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(Securities Code 2602)

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To Shareholders with Voting Rights:

Takahisa Kuno
Representative Director and President
The Nisshin Oillio Group, Ltd.
1-23-1, Shinkawa, Chuo-ku, Tokyo,
Japan

**NOTICE OF CONVOCATION OF
THE 152ND ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

We cordially announce that the 152nd Annual General Meeting of Shareholders of The Nisshin Oillio Group, Ltd. (the "Company") will be held for the purposes as described below.

In convening this Annual General Meeting of Shareholders, the Company has taken measures to provide information electronically in accordance with Article 325-3 of the Companies Act, which stipulates the matters for electronic provision. Please access the Company's website below to view this information.

The Company's website:

https://www.nisshin-oillio.com/english/inv/ir_news/

In addition to the above website, the Company has also disclosed matters for electronic provision on the website of the Tokyo Stock Exchange (TSE). Please access the below TSE website (TSE Listed Company Search), enter and search for the issue name (Company name) or securities code (2602), then select "Basic information" or "Documents for public inspection/PR information."

TSE website:

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

If you are unable to attend the meeting, your voting rights can be exercised in writing or via the Internet. Please review the Reference Documents for the General Meeting of Shareholders, refer to Guide to Exercising Voting Rights described below, and exercise your voting rights by 5:30 p.m. Japan time on Wednesday, June 26, 2024.

Date and time: Thursday, June 27, 2024 at 10 a.m. Japan time

Venue: East 21 Hall, 1st floor, Hotel East 21 Tokyo, located at 6-3-3 Toyo, Koto-ku, Tokyo

Meeting Agenda:

- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements for the Company's 152nd Fiscal Year (April 1, 2023 - March 31, 2024) and results of audits by the Accounting Auditor and the Audit & Supervisory Board of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the Company's 152nd Fiscal Year (April 1, 2023 - March 31, 2024)

Proposals to be resolved:

Proposal No. 1: Appropriation of Surplus

Proposal No. 2: Election of Nine Directors

Proposal No. 3: Election of One Audit & Supervisory Board Member

Proposal No. 4: Election of One Substitute Audit & Supervisory Board Member

Proposal No. 5: Revision of Remuneration for Audit & Supervisory Board Members

- Of the matters for electronic provision, the following matters are not included in the paper copy to be sent to shareholders who have requested it, pursuant to the provisions of applicable laws and regulations and the Articles of Incorporation of the Company. Accordingly, the paper copy constitutes part of the Business Report, Consolidated Financial Statements, and Non-consolidated Financial Statements audited by the Audit & Supervisory Committee Members in preparing the Audit Report, and part of the Consolidated Financial Statements and Non-consolidated Financial Statements audited by the Accounting Auditor in preparing the Accounting Audit Report.
 - 1) "Status of Accounting Auditors," "Systems to Ensure that the Execution of Duties by Directors Complies with Laws, Regulations, and the Articles of Incorporation of the Company; Systems to Ensure Appropriateness of Business Operations, and the Status of Operation of such Systems" and "Basic Policy Regarding Control of the Company" in the Business Report
 - 2) "Consolidated Statement of Changes in Equity" and "Notes to Consolidated Financial Statements" in the Consolidated Financial Statements
 - 3) "Statement of Changes in Equity" and "Notes to Non-consolidated Financial Statements" in the Non-consolidated Financial Statements
- Amendments to the matters for electronic provision (including matters before and after correction) may be posted on the Company's website and TSE website as shown above, if any.

Guide to Exercising Voting Rights

◆ To Attend the General Meeting of Shareholders

Submit the enclosed Voting Rights Exercise Form at the reception desk of the venue. You are also requested to bring this convocation notice with you on the day of the meeting.

Date and time: Thursday, June 27, 2024 at 10 a.m. Japan time

- * You may exercise your voting rights by proxy only in the case where the proxy is another shareholder entitled with voting rights. In such cases, the proxy is required to submit the Voting Rights Exercise Form of the shareholder attending by proxy together with a document certifying the proxy's authority of representation (power of attorney and Voting Rights Exercise Form of the shareholder exercising voting rights by proxy) at the reception desk of the venue.

◆ To Exercise Your Voting Rights via Electromagnetic Means (the Internet, etc.)

Access the Company's designated voting website (<https://www.web54.net>) and follow the on-screen guidance to vote for or against the proposals.

Deadline of exercising voting rights: 5:30 p.m. Japan time on Wednesday, June 26, 2024

- * If you exercise your voting rights multiple times via the Internet, etc. or in duplicate both on a PC or a smartphone, your last vote exercised will be deemed valid.
- * If you exercise your voting rights in duplicate both in writing and via the Internet, etc., your vote received at a later timing will be deemed valid. If your vote exercised in writing and your vote exercised via the Internet, etc. are received on the same day, the vote exercised via the Internet, etc. will be deemed valid.
- * Please note that communication fees (or telephone charges) which may be incurred when exercising voting rights shall be borne by voters.

◆ To Exercise Your Voting Rights in Writing

Indicate your vote for or against the proposals on the enclosed Voting Rights Exercise Form and return it to us by the following deadline.

Deadline of arrival: 5:30 p.m. Japan time on Wednesday, June 26, 2024

- * If approval or disapproval of each proposal is not indicated on the returned Voting Rights Exercise Form, we will assume that you have indicated your approval to the Company's proposals.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal No. 1: Appropriation of Surplus

The Company proposes the following appropriation of surplus for the fiscal year ended March 31, 2024:

Year-end Dividend

The Company recognizes that the return of profits to shareholders is one of the most important issues in management.

In its “Value Up+” medium term management plan, the Company has set a target on a return on equity (ROE) of 8% or higher as the performance target, and the Company is endeavoring to achieve growth and improvement of return on capital through proactive investment. Furthermore, looking ahead to fiscal 2030, the Company has revised the ROE target to be 10%. To surely return to shareholders the fruits of any improvement in return on capital stemming from profit growth, the Company has set the consolidated dividend payout ratio as a key indicator and will pay dividends aiming for a consolidated dividend payout ratio of 40% in fiscal 2024, the final year of the “Value Up+” plan.

After a comprehensive consideration of these matters, the Company hereby proposes a year-end dividend of ¥110 per share for the fiscal year ended March 31, 2024, which is a ¥35 increase compared to the previous period’s dividend of ¥75. This will result in an annual dividend of ¥170 per share (including the interim dividend of ¥60 per share), which is a ¥50 increase compared to the previous period.

(1) Type of dividend property

Cash

(2) Matters concerning allotment of dividend property to shareholders and total amount thereof

¥110 per share of the Company’s common stock, for a total of ¥3,583,448,330

(3) Effective date of distribution of surplus


June 28, 2024

Proposal No. 2: Election of Nine Directors



The terms of office of nine Directors will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the Company proposes the election of nine Directors.



The candidates for Directors are as follows:


No.	Name	Current positions and responsibilities in the Company	Attendance at Board of Directors meetings
1	Takahisa Kuno [Reappointment]	Representative Director and President	100% (12 / 12)
2	Hidetoshi Ogami [Reappointment]	Representative Director and Senior Managing Officer Responsible for Financial, Investor Relations, Digital Innovation, and Oilseed Processing Management	100% (12 / 12)
3	Arata Kobayashi [Reappointment]	Director and Senior Managing Officer Responsible for Sustainable Business Management, HR, Legal Affairs, General Affairs, Public Relations, Publicity & Advertising, and Quality Assurance	100% (12 / 12)
4	Masato Saegusa [Reappointment]	Director and Senior Managing Officer General Manager of Food Product, Responsible for Branch Operations	100% (12 / 12)
5	Yoshiharu Okano [Reappointment]	Director and Managing Officer Responsible for Global Business and Fine Chemicals	100% (12 / 12)
6	Masayuki Sato [New appointment]	Managing Officer General Manager of Technical Division, Responsible for Household-Use & Wellness Foods Business Strategy, Production, Environmental Solutions, and Safety Management & Disaster Prevention	—
7	Isao Yamamoto [Reappointment] [Outside] [Independent]	Outside Director	100% (12 / 12)
8	Naomi Eto [Reappointment] [Outside] [Independent]	Outside Director	100% (12 / 12)
9	Satoko Shisai [New appointment] [Outside] [Independent]		—


Candidate No. 1 [Reappointment]	 Takahisa Kuno Date of birth: October 29, 1961 Number of shares of the Company held (of which, the number of shares planned to be issued in accordance with the stock- based remuneration system) 25,711 shares (15,711 shares) Attendance at Board of Directors meetings 100% (12 / 12)	<ul style="list-style-type: none"> • Career summary, position and responsibilities in the Company April 1985 Joined the Company June 2008 Executive Officer of the Company April 2014 Managing Officer of the Company June 2014 Director and Managing Officer of the Company June 2017 Representative Director and President of the Company (to present) • Material conflict of interest with the Company None <p>[Reasons for nomination as a candidate for Director] Mr. Takahisa Kuno has been involved in the management of the Company as Representative Director and President since June 2017. He has been nominated as a candidate because the Company believes that his extensive knowledge and experience in management as well as his achievements as President in increasing corporate value and strengthening the foundation of the Group would continue to be required for the management of the Company.</p>
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Candidate No. 2 [Reappointment]	 Hidetoshi Ogami Date of birth: February 1, 1961 Number of shares of the Company held (of which, the number of shares planned to be issued in accordance with the stock- based remuneration system) 14,963 shares (8,963 shares) Attendance at Board of Directors meetings 100% (12 / 12)	<ul style="list-style-type: none"> • Career summary, position and responsibilities in the Company April 1983 Joined the Company July 2004 Executive Officer of the Company June 2005 Director of the Company June 2011 Managing Officer of the Company June 2013 Director and Managing Officer of the Company June 2018 Director and Senior Managing Officer of the Company June 2019 Representative Director and Senior Managing Officer of the Company April 2024 Representative Director and Senior Managing Officer of the Company Responsible for Financial, Investor Relations, Digital Innovation, and Oilseed Processing Management (to present) • Material conflict of interest with the Company None <p>[Reasons for nomination as a candidate for Director] The Company believes that Mr. Hidetoshi Ogami's extensive knowledge and experience in management as well as achievements as a supervisor for finance and accounting, businesses related to raw materials purchasing, and the meal business would continue to be required for the management of the Company.</p>
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<p>Candidate No.</p> <p>3</p> <p>[Reappointment]</p>	 <p>Arata Kobayashi</p> <p>Date of birth: May 26, 1961</p> <p>Number of shares of the Company held (of which, the number of shares planned to be issued in accordance with the stock-based remuneration system) 14,586 shares (7,486 shares)</p> <p>Attendance at Board of Directors meetings 100% (12 / 12)</p>	<ul style="list-style-type: none"> • Career summary, position and responsibilities in the Company <ul style="list-style-type: none"> April 1985 Joined the Company May 2009 Executive Officer of the Company April 2014 Managing Officer of the Company June 2016 Director and Managing Officer of the Company April 2023 Director and Senior Managing Officer of the Company April 2024 Director and Senior Managing Officer of the Company Responsible for Sustainable Business Management, HR, Legal Affairs, General Affairs, Public Relations, Publicity & Advertising, and Quality Assurance (to present) • Material conflict of interest with the Company None <p>[Reasons for nomination as a candidate for Director] The Company believes that Mr. Arata Kobayashi's extensive knowledge and experience in management strategies, corporate governance, and risk management as well as his achievements as a supervisor for corporate planning, HR, legal affairs and general affairs sections would continue to be required for the management of the Company.</p>
<p>Candidate No.</p> <p>4</p> <p>[Reappointment]</p>	 <p>Masato Saegusa</p> <p>Date of birth: September 22, 1960</p> <p>Number of shares of the Company held (of which, the number of shares planned to be issued in accordance with the stock-based remuneration system) 9,913 shares (6,713 shares)</p> <p>Attendance at Board of Directors meetings 100% (12 / 12)</p>	<ul style="list-style-type: none"> • Career summary, position and responsibilities in the Company <ul style="list-style-type: none"> April 1984 Joined the Company April 2014 Executive Officer and General Manager of Tokyo Branch of the Company April 2019 Managing Officer of the Company June 2021 Director and Managing Officer of the Company April 2023 Director and Senior Managing Officer of the Company April 2024 Director and Senior Managing Officer of the Company General Manager of Food Product, Responsible for Branch Operations (to present) • Material conflict of interest with the Company None <p>[Reasons for nomination as a candidate for Director] The Company believes that Mr. Masato Saegusa's extensive knowledge and experience based on his engagement in a wide range of operations at sales sections as well as his achievements in the overall food product business as a supervisor in sales, including his experience serving as General Manager of the Tokyo Branch, would continue to be required for the management of the Company.</p>

<p>Candidate No.</p> <p>5</p> <p>[Reappointment]</p>	 <p>Yoshiharu Okano</p> <p>Date of birth: September 6, 1962</p> <p>Number of shares of the Company held (of which, the number of shares planned to be issued in accordance with the stock-based remuneration system) 4,521 shares (3,221 shares)</p> <p>Attendance at Board of Directors meetings 100% (12 / 12)</p>	<ul style="list-style-type: none"> • Career summary, position and responsibilities in the Company <ul style="list-style-type: none"> April 1987 Joined Marubeni Corporation April 2013 General Manager of Livestock Feed Operation of Marubeni Corporation April 2015 General Manager of Second Grain Dept. of Marubeni Corporation April 2017 Senior Operating Officer of Grain Division of Marubeni Corporation April 2019 Managing Officer of the Company June 2019 Director and Managing Officer of the Company April 2024 Director and Managing Officer of the Company Responsible for Global Business and Fine Chemicals (to present) • Significant concurrent position President of The Nisshin OilliO (China) Investment Co., Ltd. • Material conflict of interest with the Company None <p>[Reasons for nomination as a candidate for Director] The Company believes that Mr. Yoshiharu Okano's extensive knowledge and experience in the Company's overseas businesses and risk management as well as his longtime engagement and achievements in global business at a general trading company would continue to be required for the management of the Company.</p>
<p>Candidate No.</p> <p>6</p> <p>[New appointment]</p>	 <p>Masayuki Sato</p> <p>Date of birth: October 28, 1965</p> <p>Number of shares of the Company held (of which, the number of shares planned to be issued in accordance with the stock-based remuneration system) 5,638 shares (4,538 shares)</p>	<ul style="list-style-type: none"> • Career summary, position and responsibilities in the Company <ul style="list-style-type: none"> April 1991 Joined the Company December 2017 General Manager of Yokohama Isogo Plant of the Company April 2019 Executive Officer of the Company April 2023 Managing Officer of the Company April 2024 Managing Officer of the Company General Manager of Technical Division, Responsible for Household-Use & Wellness Foods Business Strategy, Production, Environmental Solutions, and Safety Management & Disaster Prevention (to present) • Material conflict of interest with the Company None <p>[Reasons for nomination as a candidate for Director] Mr. Masayuki Sato has served as General Manager of the Yokohama Isogo Plant and General Manager of Technical Division overseeing research and technical development, etc., and has demonstrated leadership as the person responsible for the production and technical sections. He has been nominated as a candidate because the Company believes that his extensive knowledge and experience in all aspects of production and technology of the Company as well as his internationality cultivated through his overseas work experience would be required for the management of the Company.</p>

Candidate No. 7 [Reappointment] [Outside] [Independent]	 Isao Yamamoto Date of birth: May 2, 1957 Number of shares of the Company held 3,000 shares Attendance at Board of Directors meetings 100% (12 / 12)	<ul style="list-style-type: none"> ● Career summary, position and responsibilities in the Company April 1981 Joined Nomura Research Institute, Ltd. January 1991 Head of Strategic Advisory Group of Nomura Research Institute, Ltd. January 2002 Co-Head and Managing Director of Investment Banking Division, Merrill Lynch Japan Securities Co., Ltd. (current BofA Securities, Inc.) November 2003 President & CEO of The Institute for Securities Investment & Governance K.K. July 2006 Auditor of MASSTUNE, Inc. (current MINKABU THE INFONOID, Inc.) September 2007 Director of MASSTUNE, Inc. (current MINKABU THE INFONOID, Inc.) November 2009 Representative Director of Enterprising Investment, Inc. (to present) June 2011 Outside Director of Sony Financial Holdings Inc. (current Sony Financial Group Inc.) June 2019 Outside Director of the Company (to present) October 2019 Outside Director of Scenera, Inc. (to present) <ul style="list-style-type: none"> ● Significant concurrent position Representative Director of Enterprising Investment, Inc. <ul style="list-style-type: none"> ● Material conflict of interest with the Company None <hr/> [Reasons for nomination as a candidate for Outside Director and overview of expected role] Mr. Isao Yamamoto has utilized his knowledge and experience in financial markets and general management, cultivated through years of work as a securities analyst and financial advisor, in the management of the Company. In particular, he has actively delivered statements on management strategies and enhancement of capital efficiency and invigorated the discussions at the Board of Directors meetings. Furthermore, he has actively expressed his views to improve governance in the Nomination Advisory Committee, Remuneration Advisory Committee, and Management Sustainability Committee. In April 2024, he was appointed chairperson of the Nomination Advisory Committee. These facts show that he has appropriately supervised and provided sound advice to management. For the reasons above, the Company expects him to enhance the Board of Directors' functions and continues to propose his nomination as Outside Director.
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Candidate No. 8	 Naomi Eto Date of birth: May 2, 1956 Number of shares of the Company held 1,000 shares	<ul style="list-style-type: none"> ● Career summary, position and responsibilities in the Company April 1979 Joined Bridgestone Tire Co., Ltd. (current Bridgestone Corporation) March 2009 Executive Officer, Responsible for General Affairs and Corporate Communications, Bridgestone Corporation September 2011 Executive Officer, Responsible for Environment, Bridgestone Corporation February 2014 Executive Officer, General Manager of Group CC Division, Zensho Holdings Co, Ltd. June 2014 Director, General Manager of Group CC Division, Zensho Holdings Co, Ltd. January 2015 Director, General Manager of General Affairs Division, Zensho Holdings Co, Ltd. June 2020 Retired as Director of Zensho Holdings Co, Ltd. June 2020 Outside Director of Morinaga & Co., Ltd. (to present, to retire in June 2024) June 2022 Outside Director of the Company (to present) June 2022 Outside Director of Nippon Yakin Kogyo Co., Ltd. (to present)
[Reappointment] [Outside]	Attendance at Board of Directors meetings 100% (12 / 12)	<ul style="list-style-type: none"> ● Significant concurrent position Outside Director of Nippon Yakin Kogyo Co., Ltd. ● Material conflict of interest with the Company None
[Independent]		[Reasons for nomination as a candidate for Outside Director and overview of expected role] Ms. Naomi Eto has utilized her extensive knowledge and experience in corporate governance, compliance, and sustainability based on her engagement in business operations in the management of the Company. In particular, she has actively delivered her opinions from the perspectives of checking the status of internal controls and compliance in the business operations, identifying risks in investment projects, etc. and invigorated the discussions at the Board of Directors meetings. Furthermore, she has actively expressed her views to improve governance in the Nomination Advisory Committee and the Remuneration Advisory Committee. In April 2024, she was appointed chairperson of the Remuneration Advisory Committee. These facts show that she has appropriately supervised and provided advice to management. For the reasons above, the Company expects her to enhance the Board of Directors' functions and continues to propose her nomination as Outside Director.

Candidate No. 9 [New appointment] [Outside] [Independent]	 Satoko Shisai Date of birth: November 11, 1963 Number of shares of the Company held 0 shares	<ul style="list-style-type: none"> ● Career summary, position and responsibilities in the Company April 1986 Joined IBM Japan, Ltd. April 2009 Vice President, Government Cluster of IBM Japan, Ltd. October 2015 Vice President, Security of IBM Japan, Ltd. January 2018 Vice President, Government Office System, Enterprise Business of IBM Japan, Ltd. April 2019 Retired as Vice President of IBM Japan, Ltd. May 2019 Vice President and Head, IT Supervisory Division of Chugai Pharmaceutical Co., Ltd. October 2019 Vice President and Head, Digital & IT Supervisory Division of Chugai Pharmaceutical Co., Ltd. April 2022 Executive Vice President and Head, Digital Transformation Unit of Chugai Pharmaceutical Co., Ltd. April 2022 Independent Director of Panasonic Connect Co., Ltd. (to present) December 2023 Outside Director of Mitsubishi Research Institute, Inc. (to present) March 2024 Retired as Executive Vice President of Chugai Pharmaceutical Co., Ltd. April 2024 Representative of AISHIS Consulting, Inc. (to present) ● Significant concurrent position Independent Director of Panasonic Connect Co., Ltd. Outside Director of Mitsubishi Research Institute, Inc. Representative of AISHIS Consulting, Inc. Outside Director of NYK Line (to assume office in June 2024) ● Material conflict of interest with the Company None <hr/> [Reasons for nomination as a candidate for Outside Director and overview of expected role] Ms. Satoko Shisai has a wealth of knowledge and experience in the IT field. She also has experience in management as executive officer of several companies. She has been nominated as a candidate because the Company expects that her wealth of knowledge and experience will contribute to the management of the Company. After she assumes office as Outside Director, she will become a member of the Nomination Advisory Committee and the Remuneration Advisory Committee as the Company expects her to enhance the Board of Directors' functions through supervision and provision of advice to management.
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(Notes)

1. Mr. Isao Yamamoto, Ms. Naomi Eto, and Ms. Satoko Shisai are candidates for Outside Directors. Mr. Isao Yamamoto will have served as Outside Director for five years at the conclusion of this General Meeting of Shareholders; Ms. Naomi Eto for two years. Ms. Satoko Shisai is a new candidate for Outside Director.
2. In accordance with the provisions of Article 27 of the Articles of Incorporation of the Company and the provisions of Article 427, Paragraph 1 of the Companies Act, the Company has entered into agreements with Mr. Isao Yamamoto and Ms. Naomi Eto to limit their liability, as stipulated in Article 423, Paragraph 1 of the Companies Act. The maximum amount of liability under these agreements is ¥5 million or the minimum amount of liability stipulated in laws and regulations, whichever is higher. If the reappointment of both candidates is approved as originally proposed, the Company plans to continue these agreements. If the election of Ms. Satoko Shisai is approved, the Company plans to enter into the same agreement as above with Ms. Shisai.
3. Mr. Isao Yamamoto and Ms. Naomi Eto are independent directors required to be retained by TSE for the protection of general shareholders. If Ms. Satoko Shisai is elected as Director, the Company plans to register Ms. Shisai with TSE as an independent director.
4. There are no business transactions in the fiscal year ended March 31, 2024, between the Company (including its subsidiaries) and the significant entity where Mr. Isao Yamamoto concurrently serves.
5. There are no business transactions in the fiscal year ended March 31, 2024, between the Company (including its subsidiaries) and the significant entity where Ms. Naomi Eto concurrently serves.
6. There are no business transactions in the fiscal year ended March 31, 2024, between the Company (including its subsidiaries) and the significant entities where Ms. Satoko Shisai concurrently serves.

Ms. Satoko Shisai will also assume her post as an Outside Director of NYK Line in June 2024. There are no business transactions in the fiscal year ended March 31, 2024, between the Company (including its subsidiaries) and NYK Line.

7. The Company has concluded a directors' and officers' liability insurance contract with an insurance company that insures all Directors. The insurance policy covers damages that may arise when the insured assumes liability for the execution of his or her duties or receives any claim related to the pursuit of such liability. The candidates will be insured under the insurance contract. The Company will renew the contract with the same details at the next renewal.

Proposal No. 3: Election of One Audit & Supervisory Board Member

The term of office of Audit & Supervisory Board Member Ms. Sayaka Sumida will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the election of one Audit & Supervisory Board Member is proposed.

Prior consent of the Audit & Supervisory Board has been obtained for this proposal.

The candidate for Audit & Supervisory Board Member is as follows:

<p>[New appointment]</p> <p>[Outside]</p> <p>[Independent]</p>	 <p>Keiko Mizuguchi</p> <p>Date of birth: July 21, 1958</p> <p>Number of shares of the Company held 0 shares</p>	<ul style="list-style-type: none"> ● Career summary and position April 1986 Joined Morgan Bank (current JP Morgan Chase Bank, N.A.), Tokyo Branch April 1995 Associate Director, Standard & Poor's International Ratings, Ltd. April 1998 Director, Aoyama Audit Corporation (later Chuo Aoyama PricewaterhouseCoopers) April 2005 Chief Analyst, Japan Credit Rating Agency, Ltd. February 2013 Member of Business Accounting Council April 2013 Commissioner of Certified Public Accountants and Auditing Oversight Board (part-time) April 2017 Counselor and Chief Analyst, Japan Credit Rating Agency, Ltd. June 2021 Outside Auditor, Nihon Unisys Ltd. (current BIPROGY Inc.) (to present) April 2022 ESG Economist, Asian Development Bank Institute (part-time) April 2023 Temporary Member of Accounting Standards Subcommittee, Committee on the System of Evaluating Incorporated Administrative Agencies of Ministry of Internal Affairs and Communications (part-time) (to present) April 2023 Member of Registration Examination Committee for Registered Auditors of Listed Companies, of Japanese Institute of Certified Public Accountants (part-time) (to present) January 2024 Senior Fellow, Dai-ichi Life Research Instituted Inc.(part-time) (to present) ● Significant concurrent position Outside Auditor, BIPROGY Inc. ● Material conflict of interest with the Company None
	<p>[Reasons for nomination as a candidate for Outside Audit & Supervisory Board Member]</p> <p>Ms. Keiko Mizuguchi has extensive work experience at financial institutions, rating agencies, and auditing firms. She has been nominated as an Outside Audit & Supervisory Board Member because the Company would like her to utilize her broad knowledge and experience in corporate accounting, governance, disclosure, etc., to enhance auditing quality. The Company believes that she can properly fulfill her duties as Outside Audit & Supervisory Board Member with her vast insight and expertise to make objective judgments that are unconstrained by the conventional practices of the Company and take into account corporate society as a whole.</p>	

(Notes)

1. Ms. Keiko Mizuguchi is a new candidate for Outside Audit & Supervisory Board Member.
2. If Ms. Keiko Mizuguchi's appointment is approved as originally proposed, the Company plans to enter into an agreement with Ms. Mizuguchi to limit her liability as stipulated in Article 423, Paragraph 1 of the Companies Act, in accordance with the provisions of Article 34 of the Articles of Incorporation of the Company and the provisions of Article 427, Paragraph 1 of the Companies Act. The maximum amount of liability under these agreements is ¥5 million or the minimum amount of liability stipulated by laws and regulations, whichever is higher.
3. If Ms. Keiko Mizuguchi is elected as Outside Audit & Supervisory Board Member, the Company will register her as an independent auditor required to be retained by TSE for the protection of general shareholders.
4. Ms. Keiko Mizuguchi concurrently serves as Outside Auditor of BIPROGY Inc. In the fiscal year

ended March 31, 2024, the Company and its subsidiaries made payments to BIPROGY Inc., for the operation and maintenance of its information infrastructure. The transaction amount accounted for less than 0.2% of the consolidated net sales of BIPROGY Inc.

5. The Company has concluded a directors' and officers' liability insurance contract with an insurance company that insures all Audit & Supervisory Board Members. The insurance policy covers damages that may arise when the insured assumes liability for the execution of his or her duties or receives a claim related to the pursuit of such liability. The candidate will be insured under the insurance contract. The Company will renew the contract with the same details at the next renewal.

<Reference> Members of the Audit & Supervisory Board

If Proposal No. 3 is approved as originally proposed, the members of the Audit & Supervisory Board will be as follows:

Name	Positions at the Company	Attendance at Board of Directors meetings	Attendance at Audit & Supervisory Board meetings
Katsuhito Oba	Audit & Supervisory Board Member (full-time)	100% (12 / 12)	100% (19 / 19)
Nobuyuki Watanabe	Audit & Supervisory Board Member (full-time)	100% (12 / 12)	100% (19 / 19)
Tomotake Kusamichi	[Outside] [Independent] Outside Audit & Supervisory Board Member	100% (12 / 12)	100% (19 / 19)
Keiko Mizuguchi	[New appointment] [Outside] [Independent] Outside Audit & Supervisory Board Member	—	—

<Reference> Skills Matrix

The skills required and the reasons of their selection for the Company’s Directors and Audit & Supervisory Board Members to achieve The Nisshin OilliO Group Vision 2030 (“Vision 2030”) are as follows.

The Skills Matrix lists the knowledge, experience, capabilities, etc. of the Directors and Audit & Supervisory Board Members if Proposal 2 and 3 were approved.

Skill	Reason for selection
Corporate management	Important management decisions must be made through dialogue with various stakeholders on issues such as business investments from a long-term perspective. Toward the realization of Vision 2030, experience and track record in corporate management are required.
Sustainability/ESG	To achieve sustainable growth driven by the creation of shared value with society through the resolution of issues in six key areas (materiality), knowledge and experience in ESG issues are required.
Finance/Accounting	In order to make progress towards Vision 2030, finance skills are required to improve return on capital and ensure that profitability exceeds cost of equity capital.
Human resource management	Creativity based on diverse perspectives is essential for sustainable growth. Knowledge and experience in human resource strategy are necessary to create an environment that embraces a diverse workforce and build a strong organization that stimulates innovation.
Legal affairs/Risk management	Sustainable growth requires accurate understanding of various risks in our business operations and their countermeasures. Knowledge and experience in law and corporate governance are necessary to establish a risk management system and effective supervision.
Sales/Marketing	Based on the sales and marketing expertise, it is necessary to “promote mechanisms to create new value,” “further strengthen core competencies,” and “expand business domains.” It is also necessary to realize the creation of oils and fats solutions through co-creation.
Production/R&D	To become a leading global provider of oils and fats solutions, creative and advanced technological capabilities are necessary to master the core competence of oils and fats. Production is an important foundation for strengthening the competitiveness of the business, and flexibility responding to various changes of the environment surrounding the manufacturing industry.
International experience	To become a leading global provider of oils and fats solutions, knowledge and business experience gained overseas is essential to promote initiatives aimed at expanding new markets and creating further value.
IT/Digital	Knowledge and experience in digital transformation and building information infrastructures using digital technologies is necessary to promote transformational investments that will lead to future business sustainability and competitiveness.

Skills matrix

	Name	Corporate management	Sustainability/ ESG	Finance/Accounting	Human resource management	Legal affairs/Risk management	Sales/Marketing	Production/R&D	International experience	IT/Digital
Directors	Takahisa Kuno (Male)	•	•	•			•			
	Hidetoshi Ogami (Male)	•	•	•	•		•			•
	Arata Kobayashi (Male)		•		•	•				
	Masato Saegusa (Male)						•			
	Yoshiharu Okano (Male)					•	•		•	
	Masayuki Sato (Male)		•					•	•	
	Isao Yamamoto (Male)	•	•	•					•	
	Naomi Eto (Female)	•	•			•				
Audit & Supervisory Board Members	Satoko Shisai (Female)	•							•	•
	Katsuhito Oba (Male)					•	•			
	Nobuyuki Watanabe (Male)			•		•				
	Tomotake Kusamichi (Male)					•				
	Keiko Mizuguchi (Female)		•	•		•			•	


* The above table does not show the complete set of expertise, etc. possessed by Directors and Audit & Supervisory Board Members (including candidates).

Proposal No. 4: Election of One Substitute Audit & Supervisory Board Member

The Company proposes the election of one substitute Audit & Supervisory Board Member in advance to prepare for cases where the number of Audit & Supervisory Board Members falls below the number required by laws and regulations.

Prior consent of the Audit & Supervisory Board has been obtained for this proposal.

The candidate for substitute Audit & Supervisory Board Member is as follows:

	<ul style="list-style-type: none"> ● Career summary and position April 1990 Registered as an attorney at law (Dai-ichi Tokyo Bar Association) (to present) June 2003 Outside Audit & Supervisory Board Member of Tokyo Steel Manufacturing Co., Ltd. April 2013 Vice-president of Dai-ichi Tokyo Bar Association June 2015 Outside Director (Audit & Supervisory Committee Member) of Tokyo Steel Manufacturing Co., Ltd. ● Significant concurrent position Attorney at law ● Material conflict of interest with the Company None
Tatsuhiko Matsumura	<p>[Reasons for nomination as a candidate for substitute Audit & Supervisory Board Member]</p> <p>Mr. Tatsuhiko Matsumura has extensive knowledge and experience in his field of expertise as an attorney at law. He has been nominated as a substitute candidate because the Company would like him to utilize his expertise to enhance auditing quality. The Company believes that Mr. Matsumura can properly fulfill his duties as Outside Audit & Supervisory Board Member with his knowledge and experience to make objective judgments that are unconstrained by the conventional practices of the Company and take into account corporate society as a whole.</p>
Date of birth: March 7, 1962	
Number of shares of the Company held 0 shares	

(Notes)

1. Mr. Tatsuhiko Matsumura is a candidate for substitute Audit & Supervisory Board Member.
2. If Mr. Tatsuhiko Matsumura is elected and assumes his office as Audit & Supervisory Board Member, the Company plans to enter into an agreement with him to limit his liability as stipulated in Article 423, Paragraph 1 of the Companies Act, in accordance with the provisions of Article 34 of the Articles of Incorporation of the Company and the provisions of Article 427, Paragraph 1 of the Companies Act. The maximum amount of liability under this agreement is a predetermined amount no less than ¥5 million or the minimum amount of liability stipulated by laws and regulations, whichever is higher.
3. If Mr. Tatsuhiko Matsumura is elected and assumes his office as Audit & Supervisory Board Member, the Company will register him as an independent auditor required to be retained by TSE for the protection of general shareholders.
4. The Company has concluded a directors and officers liability insurance contract with an insurance company. The insurance policy covers damages that may arise when the insured assumes liability for the execution of his or her duties or receives a claim related to the pursuit of such liability. The Company will renew the contract with the same details at the next renewal. Mr. Tatsuhiko Matsumura will be insured under the insurance contract if he assumes his office as Audit & Supervisory Board Member.

<Reference>

Criteria for Independence of Outside Directors and Outside Audit & Supervisory Board Members

Regarding the Company's criteria for the independence of Outside Directors and Outside Audit & Supervisory Board Members, in addition to the requirements for independent officers stipulated by TSE, an officer is determined to be independent if he or she meets none of the 11 items below:

1. A major shareholder holding 10% or more of the Company's voting rights currently or within the past 5 years (or, if the major shareholder is a legal entity, an officer or employee thereof)
2. An officer or employee of a major client of the Company or its subsidiaries (2% or more of consolidated net sales) in the most recent fiscal year
3. An officer or employee of a company, of which the Company or a subsidiary of the Company is a major supplier (2% or more of the said company's consolidated net sales), in the most recent fiscal year
4. An officer or employee of a major lender to the Company in the most recent fiscal year
5. An executive of any of items 2-4 above within the previous 3 fiscal years, counting from the most recent fiscal year
6. A partner or an employee of an Accounting Auditor of the Company or its subsidiaries currently or within the past 3 years

Otherwise, a partner or an employee of an Accounting Auditor of the Company or its subsidiaries, who was in an auditing role for the Company or its subsidiaries, within the past 10 years
7. A professional with legal, accounting, or other relevant expertise who received an average of ¥10 million or more in the past 3 years from the Company or the Company's subsidiaries, apart from compensation as an officer
8. An executive of an organization that has received over a certain amount of donations (an average of ¥10 million or more in the past 3 fiscal years, or 30% of the said organization's average annual total expenses, whichever amount is greater) from the Company or the Company's subsidiaries
9. A spouse of, or a relative within the second degree of kinship of, or a relative in cohabitation with a person meeting items 1-8
10. An officer or employee of a corporation to which the Company dispatches officers
11. A spouse of, or a relative within the second degree of kinship of, or a relative in cohabitation with an officer, or a significant employee of the Company or the Company's subsidiaries currently or within the past 5 years

Proposal No. 5: Revision of Remuneration for Audit & Supervisory Board Members

At the 134th Annual General Meeting of Shareholders held on June 28, 2006, the amount of remuneration for Audit & Supervisory Board Members of the Company was approved as an annual amount not exceeding ¥60 million, which has remained unchanged to the present. However, in consideration of various circumstances, including subsequent changes in economic conditions, we would like to change the amount of remuneration for Audit & Supervisory Board Members to an annual amount not exceeding ¥100 million.

Currently there are four Audit & Supervisory Board Members and if Proposal No. 3 is approved as originally proposed, the number of Audit & Supervisory Board Members will be four.

Business Report (April 1, 2023, to March 31, 2024)

Matters Relating to the Current Status of the Group

Business performance and results

In the fiscal year ended March 31, 2024, the global economy saw solid performance in the U.S. economy, primarily driven by robust personal consumption amid rising share prices and other factors. However, there are concerns of a slowdown in the global economy due to factors such as the cumulative effects of monetary tightening.

Meanwhile, the Japanese economy experienced a recovery in consumption, particularly in the dining out and travel sectors, following the Japanese government's decision to relax COVID-19 response measures. However, overall activity remained weak due to price hikes caused by soaring energy costs and raw material prices.

Under such circumstances, the Group continues to mobilize its core policy, "Transform ourselves into a corporate group that continuously creates diverse values through customer centricity," in advancing the Value Up+ medium-term management plan (FY2021-FY2024). The Group is accelerating its growth trajectory through its CSV targets, which has six key priorities that serves as growth drivers. Leveraging the "Natural Power of Plants" as a foundation for value creation, the Group will also pursue sustainable growth while cultivating diverse values that can be shared with society.

The Group has set achieving an ROE level that exceeds the equity cost as its material business goal. In FY2022, ROIC was added to the business performance metrics, and the Group has tirelessly worked to enhance its profitability and asset efficiency. Furthermore, the Group has developed a framework ("Achievement Chart") of KPIs and specific initiatives under the four pillars of "growth," "active investment," "sustainability," and "efficiency," and will continue to make progress to achieve its management targets at ROE of 8.0% or higher and ROIC of 5.0% or higher in FY2024.

The consolidated financial results for the fiscal year ended March 31, 2024, were as follows:

	Fiscal year ended March 31, 2024	YoY
Net sales	513,541 Million yen	92.3%
Operating profit	20,840 Million yen	128.8%
Profit attributable to owners of parent	15,148 Million yen	135.8%
ROE	8.8%	+1.8P
ROIC	5.1%	+0.6P

Results by segment were as follows.

Overview by Segment

<< Oil and Fat >>

(Million yen)

	Fiscal year ended March 31, 2023	Fiscal year ended March 31, 2024	YoY (%)
Net sales	468,379	421,973	90.1%
Operating profit	14,625	18,981	129.8%

In the oil and fat segment, in terms of oil and meal, raw material prices have been on a declining trend after peaking, despite concerns over reduced production of raw materials caused by unfavorable weather and the yen's depreciation against the dollar. In response, the Group worked to maintain and form appropriate sales prices. In addition to expanding sales of value-added products, the Company focused on creating new markets and strengthening solution proposals. As a result, the oil and fat segment overall reported a decrease in net sales due to a decrease in the meal sales volume and the decline in unit sales prices of domestic oil and fat

and overseas processed oil and fat. However, operating profit increased mainly due to sale of domestic oils and fats at appropriate prices.

◆ Oil and Meal

Procurement environment of raw materials

Although the yen weakened against the dollar compared to the previous fiscal year, procurement costs for major raw materials, such as soybean and rapeseed, decreased owing to the factor that the market prices of these materials declined compared with the previous fiscal year.

Market prices of major raw materials

Regarding soybeans, market prices remained bearish from April 2023 onward due to increased optimism over the prospect of a bumper harvest in Brazil and successful crop planting in the U.S. However, in July, the market price rose to the US\$15 level driven by a decrease in the U.S. planting area and hot and dry weather in producing regions. Later, prices temporarily fell during the September harvest season. After planting began in Brazil, concerns about a reduced production due to the El Niño phenomenon pushed prices up from October. As these concerns diminished, prices softened at the beginning of 2024, dropping to the US\$11 level in February, and subsequently stabilized in the US\$12 range.

The market price for rapeseed was soft since April due to improvement in global supply and demand, including the recovery of production in Canada and a bumper crop in Australia. However, the price increased to mid-C\$800 in July due to hot and dry weather. As the harvest season approached, the weather improved, and in connection with the bearish price decline of other oil markets, the price decreased to mid-C\$600 in December. Since the beginning of 2024, as price fluctuating factors for rapeseed remained minimal, its prices fell in tandem with soybean prices, dropping to the C\$570 level in February. Afterward, prices recovered to the C\$600 level, in tandem with increases in market prices for palm oil and crude oil.

Exchange rates

The dollar-yen market saw the yen depreciate against the U.S. dollar to the 150-yen level in October 2022. However, the U.S. halted its interest rate hikes and there was anticipation over Japan's shift away from the large-scale monetary-easing policy, causing the yen to appreciate and the dollar to depreciate to below 130 yen in January 2023. In June, as there were no changes in monetary policies by Japan or by the U.S., the dollar reached the 140-yen level. In October, the yen depreciated against the dollar to the 150-yen level again. Subsequently, the anticipation of additional interest rate hikes in the U.S. waned, and expectations increased that the Bank of Japan would lift negative interest rates at an early stage. This caused the yen to appreciate against the dollar to the lower 140-yen level. However, this trend did not last long. From the beginning of 2024, transactions conscious of the difference in interest rates between Japan and the U.S. resumed, and the rate returned to the 150-yen level in February 2024.

Sales of oil and fat

In commercial-use products, the Group worked to maintain and form appropriate sales prices amid a downward trend in the prices of raw materials compared to the previous fiscal year. Through "collaborative-sales-to-identify-needs marketing," the Group continuously made efforts to improve the quality of solutions offered, such as improving the quality of end products, reducing costs, and boosting productivity. Active proposals were made to expand sales of value-added products, such as "customer-solution-type frying oil" which reduces the acid value and coloration of the frying oil, and functional oils and fats which enhance the quality of menu items including "cooked-rice-solution oil" and "functional-solution oil" for noodle products. As COVID-19 measures relaxed, demand for dining out and tourism recovered, leading to an increase in sales volume year on year. However, a decrease in unit sales prices resulted in a decline in net sales from the previous fiscal year.

In the food processing sector, despite advancing business in alignment with market prices for raw materials, the sales volume of oils and fats for food processing decreased year on year. This was primarily due to declines in production across various industries, triggered by diminished consumer sentiment amid rising prices. As a result, net sales also decreased compared to the previous fiscal year.

For household-use products, efforts were made to increase the value of edible oils and to form a new price equilibrium point by expanding sales of products, such as *Nisshin Healthy Off*, which curtails oil absorption during deep-frying. While the price of raw materials for olive oil and other oils remained high, continuous efforts were made to revise sales prices and to boost recognition of value-added products such as "pour-and-enjoy fresh edible oil" and "flavored oil" into the market. Despite these efforts, unit sales prices decreased year on year, and sales volume also dropped due to defensive spending patterns among consumers in response to price hikes, leading to a decrease in net sales.

Therefore, net sales of overall domestic oils and fats were down from the previous year. However, as costs

of oils and fats decreased, the gross profit per unit improved, resulting in an increase in operating profit.

Meal sales

As for soybean meal, although prices on the Chicago Board of Trade remained at the same level year on year, sales prices increased compared to the previous fiscal year due to the weaker yen against the U.S. dollar. On the other hand, sales volume decreased due to lower soybean crushing volume, leading to a decrease in net sales.

As for rapeseed meal, the crushing volume remained at the same level as in the previous fiscal year, but the ratio of meal to compound feed did not increase, and sales volume decreased. In addition, soft supply and demand for rapeseed meal resulted in lower sales prices, leading to a decrease in net sales.

◆ Processed Oil and Fat

As for overseas processed oil and fat, although export sales at Intercontinental Specialty Fats Sdn. Bhd. in Malaysia decreased slightly, sales to domestic customers were strong, and as a result, overall sales volume increased year on year. However, net sales decreased due to a drop in sales prices caused by the decline in market price for palm oil. This factor, combined with the lower mark-to-market valuation gains on palm oil transactions, led to a decrease in operating profit.

Net sales at Intercontinental Specialty Fats (Italy) S.r.l. increased thanks to expanded sales to existing customers and acquisition of new customers. In terms of profit, despite a reactionary decline in palm oil demand following an increase during the previous fiscal year due to Russia's invasion of Ukraine, operating profit increased owing to increased sales to new and existing customers.

In the domestic processed oil and fat sector, despite the continued difficult circumstances characterized by defensive spending among consumers in response to rising prices as well as product downsizing and reductions in the amount of oils and fats used by our customers, net sales and operating profit increased. This growth was due to acquisition of new customers, adoption of new products by existing customers, and efforts to set appropriate sales prices in line with costs and continuous cost reduction initiatives.

<< Processed Food and Materials >>

(Million yen)

	Fiscal year ended March 31, 2023	Fiscal year ended March 31, 2024	YoY (%)
Net sales	65,103	70,129	107.7%
Operating profit	533	990	185.7%

In the processed food and materials segment, despite effects from rising prices of raw materials and energy costs, net sales and operating profit increased due to higher sales volume of chocolate products and adjustments to appropriate sales prices.

In chocolate products, Daito Cacao Co., Ltd. had higher sales volume compared to the previous fiscal year due to a recovery in demand in the souvenir market and for premixed products in the bakery industry following the government's relaxation of COVID-19 response measures. Also, amid rising raw material prices and energy costs, progress was made in setting appropriate sales prices against costs, leading to increases in net sales and operating profit. T.&C. Manufacturing Co., Pte. Ltd. of Singapore and PT Indoagri Daitocacao of Indonesia reported flat sales volumes compared to the previous fiscal year. Overall, the chocolate category saw net sales and operating profit increase, partly due to the performance of Daito Cacao Co., Ltd.

In seasonings, sales volume of dressings was up from the previous fiscal year, and net sales increased. However, operating profit declined due to the significant impact of the rise in the cost of sales ratio and increased SG&A expenses.

In functional materials and foods, the Company continued to market the functionality of MCT (medium-chain triglyceride) under the concept of "shifting to a body-fat-burning constitution." The Company also worked to expand the market size by promoting the launch of MCT products in collaboration with processed food manufacturers. While net sales increased, operating profit decreased primarily due to increased SG&A expenses despite efforts of setting appropriate sales prices in response to increases in raw material prices.

In soybean materials and foods, both net sales and operating profit increased due to the sale of soybean protein and other products at appropriate prices in response to rising raw material prices.

<< Fine Chemical >>

(Million yen)

	Fiscal year ended March 31, 2023	Fiscal year ended March 31, 2024	YoY (%)
Net sales	20,462	18,884	92.3%
Operating profit	1,385	1,208	87.2%

In the fine chemical segment, sales were strong in both the domestic and Chinese markets thanks to relaxation of COVID-19 response measures. Our subsidiary in Spain, Industrial Química Lasem, S.A.U. (IQL), experienced a substantial impact of extraordinary demands driven by the pandemic in the previous fiscal year. However, this term faced a significant backlash from increased demand, resulting in a decrease in both net sales and operating profit.

As for fine chemical products, customer development made progress owing to the launch of new products for cosmetics, and global provision of solution proposals through technical support. Domestic demand for cosmetics is gradually bouncing back. Net sales and operating profit in the Chinese market increased as sales volume grew from the economic recovery from COVID-19. Meanwhile in Europe, despite the prolonged inflation finally subsiding and recovering markets, the impact of the decrease in sales volume at IQL, which performed well last year, was substantial, resulting in a decrease in both net sales and operating profit.

Environment and hygiene-related products saw a drop in sales volume due to a reduced demand for alcohol preparations. Despite efforts of revising sales prices, net sales and operating profit declined from significant impacts of soaring raw materials prices and energy costs.

<< Other >>

In the Other category, including information systems, operating profit increased while net sales decreased year on year.

Issues to be addressed

In the global economy, inflation rates are steadily trending downward, particularly in the U.S. However, the economy is undergoing a gradual slowdown as a result of the effects of lower demand caused by monetary tightening, stagnation of the Chinese economy due to continued sluggish consumption and investment, and other factors. In addition, there is still a high level of caution regarding geopolitical risks including prolongation of the situation in Ukraine, trade friction between the U.S. and China, and rising crude oil prices and supply chain disruptions due to deteriorating circumstances in the Middle East. The future outlook is expected to remain uncertain.

In Japan, restrictions on activity have been eased and inbound demand is increasing in conjunction with the government's relaxation of COVID-19 response measures under the Infectious Disease Control Law in May 2023. Socioeconomic activities are on a mild recovery trend, some signs of a standstill in some areas notwithstanding. On the other hand, there are concerns regarding the risk of a downturn in future economic trends including weak personal consumption due to rising prices caused by persistent high prices for raw materials and soaring energy prices.

There are concerns that procurement prices will increase and remain high for raw materials including soybeans, rapeseed, and palm oil, which have a significant impact on the Group, due to the continuing downward trend of the yen, robust expansion of demand for biofuels, and other factors. In addition, the Company's business environment remains uncertain and challenging including rising market prices for olive oil and cacao beans resulting from historic crop failures caused by unseasonable weather and higher costs due to the selection of alternate transit routes to avoid the Panama Canal and Suez Canal for raw material procurement.

Within these business conditions, the Group formulated "The Nisshin OilliO Group Vision 2030," which highlights its long-term vision and strategic approach. The Group is also implementing "Value Up+," its four-year medium-term management plan (FY2021–FY2024) intended to achieve the goals set out in "The Nisshin OilliO Group Vision 2030." Under the medium-term management plan, the Group is working to implement its strategies and measures to transform itself into a corporate group that continuously creates diverse values through more customer centricity than ever before.

Urgent issues for the Group to address include reinforcing functional products and solutions in the domestic market to capture consumer needs, expanding sales of specialty fats and cosmetic ingredients in the global market, investing in future growth, and steadily implementing measures relating to expanding business and strengthening foundations. To become a global leader in providing oils and fats solutions in the medium- to long-term, the Group aims for sustainable growth by creating diverse values that can be shared with society upon leveraging the "Natural Power of Plants" as the basis for value creation.

Consolidated Balance Sheets

(Million yen)

	As of March 31, 2023	As of March 31, 2024
Assets		
Current assets		
Cash and deposits	13,036	20,434
Notes and accounts receivable - trade	99,578	101,927
Inventories	106,041	97,615
Other	15,104	12,885
Allowance for doubtful accounts	(193)	(108)
Total current assets	233,567	232,753
Non-current assets		
Property, plant and equipment		
Buildings and structures, net	30,819	28,224
Machinery, equipment and vehicles, net	34,635	34,092
Land	27,487	27,492
Leased assets, net	1,508	2,231
Right-of-use assets, net	4,008	4,764
Construction in progress	2,786	8,527
Total property, plant and equipment	101,247	105,332
Intangible assets		
Goodwill	204	186
Other	1,916	2,480
Total intangible assets	2,121	2,667
Investments and other assets		
Investment securities	27,654	39,812
Long-term loans receivable	25	27
Retirement benefit asset	5,931	8,399
Deferred tax assets	750	698
Other	3,132	3,652
Allowance for doubtful accounts	(26)	(26)
Total investments and other assets	37,467	52,564
Total non-current assets	140,836	160,564
Deferred assets		
Bond issuance costs	49	64
Total deferred assets	49	64
Total assets	374,453	393,382

(Million yen)

	As of March 31, 2023	As of March 31, 2024
Liabilities		
Current liabilities		
Notes and accounts payable - trade	51,073	47,783
Short-term borrowings	33,500	15,313
Current portion of bonds payable	-	10,000
Lease liabilities	415	577
Accounts payable - other	15,217	18,391
Accrued expenses	7,233	8,865
Income taxes payable	3,327	4,515
Provision for bonuses for directors (and other officers)	71	81
Other	4,806	4,841
Total current liabilities	115,646	110,369
Non-current liabilities		
Bonds payable	20,000	15,000
Long-term borrowings	52,313	56,632
Lease liabilities	5,593	7,100
Deferred tax liabilities	6,254	8,290
Provision for retirement benefits for directors (and other officers)	229	250
Provision for share awards	213	287
Retirement benefit liability	2,062	2,152
Other	721	736
Total non-current liabilities	87,388	90,451
Total liabilities	203,034	200,820
Net assets		
Shareholders' equity		
Share capital	16,332	16,332
Capital surplus	21,663	21,663
Retained earnings	117,899	128,650
Treasury shares	(4,073)	(4,068)
Total shareholders' equity	151,821	162,576
Accumulated other comprehensive income		
Valuation difference on available-for-sale securities	7,199	11,069
Deferred gains or losses on hedges	349	746
Foreign currency translation adjustment	4,213	7,271
Remeasurements of defined benefit plans	(1,024)	957
Total accumulated other comprehensive income	10,737	20,045
Non-controlling interests	8,859	9,940
Total net assets	171,418	192,562
Total liabilities and net assets	374,453	393,382

Consolidated Statements of Income

(Million yen)

	For the fiscal year ended March 31, 2023	For the fiscal year ended March 31, 2024
Net sales	556,565	513,541
Cost of sales	490,942	439,224
Gross profit	65,622	74,316
Selling, general and administrative expenses	49,436	53,476
Operating profit	16,186	20,840
Non-operating income		
Interest income	104	180
Dividend income	382	433
Foreign exchange gains	83	-
Share of profit of entities accounted for using equity method	404	-
Other	487	678
Total non-operating income	1,462	1,292
Non-operating expenses		
Interest expenses	873	1,080
Loss on disposal of inventories	141	151
Foreign exchange losses	-	80
Share of loss of entities accounted for using equity method	-	561
Other	390	223
Total non-operating expenses	1,406	2,098
Ordinary profit	16,242	20,033
Extraordinary income		
Gain on sale of non-current assets	150	873
Gain on sale of investment securities	1,291	158
Gain on sale of shares of subsidiaries and associates	48	-
Gain on change in equity	-	739
Total extraordinary income	1,490	1,771
Extraordinary losses		
Loss on sale of non-current assets	-	23
Loss on retirement of non-current assets	1,077	283
Impairment losses	1,332	282
Loss on valuation of investment securities	-	46
Total extraordinary losses	2,410	635
Profit before income taxes	15,323	21,169
Income taxes - current	4,799	6,373
Income taxes - deferred	(794)	(821)
Total income taxes	4,005	5,552
Profit	11,317	15,616
Profit attributable to non-controlling interests	160	467
Profit attributable to owners of parent	11,157	15,148