



December 22, 2025

Company name: Maruha Nichiro Corporation  
Stock exchange listing: Tokyo Stock Exchange, Prime Market  
Stock code: 1333 URL <https://www.maruha-nichiro.com/>  
Representative:  
Title: Representative Director, President & CEO  
Name: Masaru Ikemi  
Inquiries: Etsuko Kobayashi  
Acting General Manager of Corporate Planning Department  
Phone: +81 (0)3 6833 0696

**Notice Regarding Company Split (Simple Incorporation-Type Company Split)**  
**and Transfer of Shares of a Newly Established Company**

At the Board of Directors' meeting held today, Maruha Nichiro Corporation (hereinafter "the Company" resolved to transfer the Tokachi Processing Plant business (the "Business") operated by the Company's Meat and Products Department to a newly established company through a company split (the "Company Split"), and, upon completion of the Company Split, to transfer all of the issued shares of the newly established company to OIC Group Co., Ltd. (the "OIC Group") (the "Transaction"), as described below.

As the Company Split constitutes a simple incorporation-type company split conducted solely by the Company, certain disclosure items and details are omitted.

1. Reason for the Transaction

The Business is primarily engaged in the processing and production of domestically produced beef in Obihiro City, Hokkaido, and sells mainly to mass retailers and consumer cooperatives in the Honshu region. The OIC Group's core business is meat distribution, with a focus on providing high value-added beef products. The Company has determined that participation of the Business in the OIC Group will contribute to the Business's smooth operation and expansion over the long term, and therefore resolved to execute the Transaction.

2. Outline of the Company Split and Share Transfer

(1) Schedule of the Company Split and Share Transfer

(1)	Date of resolution by the Board of Directors	December 22, 2025
(2)	Date of execution of the share transfer agreement	April 1, 2026 (planned)
(3)	Effective date of the Company Split	April 1, 2026 (planned)
(4)	Date of execution of the share transfer	April 1, 2026 (planned)

(2) Method of the Company Split

This is a simple incorporation-type company split, with the Company as the splitting company and the newly established company as the successor company.

(3) Allocation Related to the Company Split

In the Company Split, the newly established company will issue 200 shares of common stock, all of which will be allotted to the Company. The Company plans to transfer all such shares to the OIC Group on April 1, 2026.

(4) Treatment of Stock Acquisition Rights and Bonds with Stock Acquisition Rights

Not applicable.

(5) Changes in Capital

There will be no change in the Company's capital as a result of the Company Split.

(6) Rights and Obligations to Be Assumed by the Newly Established Company

The newly established company will succeed the assets, liabilities, and other rights and obligations related to the Business, within the scope stipulated in the Company Split plan.

(7) Outlook for Performance of Obligations

The Company and the newly established company have determined that there will be no issues with the performance of obligations to be borne in connection with the Company Split.

(8) Outline of the Share Transfer

The splitting company plans to transfer all of the issued shares of the newly established company to the OIC Group on April 1, 2026. For details of the newly established company, please refer to "3. Overview of the Parties Involved in the Company Split," and for details of the transferee, please refer to "5. Overview of the Share Transferee."

3. Overview of the Parties Involved in the Company Split

	Splitting Company	Newly Established Company (as of April 1, 2026 (planned))
(1) Name	Maruha Nichiro Corporation	Tokachi Meat Center Co., Ltd.
(2) Location	2-20, 3-chome Toyosu, Koto-ku, Tokyo, Japan	17-6 Nishi 23-jo Kita 2-chome, Obihiro, Hokkaido, Japan
(3) Title/Name of representative	Representative Director, President & CEO, Masaru Ikemi	Representative Director, Hideo Takagi
(4) Business activities	Fisheries, aquaculture, import/export, processing and sale of marine products; manufacture, processing and sale of frozen foods, retort foods, canned foods, surimi products, chemical products and beverages; import of meat and feed ingredients; manufacture, processing and sale of meat	Manufacture, processing and sale of domestically produced beef
(5) Capital	20,000 million yen	10 million yen
(6) Date of Establishment	March 31, 1943	April 1, 2026 (planned)

(7)	Number of Issued Shares	50,578,837 shares	200 shares				
(8)	Major Shareholders and Shareholding Ratio	The Master Trust Bank of Japan, Ltd. (Trust Account) 12.94% Daitoh Trading Co.,Ltd. 9.76% Custody Bank of Japan, Ltd. (Trust Account) 5.90% JPMorgan Securities Japan Co., Ltd. 2.01% The Norinchukin Bank 1.84% State Street Bank and Trust Company 505223 1.68%  (As of March 31, 2025)	Maruha Nichiro Corporation 100%  (After the share transfer) OIC Group Co., Ltd. 100%				
(9)	Relationship Between the Parties	<table><tr><td>Capital Relationship</td><td>On the scheduled date of the Company Split, the splitting company will hold all shares of the newly established company; however, it plans to transfer all such shares to the OIC Group on April 1, 2026.</td></tr><tr><td>Personnel Relationship</td><td>Employees of the Company engaged in the Business are expected to be transferred to the newly established company, with due consideration given to smooth business succession and continued employment.</td></tr></table>	Capital Relationship	On the scheduled date of the Company Split, the splitting company will hold all shares of the newly established company; however, it plans to transfer all such shares to the OIC Group on April 1, 2026.	Personnel Relationship	Employees of the Company engaged in the Business are expected to be transferred to the newly established company, with due consideration given to smooth business succession and continued employment.	
Capital Relationship	On the scheduled date of the Company Split, the splitting company will hold all shares of the newly established company; however, it plans to transfer all such shares to the OIC Group on April 1, 2026.						
Personnel Relationship	Employees of the Company engaged in the Business are expected to be transferred to the newly established company, with due consideration given to smooth business succession and continued employment.						
(10)	Consolidated Financial Results and Financial Position of the Splitting Company for the Last Three Fiscal Years						
	Fiscal Year Ended	March 2023	March 2024	March 2025			
	Consolidated Net Assets	212,522 mln.JPY	245,480 mln.JPY	275,396 mln.JPY			
	Consolidated Total Assets	637,227 mln.JPY	671,801 mln.JPY	681,211 mln.JPY			
	Net Assets per Share	3,534.39 mln.JPY	4,112.65 mln.JPY	4,557.73 mln.JPY			
	Consolidated Net Sales	1,020,456 mln.JPY	1,030,674 mln.JPY	1,078,631 mln.JPY			
	Consolidated Operating Income	29,575 mln.JPY	JPY 26,534 mln.JPY	30,381 mln.JPY			
	Consolidated Ordinary Income	33,500 mln.JPY	JPY 31,106 mln.JPY	32,254 mln.JPY			
	Profit Attributable to Owners of Parent	18,596 mln.JPY	JPY 20,853 mln.JPY	23,264 mln.JPY			
	Basic Earnings per Share	363.68 yen	413.61 yen	461.90 yen			
	Dividends per Share	65 yen	85 yen	110 yen			

#### 4. Overview of the Business to Be Split

##### (1) Description of the Business to Be Split

Processing, production and sale of domestically produced beef.

##### (2) Financial Results of the Business to Be Split (Fiscal Year Ended March 2025)

Net Sales	4,559 mln.JPY	Operating Income	46 mln.JPY
-----------	---------------	------------------	------------

(3) Assets and Liabilities to Be Split and Book Values (As of March 31, 2025)

	Assets	Liabilities
Current	169 mln.JPY	1 mln.JPY
Fixed	174 mln.JPY	18 mln.JPY
Total	343 mln.JPY	19 mln.JPY

*Note: The amounts of assets and liabilities to be split will be finalized after taking into account increases or decreases up to the effective date of the Company Split.*

5. Overview of the Share Transferee (As of March 31, 2025)

(1)	Name	OIC Group Co., Ltd.	
(2)	Location	2-9 Minamisaikai-cho, Saiwai-ku, Kawasaki, Kanagawa, Japan	
(3)	Title/Name of representative	Representative Director, Hideo Takagi	
(4)	Business activities	Operation of supermarkets, meat specialty stores and restaurants; manufacture and sale of processed meat products, bread, ready-to-eat foods and seasonings; production and sale of meat and fresh produce; import/export and wholesale of fresh foods, processed foods and alcoholic beverages	
(5)	Capital	10 million yen	
(6)	Date of Establishment	April 28, 1971	
(7)	Major Shareholders and Shareholding Ratio	U-TAKARAYA Co., Ltd. 100%	
(8)	Relationship with the Company	Capital Relationship	None
		Personnel Relationship	None
		Business Relationship	The counterparty has ongoing business transactions with the Company
(9)	Total Assets in the Most Recent Fiscal Year	51,452 million yen	
(10)	Net Assets in the Most Recent Fiscal Year	13,801 million yen	

6. Number of Shares Transferred, Transfer Price, and Shareholding Before and After the Transfer

Shares held before transfer	200 shares (voting rights ratio: 100%)
Number of shares transferred	200 shares
Transfer price	The transfer price is not disclosed at the request of the transferee
Shares held after transfer	0 shares

7. Future Outlook

The impact of the share transfer on the Company's consolidated results for the fiscal year ending March 31, 2026 is expected to be minimal. The Company will promptly notify any matters that arise which should be disclosed in the future.