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June 12, 2025

Company name:	TOHO Co., Ltd.
Name of representative:	Kuniharu Okuno, Representative Director and President (Securities code: 8142, Prime Market)
Inquiries:	Reiko Tagami, Director and Executive Officer in charge of Corporate Communications Department (Telephone: +81-78- 845-2523)

## **Notice Concerning Acquisition of Shares of a Newly Established Company by Merger of Sankyo Distribution Group Companies (to Make It a Subsidiary)**

TOHO Co., Ltd. (the “Company”) hereby announces that it has resolved, at a meeting of the Board of Directors held on June 12, 2025, to acquire all shares of a newly established company (the “Newly Merged Company”) , which will be formed through the merger of six companies within the Sankyo Distribution Group, and to make it a subsidiary of the Company. The details are described below.

### **1. Reason for the acquisition**

The Sankyo Distribution Group, which will serve as the foundation of the Newly Merged Company, was established in 1964 and is a corporate group centered on Sankyo Shokuchō Limited Company (Head Office: Tsuyama City, Okayama Prefecture; President: Shosaku Midoro). The group operates primarily in the Kiehanshin and Chugoku regions, engaging in the production and processing of livestock products—mainly domestically produced chicken such as broilers—and supplies these products to the foodservice industry, school lunch programs, and supermarkets.

The Company Group is engaged in the wholesale of commercial food products for foodservice operators of all types and currently handles frozen poultry products, among others. By making the Newly Merged Company part of the

Group, the Company will be able to expand its offerings to include domestically produced chilled products and provide customized processing that is not available in ready-made items, thereby enhancing its product capabilities. At the same time, the Newly Merged Company is expected to benefit from the addition of the Company Group's sales network to its own, which will contribute to further business expansion. The Company believes that this integration will generate synergy effects for both parties.

This initiative aligns with the themes of the Company Group's ongoing three-year medium-term management plan, "SHIFT-UP 2027," which include "Expansion of functions to provide total support for the restaurant business" and "utilization of M&A and alliances." The acquisition is considered a strategic step in support of these initiatives.

## 2. Overview of the subsidiary (Newly Merged Company) subject to change

(1)	Name	Sankyo Shokuchō Co., Ltd..	
(2)	Location	589-10, Kitagawa, Nakatsu, Hiranochō, Nishi-ku, Kobe-shi, Hyogo, Japan	
(3)	Job title and name of representative	Representative Director and President, Shosaku Midoro	
(4)	Description of business	Production, processing, and sales of livestock products, primarily domestically produced poultry such as broilers.	
(5)	Share capital	10 million yen	
(6)	Date of establishment	September 1, 2025	
(7)	Number of Employees	280	
(8)	Total Number of Issued Shares	816	
(9)	Major shareholders and ownership ratios	Shosaku Midoro and five other individuals : 100%	
(10)	Relationship between the Company and said company	Capital relationship	There is no capital relationship.
		Personnel relationship	There is no personnel relationship.
		Business relationship	Purchase of products by a consolidated subsidiary of the Company.

(11) Operating results and financial positions of said company (aggregate of the six companies in the Sankyo Distribution Group) for the most recent fiscal year	
As of / for the fiscal year ended	March 31, 2024
Net assets	79
Total assets	4,553
Net sales	9,919
Operating profit	252
Net profit	155

(Millions of yen, unless otherwise noted)

(Amounts less than one million yen are rounded down.)

Note: With respect to item (11), since the Newly Merged Company is scheduled to be established in the future, there are no operating results or financial position available for the most recent fiscal year. Therefore, the figures shown represent the aggregate operating results and financial position of the six companies in the Sankyo Distribution Group that are expected to be merged.

As each of the six companies has a different fiscal year-end, the figures have been adjusted on a pro forma basis to correspond to a fiscal year ending in March. However, for the balance sheet items—net assets and total assets—figures as of the end of October 2024 are presented.

### 3. Overview of the counterparty to the acquisition of shares

(1) Content	To be acquired from Shosaku Midoro and five other individuals.
(2) Relationship between the Company and said person	There are no capital, personnel, or business relationships to be disclosed.

### 4. Number of shares acquired, acquisition costs, and shareholding before and after acquisition

(1) Number of shares held before the change	0 shares (Number of voting rights: 0) (Ratio of voting rights held: -%)
(2) Number of shares to be acquired	816 shares (scheduled) (Number of voting rights: 816)
(3) Acquisition costs	Common shares of Sankyo Shokucho Co., Ltd.: 384 million yen Advisory fees, etc. (Estimated amount): 20 million yen Total (Estimated amount): 404 million yen

(4) Number of shares held after the change	816 shares (scheduled) (Number of voting rights: 816) (Ratio of voting rights held: 100.0%)
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## 5. Timetable

(1) Date of conclusion of the agreement	June 13, 2025 (scheduled)
(2) Date of commencement of share transfer	Mid-September to early October 2025 (scheduled)

Note: The completion of the share acquisition is subject to the clearance of the business combination review by the Japan Fair Trade Commission.

## 6. Future outlook

The impact of this matter on our consolidated financial results is expected to be immaterial.

## 7. Other Information

Shosaku Midoro is scheduled to continue serving as Representative Director and President of the company.

Koji Masumoto (currently Branch Manager of the Kobe Branch, TOHO Food Service Co., Ltd.) is scheduled to be appointed as Representative Director and Executive Vice President.