



June 17, 2025

The Nisshin Oillio Group, Ltd.

Securities Code: 2602; Prime Market of TSE

Representative: Takahisa Kuno, Representative Director and President

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**Notice Concerning Determination of Matters Related to
Acquisition and Cancellation of Treasury Shares**

(Acquisition of treasury shares based upon the provisions of the Articles of Incorporation pursuant to the provisions of Article 165, paragraph (2) of the Companies Act and the cancellation of treasury shares pursuant to the provisions of Article 178 of the Companies Act)

The Nisshin Oillio Group, Ltd. (the “Company”) hereby announces that it has resolved, at the meeting of the Board of Directors held on June 17, 2025, to acquire treasury shares pursuant to the provisions of Article 156 of the Companies Act as applied by replacing terms pursuant to the provisions of Article 165, paragraph (3) of the same Act, and also resolved to cancel treasury shares pursuant to the provisions of Article 178 of the Companies Act. The details are as follows.

1. Reason for the acquisition and cancellation of treasury shares

Under the medium-term business plan *Value UpX*, the Company is promoting measures to achieve profit growth and capital efficiency, thereby allocating the funds obtained to enhance returns to shareholders as well as to make proactive investments for sustainable growth.

Based on this policy, we announced on May 12, 2025, in the “Announcement of Changes to Shareholder Return Policy in the Medium-Term Business Plan: *Value UpX*,” our intention in purchasing treasury shares with a target amount of 20.0 billion yen during the period, and we are now implementing the acquisition and cancellation of a portion of those shares.

2. Details of the acquisition

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|--|--|
| (1) Class of shares to be acquired: | Common shares of the Company |
| (2) Total number of shares to be acquired: | 2,500,000 shares (maximum)
(7.67% of total number of issued shares (excluding treasury shares)) |
| (3) Total acquisition value of shares: | 10,000,000,000 yen (maximum) |
| (4) Acquisition period: | From June 18, 2025, to March 31, 2026 |
| (5) Acquisition method: | (i) Purchase through off-auction own share repurchase trading system (ToSTNeT-3)
(ii) Purchase in the market through the Tokyo Stock Exchange |

(Reference 1)

Status of treasury shares held as of May 31, 2025

Total number of issued shares	
(excluding treasury shares):	32,575,798 shares
Number of treasury shares:	1,140,459 shares

Note: The number of treasury shares above does not include 124,400 shares owned by the Trust Account for Stock Delivery established for the stock-based compensation plan for directors and executive officers of the Company.

3. Details of the cancellation

- | | |
|---------------------------------------|---|
| (1) Class of shares to be cancelled: | Common shares of the Company |
| (2) Number of shares to be cancelled: | All the treasury shares to be acquired pursuant to 2. above |
| (3) Scheduled date of cancellation: | April 30, 2026 |

Note: The exact number of shares to be cancelled will be announced after completion of the share acquisition pursuant to 2. above.

(Reference 2)

Shareholder Return Policy in the Medium-Term Business Plan: *Value UpX* (announced on May 12, 2025)

We will strive to further enhance shareholder returns while maintaining a balance with growth investments, our stock price levels, financial soundness, and other factors.

(1) Dividend

We will use the consolidated dividend payout ratio as a key indicator of shareholder returns to ensure that the benefits of growth in profits are distributed to our shareholders. Under *Value UpX*, we will pay a minimum of ¥180 per share, while aiming for a consolidated dividend payout ratio of 40%, excluding one-time gains from sale of assets and other transactions.

(2) Purchase of treasury shares

During the period of *Value UpX*, we will purchase treasury shares with a target amount of ¥20.0 billion. Specific timing and other details of the purchase will be determined as appropriate by taking into consideration the opportunities for growth investments, business performance, financial soundness, stock market conditions, and other factors—all for the purpose of increasing corporate value and shareholder value. Once determined, they will be disclosed promptly.

For greater shareholder returns, we shall commit towards achieving steady profit growth and further improving asset efficiency.

Note: We may revise our shareholder return policy in the event of anything that could have a crucial impact on our operations, such as a significant change in cash allocation (fund balance and investment strategy), a drastic change in the business environment, or a natural disaster.