other	217	16,306
Ordinary income		17,880
Extraordinary income		
Gain on extinguishment of tie-in shares	19,218	
Gain on sale of shares of subsidiaries and affiliates	17,108	
Other	32	36,359
Extraordinary loss		
Impairment loss	206	
Other	10	216
Income before income taxes		54,022
Income taxes—current	6,221	
Income taxes—deferred	(575)	5,645
Net income		48,377

Note: All amounts have been rounded down to the nearest million yen.



(TRANSLATION)

**INDEPENDENT AUDITOR'S REPORT**

February 10, 2023

To the Board of Directors of  
Suntory Beverage & Food Limited:

Deloitte Touche Tohmatsu LLC  
Osaka office

Designated Engagement Partner,  
Certified Public Accountant:  
Shinichi Ishihara

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Designated Engagement Partner,  
Certified Public Accountant:  
Ayato Hirano

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**Opinion**

Pursuant to the fourth paragraph of Article 444 of the Companies Act, we have audited the consolidated financial statements of Suntory Beverage & Food Limited and its consolidated subsidiaries (the "Group"), namely, the consolidated statement of financial position as of December 31, 2022, and the consolidated statement of profit or loss and consolidated statement of changes in equity for the fiscal year from January 1, 2022 to December 31, 2022, and the related notes.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as of December 31, 2022, and its consolidated financial performance for the year then ended in accordance with accounting standards prescribed pursuant to the provisions of the second sentence of the first paragraph of Article 120 of the Ordinance on Company Accounting that omit a part of the disclosures required under International Financial Reporting Standards.

**Basis for Opinion**

We conducted our audit in accordance with auditing standards generally accepted in Japan. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the provisions of the Code of Professional Ethics in Japan, and we have fulfilled our other ethical responsibilities as auditors. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

**Other Information**

Management is responsible for the other information. The Audit and Supervisory Committee is responsible for overseeing the Directors' execution of duties relating to the design and operating effectiveness of the controls over the other information. The other information comprises the information included in the Business Report and the accompanying supplemental schedules.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information

and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### **Responsibilities of Management and the Audit and Supervisory Committee for the Consolidated Financial Statements**

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with accounting standards prescribed pursuant to the provisions of the second sentence of the first paragraph of Article 120 of the Ordinance on Company Accounting that omit a part of the disclosures required under International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern in accordance with accounting standards prescribed pursuant to the provisions of the second sentence of the first paragraph of Article 120 of the Ordinance on Company Accounting that omit a part of the disclosures required under International Financial Reporting Standards.

The Audit and Supervisory Committee is responsible for overseeing the Directors' execution of duties relating to the design and operating effectiveness of the controls over the Group's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Consolidated Financial Statements**

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with auditing standards generally accepted in Japan, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks. The procedures selected depend on the auditor's judgment. In addition, we obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.
- Obtain, when performing risk assessment procedures, an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate whether the overall presentation and disclosures of the consolidated financial statements are in accordance with accounting standards prescribed pursuant to the provisions of the second sentence of the first paragraph of Article 120 of the Ordinance on Company Accounting that omit a part of the disclosures required under International Financial Reporting Standards, as well as the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the Audit and Supervisory Committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Audit and Supervisory Committee with a statement that we have complied with relevant ethical requirements regarding independence, and communicate with it all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

#### **Interest Required to Be Disclosed by the Certified Public Accountants Act of Japan**

Our firm and its designated engagement partners do not have any interest in the Group which is required to be disclosed pursuant to the provisions of the Certified Public Accountants Act of Japan.

#### Notes to the Readers of Independent Auditor's Report

This is an English translation of the independent auditor's report as required by the Companies Act of Japan for the conveniences of the reader. The other information in "the accompanying supplemental schedules" referred to in the "Other Information" section of this English translation is not translated.

[End]

(TRANSLATION)

**INDEPENDENT AUDITOR'S REPORT**

February 10, 2023

To the Board of Directors of  
Suntory Beverage & Food Limited:

Deloitte Touche Tohmatsu LLC  
Osaka office

Designated Engagement Partner,  
Certified Public Accountant:  
Shinichi Ishihara

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Designated Engagement Partner,  
Certified Public Accountant:  
Ayato Hirano

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**Opinion**

Pursuant to the first item, second paragraph of Article 436 of the Companies Act, we have audited the non-consolidated financial statements of Suntory Beverage & Food Limited (the "Company"), namely, the non-consolidated balance sheet as of December 31, 2022, and the non-consolidated statement of income and non-consolidated statement of changes in equity for the 14th fiscal year from January 1, 2022 to December 31, 2022, and the related notes and the accompanying supplemental schedules.

In our opinion, the accompanying non-consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2022, and its financial performance for the year then ended in accordance with accounting principles generally accepted in Japan.

**Basis for Opinion**

We conducted our audit in accordance with auditing standards generally accepted in Japan. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Non-consolidated Financial Statements section of our report. We are independent of the Company in accordance with the provisions of the Code of Professional Ethics in Japan, and we have fulfilled our other ethical responsibilities as auditors. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

**Other Information**

Management is responsible for the other information. The Audit and Supervisory Committee is responsible for overseeing the Directors' execution of duties relating to the design and operating effectiveness of the controls over the other information. The other information comprises the information included in the Business Report and the accompanying supplemental schedules.

Our opinion on the non-consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the non-consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the non-consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### **Responsibilities of Management and the Audit and Supervisory Committee for the Non-consolidated Financial Statements**

Management is responsible for the preparation and fair presentation of the non-consolidated financial statements in accordance with accounting principles generally accepted in Japan, and for such internal control as management determines is necessary to enable the preparation of non-consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the non-consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern in accordance with accounting principles generally accepted in Japan.

The Audit and Supervisory Committee is responsible for overseeing the Directors' execution of duties relating to the design and operating effectiveness of the controls over the Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Non-consolidated Financial Statements**

Our objectives are to obtain reasonable assurance about whether the non-consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these non-consolidated financial statements.

As part of an audit in accordance with auditing standards generally accepted in Japan, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the non-consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks. The procedures selected depend on the auditor's judgment. In addition, we obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.
- Obtain, when performing risk assessment procedures, an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the non-consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate whether the overall presentation and disclosures of the non-consolidated financial statements are in accordance with accounting principles generally accepted in Japan, as well as the overall presentation, structure and content of the non-consolidated financial statements, including the disclosures, and whether the non-consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with the Audit and Supervisory Committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Audit and Supervisory Committee with a statement that we have complied with relevant ethical requirements regarding independence, and communicate with it all relationships and other matters that may reasonably

be thought to bear on our independence, and where applicable, related safeguards.

**Interest Required to Be Disclosed by the Certified Public Accountants Act of Japan**

Our firm and its designated engagement partners do not have any interest in the Company which is required to be disclosed pursuant to the provisions of the Certified Public Accountants Act of Japan.

Notes to the Readers of Independent Auditor's Report

This is an English translation of the independent auditor's report as required by the Companies Act of Japan for the conveniences of the reader. In addition, the other information in "the accompanying supplemental schedules" referred to in the "Other Information" section of this English translation is not translated.

[End]

Audit Report by Audit and Supervisory Committee

AUDIT REPORT

The Audit and Supervisory Committee (the “Committee”) of Suntory Beverage & Food Limited (the “Company”) has audited the performance of the duties of Directors during the 14th business term which commenced on January 1, 2022 and ended on December 31, 2022. The Committee hereby reports the method and result thereof as follows.

1. Method and content of audit

Regarding the content of the resolution of the Board of Directors relating to matters stipulated in Article 399-13, paragraph (1), item (i)(b) and (c) of the Companies Act of Japan and the status of the system being developed pursuant to such resolutions (internal control system), the Committee periodically received reports from the Directors, employees and other personnel concerning the establishment and management of such system, sought explanations as necessary, and expressed opinions. In addition, the Committee carried out audits according to the following method:

- (i) The Committee worked in coordination with the respective company internal audit division and other divisions with jurisdiction over internal control to investigate the decision-making processes and the content of decisions at important meetings, etc.; the content of major approval-granting documents, and other important documents related to the execution of business, etc.; the status of the performance of the duties of Directors, principal employees and other personnel; and the status of company business operations and property. While carrying out this work, the Committee complied with the Audit and Supervisory Committee Audit Criteria established by the Committee and adhered to auditing principles and the duties allocated to them, etc. In addition, as for the subsidiaries of the Company, communication and exchange of information were sought with the directors and the audit and supervisory board members, etc. of such subsidiaries, and reports concerning the subsidiaries’ businesses were received from them, as necessary.

- (ii) The Committee also reviewed the details of the matters noted in Article 118 item (5)(a) of the Ordinance for Enforcement of the Companies Act of Japan as described in the Business Report, and the judgments in that item and the reasons therefor, based on the deliberations at the meetings of the Board of Directors and other meetings.
- (iii) In addition to monitoring and verifying whether the Accounting Auditor kept its independent position and whether it performed proper audit, the Committee received reports from the Accounting Auditor concerning the performance of its duties, and requested additional explanation as necessary. Moreover, a notice informing that a “system to ensure the proper performance of the duties” (as prescribed in items of Article 131 of the Regulations on Corporate Accounting) has been established pursuant to the “Quality Control Standards Concerning Audits” (Business Accounting Council, October 28, 2005), etc. was received from the Accounting Auditor, and explanation regarding such system were made as necessary.

Based on the above-mentioned method, inspection was conducted regarding the Business Report and the Supplementary Schedules thereto, the Non-consolidated Financial Statements (the Non-consolidated Balance Sheet, the Non-consolidated Statement of Income, the Non-consolidated Statement of Changes in Equity and Notes to Non-consolidated Financial Statements) and the Supplementary Schedules thereto and the Consolidated Financial Statements (the Consolidated Statement of Financial Position, the Consolidated Statement of Profit or Loss, the Consolidated Statement of Changes in Equity and Notes to Consolidated Financial Statements), for the business term.

## 2. Result of audit

### (1) Result of audit of Business Report, etc.

- (i) We confirm that the Business Report and the Supplementary Schedules thereto accurately indicate the condition of the Company in compliance with laws and regulations and the Articles of Incorporation of the Company.
- (ii) We have not detected any misconduct or material fact of violation of the relevant laws and regulations or the Articles of Incorporation of the Company, in connection with the performance of the duties of Directors.
- (iii) We confirm that the content of the resolution of the Meeting of the Board of



Directors concerning the internal control system is reasonable. Furthermore, we have not found anything that should be pointed out with respect to the content of the Business Report and the performance of the duties of Directors concerning the internal control system.

- (iv) Regarding the transactions with the parent company, etc. described in the Business Report, we have not found anything that should be pointed out with respect to the matters needing attention to avoid harming the interests of the Company in conducting such transactions, and the judgment of the Board of Directors as to whether such transactions would harm the interests of the Company and the reasons therefor.

- (2) Result of audit of the Non-consolidated Financial Statements and the Supplementary Schedules thereto

We confirm that the audit method and result of Deloitte Touche Tohmatsu LLC, the Accounting Auditor, are reasonable.

- (3) Result of audit of the Consolidated Financial Statements

We confirm that the audit method and result of Deloitte Touche Tohmatsu LLC, the Accounting Auditor, are reasonable.

February 13, 2023

Audit and Supervisory Committee of

Suntory Beverage & Food Limited

Full-time Audit and Supervisory Committee Member

Yuji Yamazaki (seal)

Audit and Supervisory Committee Member

Harumichi Uchida (seal)

Audit and Supervisory Committee Member

Mika Masuyama (seal)

Note: Audit and Supervisory Committee Members Harumichi Uchida and Mika Masuyama are outside directors provided in Article 2, item (xv), and Article 331, paragraph (6) of the Companies Act of Japan.

Informational Materials for the 14th Ordinary  
General Meeting of Shareholders  
(Items Subject to Measures for Electronic Provision  
Excluded from Paper-Based Documents  
Delivered upon Request)

**Business Report**

System to Ensure the Appropriateness of the Business  
and the Operational Status of the System

**Consolidated Financial Statements**

Consolidated Statement of Changes in Equity  
Notes to Consolidated Financial Statements

**Non-consolidated Financial Statements**

Non-consolidated Statement of Changes in Equity  
Notes to Non-consolidated Financial Statements

Suntory Beverage & Food Limited

In accordance with the provisions of laws and regulations and Article 16 of the Company's Articles of Incorporation, the above items are excluded from the paper-based documents delivered to shareholders who have made a request for delivery of such documents.

## Business Report

### System to Ensure the Appropriateness of the Business and the Operational Status of the System

The Board of Directors of the Company has resolved as follows with regard to its basic policy on the construction of a system (internal control system) to ensure the appropriateness of the business in order to ensure that the Company and its subsidiaries (the “Group”) carry out their business operations properly for maintaining good relationships with each stakeholder and fulfill their social responsibilities as a corporation.

- (1) System for Ensuring That the Execution of Duties by Officers and Employees of the Group Conforms with Laws and Regulations and the Articles of Incorporation
  - (a) Premised on the corporate philosophy of “To Create Harmony with People and Nature,” and in accordance with the “Suntory Group Code of Business Ethics,” the Group shall conduct management that prioritizes compliance, and not only obey the law, but also demonstrate even higher ethical standards as we strive for best practices that meet or even exceed the expectations of all stakeholders the Group is involved with, such as our shareholders, consumers, customers, suppliers, business partners, communities, global society, natural environment, employees.
  - (b) In accordance with the Suntory Group Code of Business Ethics, and in line with laws and regulations and a high ethical viewpoint, the Group shall make the operation of fair and transparent activities as one of its basic policies, and it shall practice “Compliance with the law, respect for standards and culture,” “Fair competition,” “Prohibition of corruption,” “Monitoring of conflicts of interest,” “Severance of all relations with organized crime groups and thorough trade controls,” and “Fair and appropriate financial and business records and disclosure.” The officers shall take the initiative in complying with laws and regulations and business ethics, and actively make efforts to maintain and improve the management based on compliance.
  - (c) In order to ensure that the execution of duties by officers and employees of the Group conforms with laws and regulations and the Articles of Incorporation, the Group shall establish and promote a compliance system for the entire Group, which shall encompass promoting education and training programs; establishing and operating systems for administrative divisions, an internal audit division, and whistleblowing reporting system; and providing support, advice and oversight for subsidiaries of the Company along with other initiatives.
  - (d) The Group shall establish Compliance hotlines within and outside the Company to allow officers and employees of the Group to directly report compliance-related problems. Upon working to obtain information, the divisions in charge of compliance shall investigate the details, discuss the issue with the relevant departments as necessary, take corrective measures, establish measures aimed at preventing recurrence, and have such measures implemented across the entire Group.

- (e) In order to maintain soundness for the appropriate execution of business operations within the Group, an internal audit division shall be established to perform internal audits pertaining to the status of compliance and the appropriateness of business operations of the Group. The internal audit division shall report results of such audits to the Audit and Supervisory Committee and the Representative Director, President & Chief Executive Officer, as necessary.
- (2) System for the Preservation and Management of Information of the Group
- (a) The Group shall, in accordance with laws and regulations and internal regulations, preserve and manage minutes of General Meetings of Shareholders, minutes of Board of Directors meetings, and other documents and materials related to important decision-making (including electronic or magnetic records, the same applies hereinafter) in order to ensure the transparency and objectivity of decision-making.
  - (b) The Group shall maintain the documents and other materials mentioned above in a condition that allows for them to be viewed, and decide the authority, scope, procedures, etc. concerning their viewing.
  - (c) The Group shall establish and promote an information security system that does not only protect and preserve information, including personal information, but also facilitates the increase of corporate value through the use of information.
- (3) Regulations and Other Systems for Managing Risk of Losses of the Group
- (a) The Board of Directors supervises the design and operation of the Group's risk management system. The Board of Directors establishes the Risk Management Committee, the Quality Assurance Committee, and the Sustainability Committee, and gives instructions after receiving reports from these committees.
  - (b) The Risk Management Committee takes on the role of promoting the risk management activities of the entire Group. The Committee identifies the Group's risks, designs countermeasures for these risks, and confirms the progress of responding to these risks.
  - (c) The Quality Assurance Committee is in charge of the role of promoting quality assurance activities of the entire Group. The Committee identifies issues pertaining to the Group in terms of quality assurance, designs countermeasures for these issues, and confirms the progress of responding to these quality assurance issues.
  - (d) The Sustainability Committee is in charge of the role of promoting sustainability management of the entire Group, and formulates and promotes sustainability strategies within the Group that contribute to sustainable development of society and business.

- (4) System for Ensuring the Efficiency of Execution of Duties by Officers and Employees of the Group
  - (a) The Board of Directors determines the basic policies on management of the Group.
  - (b) The Board of Directors shall determine Company-wide goals shared by the officers and employees of the Group, and officers in charge shall specify efficient methods for achieving such goals, such as specific targets and appropriate allocation of authority aimed at achieving the Company-wide goals.
  - (c) Officers in charge shall confirm progress made in achieving goals and report the specific measures to achieve the goals at Board of Directors meetings.
  - (d) The Group shall allot the execution of business operations appropriately and strive to make decisions efficiently under the Responsibility and Authority Rules.
  
- (5) System for Reporting to the Company Matters Related to the Execution of Duties by Officers and Employees of the Company's Subsidiaries
  - (a) The Board of Directors requires regular reports regarding the status of the Company's subsidiaries' business execution.
  - (b) Officers require reports regarding the status of the business execution of the Company's subsidiaries of which they are in charge, as needed.
  - (c) In order to promote the Group's management strategy, risk management and management based on compliance, the Company shall design and operate a system that requires consultations with and reports to the Company's relevant departments or approval from the Board of Directors for certain matters concerning management of the Company's subsidiaries.
  - (d) The internal audit division performs internal audits of the Company's subsidiaries, and reports the results to the Company's Representative Directors, officers in charge and Audit and Supervisory Committee as necessary.
  
- (6) System for Ensuring a Proper Relationship Between the Company and its Parent Company
  - (a) The Company shall promote unified group management as a member of the Suntory Group and utilize the brands, human capital, intellectual property and other group business resources while maintaining independence of management, which is necessary as a listed company, making its own decisions regarding major business resources that act as the source of the Company's corporate value, holding and securing such business resources, and working for the Company's sustainable growth while placing due consideration on shareholder conflict of interest.
  - (b) The Company shall establish the Special Committee and make decisions at meetings of the Board of Directors regarding significant transactions, activities, etc. carried out with the Suntory Group after deliberations and reports from the Special Committee, and design and operate a system in order

to ensure fairness, transparency and objectivity regarding transactions, activities, etc. with the Suntory Group.

- (7) Matters Regarding Officers and Employees Who Assist in the Duties of the Audit and Supervisory Committee of the Company, Matters Regarding the Independence of Such Officers and Employees from Other Directors (Excluding Directors Serving on the Audit and Supervisory Committee), and Matters Related to Ensuring the Effectiveness of Instructions Given by the Audit and Supervisory Committee to Such Officers and Employees
  - (a) The internal audit division shall assist with the Audit and Supervisory Committee's duties. Matters such as those involving transfer and evaluation of internal audit division officers and employees shall be performed in a manner respectful of views provided by the Audit and Supervisory Committee, and in a manner that ensures independence from the Directors (excluding Directors serving on the Audit and Supervisory Committee).
  - (b) In assisting with the duties of the Audit and Supervisory Committee, officers and employees of the internal audit division shall comply with the instructions and orders from the Audit and Supervisory Committee exclusively.
  
- (8) System for Reporting to the Audit and Supervisory Committee of the Company by Officers and Employees of the Group or Other Persons Who Receive Reports from Such Officers and Employees and Other Systems for Reporting to the Audit and Supervisory Committee
  - (a) The Audit and Supervisory Committee shall investigate the status of company business operations and property for audits, and the officers and employees of the Group shall respond promptly and accurately if required by the Audit and Supervisory Committee.
  - (b) Upon discovery of any incident that could cause the Group substantial damage, such as acts in violation of laws and regulations, the officers and employees of the Group shall immediately report the matter to the Audit and Supervisory Committee.
  - (c) The internal audit division shall regularly report internal audit results and the status of other activities in the Group to the Audit and Supervisory Committee.
  - (d) The division in charge of compliance shall regularly report the status of whistleblowing in the Group to the Audit and Supervisory Committee.
  
- (9) System to Ensure That a Person Who Has Reported to the Company's Audit and Supervisory Committee Are Not Treated Adversely Based on the Fact Such a Report Has Been Made by the Person

Officers and employees of the Group may report directly to the Audit and Supervisory Committee, and the Company shall design and operate a system in which officers and employees of the Group are not treated adversely based on the fact such a report has been made.

- (10) Policies Regarding Procedures for Advance Payment or Reimbursement of Expenses Arising in Conjunction with the Execution of Duties by Audit and Supervisory Committee Members of the Company (Limited to Those Expenses Incurred in Relation to Execution of Audit and Supervisory Committee Duties) and Other Policies for Processing Expenses and Obligations Arising with Respect to Execution of Such Duties, and Other Systems for Ensuring That the Audit and Supervisory Committee Effectively Performs Audits
- (a) If the Audit and Supervisory Committee, in conjunction with the execution of its duties, asks the Company for advance payment, etc. of expenses under Article 399-2, paragraph (4) of the Companies Act, the Company shall promptly process such expenses or obligations, unless they are not necessary for the Audit and Supervisory Committee Members to execute their duties.
  - (b) If the Audit and Supervisory Committee requests independent use of an external expert for the purpose of executing duties of the Audit and Supervisory Committee Members, the Company shall then bear those expenses, unless they are not necessary for the Audit and Supervisory Committee Members to execute their duties.
  - (c) The Audit and Supervisory Committee makes efforts to carry out effective audits by communicating, collaborating and exchanging opinions and information with the Company's officers, the internal audit division and the Accounting Auditor, and officers and internal audit divisions of the Company's subsidiaries.



In the fiscal year under review, the major operational status of the above-mentioned systems for ensuring the appropriateness of the business is as follows.

(1) Status of initiatives related to improving efficiency in execution of businesses

- The Company has, through a resolution of the Board of Directors, delegated the execution of certain important duties to Directors in order to enable efficient decision making.
- The Board of Directors held 13 board meetings and actively discussed not only various management issues, including the management policy, M&A, corporate governance and sustainability, but also core-business related key issues and the execution of business.
- At their meetings, the Board of Directors was provided with reports on the Group's monthly business performance, and accordingly verified and discussed matters such as progress made in achieving the Group's business objectives, its management challenges, along with measures in that regard.

(2) Operational status of the risk management system

- The Risk Management Committee regularly held meetings where they identified and assessed risks in a wide range of themes, from medium- to long-term themes to themes related to recent changes in the external environment that are facing the Group, formulated measures for addressing such risks, and checked on progress made with respect to taking action in that regard.
- The Quality Assurance Committee regularly held meetings where they identified quality risks pertaining to the Group, promoted the prevention of quality issues and their recurrence, and also monitored activities for reducing quality risks and the results of those activities.
- The Sustainability Committee regularly held meetings where they checked activity plans and progress on sustainability themes, including those surrounding water, greenhouse gases, and plastics. The Sustainability Committee also discussed opportunities and risks relating to sustainability in a way that is consistent with TCFD recommendations.
- The details of the activities of the Risk Management Committee, the Quality Assurance Committee and the Sustainability Committee have been reported at the Board of Directors meetings.
- To ensure information security, the Group has been developing various sets of internal rules governing the proper preservation and management of information. In addition to carrying out discussions on countermeasures at

the Risk Management Committee, the Group has also been implementing measures at each Group company, including holding information management education and awareness activities, as well as taking steps geared toward discouraging unsuitable means of information management and preventing leakages of confidential information.

(3) Status of initiatives related to compliance

- The Group implemented training programs etc. with the aim of encouraging observance of the Code of Business Ethics of the Suntory Group.
- With the goal of proactive prevention and early discovery of infringements of laws and regulations and dishonest practices, channels for whistleblowing are provided by way of the division in charge of compliance, external channels such as law firms and providers of services to receive whistleblower disclosures, and the Audit and Supervisory Committee. The Group employees in both Japan and overseas have been made aware of the existence of these channels through their publication on the Group's intranet.
- In response to reports and requests for advice, the divisions in charge of channels for whistleblowing have taken responsibility for investigating the situation and, if necessary, taking corrective action and drawing up measures to prevent a recurrence. In addition, in light of the revision of the Whistleblower Protection Act enforced on June 1, 2022, amendments to the internal rules were made in order to beef up the prohibition of prejudicial treatment of whistleblowers.
- Centering on the Risk Management Committee, the Group verified and discussed compliance issues facing the Group, including anti-bribery and corruption initiatives, and countermeasures for dealing with them.
- In Japan, an attitude survey was conducted among employees with the aims of checking whether compliance management is being instilled among them, and of further nurturing a wholesome workplace culture. The results of the attitude survey have been reported to the Board of Directors.

(4) Operational status of the Audit and Supervisory Committee

- The Audit and Supervisory Committee deliberates on the matters to be discussed at the Board of Directors meetings beforehand and if the Committee deems it is necessary to express an opinion as the Audit and Supervisory Committee at the Board of Directors meeting, the Committee expresses such opinion. Moreover, if an individual Audit and Supervisory Committee Member deems it necessary to express an opinion at the Board of

Directors meeting from their respective specialist insight, such individual expresses such opinion.

- The Audit and Supervisory Committee, led by the full-time Audit and Supervisory Committee Member, conducted audits in cooperation with the internal audit division, and pursuant to the audit plan, the Audit and Supervisory Committee carried out audits on the effectiveness of corporate governance, risk management, and the internal control systems, from the position of understanding of activities on site, and provided opinions based on the audit results directly to the management team of each region, thereby contributing to improving management quality.
- The Group Audit Committee, whose membership consists of Audit and Supervisory Committee Members and personnel such as officers in charge of the corporate strategy division, was held regularly. The Committee received reports on the status of improvement of matters on which the Audit and Supervisory Committee provided opinions from the management team of each region, thereby contributing to improving management quality.
- The full-time Audit and Supervisory Committee Member has been attending important meetings such as the Risk Management Committee and other such bodies, through which he/she has been able to understand the details of business execution by Directors, Executive Officers and others, in addition to which he/she has shared, in a timely and appropriate manner, the process and content of decision making with other Audit and Supervisory Committee Members.

(5) Operational status of internal audits

- Each of the internal audit divisions of the Company and the Group companies has conducted audits of their own company on the basis of the annual audit plan.
- The internal audit division provides regular reports on the action plan and its progress to the Board of Directors, and provides reports directly to the Directors on the results of the internal audit and engages in cooperation with the Directors.

(6) Transactions between the parent company, etc.

- The Company has established the Special Committee as a system to safeguard the interests of general shareholders.
- To ensure fairness, transparency and objectivity regarding transactions, activities, etc. with the Suntory Group, the Special Committee verifies the

necessity and reasonableness, the appropriateness of the terms and conditions, etc., and the fairness of transactions equal to or exceeding a certain amount with the Suntory Group, including Suntory Holdings Limited, and transactions, activities, etc. related to the business resources forming the source of Company's corporate value, such as brands, human resources, key assets and information (hereinafter collectively referred to as "Important Transactions, Activities, etc."), and reports to the Board of Directors.

- The members of the Special Committee must be persons who have independence from the Suntory Group to ensure the committee's independence and objectivity, and currently it is composed of three Independent Outside Directors.
- Transactions, activities, etc. with the Suntory Group are, in accordance with internal regulations, examined beforehand by the departments conducting the transactions, activities, etc. and by the Company's legal affairs division and finance & accounting division to confirm the necessity and reasonableness of transactions, activities, etc., the appropriateness of their terms and conditions, etc., and the fairness, taking into consideration the perspective of independence from Suntory Holdings Limited. Furthermore, the Board of Directors makes a decision on Important Transactions, Activities, etc. after sufficient deliberation has been made on the necessity and reasonableness of the Important Transactions, Activities, etc., the appropriateness of their terms and conditions, etc., and the fairness through the process of the prior deliberation and report by the Special Committee.
- In addition to deliberation beforehand, in accordance with internal regulations, the legal affairs division, finance & accounting division, and internal audit division conduct a check on details of the transactions, activities, etc. and the Audit and Supervisory Committee conducts an audit after they are conducted, for the purpose of confirming whether those were based on the contents of the deliberation. For Important Transactions, Activities, etc., the status is reported to the Special Committee and the Board of Directors, and they confirm the results of the transactions, activities, etc.
- In 2022, the Special Committee meetings were held three times, and confirmed there was the necessity and reasonableness, the appropriateness of the terms and conditions, etc., and the fairness of the Important Transactions, Activities, etc. as a result of deliberations, and reported it to the Board of Directors. The Board of Directors has also approved the said Important Transactions, Activities, etc. based on the report by the Special Committee.

Consolidated Financial Statements (IFRSs)

**Consolidated Statement of Changes in Equity**

(For the year ended December 31, 2022)

(Unit: Millions of yen)

	Attributable to owners of the Company						Non-controlling interests	Total equity
	Share capital	Share premium	Retained earnings	Treasury shares	Other components of equity	Total		
Balance at January 1, 2022	168,384	182,423	536,996	(0)	(27,210)	860,593	83,358	943,952
Profit for the year			82,317			82,317	18,781	101,099
Other comprehensive income					46,412	46,412	9,735	56,147
Total comprehensive income for the year	–	–	82,317	–	46,412	128,729	28,517	157,246
Purchase of treasury shares				(0)		(0)		(0)
Dividends			(24,101)			(24,101)	(16,994)	(41,096)
Transactions with non-controlling interests		(193)	193			–	1	1
Reclassification to retained earnings			(632)		632	–		–
Total transactions with owners of the Company	–	(193)	(24,541)	(0)	632	(24,102)	(16,992)	(41,094)
Balance at December 31, 2022	168,384	182,229	594,773	(0)	19,834	965,220	94,883	1,060,104

Note: All amounts have been rounded down to the nearest million yen.

## Notes to Consolidated Financial Statements

### BASIS OF PREPARING CONSOLIDATED FINANCIAL STATEMENTS

1. Basis of preparing consolidated financial statements

The Group prepared its consolidated financial statements in accordance with International Financial Reporting Standards (hereinafter “IFRSs”), pursuant to the provisions of Article 120, paragraph (1) of the Regulations on Corporate Accounting. Disclosure requirements under IFRSs are partially omitted pursuant to the provisions of second sentence of the said paragraph.
2. Scope of consolidation

The number of subsidiaries was 74. The major such companies are Suntory Foods Limited, Suntory Beverage Solution Limited, Japan Beverage Holdings Inc., Suntory Products Limited, Suntory Beverage & Food Asia Pte. Ltd., Suntory Beverage & Food International (Thailand) Co., Ltd., FRUCOR SUNTORY NEW ZEALAND LIMITED, Orangina Schweppes Holding B.V., Lucozade Ribena Suntory Limited and Pepsi Bottling Ventures LLC.
3. Application of equity method

The number of associates accounted for using the equity method was 7.
4. Accounting policies
  - (1) Basis of consolidation

The Group’s consolidated financial statements with the fiscal closing date at December 31 are composed of accounts of the Company and its subsidiaries together with the Group’s attributable share of the results of associates and joint ventures. There were no joint ventures as at the end of the fiscal year under review.

A subsidiary is an entity controlled by the Group. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The Group’s subsidiaries are included in the scope of consolidation, which begins when it obtains control over a subsidiary and ceases when it loses control of the subsidiary. Disposal of the Group’s ownership interests in a subsidiary that does not result in the Group losing control over the subsidiaries is accounted for as an equity transaction. Any difference between the amount of an adjustment to the non-controlling interests and the fair value of the consideration paid or received is recognized directly in equity and is attributed to owners of the Company. Non-controlling interests of the subsidiaries are identified separately from ownership interests attributable to the Group. Comprehensive income of subsidiaries is attributed to owners of the Company and non-controlling interests, even when comprehensive income attributed to non-controlling interests results in a negative balance.

An associate is an entity over which the Group has significant influence over the financial and operating policy of the entity, but does not have control. Investments in an associate are initially recognized at cost upon the acquisition and are subsequently accounted for using the equity method. Investments in an associate include goodwill recognized upon the acquisition, net of accumulated impairment losses.

A joint venture is an entity jointly controlled by two or more parties including the Group under the contractually agreed sharing of control of an arrangement over economic activities of the joint venture, which exists only when decisions for strategic financial and operating decisions related to relevant activities require unanimous consent of the parties sharing control. A joint venture of the Group is accounted for using the equity method.
  - (2) Business combination

A business combination is accounted for using the acquisition method. The acquisition cost is measured as the sum of the acquisition-date fair values of the assets transferred, liabilities assumed and the equity financial instruments issued by the Company in exchange for control of the acquiree. Excess of the acquisition cost over the Group’s share of the net fair value of the identifiable assets and liabilities of the investee is recognized as goodwill in the consolidated statement of financial position. Conversely, any excess of the Group’s share of the net fair value of the identifiable assets and liabilities of the investee over the acquisition cost is immediately recognized as income in the consolidated statement of profit or loss. The Group accounts for the acquisition of additional non-controlling interests as an equity transaction, and accordingly, it does not recognize goodwill attributable to such transactions.

Identifiable assets acquired and the liabilities assumed are recognized at their fair value as at the acquisition date, except for the following:

    - Deferred tax assets or liabilities and assets or liabilities related to employee benefit arrangements;
    - Assets or disposal groups that are classified as held for sale in accordance with IFRS 5 Non-current Assets Held for Sale and Discontinued Operations.

Transaction costs that are directly attributable to a business combination, such as agent, legal, and due diligence fees are expensed as incurred.
  - (3) Foreign currencies

Items included in the financial statements of each of the Group entities are measured using the currency of the primary economic environment in which the entity operates (the “functional currency”). In preparing the financial statements of each entity, a transaction denominated in a currency other than the entity’s functional currency is translated into its functional currency using the exchange rate that approximates the exchange rate prevailing at the date of the transaction. The consolidated financial statements are presented in Japanese yen, which is the Company’s functional currency. Amounts presented in the consolidated financial statements are rounded down to the nearest million yen.

Assets and liabilities of the Group’s foreign operations are translated into Japanese yen using exchange rates prevailing at the reporting date. In principle, income and expense items of the Group’s foreign operations are translated into Japanese yen at the average exchange rates for the reporting period. Any exchange difference arising from translation of the financial statements of the Group’s foreign operations is recognized in other comprehensive income. Any exchange

difference arising from translation of the Group's foreign operation disposed is recognized in profit or loss for the reporting period in which that foreign operation is disposed of.

At the end of each reporting period, monetary assets and liabilities denominated in foreign currencies are translated using the exchange rates prevailing at the reporting date. Any exchange difference arising from translation or settlement of monetary assets and liabilities denominated in foreign currencies are recognized in profit or loss. However, exchange differences arising from translation or settlement of financial assets measured at fair value through other comprehensive income (FVTOCI) and cash flow hedges are recognized in other comprehensive income.

#### (4) Financial instruments

##### 1) Financial assets

###### (i) Initial recognition and measurement

The Group initially recognizes trade and other receivables on the day when they are incurred, and it initially recognizes other financial assets at the transaction date when the Group becomes a party to the contract for the financial assets. Financial assets are classified into the following specific categories; financial assets measured at fair value through profit or loss (FVTPL) or fair value through other comprehensive income (FVTOCI) and financial assets measured at amortized cost. The classification is determined at the time of initial recognition.

All financial assets, excluding financial assets classified as measured at FVTPL, are measured at their fair value plus transaction costs. Financial assets are classified as measured at amortized cost if both of the following conditions are met.

- The financial assets are held within a business model whose objective is to hold the asset in order to collect contractual cash flows; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets other than those measured at amortized cost are classified as financial assets measured at fair value.

For financial assets measured at fair value other than equity instruments held for trading that should be measured at FVTPL, each equity instrument is designated as measured at FVTPL or FVTOCI. Such designation is continuously applied.

###### (ii) Subsequent measurement

Subsequent to initial recognition, financial assets measured at amortized cost are measured at amortized cost, using the effective interest method. Financial assets measured at fair value are remeasured at fair value. Any gain or loss on financial assets measured at fair value is recognized in profit or loss. However, changes in the fair value of equity instruments designated as measured at FVTOCI are recognized in other comprehensive income and the changes are reclassified to retained earnings when equity instruments are derecognized and when there is a significant decline in their fair value. Dividends from such financial assets are recognized as part of finance income in profit or loss for the year.

###### (iii) Impairment

For impairment of financial assets measured at amortized cost, the Group recognizes a loss allowance against expected credit losses on such financial assets. At each reporting date, financial assets are assessed whether there has been a significant increase in credit risk of the financial asset since initial recognition.

If the credit risk on financial assets has not increased significantly since initial recognition, a loss allowance is measured at an amount equal to 12-months of expected credit losses. In contrast, if the credit risk on financial assets has increased significantly since initial recognition, a loss allowance is measured at an amount equal to the lifetime expected credit losses. However, a loss allowance for trade and other receivables is always measured at an amount equal to the lifetime expected credit losses. Expected credit losses on financial assets are assessed based on objective evidence which reflects changes in credit information, and past due information of receivables. An impairment loss is recognized in profit or loss. If any event resulting in a decrease of impairment losses occurs after the recognition of impairment losses, impairment gains are recognized through profit or loss. The carrying amount of financial assets, net of any cumulative impairment losses, presented in the consolidated financial statements represents the maximum exposure to credit risks of the Group's financial assets, without considering value of associated collaterals obtained.

###### (iv) Derecognition

The Group derecognizes financial assets when the contractual rights to the cash flows from the assets expire, or when it substantially transfers all the risks and rewards of ownership of the assets to another party. If the Group continues to control the transferred assets, the Group continues to recognize the asset and related liabilities to the extent of its continuing involvement.

##### 2) Financial liabilities

###### (i) Initial recognition and measurement

Financial liabilities are classified into either subsequently measured at FVTPL or at amortized cost. The classifications are determined at the time of initial recognition. All of the financial liabilities are initially measured at fair value and any directly attributable transaction costs are further deducted from the fair value of financial liabilities measured at amortized cost.

###### (ii) Subsequent measurement

Financial liabilities measured at FVTPL include those held for trading purposes and those designated as measured at FVTPL upon initial recognition. Such financial liabilities measured at FVTPL are subsequently measured at fair value, with changes recognized in profit or loss for the reporting period. Financial liabilities measured at amortized cost are subsequently measured at amortized cost using the effective interest method. A gain or loss on financial liabilities no longer amortized using the effective interest method and derecognized is recognized as part of finance costs in profit or loss for the reporting period.

(iii) Derecognition

Financial liabilities are derecognized when they are extinguished, i.e., when the obligations specified in the contract are discharged, cancelled or expired.

3) Presentation of financial assets and liabilities

Financial assets and liabilities are presented in their net amount in the consolidated statement of financial position only when the Group has a legally enforceable right to offset the financial asset and liability balances and it intends either to settle on a net basis or to realize financial assets and settle financial liabilities simultaneously.

4) Derivatives and hedge accounting

The Group utilizes derivatives, such as foreign exchange contracts and interest rate swap contracts, to hedge foreign exchange and interest rate risks, respectively. Derivatives are initially measured at fair value upon execution of a contract and are subsequently remeasured at fair value.

At the inception of a hedging relationship, the Group formally designates and documents the hedging relationship to which it applies hedge accounting and its risk management objective and strategy for undertaking the hedge. That documentation includes identification of a specific hedging instrument, the hedged item or transaction, the nature of the risk being hedged and how the entity will test the effectiveness of changes in fair value of the hedging instrument in offsetting the exposure to fair value or cash flow changes of the hedged item attributable to the hedged risks. These hedges are presumed to be very effective in offsetting fair value or cash flow changes. Further, continuing assessments are made as to whether the hedges are very effective over all the reporting periods of such designation.

If the hedging relationship no longer meets the hedge effectiveness requirements in terms of hedge ratios due to a change in an economic relationship between the hedged item and the hedging instrument, despite that the risk management objective remains unchanged, the hedge ratio is adjusted to meet the hedge effectiveness requirements again. If the hedging relationship no longer meets the hedge effectiveness requirement in spite of the hedge ratio adjustment, hedge accounting is discontinued for the portion of the hedge relationship that no longer meets the requirement.

The hedges that meet the hedge accounting criteria are classified and are accounted for under IFRS 9 as follows.

(i) Fair value hedges

Changes in the fair value of the hedging instrument are recognized in profit or loss. However, changes in fair value of a hedged item that is an equity instrument designated as measured at FVTOCI are recognized in other comprehensive income. For changes in fair value of the hedged item attributable to the risk being hedged, such changes are adjusted with the carrying amount of the hedged item and are recognized in profit or loss. However, changes in fair value of an equity instrument with an election to present such changes in other comprehensive income are recognized in other comprehensive income.

(ii) Cash flow hedges

The portion of the gain or loss on the hedging instrument that is determined to be an effective hedge is recognized in other comprehensive income. The portion of the gain or loss on the hedging instrument that is hedge ineffective is immediately recognized in profit or loss. The amount of the hedging instrument recognized in other comprehensive income is reclassified to profit or loss at the point a hedged future transaction affects profit or loss. If the hedged item gives rise to the recognition of a non-financial asset or liability, the amount recognized in other comprehensive income is removed to adjust the original carrying amount of the non-financial asset or liability.

If a forecast hedge transaction or firm commitment is not expected to arise, the cumulative gains and losses previously recognized in equity through other comprehensive income are reclassified to profit or loss. If hedged future cash flows are still expected to arise, the cumulative gains and losses previously recognized in equity through other comprehensive income remain in equity until such future cash flows arise.

(5) Inventories

Inventories are stated at the lower of cost and net realizable value. The net realizable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the costs necessary to make the sale. The cost of inventories is principally determined using a weighted-average basis, comprising all costs of purchase and conversion and other costs incurred in bringing the inventories to their present location and condition.

(6) Property, plant and equipment

Property, plant and equipment is stated at cost less accumulated depreciation and any accumulated impairment losses. The cost of property, plant and equipment comprises any costs directly attributable to the acquisition of the item, the initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located, and borrowing costs that should be capitalized. Depreciation on an item of property, plant and equipment, other than land and construction in progress, are recognized on a straight-line basis over its estimated useful life. The ranges of estimated useful lives by major asset items are as follows:

- Buildings and structures: 3–50 years
- Machinery and vehicles: 2–25 years
- Tools, fixtures and equipment: 2–20 years

The estimated useful lives, residual values and depreciation methods are reviewed at each reporting date. Any change is treated as a change in accounting estimate and is accounted for prospectively.

(7) Intangible assets

Intangible assets are measured at cost at initial recognition. Upon initial recognition, intangible assets, exclusive of intangible assets with indefinite useful lives, are amortized on a straight-line basis over its estimated useful life, and is stated at its carrying amount, i.e., at cost less accumulated amortization and any accumulated impairment losses.

The estimated useful lives of principal intangible assets with definite useful lives are as follows:

- Trademarks: 5–20 years



- Computer software: 2–10 years

The estimated useful lives, residual values and amortization methods are reviewed at the end of each reporting period. Any change is treated as a change in accounting estimates and is accounted for prospectively. Intangible assets with indefinite useful lives are not amortized, but are tested for impairment each reporting period, or whenever there is any indication of impairment.

Goodwill is measured as at the acquisition date as the excess of the aggregate of the consideration transferred, the value of any non-controlling interests and the fair value of any previously held equity interest in the subsidiary acquired over the fair value of the identifiable net assets (net of identifiable assets acquired and the liabilities assumed) acquired. Goodwill is not amortized, but is tested for impairment each reporting period, or whenever there is any indication of impairment.

(8) Leases

At the commencement date of a lease, the right-of-use assets are measured at cost and the lease liabilities are measured at the present value of the lease payments that are not paid at the commencement date. If ownership of the underlying asset is transferred to the Group by the end of the lease term, or if the cost of the right-of-use asset reflects the exercise of a purchase option, the right-of-use assets are depreciated on a straight-line basis over their useful lives. Otherwise, right-of-use assets are depreciated on a straight-line basis from the commencement date to the earlier of the end of the useful lives or the end of the lease terms. Lease payments are allocated to finance costs and the repayment of the lease liabilities, using the effective interest rate method, and finance costs are recognized in the consolidated statement of profit or loss.

The lease term is determined after adjustment for periods covered by an extension option that the Group is reasonably certain to exercise and a termination option that the Group is reasonably certain not to exercise in the non-cancellable period under the lease contract. In the measurement of the present value, the interest rate implicit in the lease or the incremental borrowing rate is used.

For short-term leases for which the lease term ends within 12 months and leases in which the underlying asset is of low value, total lease payments are recognized as an expense on either a straight-line basis over the lease term or another systematic basis.

(9) Impairment of non-financial assets

The carrying amount of a non-financial asset of the Group, exclusive of inventories and deferred tax assets, is assessed at each reporting date to test whether there is any indication that the asset may be impaired. If any such indication exists, the recoverable amount of the asset is estimated. Further, the recoverable amount is estimated annually at the same time every year for goodwill and intangible assets with indefinite useful lives and intangible assets that are not yet available for use.

The recoverable amount of an asset or a cash-generating unit is the higher of its fair value less costs of disposal and its value in use. In determining the value in use, estimated future cash flows are discounted to their present value using a pre-tax discount rate (or rates) that reflect(s) current market assessments of the time value of money and the risks specific to the asset. Non-financial assets not tested for impairment on an individual basis are grouped into the smallest cash-generating unit that generates cash inflows from the continuing use of the asset, which are largely independent of those from other assets or asset groups. In performing impairment testing on goodwill, an entity groups cash-generating units to which goodwill is allocated to enable performing impairment testing in a manner that reflects the smallest unit to which it relates. Goodwill acquired in a business combination is allocated to each of the cash-generating units, or groups of cash generating units, that are expected to benefit from the synergies of the combination. Corporate assets of the Group do not generate independent cash inflows. If there is any indication that a corporate asset may be impaired, the recoverable amount of the cash-generating unit to which the corporate asset belongs is determined.

Impairment loss is recognized in profit or loss when the carrying amount of an asset or cash generating unit is greater than its recoverable amount. An impairment loss recognized for a cash-generating unit is first allocated to reduce the carrying amount of any goodwill allocated to the unit, and then, to the other assets of the cash-generating unit pro rata on the basis of the carrying amount of each asset in the cash-generating unit.

Impairment losses recognized for goodwill are not reversed subsequently. Impairment losses recognized for other assets are assessed at each reporting date whether there is any indication that they may no longer exist or may have decreased. If there is a change in the estimates used to determine the recoverable amount of an asset, an entity reviews the recoverable amount of the asset and reverses an impairment loss for the asset. An impairment loss is reversed to the extent of the carrying amount that would have been determined, net of any amortization or depreciation, had no impairment loss been recognized for the asset in prior years.

(10) Post-employment benefit plans

The Company and certain subsidiaries established post-employment benefit plans for its employees: defined benefit and defined contribution plans. The present value of defined benefit obligations, related current service cost and, where applicable, past service cost are determined using the projected unit credit method. The discount rate is determined by reference to market yields at each reporting date on high quality corporate bonds corresponding to a discount period that is defined based on the period to the date of expected future benefit payment. Net defined benefit liability (asset) is determined as the present value of defined benefit obligation less the fair value of plan assets (if any). Remeasurement of post-employment benefit plans is recognized collectively in other comprehensive income for the period in which they are incurred. The past service cost is accounted for as profit or loss for the period in which it is incurred. Expenses related to defined contribution retirement benefits are recognized when related services are rendered.

(11) Provisions

Provisions are recognized only when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a

reliable estimate can be made of the amount of the obligation. Provisions are measured at the present value of estimated future cash outflows discounted using a pre-tax rate (or rates) that reflect(s) current market assessments of the time value of money and the risks specific to the liability. Where discounting is used, the increase in the provisions due to the passage of time is recognized as finance costs.

(12) Revenue

The Group is engaged in sale of soft drinks and foods. As customers usually obtain control of the goods and the Group's performance obligation is satisfied at the time when the goods are delivered to wholesalers etc., the Group recognizes revenue at the time of delivery of goods. Revenue is measured at the amount of consideration promised under the contracts with customers after deduction of trade discounts, rebates, taxes collected on behalf of third parties such as consumption taxes or value added tax, sales incentives, and returned goods. Interest income and expense is recognized by using the effective interest method.

(13) Government grant

The Group measures and recognizes grant revenue at its fair value when there is reasonable assurance that an entity will comply with the conditions attached to them and will receive the grants. The grants received to compensate costs incurred are recognized as revenue in the period in which such costs are incurred. The grants related to the acquisition of an asset are deducted from the carrying amount of the asset.

(14) Corporate income tax

Corporate income tax is comprised of current and deferred tax. Current and deferred tax are recognized through profit and loss, except for those that arise from a business combination or are recognized in other comprehensive income or directly in equity.

Current tax is measured at the amount expected to be paid to (recovered from) the taxation authorities. The amount of current tax is determined based on the tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period in each tax jurisdiction where the Group owns the business activities and earns taxable profit (or loss).

Deferred tax is recognized for the temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and their value for tax purposes as at the reporting date as well as the carryforward of unused tax losses and unused tax credits. Deferred tax assets and liabilities are not recognized for the following temporary differences:

- Temporary differences arising from the initial recognition of goodwill;
- Temporary differences arising on initial recognition of an asset or liability arising in a transaction other than business combinations and affects neither accounting profit nor taxable profit;
- Deductible temporary differences associated with investments in subsidiaries, associates and interests in joint arrangement, to the extent it is probable that the temporary difference will not reverse in the foreseeable future; and
- Taxable temporary differences associated with investments in subsidiaries, associates and interests in joint arrangement, to the extent it is probable that the Group is able to control the timing of the reversal of the temporary difference, and the temporary difference will not reverse in the foreseeable future.

A deferred tax liability is principally recognized for all taxable temporary differences and a deferred tax asset is recognized for all deductible temporary differences to the extent it is probable that taxable profit will be available against which deductible temporary differences can be utilized.

The carrying amount of deferred tax assets is reviewed each period and is reduced to the extent it is probable that the sufficient taxable profit will not be available to allow all or part of the deferred tax assets to be utilized. Unrecognized deferred tax assets are also reviewed each period and recognized to the extent that it has become probable that future taxable profit will allow the deferred tax assets to be recovered.

Deferred tax assets and liabilities are measured using the tax rates and tax laws that are expected to be applied in the period when the asset is realized or liability is settled, based on statutory tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and liabilities are netted when the entity has a legally enforceable right to offset current tax assets and liabilities, and the deferred tax balances relate to the same taxation authority.

An asset or liability is recognized for uncertain tax positions at the estimated amount expected to arise from the uncertain tax position if it is probable that the position will result in a payment (or redemption) of taxes.

(15) Earnings per share

Basic earnings per share is calculated by the profit or loss for the year attributable to ordinary shareholders of the Company divided by the weighted-average number of ordinary shares issued.

(16) Assets held for sale

The Group classifies an asset or asset group that will be recovered principally through a sales transaction rather than through continuing use as assets held for sale, only when its sale must be highly probable within one year, the asset or asset group is available for immediate sale in its present condition and the appropriate level of management of the Group is committed to a plan to sell the asset or asset group. The assets held for sale are not depreciated or amortized, and are measured at the lower of its carrying amount and the fair value less costs to sell.

## SIGNIFICANT ACCOUNTING ESTIMATES

Valuation of goodwill and intangible assets with indefinite useful lives

- (1) Amounts recorded in the consolidated financial statements at the end of the fiscal year under review

Goodwill	¥264,573 million
Intangible assets with indefinite useful lives	¥393,961 million

- (2) Information on details of significant accounting estimates relating to the identified items

The Company estimates recoverable amounts for impairment testing on goodwill and intangible assets with indefinite useful lives. For details, please refer to “Basis of Preparing Consolidated Financial Statements, (9) Impairment of non-financial assets.”

The Company calculates these recoverable amounts utilizing the discounted present value of estimated future cash flows based on the business plan and the long-term growth rate for the periods beyond the term of the business plan. The business plan used for impairment testing is formulated based on not only the growth rate of the beverage market and impact from soaring raw material and energy prices, but also estimates of the effects of the respective sales and promotion strategies for each brand, and for each sales channel, such as off-premises and on-premises channels. Moreover, the growth rate is determined by taking into consideration the long-term average growth rate in the markets or countries to which these cash-generating units and groups of cash-generating units belong. If they differ from the actual results, it may impact the business performance and other indicators.

## CONSOLIDATED STATEMENT OF FINANCIAL POSITION

1. Provisions netted off against assets

Trade and other receivables	¥963 million
Other financial assets	¥21 million

2. Accumulated depreciation of property, plant and equipment (including accumulated impairment losses) ¥548,339 million

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

1. Total number of issued shares as at December 31, 2022: Ordinary shares 309,000,000 shares

2. Cash dividends from surplus paid during the fiscal year under review

Resolution	Class of shares	Total amount of dividends	Dividends per share	Record date	Effective date
At Ordinary General Meeting of Shareholders held on March 25, 2022	Ordinary shares	¥12,050 million	¥39.00	December 31, 2021	March 28, 2022
At Meeting of the Board of Directors held on August 9, 2022	Ordinary shares	¥12,050 million	¥39.00	June 30, 2022	September 6, 2022

3. Approval of dividend payment for which the record date is in the fiscal year under review, and the effective date is in the following fiscal year

Resolution [Proposed]	Class of shares	Total amount of dividends	Dividends per share	Record date	Effective date
Scheduled to be resolved at Ordinary General Meeting of Shareholders held on March 24, 2023	Ordinary shares	¥12,668 million	¥41.00	December 31, 2022	March 27, 2023

## BUSINESS COMBINATION

(Transfer of fresh coffee business)

On April 1, 2022, the Company completed the sale of all shares of Suntory Coffee Australia Limited, which operated a fresh coffee business mainly in Oceania for the Asia Pacific business, to UCC ANZ MANAGEMENT PTY LTD.

The amount of consideration received by cash in this share transfer was ¥21,303 million (A\$233 million), and ¥16,020 million of gain on sale of the shares of the subsidiary, net of the expenses related to this share transfer, was recorded in “other income” in the fiscal year under review.

The assets and liabilities at the time of the loss of control of the subsidiary by the sale of shares were as follows.

Assets and liabilities at time of loss of control	Amount
	Millions of yen
Assets	
Current assets	9,312
Non-current assets	6,122
Total assets	15,435
Liabilities	
Current liabilities	2,498
Non-current liabilities	8,071
Total liabilities	10,570

(Transfer of non-alcoholic beverages production and sales business in Nigeria)

On July 29, 2022, the Company’s subsidiary Suntory Beverage & Food Asia Pte. Ltd. (SBFA) completed the sale of all shares of Suntory Beverage & Food Nigeria Limited (SBFN), which operates the basic business infrastructure related to the production and sale of non-alcoholic beverages in Nigeria for the Asia Pacific business, along with the loan receivables held by SBFA against SBFN, to Africa FMCG Distribution Ltd.

The amount of consideration received by cash in this transfer of shares and loan receivables was ¥1,997 million (US\$15 million), and ¥2,168 million of loss on sale of the shares of the subsidiary and loan receivables, net of the expenses related to this share and loan receivables transfer, was recorded in “other expenses” in the fiscal year under review.

The assets and liabilities at the time of the loss of control of the subsidiary by the sale of shares were as follows.

Assets and liabilities at time of loss of control	Amount
	Millions of yen
Assets	
Current assets	5,120
Non-current assets	561
Total assets	5,681
Liabilities	
Current liabilities	3,210
Total liabilities	3,210

## FINANCIAL INSTRUMENTS

### 1. Conditions of financial instruments

The Group is exposed to financial risks, e.g., credit risk, liquidity risk, foreign exchange risk, interest rate risk and market price fluctuation risk in the course of its business activities. The Group performs risk management to mitigate such financial risks.

The Group utilizes derivative transactions to avoid foreign exchange or interest rate risks and has a policy in place not to engage in speculative transactions. The finance department monitors performance and balances of derivative transactions based on the Group's risk management policies and reports derivative transaction records as necessary to the head of the finance function.

#### (1) Credit risk management

Credit risk is the risk that the counterparty to financial assets held by the Group will default on a contractual obligation, resulting in a financial loss to the Group. In addition, the Group is also exposed to credit risk of financial institutions that are counterparties to derivative transactions to hedge foreign exchange risk and interest rate risk of the Group, and deposit of excess funds. However, the impact on credit risks is immaterial because the Group conducts transactions only with highly credible financial institutions.

The Group sets credit limits for each business counterparty based on internal guidelines for credit management by business and country or region, while managing overdue debtors and outstanding balances. The Group's receivables are from many customers spanning a wide range of countries and regions. The Group does not have any excessively concentrated credit risk for a single counterparty or the group to which such counterparty belongs.

#### (2) Liquidity risk management

Liquidity risk is the risk that the Group will be unable to make a repayment on the due date in meeting the obligation to repay financial liabilities that become due.

The Group diversifies the means of financing to prevent or mitigate its liquidity risks, considering the market environment and balancing short-term and long-term financing, such as utilizing indirect financing through bank borrowings and direct financing through issuance of bonds and commercial papers. Temporary excess funds are invested in highly secure financial assets, such as short-term deposits.

The Group develops its financing plans based on its annual business plan and manages its liquidity risks by continuously monitoring the actual performance of financing against the plan. In addition, the Group has secured credit lines available at any time from financial institutions, and periodically reports the status of liquidity in hand and interest-bearing liabilities including these credit lines to the Company's President and Board of Directors.

#### (3) Foreign exchange risk management

The Group operates business activities globally and is exposed to foreign exchange risks due to fluctuations in market rates associated with purchase of raw materials, packaging materials and others, trading such as import and export of merchandise, finance and investments contracted in foreign currencies in the course of business activities.

The Group avoids or mitigates risks due to foreign exchange fluctuations on cash flows in non-functional currencies using foreign exchange contracts, currency options and other means, after taking into account offset of foreign currency assets and liabilities and unrecognized firm commitments, and future forecast transactions that can be calculated reasonably. Therefore, the exposure to foreign exchange risk is insignificant, and the impact on the Group is limited.

#### (4) Interest rate risk management

The Group finances its operating and investing activities through bonds payable and borrowings. Floating-rate borrowings are exposed to risks of changes in future cash flows, while fixed-rate borrowings are exposed to risks of changes in their fair values. To mitigate future interest rate risk, fix interest expenses and reduce changes in fair value, the Group positions interest rate swaps, interest-rate currency swaps and interest rate options (interest-rate caps and swaptions) as hedging instruments.

As a result, the Group's exposure to interest rate risk is limited and the impact of interest rate risk on profit before tax in the consolidated statement of profit or loss is insignificant.

#### (5) Market price fluctuation risk management

The Group is exposed to risks of changes in market prices arising on equity financial instruments (shares), and the Group manages such risks by periodically monitoring market quotes and financial conditions of issuers (business counterparties).

The impact of market price fluctuation risks on the consolidated financial statements as at the end of the fiscal year under review is immaterial.

### 2. Fair values of financial instruments

#### (1) Carrying amount and fair value

Carrying amounts and fair values of financial instruments as at the end of the fiscal year under review are as follows. Financial instruments of which the carrying amount reasonably approximates the fair value and insignificant financial instruments are not included in the table below.

(Unit: Millions of yen)

	Carrying amounts	Fair value
Bonds	49,945	50,118
Borrowings	72,803	73,190

(2) Fair value measurement methods

1) Major financial instruments measured at amortized cost

The fair value measurement methods for major financial instruments measured at amortized cost are as follows.

- (i) Cash and cash equivalents, trade and other receivables and trade and other payables  
The carrying amounts approximate their fair value due to their short-term maturity.
- (ii) Bonds and borrowings  
Fair values of bonds and borrowings are classified according to certain periods of time and determined based on present value of debts discounted using interest rate that reflects the period up to the maturity and the credit risk.

Carrying amounts and the fair value hierarchy of major financial instruments measured at amortized cost are as follows.

(Unit: Millions of yen)

	Carrying amounts	Level 1	Level 2	Level 3	Total
Liabilities:					
Financial liabilities measured at amortized cost					
Bonds	49,945	–	50,118	–	50,118
Borrowings	72,803	–	73,190	–	73,190

2) Major financial instruments measured at fair value

The fair value measurement methods for major financial instruments measured at fair value are as follows.

(i) Derivative assets and liabilities

The fair values of derivative financial instruments – e.g., foreign exchange contracts, currency options, interest rate swaps, interest-rate currency swaps, interest rate options – are determined based on the prices presented by financial institutions that are our business counterparties. Specifically, for example, the fair value of a foreign exchange contract is measured at fair value based on quoted prices of forward foreign exchange markets, etc. The fair value of an interest rate swap is determined based on present value of future cash flows discounted using interest rate swap rate as at the reporting date or the period up to the maturity.

(ii) Shares

The fair values of listed shares are measured as the quoted prices available at the reporting date. Unlisted shares are principally measured using the valuation model primarily based on net assets (a method to determine corporate values based on net assets of issuing companies).

The fair value hierarchy of financial instruments measured at fair value is as follows.

(Unit: Millions of yen)

	Level 1	Level 2	Level 3	Total
Assets:				
Financial assets designated as hedging instruments				
Derivative assets	–	1,877	–	1,877
Financial assets measured at fair value through profit or loss				
Derivative assets	–	57	–	57
Others	1,595	79	1	1,675
Financial assets measured at fair value through other comprehensive income				
Shares	5,191	–	2,817	8,008
Others	–	–	3	3
Liabilities:				
Financial liabilities designated as hedging instruments				
Derivative liabilities	–	11,204	–	11,204
Financial liabilities measured at fair value through profit or loss				
Derivative liabilities	–	20	–	20

Changes in financial instruments classified as level 3 are as follows.

	Financial assets measured at fair value through profit or loss	Financial assets measured at fair value through other comprehensive income
	Millions of yen	Millions of yen
December 31, 2021	1	2,189
Total gains and losses	–	160
Other comprehensive income	–	160
Acquisitions	–	473
Others	–	(2)
December 31, 2022	1	2,821

## REVENUE RECOGNITION

### 1. Disaggregation of revenue

Disaggregation of revenue by product and by area is as follows.

	(Unit: Millions of yen)				
	Japan	Asia Pacific	Europe	Americas	Total
Beverages	653,199	322,348	292,297	145,477	1,413,322
Health supplements	–	37,074	–	–	37,074
Total	653,199	359,423	292,297	145,477	1,450,397

### 2. Information that provides the basis for understanding revenue

Information that provides the basis for understanding revenue is as stated in “BASIS OF PREPARING CONSOLIDATED FINANCIAL STATEMENTS, 4. Accounting policies, (12) Revenue.”

## PER SHARE INFORMATION

- Equity attributable to owners of the Company per share      ¥3,123.69
- Basic earnings per share      ¥266.40

There was no diluted share issued.

## SIGNIFICANT SUBSEQUENT EVENTS

No items to report.

(Note) All amounts have been rounded down to the nearest million yen.

Non-consolidated Financial Statements (Japanese GAAP)

**Non-consolidated Statement of Changes in Equity**

(For the year ended December 31, 2022)

(Unit: Millions of yen)

	Shareholders' equity								
	Common stock	Capital surplus			Retained earnings				
		Legal capital surplus	Other capital surplus	Total capital surplus	Other retained earnings				Total retained earnings
					Reserve for advanced depreciation of non-current assets	Reserve for special depreciation	General reserve	Retained earnings brought forward	
Balance at January 1, 2022	168,384	145,884	67,541	213,425	966	325	34,982	203,737	240,012
Changes of items in the year									
Cash dividends								(24,101)	(24,101)
Net income								48,377	48,377
Purchase of treasury shares									
Provision of reserve for advanced depreciation of non-current assets					17			(17)	-
Reversal of reserve for advanced depreciation of non-current assets					(0)			0	-
Reversal of reserve for special depreciation						(108)		108	-
Net changes of items other than shareholders' equity									
Net changes in the year	-	-	-	-	17	(108)	-	24,366	24,275
Balance at December 31, 2022	168,384	145,884	67,541	213,425	984	216	34,982	228,103	264,287



	Shareholders' equity		Valuation and translation adjustments			Total equity
	Treasury shares	Total shareholders' equity	Unrealized gain on available-for-sale securities	Deferred gain on derivatives under hedge accounting	Total valuation and translation adjustments	
Balance at January 1, 2022	(0)	621,821	30	165	195	622,017
Changes of items in the year						
Cash dividends		(24,101)				(24,101)
Net income		48,377				48,377
Purchase of treasury shares	(0)	(0)				(0)
Provision of reserve for advanced depreciation of non-current assets		-				-
Reversal of reserve for advanced depreciation of non-current assets		-				-
Reversal of reserve for special depreciation		-				-
Net changes of items other than shareholders' equity			3	(779)	(775)	(775)
Net changes in the year	(0)	24,274	3	(779)	(775)	23,498
Balance at December 31, 2022	(0)	646,096	33	(613)	(579)	645,516

Note: All amounts have been rounded down to the nearest million yen.

## Notes to Non-consolidated Financial Statements

### SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

1. Basis and methods of valuation of assets
  - (1) Securities

Shares of subsidiaries and affiliates: Stated at cost determined by the moving-average method.

Available-for-sale securities:

Securities other than shares that do not have market prices:  
Stated at fair market value, based on market quotation at the balance sheet date.  
(Unrealized gains and losses, net of applicable income taxes, are reported in a separate component of equity. The cost of securities sold is determined based on the moving-average method.)

Shares that do not have market prices:  
Stated at cost determined by the moving-average method.
  - (2) Derivatives: Stated at fair value.
  - (3) Inventories: Stated at cost determined by the periodic average method.  
(The value stated in the non-consolidated balance sheet is determined according to write-downs based on the decreased profitability of assets.)
2. Depreciation and amortization of non-current assets
  - (1) Property, plant, and equipment

Property, plant, and equipment are depreciated by the straight-line method. Useful lives of principal property, plant, and equipment are as follows.

Buildings:	5–50 years
Machinery and equipment:	2–17 years
Tools, furniture and fixtures:	2–15 years
  - (2) Intangible fixed assets

Intangible fixed assets are amortized by the straight-line method. Goodwill is equally amortized over 20 years. Software for internal use is amortized by the straight-line method over the internally estimated useful lives (within 5 years).
3. Basis for provision of reserves
  - (1) Provision for bonuses

To cover the payments of bonuses, the Company sets aside provision for bonuses based on the projected amount for such payments.
  - (2) Liability for employee retirement benefits (Prepaid pension cost)

The Company sets aside liability for employee retirement benefits to prepare for expenditures of employees' retirement benefits based on the estimated amount of retirement benefit obligation and pension assets at the end of the fiscal year under review. Since the total amount of pension assets for the pension plan exceeded the amount calculated by deducting unrecognized actuarial differences from retirement benefit obligation as at the end of the fiscal year under review, the excess amount has been recorded in prepaid pension cost (investments and other assets).

    - (a) Methods of attributing estimated retirement benefits to accounting periods

When calculating retirement benefit obligations, the benefit formula basis is used to attribute estimated retirement benefits to the period through the end of the fiscal year under review.
    - (b) Amortization of actuarial differences and prior service cost

Prior service cost is amortized by the straight-line method over the period (15 years), which is shorter than the average remaining service life of employees as incurred, and unrecognized actuarial differences are amortized by the straight-line method over the period (15 years) which is shorter than the average remaining service life of employees as incurred from the year following that in which they arise.
4. Basis for revenue and cost recognition

The Company is engaged in sale of soft drinks and foods. As customers usually obtain control of the goods and the Company's performance obligation is satisfied at the time when the goods are delivered to wholesalers etc., the Company recognizes revenue at the time of delivery of goods. Revenue is measured at the amount of consideration promised under the contracts with customers after deduction of trade discounts, rebates, taxes collected on behalf of third parties such as consumption taxes or value added tax, sales incentives, and returned goods. Interest income and expense is recognized by using the effective interest method.
5. Other significant matters forming the basis of preparing non-consolidated financial statements
  - (1) Method of hedge accounting

Mainly accounted for with deferred hedge accounting. Items that satisfy the requirements for an accounting method in which monetary receivables and liabilities denominated in foreign currencies are translated at a predetermined rate to hedge against exchange rate fluctuation risk are accounted for under this method. Those that satisfy the requirements for exceptional treatment for interest rate swaps are accounted for under the said exceptional treatment.
  - (2) Method and period for amortization of deferred assets

Bond issuance expenses are amortized by the straight-line method over the period up to bond redemption.

(3) Accounting treatment for retirement benefits

The accounting treatment method for unrecognized actuarial differences and the unrecognized past service costs related to retirement benefits is different from the treatment method for these items in the consolidated financial statements.

## CHANGES IN ACCOUNTING POLICIES

(Application of the Accounting Standard for Revenue Recognition and relevant regulations)

The Company has applied the “Accounting Standard for Revenue Recognition” (ASBJ Statement No. 29, March 31, 2020) and relevant ASBJ regulations from the beginning of the current fiscal year, and recognizes revenue in the amount expected to be received in exchange for promised goods or services when control of the goods or services is transferred to the customer.

Accordingly, a portion of the amount of consideration paid to customers, such as sales promotion costs, that had previously been recorded as selling, general and administrative expenses is now being deducted from net sales. The application of the Accounting Standard for Revenue Recognition and relevant ASBJ regulations is in accordance with the transitional treatment set forth in the proviso to paragraph 84 of the Accounting Standard for Revenue Recognition. The transitional treatment allows the Company to record the cumulative effects of retrospectively applied new accounting policies before the beginning of the current fiscal year by adjusting retained earnings brought forward at the beginning of the current fiscal year, and applied the new accounting policies from the beginning balance.

As a result, for the fiscal year under review, net sales decreased by ¥2,619 million, and selling, general and administrative expenses decreased by ¥2,619 million. There is no impact on operating income, ordinary income, income before income taxes and the balance of retained earnings brought forward at the beginning of the fiscal year under review.

## CHANGES IN PRESENTATION

(Non-consolidated Statement of Income)

“Rental income from non-current assets” which had been previously included in “other” under “non-operating income” is disclosed as separate items due to its increased materiality.

“Rental income from non-current assets” for the previous fiscal year was ¥265 million.

## SIGNIFICANT ACCOUNTING ESTIMATES

1. Valuation of shares of subsidiaries and affiliates that do not have market prices

(1) Amount recorded in the non-consolidated financial statements at the end of the fiscal year under review

Shares of subsidiaries and affiliates that do not have market prices: ¥554,497 million.

The major shares of subsidiaries and affiliates are shares of Japan Beverage Holdings Inc., Orangina Schweppes Holdings B.V. and Lucozade Ribena Suntory Limited, and the carrying amount recorded in the non-consolidated balance sheet for these shares is ¥382,173 million.

(2) Information on details of significant accounting estimates relating to the identified items

In valuing shares of subsidiaries and affiliates, the Company has a policy to recognize impairment losses when the substantial value of shares has declined significantly due to deterioration in the financial position of the company concerned, unless recoverability is substantiated by sufficient evidence.

For shares acquired reflecting their excess earning power, the Company considers whether the excess earning power is impaired or not by comparing the business plan at the time of stock acquisition, which was used for the basis of calculating the acquisition price, with the actual results up to the fiscal year under review as well as the future business plan prepared during the fiscal year under review.

The business plan includes the estimate of impact from soaring raw material and energy prices, and therefore the actual results in 2023 onwards may differ from the business plan. If this is the case, it may impact the business performance and other indicators.

2. Recoverability of loans receivable from subsidiaries and affiliates

(1) Amounts recorded in the non-consolidated financial statements at the end of the fiscal year under review

Short-term loans receivable: ¥114,899 million (Note)

Long-term loans receivable from subsidiaries and affiliates: ¥9,485 million (Note)

Note: Please refer to “Related Party Transactions” for major components.

(2) Information on details of significant accounting estimates relating to the identified items

For the valuation of loans receivable from subsidiaries and affiliates, the Company considers the recoverability of each loan receivable based on the debtor’s business plan and repayment plan. In cases where there is a possibility that part of the loans cannot be repaid according to the specified conditions even when considering past operating results and the feasibility of the future business plan, the Company records an allowance for a doubtful account for the expected non-collectible amount.

The debtor’s business plan is subject to risks and other factors arising from changes in the business environment, and therefore, the actual results in 2023 onwards may differ from the business plan. If this is the case, it may impact the business performance and other indicators.

## NON-CONSOLIDATED BALANCE SHEET

- Accumulated depreciation of property, plant, and equipment ¥127,214 million
- Guarantee obligation  
The Company extends guarantee for obligations for associate companies (companies such as parent company, subsidiaries and affiliates; hereinafter the same) as shown below.  
Suntory PepsiCo Beverage (Thailand) Co., Ltd. ¥69 million
- Monetary receivables and payables from/to associate companies (except for those presented separately)  
Short-term monetary receivables ¥199,680 million  
Short-term monetary payables ¥167,170 million  
Long-term monetary payables ¥3 million

## NON-CONSOLIDATED STATEMENT OF INCOME

- Transactions with associate companies  
Volume of operating transactions  
Net sales ¥383,595 million  
Cost of sales ¥53,073 million  
Selling, general and administrative expenses ¥39,864 million  
Volume of non-operating transactions  
Non-operating income ¥21,928 million  
Non-operating expenses ¥736 million
- Details of extraordinary income  
The gain on extinguishment of tie-in shares was mainly due to an absorption-type company split transaction under common control in which the Company's subsidiary Suntory Beverage Service Limited was the splitting company and the Company was the successor company.  
The gain on sale of shares of subsidiaries and affiliates was due to the transfer of all shares of Suntory Coffee Australia Limited, which was the Company's subsidiary.

## NON-CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

Number of treasury shares as at December 31, 2022:

Ordinary shares	121 shares
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## TAX EFFECT ACCOUNTING

- Major components of deferred tax assets  
Temporary differences for investments in subsidiaries ¥11,197 million  
Accounts payable—other ¥803 million  
Liability for employee retirement benefits ¥1,047 million  
Provision for bonuses ¥691 million  
Depreciation ¥378 million  
Accrued enterprise tax ¥315 million  
Deferred gain on derivatives under hedge accounting ¥270 million  
Asset retirement obligations ¥119 million  
Other ¥36 million  

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Subtotal ¥14,861 million  
Valuation allowance ¥(11,197) million  

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Total deferred tax assets ¥3,663 million
- Major components of deferred tax liabilities  
Prepaid pension cost ¥(1,199) million  
Reserve for advanced depreciation of non-current assets ¥(434) million  
Removal costs related to asset retirement obligations ¥(119) million  
Reserve for special depreciation ¥(95) million  
Other ¥(14) million  

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Total deferred tax liabilities ¥(1,863) million  

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Net deferred tax assets ¥1,800 million

## BUSINESS COMBINATION

(Absorption-type company split transaction under common control)

An absorption-type company split in which the Company's subsidiary Suntory Beverage Service Limited was the splitting company and the Company was the successor company was completed on January 1, 2022. Overview of the absorption-type company split is as follows:

1. Overview of transaction

- |  |   |
|--|---|
| (1) Name of surviving entity                                     | Suntory Beverage & Food Limited   |
| (2) Name of absorbed entity                                      | Suntory Beverage Service Limited  |
| (3) Details of business subject to transaction                   | Real estate management business, equipment management business, etc.  |
| (4) Legal form of the business combination                       | Absorption-type company split in which Suntory Beverage Service Limited is the splitting company and Suntory Beverage & Food Limited is the successor company |
| (5) Name of entity after the business combination                | Unchanged   |
| (6) Overview of transaction including purpose of the transaction | The transaction was conducted to further promote management efficiency  |

2. Overview of accounting treatment adopted

This absorption-type company split was accounted for as a transaction under common control pursuant to the "Accounting Standard for Business Combinations" (ASBJ Statement No. 21; January 16, 2019) and the "Implementation Guidance on Accounting Standard for Business Combinations and Accounting Standard for Business Divestitures" (ASBJ Guidance No. 10; January 16, 2019).

## REVENUE RECOGNITION

Information that provides the basis for understanding revenue is omitted as the same information is provided in "SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, 4. Basis for revenue and cost recognition."

## PER SHARE INFORMATION

- |                         |           |
|-------------------------|-----------|
| 1. Equity per share     | ¥2,089.05 |
| 2. Net income per share | ¥156.56   |

**RELATED PARTY TRANSACTIONS**

Attribute	Name of company	Percentage of voting rights owned or owning	Relationship	Content of transaction	Transaction amount (Millions of yen)	Account title	Balance as at December 31, 2022 (Millions of yen)
Parent company	Suntory Holdings Limited	Directly owned 59.4%	-Contract work of indirect operations -Interlocking of officers	Advance payment for raw materials (Note 1)	-	Accounts payable-trade	62,538
Subsidiary	Suntory Foods Limited	Directly owning 100%	-Sales of products of the Company - Rental of sales equipment -Interlocking of officers	Sales of products of the Company (Note 2)	383,501	Accounts receivable-trade	77,518
				Receipt of sales equipment fees (Note 3)	6,779	Accounts receivable	791
				Money lending and borrowing (Note 4)	14,911	Short-term loans receivable	14,911
				Proceeds from interest (Note 4)	29	-	-
Subsidiary	Suntory Beverage Solution Limited	Directly owning 50% Indirectly owning 50%	-Money lending and borrowing - Rental of sales equipment -Interlocking of officers	Receipt of sales equipment fees (Note 3)	8,637	Accounts receivable	843
Subsidiary	Japan Beverage Holdings Inc.	Directly owning 82.7%	-Money lending and borrowing	Money lending and borrowing (Note 4)	12,339	Deposits received	12,339
				Proceeds from interest (Note 4)	2	-	-
Subsidiary	Suntory Products Limited	Directly owning 100%	-Outsourcing of manufacturing operations -Money lending and borrowing -Interlocking of officers	Payment of processing fee (Note 2)	51,663	Accounts payable-other	4,219
				Money lending and borrowing (Note 4)	25,757	Short-term loans receivable	25,757
				Proceeds from interest (Note 4)	104	-	-
Subsidiary	Orangina Schweppes Holding B.V.	Directly owning 100%	-Money lending and borrowing -Interlocking of officers	Money lending and borrowing (Note 4)	23,183	Short-term loans receivable	23,183
				Proceeds from interest (Note 4)	78	Other current assets	6
				Capital reduction with compensation (Note 5)	10,735	-	-
Subsidiary	Lucozade Ribena Suntory Limited	Directly owning 100%	-Money lending and borrowing -Interlocking of officers	Money lending and borrowing (Note 4)	21,768	Short-term loans receivable	34,518
						Long-term loans receivable from subsidiaries and affiliates	4,800
						Deposits received	17,549
				Proceeds from interest (Note 4)	552	Other current assets	31
				Interest paid (Note 4)	228	Other current liabilities	125

Attribute	Name of company	Percentage of voting rights owned or owning	Relationship	Content of transaction	Transaction amount (Millions of yen)	Account title	Balance as at December 31, 2022 (Millions of yen)
Subsidiary	Suntory Beverage & Food Asia Pte. Ltd.	Directly owning 100%	-Interlocking of officers	Capital reduction with compensation (Note 5)	14,120	-	-
Subsidiary	FRUCOR SUNTORY NEW ZEALAND LIMITED	Directly owning 100%	-Money lending and borrowing -Interlocking of officers	Money lending and borrowing (Note 4)	11,473	Short-term loans receivable	11,496
				Proceeds from interest (Note 4)	132	Deposits received	22
				Interest paid (Note 4)	1	Other current assets	75
						Other current liabilities	0
Subsidiary	FRUCOR SUNTORY AUSTRALIA PTY. LIMITED	Directly owning 100%	-Money lending and borrowing -Interlocking of officers	Money lending and borrowing (Note 4)	20,788	Long-term loans receivable from subsidiaries and affiliates	4,685
				Proceeds from interest (Note 4)	18	Deposits received	25,473
				Interest paid (Note 4)	74	Other current assets	18
				Underwriting of capital increase (Note 6)	23,396	Other current liabilities	60
							-
Subsidiary	Suntory International Corp.	Directly owning 100%	-Money lending and borrowing	Money lending and borrowing (Note 4)	14,373	Deposits received	14,373
				Interest paid (Note 4)	210	Other current liabilities	135

Terms and conditions of transactions and method of deciding terms and conditions of transactions

Notes:

1. This advance payment was implemented by Suntory Holdings Limited to external business partners, etc. As the transactions were not direct transactions with parent company, the disclosure of transaction amount is omitted.
2. Price and other terms and conditions of transactions are decided upon negotiations with each of counterparties considering the actual market prices.
3. Terms and condition on rental of sales equipment are determined considering factors such as the related costs at the Company.
4. Money lending and borrowing are carried out based on the group company loan system, etc. Applicable interest rates are decided considering the market interest rates. Transaction amounts of money lending and borrowing indicate the net balance as at December 31, 2022.
5. Capital reduction with compensation represents capital reduction made by the subsidiary.
6. Underwriting of the capital increase represents capital increase conducted by a subsidiary.

#### SIGNIFICANT SUBSEQUENT EVENTS

No items to report.

(Note) All amounts have been rounded down to the nearest million yen.