



November 18, 2025

Company name	NIHON CHOUZAI Co., Ltd.
Company representative	Kazunori Ogi, President and CEO
Securities code	3341; Tokyo Stock Exchange Prime Market
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**Notice Regarding the Approval of Share Consolidation, Abolishment of Provisions for Number of Shares
Constituting One Share Unit, and Partial Amendment of the Articles of Incorporation**

As NIHON CHOUZAI Co., Ltd. (the “Company”) announced in its October 15, 2025 press release, “Notice Regarding the Convening of an Extraordinary General Meeting of Shareholders Pertaining to Share Consolidation, Abolishment of Provisions for Number of Shares Constituting One Share Unit, and Partial Amendment of the Articles of Incorporation” (“Company Press Release of October 15, 2025”), at the extraordinary general meeting of shareholders held today (“Extraordinary General Meeting of Shareholders”), proposals were submitted regarding consolidation of shares, abolition of provisions specifying the number of shares constituting one unit, and partial amendment of the Articles of Incorporation; the Company hereby announces as follows that all proposals passed as proposed.

As a result, the common shares of the Company (“Company Shares”) will meet the delisting criteria of Tokyo Stock Exchange, Inc. (“TSE”). Accordingly, the Company Shares are expected to be designated as securities to be delisted in the period from today until December 18, 2025, and then be delisted on December 19, 2025. Please note that after the delisting, the Company Shares cannot be traded on the TSE Prime Market.

1. Proposal No. 1: Share Consolidation

The Company received the approval of shareholders at the Extraordinary General Meeting of Shareholders for the Share Consolidation with the following terms.

[i] Class of shares subject to consolidation

Common shares

[ii] Consolidation ratio

5,840,000 shares of the Company Shares will be consolidated into one share.

[iii] Total reduction in the number of issued shares

29,922,086 shares

[iv] Total number of issued shares before the Share Consolidation takes effect

29,922,091 shares

(Note) The Company resolved at its Board of Directors meeting on October 15, 2025 to retire 1,125,909 treasury shares (equal to all treasury shares held by the Company as of September 30, 2025 *plus* the number of the Stock Grant Trust Shares that the Company plans to acquire without compensation as treasury shares) as of December 22, 2025; accordingly, the “total number of issued shares before the Share Consolidation takes effect” means the number of issued shares after such retirement.

[v] Total number of issued shares after the Share Consolidation takes effect
5 shares

[vi] Total number of authorized shares as of the effective date of the Share Consolidation
20 shares

[vii] Method of treatment of any fractional shares that arise and amount of money expected to be delivered to shareholders through such treatment

Following the Share Consolidation, the Company Shares held by the Company's shareholders other than AP86 Co., Ltd. ("Tender Offeror") and K.K. Max Planning ("MP") are expected to become fractional shares of less than one share.

If the Share Consolidation results in any shareholders having a number of shares that is a fraction of less than one share, in accordance with the procedures set forth in Article 235 of the Companies Act (Act No. 86 of 2005, as amended; hereinafter the same) and other related laws and regulations, the cash obtained by selling to the Company or Tender Offeror Company Shares ("Shares Equivalent to Fractional Shares") equivalent to the sum total of such fractions (if the sum includes any fraction of less than one share, such fraction will be discarded) will be delivered to the Company's shareholders for whom such fractions arise. Considering that Company Shares will be delisted as of December 19, 2025, becoming shares without a market price, and therefore, there is almost no possibility of a purchaser coming forward in an auction, and that the Share Consolidation will be carried as part of the Transaction for the purpose of making Tender Offeror and MP the Company's sole shareholders and delisting Company Shares, and given such purpose, it makes sense for Tender Offeror to purchase the Shares Equivalent to Fractional Shares; therefore, the Company plans to sell such shares to Tender Offeror with the permission of court in accordance with the provisions of Article 234, Paragraph 2 of the Companies Act applied *mutatis mutandis* in Article 235, Paragraph 2.

In such case, if the permission of court is obtained as planned, the sale price will be set at a price so that the amount of money obtained by multiplying the number of Company Shares owned by a shareholder entered or recorded in the Company's final shareholder registry as of December 22, 2025, the day immediately preceding the effective date of the Share Consolidation, by 3,927 yen, which is the same amount as the Tender Offer Price, will be delivered to such shareholder; provided, however, that in a case such as where the permission of court cannot be obtained or where fractional adjustment is required in calculation, the amount actually delivered may differ from the foregoing amount.

2. Proposal No. 2: Partial Amendment to the Articles of Incorporation

The Company received the approval of shareholders at the Extraordinary General Meeting of Shareholders for the partial amendment to the Articles of Incorporation as follows. The details of this partial amendment are explained in Company Press Release of October 15, 2025.

The partial amendment to the Articles of Incorporation will come into effect on December 23, 2025, subject to the Share Consolidation taking effect.

- (1) In the event that the Share Consolidation takes effect, in accordance with the provisions of Article 182, Paragraph 2 of the Companies Act, the total number of authorized shares of the Company will decrease to 20 shares. To make this point clear, upon the Share Consolidation taking effect, Article 6 (Total Number of Authorized Shares) of the Articles of Incorporation will be amended.
- (2) In the event that the Share Consolidation takes effect, the total number of issued shares of the Company will be 5

shares, and it will no longer be necessary to specify the number of shares constituting one unit. For this reason, upon the Share Consolidation taking effect, in order to abolish the provisions currently specifying that 100 shares constitute one share unit, the entire text of Article 7 (Number of Shares Constituting One Share Unit) and Article 8 (Rights Relating to Shares Less Than One Share Unit) of the Articles of Incorporation will be deleted and the article numbers will be moved up in accordance with such amendment.

- (3) In the event that the Share Consolidation takes effect, Tender Offeror and MP are expected to be the only persons owning one or more shares of the Company, thus making the provisions concerning the record date for ordinary general meetings of shareholders no longer necessary. Accordingly, upon the Share Consolidation taking effect, the entire text of Article 13 (Record Date for Ordinary General Meetings of Shareholders) of the Articles of Incorporation will be deleted and the article numbers will be moved up in accordance with such amendment.
- (4) In the event that the Share Consolidation takes effect, Tender Offeror and MP are expected to be the only persons owning one or more shares of the Company, and in conjunction with the implementation of the Share Consolidation, the Company Shares will be delisted, thus making the provisions relating to the electronic provision of shareholders meetings materials no longer necessary. Accordingly, upon the Share Consolidation taking effect, the entire text of Article 15 (Electronic Provision Measures, etc.) of the Articles of Incorporation will be deleted and the article numbers will be moved up in accordance with such amendment.

3. Share Consolidation Schedule

[1] Extraordinary General Meeting of Shareholders	November 18, 2025 (Tuesday)
[2] Date of designation as securities to be delisted	November 18, 2025 (Tuesday)
[3] Final trading date for Company Shares	December 18, 2025 (Thursday) (tentative)
[4] Company Shares delisting date	December 19, 2025 (Friday) (tentative)
[5] Effective date of the Share Consolidation	December 23, 2025 (Tuesday) (tentative)

End