

Note: This document has been translated from a part of the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.

(Securities Code: 1333)

June 3, 2026

To our shareholders:

Daisuke Yasuda,
Director and President
Umios Corporation
21-2, Takanawa 2-chome, Minato-ku,
Tokyo

Notice of the 82nd Ordinary Shareholders' Meeting

We are pleased to inform you of the 82nd Ordinary Shareholders' Meeting of Umios Corporation (the "Company"), which will be held as indicated below.

When convening this Shareholders' Meeting, the Company takes measures for providing information that constitutes the content of reference documents for Shareholders' Meeting, etc. (matters for which measures for providing information in electronic format are to be taken) in electronic format, and posts this information as "Notice of the 82nd Ordinary General Meeting of Shareholders" on the Company's website. Please access the Company's website by using the internet address shown below to review the information.

The Company's website:

<https://www.umios.com/jp/corporate/ir/stock/meeting.html> (in Japanese)

In addition to posting matters subject to measures for electronic provision on the website above, the Company also posts this information on the website of Tokyo Stock Exchange, Inc. (TSE). To access this information from the latter website, access the TSE website (Listed Company Search) by using the internet address shown below, enter or search for "Umios" in the "Issue name (company name)" field or the Company's securities code "1333" in the "Code" field, select "Basic Information" and "Documents for Public Inspection/PR Information" in that order. Then, under "Documents for Public Inspection," click "Notice of General Shareholders Meeting/Information Materials for a General Shareholders Meeting."

TSE website (Listed Company Search):

<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show> (in Japanese)

If you will not be attending the meeting in person, please exercise your voting rights in writing (Voting Rights Exercise Form) or via the Internet, etc. in advance. Please examine the Reference Documents for Shareholders' Meeting and exercise your voting rights by 5:00 p.m. on Tuesday, June 23, 2026 (JST).

- 1. Date and Time:** Wednesday, June 24, 2026, at 10:00 a.m. (JST)
- 2. Venue:** LINKPILLAR Hall
TAKANAWA GATEWAY Convention Center
THE LINKPILLAR 1 SOUTH B2F
21-2, Takanawa 2-chome, Minato-ku, Tokyo
(The meeting venue differs from that of the previous fiscal year. Please refer to the simplified guide to the meeting venue at the end of this convocation notice and ensure that you do not mistake the venue.)

3. Purpose

Matters to be reported

1. The Business Report and the Consolidated Financial Statements for the 82nd fiscal year (from April 1, 2025 to March 31, 2026), and the results of audits of the Consolidated Financial Statements by the financial auditor and the Audit and Supervisory Committee
2. The Non-consolidated Financial Statements for the 82nd fiscal year (from April 1, 2025 to March 31, 2026)

Matters to be resolved

Proposal No. 1: Dividends of Surplus

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

Proposal No. 3: Election of Eight Directors (Excluding Those Who Are Audit and Supervisory Committee Members)

- When you attend the meeting, you are kindly requested to submit the voting form that was sent together with this notice at the reception of the meeting.
- Several matters subject to measures for electronic provision are not provided in paper-based documents to be delivered to shareholders who have requested the delivery of paper-based documents, in accordance with the provisions of laws and regulations and the Company's Articles of Incorporation. These are the "Internal control systems based on the Companies Act and operation status thereof" in the Business Report, the "Consolidated Statement of Changes in Equity" and the "Notes to Consolidated Financial Statements" of the Consolidated Financial Statements, and the "Non-consolidated Statement of Changes in Equity" and "Notes to Non-consolidated Financial Statements" of the Non-consolidated Financial Statements.
Accordingly, the paper-based documents to be delivered to shareholders who have requested the delivery of paper-based documents were part of the documents audited by the Audit and Supervisory Committee upon preparation of the audit report and by the financial auditor upon preparation of the financial audit report.
- If voting rights have been exercised both in writing (by mail) and via the Internet, etc., the exercise of voting rights via the Internet, etc. shall be treated as the valid exercise of voting rights. In addition, if voting rights have been exercised multiple times via the Internet, etc., the final votes submitted shall be treated as the valid exercise of voting rights.
- If there is no indication of a vote for or against any proposal on a returned Voting Rights Exercise Form, it shall be treated as a vote for proposals submitted by the Company.
- If any matters requiring revision arise in the matters subject to measures for electronic provision, a notice of the revisions and the details of the matters before and after the revisions will be posted on the Company's aforementioned website and the TSE website.

Reference Documents for Shareholders' Meeting

Proposal No. 1: Dividends of Surplus

The Company proposes the appropriation of surplus as follows.

Year-end dividends

Taking into consideration matters including the performance for the fiscal year under review and future business development, the Company proposes to pay the year-end dividends for the 82nd fiscal year as outlined below.

(1) Type of dividend property

Cash

(2) Allotment of dividend property and the aggregate amount thereof

¥28 per share of common stock of the Company

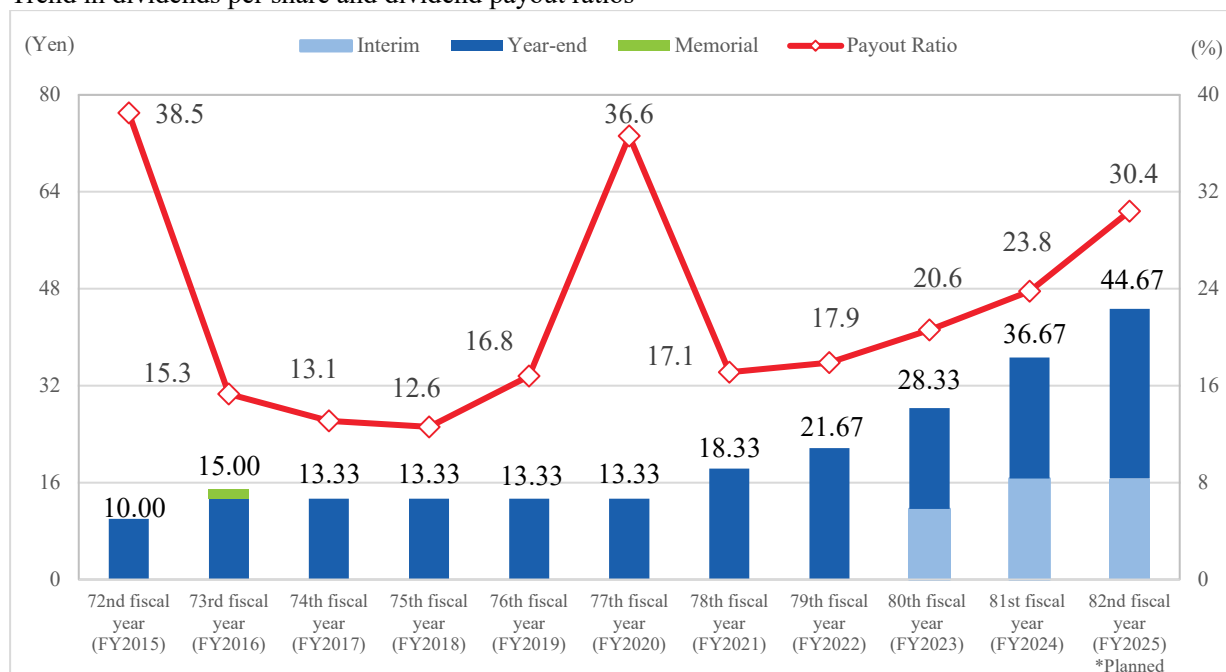
Total dividends: ¥4,245,020,304

(3) Effective date of dividends of surplus

June 25, 2026

(Reference)

Trend in dividends per share and dividend payout ratios



* The Company implemented a stock split at a ratio of 3 shares for each 1 share of its common stock on January 1, 2026. For the trend in the above dividend amount, dividend per share has been calculated assuming that the stock split was implemented at the beginning of the 72nd fiscal year.

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

1. Reason for the Amendments

This proposal is intended to ensure flexibility in the operation of shareholders’ meetings and Board of Directors meetings by enabling a director designated in advance by the Board of Directors to serve as chair of both meetings. The amendments to the Articles of Incorporation pertaining to this proposal will take effect at the conclusion of this shareholders’ meeting.

2. Details of the Amendments

The details of the amendments are as follows.

(Amended parts are underlined.)

Current Articles of Incorporation	Proposed Amendments
Chapter 3 Shareholders’ Meeting	Chapter 3 Shareholders’ Meeting
Article 14 (Convenor and Chair)	Article 14 (Convenor and Chair)
<ol style="list-style-type: none"> 1. Unless otherwise provided for in laws and regulations, <u>a</u> shareholders’ meeting shall be convened and chaired by the <u>Director & President</u> with a resolution of the Board of Directors. 2. If the <u>Director & President</u> is unavailable, another Director, chosen according to the order predetermined by the Board of Directors, shall convene and chair a shareholders’ meeting. 	<ol style="list-style-type: none"> 1. Unless otherwise provided for in laws and regulations, a shareholders’ meeting shall be convened and chaired by <u>one (1) chair selected from among the Directors</u> with a resolution of the Board of Directors. 2. If the <u>chair</u> is unavailable, another Director, chosen according to the order predetermined by the Board of Directors, shall convene and chair a shareholders’ meeting.
Chapter 4 Directors and Board of Directors	Chapter 4 Directors and Board of Directors
Article 22 (Convenor and Chair of Board of Directors’ Meeting)	Article 22 (Convenor and Chair of Board of Directors’ Meeting)
<ol style="list-style-type: none"> 1. Unless otherwise provided for in laws and regulations, a meeting of the Board of Directors shall be convened and chaired by <u>the Director & President</u>. 2. If the <u>Director & President</u> is unavailable, another Director, chosen according to the order predetermined by the Board of Directors, shall convene and chair a meeting of the Board of Directors. 	<ol style="list-style-type: none"> 1. Unless otherwise provided for in laws and regulations, a meeting of the Board of Directors shall be convened and chaired by <u>one (1) chair selected from among the Directors with a resolution of the Board of Directors</u>. 2. If the <u>chair</u> is unavailable, another Director, chosen according to the order predetermined by the Board of Directors, shall convene and chair a meeting of the Board of Directors.

Proposal No. 3: Election of Eight Directors (Excluding Those Who Are Audit and Supervisory Committee Members)

The terms of office of all seven Directors (excluding those who are Audit and Supervisory Committee Members; the same applies in this proposal) will expire at the conclusion of this meeting.

In addition, Director Seiichi Hiroshima resigned on March 31, 2026. Accordingly, the Company proposes the election of eight Directors.

The candidates for Director are as follows.

No.	Name	Candidate attributes	Gender	Current positions and responsibilities in the Company	Attendance at the Board of Directors meetings
1	Masaru Ikemi	<u>Reelection</u>	Male	Representative Director and Chairman Umios Corporate Transformation Department Management	100% (18/18)
2	Daisuke Yasuda	<u>Reelection</u>	Male	Representative Director, President and Executive Officer Chief Operating Officer (COO) Division Director of Marketing In charge of Marketing Department and Product Development Department	100% (14/14)
3	Satoshi Kokaji	<u>Reelection</u>	Male	Director and Senior Managing Executive Officer Segment Director of Processed Foods Business Division Director of Production and Manufacturing In charge of Production Planning Department	100% (14/14)
4	Yoshitaka Koseki	<u>New election</u>	Male	Managing Executive Officer Chief Financial Officer (CFO) Division Director of Corporate Management In charge of Digital Transformation Department, Central Research Institute, and Logistics Department	–
5	Katsue Okuda	<u>Reelection</u> <u>Outside</u> <u>Independent</u>	Female	Outside Director	100% (18/18)
6	Yoshiko Tonoike	<u>Reelection</u> <u>Outside</u> <u>Independent</u>	Female	Outside Director	100% (18/18)
7	Bradley Edmister	<u>Reelection</u> <u>Outside</u> <u>Independent</u>	Male	Outside Director	100% (18/18)
8	Nobuhiko Takamatsu	<u>Reelection</u> <u>Outside</u> <u>Independent</u>	Male	Outside Director	100% (18/18)

Reelection: Candidate for Director to be reelected

New election: Candidate for Director to be newly elected

Outside: Candidate for outside Director

Independent: Candidate for independent officer

Note: Daisuke Yasuda and Satoshi Kokaji's attendance status at the Board of Directors meetings refers to the Board of Directors meetings held after their assuming office on June 25, 2025.



Number of the
Company's shares
owned

24,900

Attendance at the
Board of Directors
meetings

100% (18/18)

[Career summary, and position in the Company]

Apr. 1981 Joined the Company
 Apr. 2008 General Manager of Overseas Operations Department of Maruha Nichiro Foods, Inc.
 Apr. 2009 Acting General Manager of Overseas Business Coordination Department of Maruha Nichiro Holdings, Inc.
 Apr. 2011 Executive Officer of Maruha Nichiro Holdings, Inc.
 Apr. 2014 Executive Officer of the Company
 Jun. 2014 Director
 Apr. 2017 Managing Executive Officer
 Jun. 2017 Director (current position)
 Apr. 2019 Senior Managing Executive Officer
 Apr. 2020 Representative Director & President
 Apr. 2026 Representative Director and Chairman (current position)

[Responsibility]

Chief Executive Officer (CEO)
 Umios Corporate Transformation Department Management

Reasons for nomination as candidate for Director

Since joining the Company, Masaru Ikemi has primarily been engaged in the overseas business and, after holding positions such as General Manager of Overseas Operations Department of Maruha Nichiro Foods, Inc., he served as Director of the Company from June 2014 to June 2016, Managing Executive Officer from April 2017, Director (current position) from June 2017, Senior Managing Executive Officer from April 2019, Representative Director and President from April 2020, and Representative Director and Chairman (current position) from April 2026, overseeing the overall management of the Group and strengthening corporate governance. The Company once again nominates him as a candidate for Director having deemed that he has abundant work experience at the Company and the knowledge and capability necessary to appropriately and impartially supervise business operations concerning management and business strategy, global management, sustainability, human resources and human resources development, and DX and intellectual property.

At the conclusion of this meeting, his tenure as Director will have been nine years (eleven years in total, including his past tenure as Director).

Candidate No.
2

Daisuke Yasuda

Date of birth
September 2, 1961

Reelection



[Career summary, and position in the Company]

Apr. 1985 Joined the Company
Apr. 2014 General Manager of Marine Products Trade Department No.1
Apr. 2020 Executive Officer
Apr. 2022 Managing Executive Officer
Apr. 2025 Senior Managing Executive Officer
Jun. 2025 Director (current position)
Apr. 2026 Representative Director, President and Executive Officer (current position)

Number of the
Company's shares
owned
14,000

[Responsibility]

Chief Operating Officer (COO)
Division Director of Marketing, Marketing Department, Product Development Department

Attendance at the
Board of Directors
meetings
100% (14/14)

Reasons for nomination as candidate for Director

Since joining the Company, Daisuke Yasuda has primarily been engaged in the marine products business and, after holding positions such as General Manager of Marine Products Trade Department No.1, he served as Managing Executive Officer from April 2022, Senior Managing Executive Officer from April 2025, Director (current position) from June 2025, and Representative Director, President and Executive Officer (current position) from April 2026, being responsible for the execution of the Group's management strategy, business portfolio management, investment decisions, and other operational matters. The Company once again nominates him as a candidate for Director having deemed that he has abundant work experience at the Company and the knowledge and capability necessary to appropriately and impartially supervise business operations concerning management and business strategy, global management, research and development, and DX and intellectual property.
At the conclusion of this meeting, his tenure as Director will have been one year.

Candidate No.
3

Satoshi Kokaji

Date of birth
May 30, 1961

Reelection



[Career summary, and position in the Company]

Apr. 2003 Joined Nichiro Corporation
Apr. 2013 General Manager of Product Technology Development Department of Maruha Nichiro Foods, Inc.
Apr. 2014 General Manager of Product Technology Development Department of the Company
Apr. 2019 Executive Officer
Apr. 2022 Managing Executive Officer
Apr. 2025 Senior Managing Executive Officer (current position)
Jun. 2025 Director (current position)

Number of the
Company's shares
owned
32,000

[Responsibility]

Segment Director of Processed Foods Business, Division Director of Production and Manufacturing, Production Planning Department

Attendance at the
Board of Directors
meetings
100% (14/14)

Reasons for nomination as candidate for Director

Since joining the Company, Satoshi Kokaji has primarily been engaged in the food products business and, after holding positions such as General Manager of Product Technology Development Department, he has served as Managing Executive Officer of the Company from April 2022, Senior Managing Executive Officer (current position) from April 2025, and Director (current position) from June 2025. The Company once again nominates him as a candidate for Director having deemed that he has abundant work experience at the Company and the knowledge and capability necessary to appropriately and impartially supervise business operations concerning management and business strategy, global management, and research and development.
At the conclusion of this meeting, his tenure as Director will have been one year.

Candidate No.

4

Yoshitaka Koseki

Date of birth
June 6, 1966

New election



[Career summary, and position in the Company]

Apr. 1991 Joined Taiyo Seafoods Co., Ltd.
Apr. 2021 General Manager of Business Planning Department of the Company
Apr. 2023 Executive Officer
Apr. 2025 Managing Executive Officer (current position)

[Responsibility]

Chief Financial Officer (CFO)
Division Director of Corporate Management Division, Digital Transformation Department, Central Research Institute, Logistics Department

Reasons for nomination as candidate for Director

Since joining the Company, Yoshitaka Koseki has primarily been engaged in the administrative department, including corporate planning and business planning, and, after holding positions such as General Manager of Business Planning Department of the Company, he has served as Managing Executive Officer of the Company (current position) from April 2025, and has supervised operations related to financial matters, such as ensuring the appropriateness of financial reporting, investor relations, financing, investment management, and risk management, and promotes the maintenance and improvement of the Group's financial soundness as the individual with the ultimate responsibility for financial affairs. The Company nominates him as a candidate for Director having deemed that he has abundant work experience at the Company and the knowledge and capability necessary to appropriately and impartially supervise business operations concerning management and business strategy, sustainability, legal affairs and risk, finance and accounting, human resources and human resources development, research and development, and DX and intellectual property.

Number of the
Company's shares
owned

11,400

Attendance at the
Board of Directors
meetings

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[Career summary, and position in the Company]

	Apr. 1986	Joined The Mitsubishi Trust and Banking Corporation
	Sep. 1997	Joined Ogata Appraisal Corporation
	Nov. 2000	Director of Ogata Appraisal Corporation
	Apr. 2006	Member of Tokyo District Court's civil conciliation committee (current position)
	Apr. 2009	Instructor in Meiji University Graduate School of Global Business
	Nov. 2012	Outside member of Investment Committee of AEON Reit Management Co., Ltd. (current position)
	Nov. 2017	Representative Director of Kudan Ogata Holdings Corporation
	Mar. 2018	Executive Director of Kenedix Residential Next Investment Corporation
	Jun. 2018	Outside Corporate Auditor of CERESPO CO., LTD.
	Jul. 2018	Representative Director of Kudan Urban Appraisal Co., Ltd.
	Jun. 2021	Outside Audit & Supervisory Board Member of the Company
	Oct. 2021	Outside Director of CRE, Inc.
	Jun. 2022	Outside Director of CERESPO CO., LTD. (current position)
	Dec. 2022	Representative Director of Kudan Ogata Appraisal Firm (current position)
	Jun. 2023	Outside Director of the Company (current position)
Number of the Company's shares owned		
2,800		
Attendance at the Board of Directors meetings		
100% (18/18)		

Reasons for nomination as candidate for outside Director and overview of expected role

Katsue Okuda has abundant experience and exceptional insight gained mainly through real estate appraisal work, and the Company believes that she will contribute to the Company's corporate governance and group management by providing opinions, based on knowledge of corporate management developed at multiple companies, concerning group management from a perspective that differs from an inside Director. Accordingly, the Company once again nominates her as a candidate for outside Director. If she is reelected, as a member of the Nomination and Compensation Committee as an advisory body to the Board of Directors, she is expected to contribute from an objective and neutral standpoint to deliberation on candidates for officers and the officer remuneration system, standards, remuneration amount, etc.

She is currently an outside Director of the Company, and at the conclusion of this meeting, her tenure as outside Director will have been three years, and the total tenure, including outside Audit & Supervisory Board Member, will have been five years.

Candidate No.

6

Yoshiko Tonoike

Date of birth
January 26, 1971

Reelection Outside Independent



Number of the
Company's shares
owned

61,200

Attendance at the
Board of Directors
meetings

100% (18/18)

[Career summary, and position in the Company]

Apr. 1997 Appointed as Prosecutor
Jun. 2021 Instructor of Meiji University Legal Laboratory
Jun. 2021 Outside Director of Daitoh Trading Co., Ltd.
Nov. 2021 Registered as an attorney at law
Nov. 2021 Joined Minaki & Kitazawa Law Office
Visiting Attorney
Jun. 2023 Outside Director of the Company (current position)
Oct. 2023 Partner of Minaki & Kitazawa Law Office (current position)
Apr. 2026 Refugee Examination Counselor of the Immigration Services Agency

[Significant concurrent positions outside the Company]

Attorney at law

Reasons for nomination as candidate for outside Director and overview of expected role

Yoshiko Tonoike has knowledge of legal compliance gained as an attorney, and the Company believes that she will contribute, from a fair and neutral standpoint, to the Company's corporate governance and group management by providing opinions, based on abundant experience and exceptional insight, concerning group management from a perspective that differs from an inside Director. Accordingly, the Company once again nominates her as a candidate for outside Director. She has never been directly involved in the management of a company. However, the Company judges she will appropriately fulfill her duties as an outside Director based on the above reasons. If she is reelected, as a member of the Nomination and Compensation Committee as an advisory body to the Board of Directors, she is expected to contribute from an objective and neutral standpoint to deliberation on candidates for officers and the officer remuneration system, standards, remuneration amount, etc. She is currently an outside Director of the Company, and at the conclusion of this meeting, her tenure as outside Director will have been three years.



Number of the
Company's shares
owned

0

Attendance at the
Board of Directors
meetings

100% (18/18)

[Career summary, and position in the Company]

Sep. 1999 Joined Sullivan & Cromwell law firm
 Feb. 2000 Registered as an attorney at law in New York State (US)
 Apr. 2007 Joined Milbank, Tweed, Hadley & McCloy law firm
 Apr. 2008 Instructor of Keio University Law School (current position)
 Oct. 2009 Joined Ropes & Gray law firm
 Partner
 Sep. 2011 Joined Morgan, Lewis & Bockius law firm
 Partner
 Feb. 2023 Joined Hogan Lovells law firm
 Partner
 Jun. 2023 Outside Director of the Company (current position)
 Mar. 2025 Joined Venable LLP
 Partner (current position)

[Significant concurrent positions outside the Company]

Attorney at law in New York State (US)

Reasons for nomination as candidate for outside Director and overview of expected role

Bradley Edmister has abundant experience and exceptional insight in the fields of M&A, private equity, joint ventures, and other aspects of cross-border M&A, through his many years of experience as an attorney in New York State (US), and the Company believes that he will contribute to the Company's corporate governance and group management by providing opinions concerning group management from a perspective that differs from an inside Director. Accordingly, the Company once again nominates him as a candidate for outside Director. He has never been directly involved in the management of a company. However, the Company judges he will appropriately fulfill his duties as an outside Director based on the above reasons.

He is currently an outside Director of the Company, and at the conclusion of this meeting, his tenure as outside Director will have been three years.



Number of the
Company's shares
owned
9,700

Attendance at the
Board of Directors
meetings
100% (18/18)

[Career summary, and position in the Company]

Apr. 1979	Joined Nippon Steel Corporation
Apr. 2008	General Manager of Intellectual Property Division of Nippon Steel Corporation
Apr. 2011	Executive Officer of Nippon Steel Corporation
Apr. 2012	Advisor of Nippon Steel Corporation Executive Officer of Usinas Siderúrgicas de Minas Gerais S.A. – Usiminas
Aug. 2014	Executive Vice President of Usinas Siderúrgicas de Minas Gerais S.A. – Usiminas
Apr. 2016	Managing Executive Officer of NIPPON STEEL & SUMITOMO METAL CORPORATION (current NIPPON STEEL CORPORATION) Director of Usinas Siderúrgicas de Minas Gerais S.A. – Usiminas
Apr. 2017	Advisor of NIPPON STEEL & SUMITOMO METAL CORPORATION (current NIPPON STEEL CORPORATION) Senior Managing Executive Officer and Assistant to President and CEO of TOPY INDUSTRIES, LIMITED
Jun. 2017	Representative Director, President and CEO of TOPY INDUSTRIES, LIMITED
Jun. 2023	Chairman of TOPY INDUSTRIES, LIMITED
Apr. 2024	Director and Counselor of TOPY INDUSTRIES, LIMITED
Jun. 2024	Counselor of TOPY INDUSTRIES, LIMITED
Jun. 2024	Outside Director of the Company (current position)

Reasons for nomination as candidate for outside Director and overview of expected role

Nobuhiko Takamatsu has global knowledge of corporate management gained as a representative director, president and CEO of an international automotive parts and steel manufacturer after many years of experience such as technology development, intellectual property and corporate planning at a major steel manufacturer, and the Company believes that he will contribute to the Company's corporate governance and group management by providing opinions, based on abundant experience and exceptional insight, concerning group management from a perspective that differs from an inside Director. Accordingly, the Company once again nominates him as a candidate for outside Director. In addition, if he is reelected, as a member of the Nomination and Compensation Committee as an advisory body to the Board of Directors, he is expected to contribute from an objective and neutral standpoint to deliberation on candidates for officers and the officer remuneration system, standards, and remuneration amount, etc.

He is currently an outside Director of the Company, and at the conclusion of this meeting, his tenure as outside Director will have been two years.

- (Notes)
1. There are no special interests between any of the candidates and the Company.
 2. Katsue Okuda, Yoshiko Tonoike, Bradley Edmister, and Nobuhiko Takamatsu are candidates for outside Director.
 3. Katsue Okuda, Yoshiko Tonoike, Bradley Edmister, and Nobuhiko Takamatsu satisfy the requirements of the “Criteria for Independence of Outside Officer” established by the Company, and the Company appointed Katsue Okuda, Yoshiko Tonoike, Bradley Edmister, and Nobuhiko Takamatsu as independent officers provided for under the provisions of the Tokyo Stock Exchange and registered them as such with that exchange. The “Criteria for Independence of Outside Officer” established by the Company is presented below.
 4. Pursuant to Article 427, paragraph 1 of the Companies Act, the Company has entered into an agreement with Katsue Okuda, Yoshiko Tonoike, Bradley Edmister, and Nobuhiko Takamatsu to limit their liability for damages under Article 423, paragraph 1 of the said Act. The maximum amount of liability for damages under this agreement is limited to the minimum liability amount provided for under laws and regulations. If Katsue Okuda, Yoshiko Tonoike, Bradley Edmister, and Nobuhiko Takamatsu are reelected and assume office as outside Directors, said agreement will continue to be in effect.
 5. Pursuant to Article 430-3, paragraph 1 of the Companies Act, the Company has concluded a directors and officers liability insurance policy with an insurance company that covers any damages arising from liabilities borne by the insured, including Directors, in the course of execution of their duties, or damages arising from claims for such liabilities pursued against them. For the summary of content of the insurance policy, please refer to “3. Company officers (3) Summary, etc. of directors and officers liability insurance policy” of the Business Report. If the Director candidates are elected or reelected and assume office, they will be included as insured persons under the policy. Furthermore, the Company intends to renew the policy in October 2026.

(Reference) Skill Matrix of Directors after this Ordinary Shareholders' Meeting (tentative)

Position	Name	Main specialization/background							
		Management & Business Strategy	Global Management	Sustainability	Legal Affairs & Risk	Finance & Accounting	Human Resources & Human Resources Development	Research & Development	DX & Intellectual Property
Representative Director and Chairman	Masaru Ikemi	•	•	•			•		•
Representative Director, President and Executive Officer	Daisuke Yasuda	•	•					•	•
Director and Senior Managing Executive Officer	Satoshi Kokaji	•	•					•	
Director and Managing Executive Officer	Yoshitaka Koseki	•		•	•	•	•	•	•
Outside Director	Katsue Okuda	•			•	•			
Outside Director	Yoshiko Tonoike	•			•				
Outside Director	Bradley Edmister	•	•	•	•				
Outside Director	Nobuhiko Takamatsu	•	•	•				•	•
Outside Director (Standing Audit and Supervisory Committee Member)	Taiichi Ono	•				•			
Outside Director (Standing Audit and Supervisory Committee Member)	Yoshio Kimura	•				•			
Director (Standing Audit and Supervisory Committee Member)	Mutsumi Yamazaki		•			•			

(Reference)

<Criteria for Independence of Outside Officer>

The Company shall judge outside officer to be independent if they do not fall under any of the categories below.

- 1) An executive of a major business partner of the Group. Note that a major business partner is a business partner whose monetary amount of trade with the Group exceeds 2% of consolidated net sales of either the Group or the business partner (including the business partner's parent or major subsidiaries).
- 2) An executive of a major lender of the Group. Note that a major lender is a lender whose amount of money being lent to the Group exceeds 2% of the Company's consolidated total assets stated at the end of the most recent fiscal year.
- 3) An attorney, certified public accountant, certified public tax accountant, consultant, etc., who received from the Company monetary payment or other property benefits exceeding ¥10 million annually other than remuneration for officers.
- 4) A person or executive of a corporation who received donations or aid funds exceeding ¥10 million annually from the Company.
- 5) A person who has fallen under any of 1) through 4) in the past two years.
- 6) A spouse or relative within the second degree of a person who has fallen under any of 1) through 4) and who is a Director, Executive Officer (*shikkoyaku* or *shikkoyakuin*), person who executes business of general manager level or higher status, or person who executes business with authority equivalent thereof.

(Reference)

Implementation of Stock Split

The Company implemented a stock split at a ratio of 3 shares for each 1 share of its common stock, with December 31, 2025, as the record date, to lower the investment amount per trading unit, expand the investor base, and enhance the liquidity of the Company's shares.

- Split ratio: 3-for-1
- Record date: December 31, 2025
- Effective date: January 1, 2026

<Dividends per share>

Before the split	After the split
Interim (end of September 2025): ¥50	Interim (end of September 2025): ¥16.67
Year-end (end of March 2026): ¥84 (forecast)	Year-end (end of March 2026): ¥28 (forecast)

Introduction of Shareholder Benefits Program (Commemorating the New Company Name)

In appreciation of our shareholders' continued support, and to enhance recognition of the new company name "Umios" as well as deepen understanding of our new purpose, "For the ocean, for life," the Company will introduce a shareholder benefits program for a limited three-year period during the Mid-term Management Plan (covering fiscal years ending March 2026 through March 2028).

<Eligible shareholders>

Shareholders who are listed or recorded in the Company's shareholder register as of the end of March in 2026, 2027, and/or 2028 during the plan period, and who hold 100 or more shares

<Details for the fiscal year ended March 2026>

Shares held	Benefit*
100-499 shares	Umios original QUO card: ¥500
500-999 shares	A selection of the Company's products valued at ¥3,000
1,000 shares or more	A selection of the Company's products valued at ¥5,000

* The original QUO card is enclosed with this notice for eligible shareholders.

* A flyer with application instructions is enclosed for shareholders holding 500 shares or more.

Business Report

(From April 1, 2025 to March 31, 2026)

1. Overview of Operations of the Group

(1) Business progress and results

During the fiscal year under review, the Japanese economy showed a gradual recovery trend, due to improved employment and income conditions and the effects of various government policies. Meanwhile, energy prices are rising due to the impact of the increasingly tense situation in the Middle East, and the risk of downward pressure on personal consumption by rising prices is increasing. Additionally, the situation remains uncertain due to developments in U.S. trade policies and fluctuations in financial and capital markets.

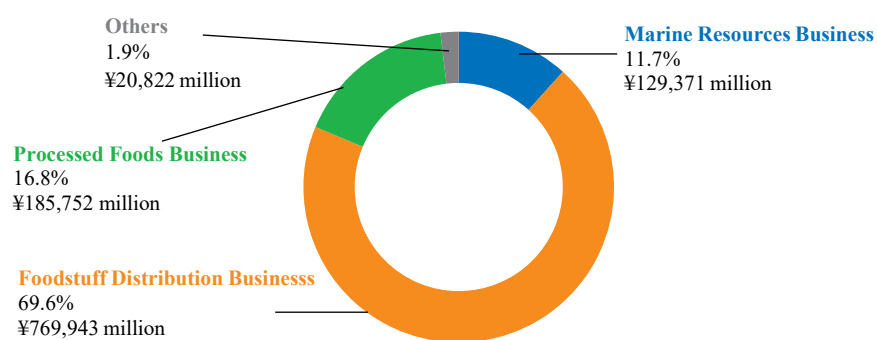
Under these circumstances, the Group began the first year of its Mid-term Management Plan “For the ocean, for life 2027,” which covers the three-year period from FY2025 to FY2027. The Group is redefining its Long-term Corporate vision to deploy a mechanism for sustainable value creation through consumer-driven collaboration tailored to the needs of each area, and is making efforts toward “building the value cycle,” “promoting the glocal strategy,” and “fostering a corporate culture of taking on challenges and co-creation.”

Consequently, for the fiscal year ended March 31, 2026, net sales was ¥1,105,890 million, an increase of ¥27,259 million or 2.5%; operating income was ¥31,191 million, an increase of ¥809 million or 2.7%; ordinary income was ¥31,251 million, a decrease of ¥1,003 million or 3.1%, and profit attributable to owners of parent was ¥22,182 million, a decrease of ¥1,082 million or 4.7%, from the previous fiscal year.

(Millions of yen)

Net sales	Operating income	Ordinary income	Profit attributable to owners of parent
1,105,890	31,191	31,251	22,182
Up 2.5% year on year	Up 2.7% year on year	Down 3.1% year on year	Down 4.7% year on year

Net sales and operating income by business segment

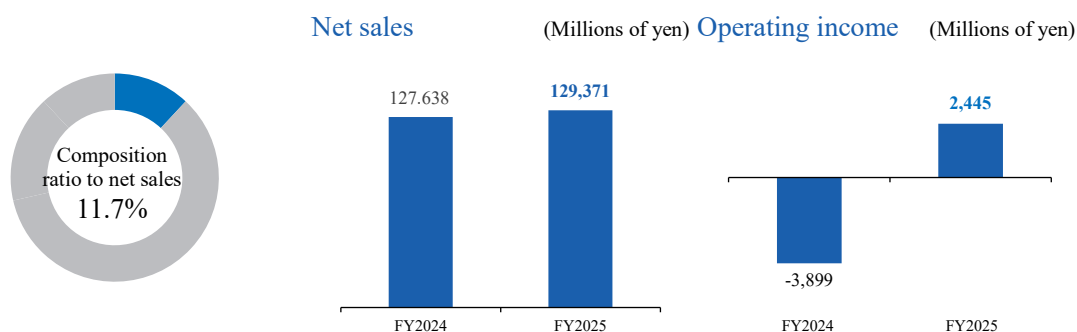


(Millions of yen)

	Net sales	Year-on-year change (%)	Operating income	Year-on-year change (%)
Marine Resources Business	129,371	1.4	2,445	–
Foodstuff Distribution Business	769,943	2.5	15,777	(12.5)
Processed Foods Business	185,752	3.3	10,074	(27.7)
Others	20,822	3.2	3,722	(10.8)
Common cost	–	–	(828)	–
Total	1,105,890	2.5	31,191	2.7

- Notes:
1. Amounts are rounded down to the nearest million yen.
 2. Effective from the fiscal year ended March 31, 2026, the Group has changed the classification of reportable segments for some businesses. Consequently, in the year-on-year comparisons the Group uses figures of the previous fiscal year that have been restated to reflect the segment classifications after the change.

Marine Resources Business

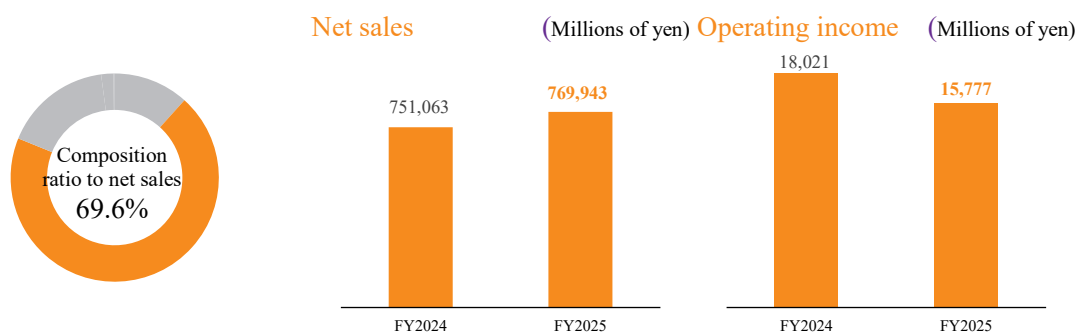


The Marine Resources Business consists of the Fishery Business Unit, which engages in fishing both domestically and internationally; the Aquaculture Business Unit, which primarily focuses on farming bluefin tuna, yellowtail and amberjack in Japan; and the North America Operations Unit, which is based in North America and Europe and engages in the processing and sales of marine products, leveraging North America's abundant marine resources. Based on the theme of "selection and focus on sustainable businesses" under the Mid-term Management Plan, we are strengthening our global downstream strategy.

For the fiscal year under review, sales and profits increased overall, driven by structural reform (operating efficiency improvements and withdrawal from certain businesses, as well as consolidation of North American production sites), production improvement effects (higher water temperature countermeasures and product mix optimization), and higher sales (farmed fish and Alaska pollock products).

As a result of the above, in the Marine Resources Business, net sales was ¥129,371 million, an increase of 1.4% from the previous fiscal year and operating income was ¥2,445 million, compared to an operating loss of ¥3,899 million in the previous fiscal year.

Foodstuff Distribution Business

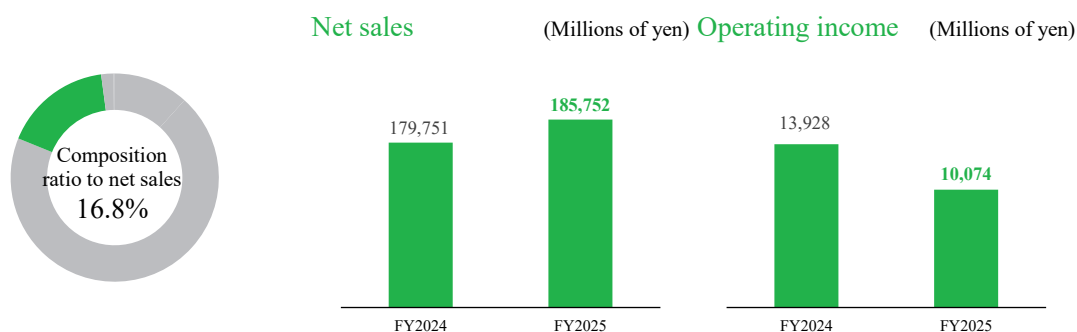


The Foodstuff Distribution Business, composed of the Marine Products Trading Unit, which has a sales network including procurement and market distribution of marine products both in Japan and overseas, the Foodstuff Distribution Business Unit which is involved in production and sales of marine products and institutional products for various business types, and the Agricultural Foods & Meat and Products Unit handling meat and agricultural products from Japan and overseas, combines the Group's capabilities in raw materials procurement, processing technology, and food product supply to propose products that meet the needs of a wide variety of business categories.

During the fiscal year under review, revenue increased due to higher sales prices for marine products both domestically and internationally, enhanced profitability of core products, and contributions from the earnings of the European subsidiary acquired in May 2025. Meanwhile, profit decreased due to the inability to fully offset increased costs, as well as the impact of price fluctuations for imported frozen pork.

As a result of the above, in the Foodstuff Distribution Business, net sales was ¥769,943 million, an increase of 2.5%, and operating income was ¥15,777 million, a decrease of 12.5%, from the previous fiscal year.

Processed Foods Business



The Processed Foods Business is comprised of the Processed Foods Business Unit involved in production and sales of consumer frozen foods, canned foods, fish sausage, chikuwa (tube-shaped fish-paste cake), desserts, seasonings, freeze-dried products, pet food and other products both in Japan and overseas, and the Fine Chemicals Unit involved in production and sales of fine chemicals.

During the fiscal year under review, revenue increased due to strong sales of both the pet food business (Thailand) to North America and pharmaceutical ingredients. Meanwhile, profit decreased due to failure to meet sales targets in domestic processed foods following price revisions, persistently high raw material prices, and cost increases.

As a result of the above, in the Processed Foods Business, net sales was ¥185,752 million, an increase of 3.3%, and operating income was ¥10,074 million, a decrease of 27.7%, from the previous fiscal year.

(2) Capital investment

Aiming to further secure businesses that have a competitive edge in existing fields and concentrate its management resources on growth areas, the Group implemented capital investment totaling ¥28,973 million centered on the Marine Resources Business and Foodstuff Distribution Business.

In the Marine Resources Business, capital investment totaling ¥12,471 million was carried out with the purpose of enhancing overseas catch and supply systems, including the construction of far seas purse seiners of Taiyo A&F Co., Ltd. and the construction of longline fishing vessels of Austral Fisheries Pty Ltd.

In the Foodstuff Distribution Business, capital investment totaling ¥5,681 million was carried out with the purpose of enhancing production and supply, including renovation of the Niigata Plant of DELICA WAVE Co.,Ltd.

In the Processed Foods Business, capital investment totaling ¥4,642 million was carried out with the purpose of enhancing production and supply, including renovation of the freezer at the Gunma Plant.

(3) Fund procurement

In addition to regular fund procurements for the fiscal year under review, the Company issued its fourth series of unsecured bonds of ¥18,000 million on September 2, 2025, in order to diversify its fund procurement methods and stabilize the financial position of the Company.

(4) Issues to be addressed

The business environment surrounding the Group is expected to remain unpredictable, mainly due to factors such as rising energy prices and logistics disruptions amid escalating tensions in the Middle East, developments in U.S. trade policy and their impact on the global economy, and volatility risk in financial and capital markets. Looking ahead 10 or 100 years, we expect the environment surrounding the Group to become even more unpredictable.

Under these circumstances, the Group has identified the following as key challenges.

- Selection and concentration on businesses with high environmental and economic sustainability.
- Business structural reform and strengthening of downstream strategies for stable and improved earnings.
- Strengthening overseas expansion in the Foodstuff Distribution and Processed Foods sectors.
- Accelerating efforts to optimize production bases in Japan.

During the current Mid-term Management Plan period, we will clearly define themes and business strategy for each business segment and work to address each challenge.

In the long term, we will leverage our three core strengths of “resource procurement capabilities,” “processing technology” and “food product supply capabilities” to create sustainable value through a consumer-driven value cycle. By doing so, we will expand this system in “glocal” scale to meet the needs of each region, both in Japan and overseas, aiming to “provide sustainable protein” and “create health value.”

As for the consolidated results forecast for next fiscal year, we project net sales of ¥1,110,000 million for an increase of 0.4%, operating income of ¥32,000 million for an increase of 2.6%, ordinary income of ¥30,000 million for a decrease of 4.0%, and profit attributable to owners of parent of ¥15,000 million for a decrease of 32.4%, from the previous year.

Issues to be addressed for each business

Serving as a solution company with the “ocean” as its origin, the Group has been operating the three reportable segments of “Marine Resources,” “Foodstuff Distribution,” and “Processed Foods,” which

correspond to its business segments, with the aims of building an organizational structure that can evaluate the same types of businesses from the same perspective and strengthen the Group's value chain.

Regarding the restructuring and reorganization of business units in the next fiscal year, we will transfer a portion of the sales functions belonging to the Aquaculture Business Unit for "Marine Resources" to the Marine Products Trading Unit for "Foodstuff Distribution," mainly for the purpose of integrating and strengthening sales functions.

Issues to be addressed for each business are as follows:

Marine Resources Business

In the Marine Resources Business, we will promote business selection and concentration, and foster structure reforms towards sustainable resource procurement. Additionally, downstream strategies will be promoted to enhance the value cycle and reduce revenue volatility.

While the market for core products such as Alaska pollock and the consumption of surimi crab sticks in the U.S. are expected to generally remain strong, sharp increases in fuel prices stemming from geopolitical risks, as well as further increases in production costs (such as feed costs, raw material expenses, and personnel expenses) and logistics costs are expected. As such, we will continue to monitor and respond to changes in the business environment.

Foodstuff Distribution Business

In the Foodstuff Distribution Business, the Group will promote a glocal strategy and strengthen overseas expansion more than ever. As the driving force behind the Group's downstream strategies, it will actively work to expand the food distribution network both globally and locally.

In Europe, while profit from the subsidiary acquired during the fiscal year under review is expected to contribute, product prices are expected to remain high, and soaring raw material and energy prices due to geopolitical risks as well as a continued challenging cost environment are anticipated. As such, we will continue to monitor changes in the business environment.

Processed Foods Business

In the Processed Foods Business, the Group will continue to evaluate production systems aligned with changes to the domestic market and strengthen its competitive edge with differentiation strategies that leverage nutrients like DHA.

While the pet food business is expected to remain strong, we will continue to monitor changes in the business environment due to a rise in raw material and energy costs stemming from geopolitical risks.

The Group has established "For the ocean, for life" as our purpose, the highest concept that drives our organization, and we aim to transform ourselves into a visionary company that provides solutions to improve the health of people and the well-being of the Earth through food, leveraging value creation capabilities based on our ocean origins.

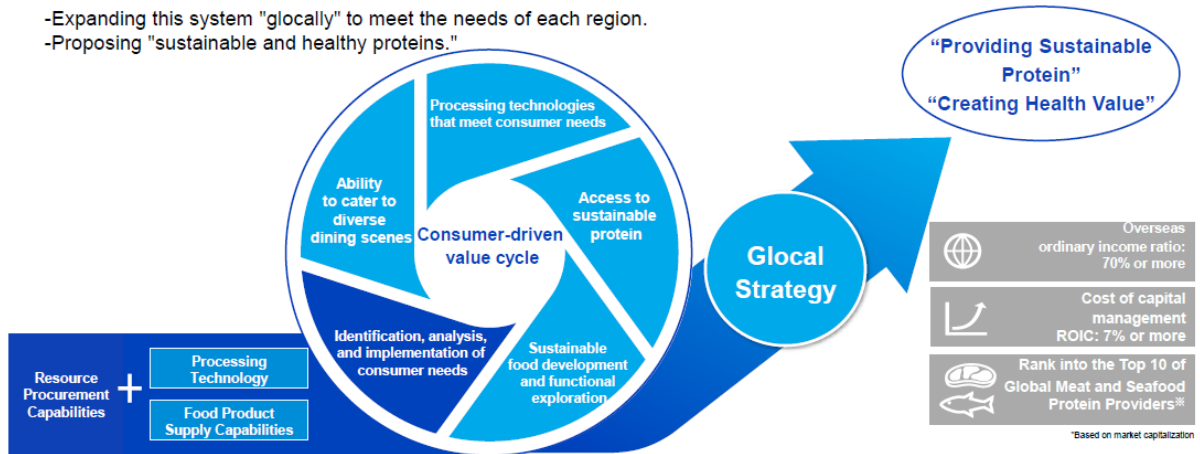
As a base for these business activities, the Group has established the following mission: "Umios Group's cherished responsibility is to contribute to the happiness and well-being of all, starting with authentic, safe, and healthy food." We will share this mission with all members of the Group and put it into practice.

We hope that we can continue to count on our shareholders for their understanding and support.

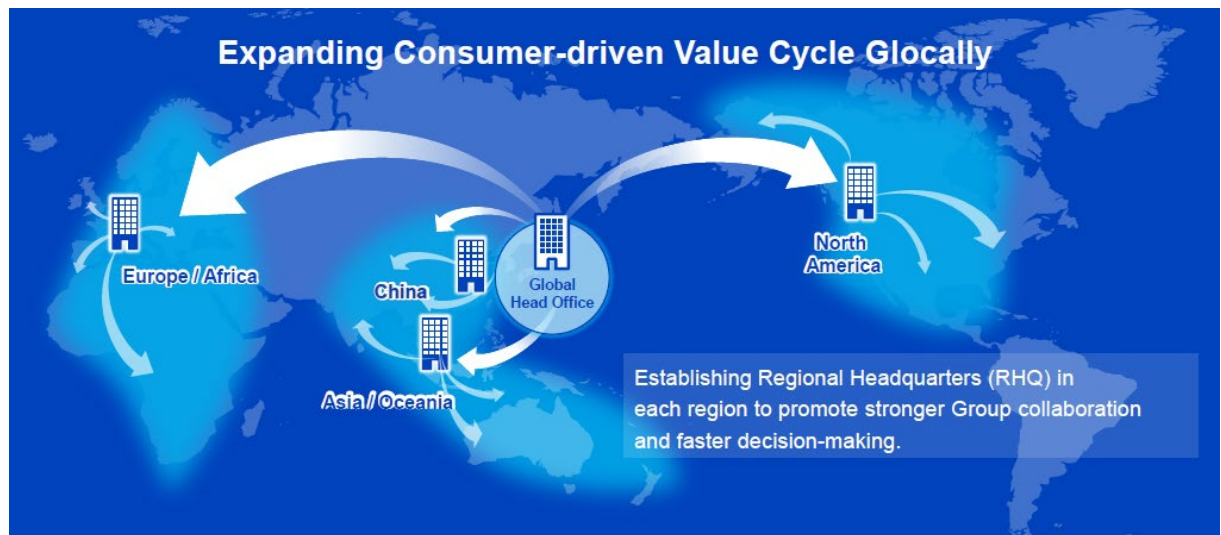
<Long-Term Vision for 10 Years ahead>

■ Long-Term Vision for 10 Years ahead

- Strengthen the Group's strengths with a "value cycle" that enables sustainable value creation through consumer-driven collaboration.
- Expanding this system "glocally" to meet the needs of each region.
- Proposing "sustainable and healthy proteins."



■ Promoting Glocal Strategies



■ Moving towards a Culture of “Challenge” and “Co-creation”

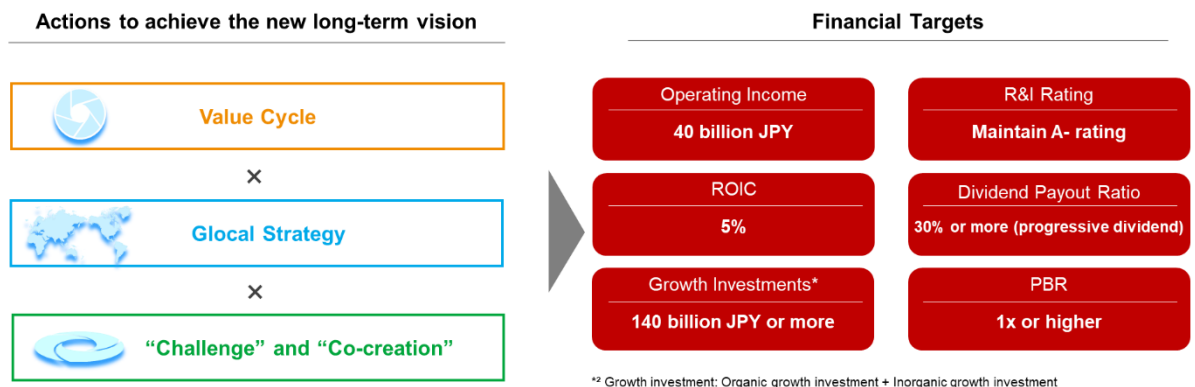
Connecting the cycle of *challenge* and *co-creation* through cultural transformation to achieve value creation.



<Overview of Mid-term Management Plan “For the ocean, for life 2027”>

■ Mid-term Management Plan Policy

Enhance corporate value by building a value cycle and promoting a glocal strategy, generating stable cash, improving profitability and capital efficiency, making proactive investments for growth, and enhancing shareholder returns while maintaining an appropriate financial balance.



For details, please refer to the following website.

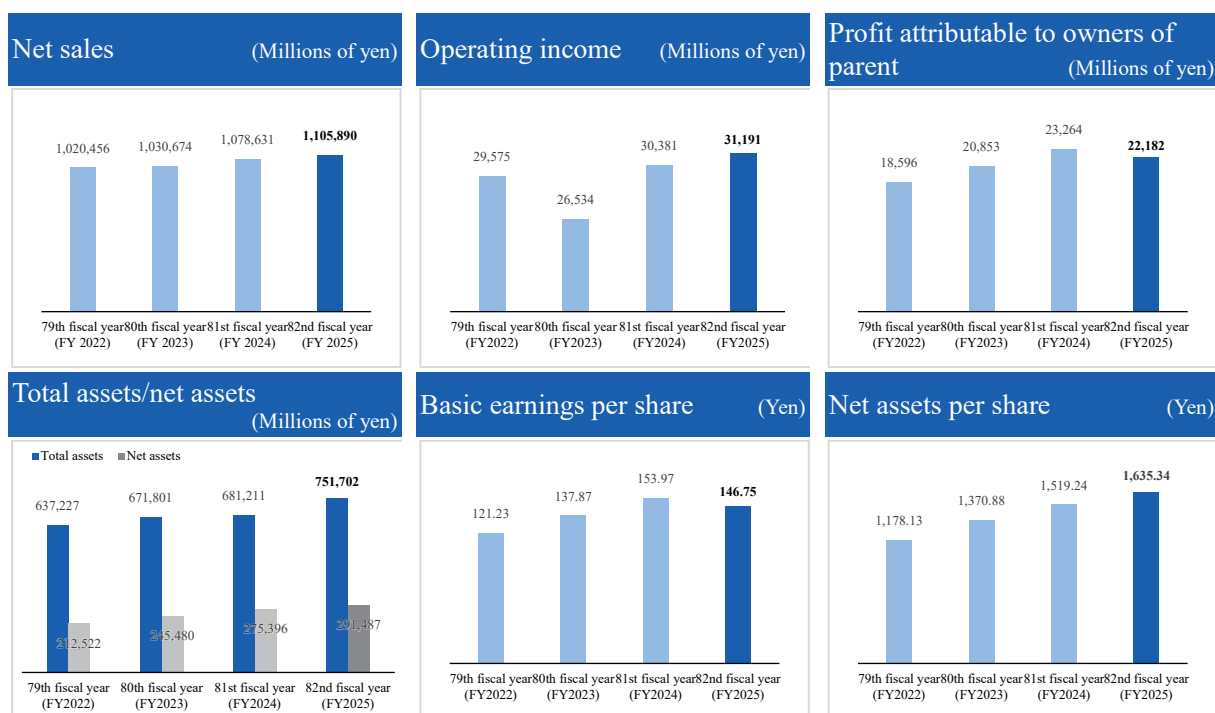
Management Strategy

URL: https://www.umios.com/en/ir/management_strategy.html

(5) Trends in financial position and profit and loss

Categories	79th term (Fiscal year ended March 31, 2023)	80th term (Fiscal year ended March 31, 2024)	81st term (Fiscal year ended March 31, 2025)	82nd term (Fiscal year under review) (Fiscal year ended March 31, 2026)
Net sales (Millions of yen)	1,020,456	1,030,674	1,078,631	1,105,890
Operating income (Millions of yen)	29,575	26,534	30,381	31,191
Ordinary income (Millions of yen)	33,500	31,106	32,254	31,251
Profit attributable to owners of parent (Millions of yen)	18,596	20,853	23,264	22,182
Basic earnings per share (Yen)	121.23	137.87	153.97	146.75
Total assets (Millions of yen)	637,227	671,801	681,211	751,702
Net assets (Millions of yen)	212,522	245,480	275,396	291,487
Net assets per share (Yen)	1,178.13	1,370.88	1,519.24	1,635.34

Note: The Company implemented a stock split at a ratio of 3 shares for each 1 share of its common stock on January 1, 2026. As such, basic earnings per share and net assets per share are calculated on the assumption that the stock split was implemented at the beginning of the 79th term.



(6) Significant subsidiaries

i) Significant subsidiaries

	Company name	Share capital (Millions of yen)	Ownership ratio (%)	Principal business
M	Taiyo A&F Co., Ltd.	709	100.0	Marine Resources Business (Fishery Business Unit)
M	Austral Fisheries Pty Ltd.	AUD 31,035 thousand	50.0	Marine Resources Business (Fishery Business Unit)
M	Maruha Capital Investment, Inc.	USD 75,943 thousand	100.0	Marine Resources Business (North America Operations Unit)
M	Westward Seafoods, Inc.	USD 30,740 thousand	*100.0	Marine Resources Business (North America Operations Unit)
M	Premier Pacific Seafoods, Inc.	USD 1 thousand	*100.0	Marine Resources Business (North America Operations Unit)
F	Daito Gyorui Co., Ltd.	2,628	100.0	Foodstuff Distribution Business (Marine Products Trading Unit)
F	Shinko Gyorui Ltd.	100	100.0	Foodstuff Distribution Business (Marine Products Trading Unit)
F	Daitoh Gyorui Co., Ltd.	100	91.0	Foodstuff Distribution Business (Marine Products Trading Unit)
F	Maruha Kyushu Uoichi Holdings Co., Ltd.	97	100.0	Foodstuff Distribution Business (Marine Products Trading Unit)
F	Kyushu Chuo Uoichi Co., Ltd.	90	*83.6	Foodstuff Distribution Business (Marine Products Trading Unit)
F	Maruha Nichiro Europe Holding B.V.	EUR 100 thousand	100.0	Foodstuff Distribution Business (Marine Products Trading Unit)
F	Seafood Connection Holding B.V.	EUR 100 thousand	*100.0	Foodstuff Distribution Business (Marine Products Trading Unit)
F	Yayoi Sunfoods Co., Ltd.	727	100.0	Foodstuff Distribution Business (Foodstuff Distribution Business Unit)
F	Umios OCEAN Co., Ltd.	50	100.0	Foodstuff Distribution Business (Foodstuff Distribution Business Unit)
F	Umios Hokkaido Co., Ltd.	400	100.0	Foodstuff Distribution Business (Agricultural Foods & Meat and Products Unit)
P	AIXIA CORPORATION	660	100.0	Processed Foods Business (Processed Foods Business Unit)

	Company name	Share capital (Millions of yen)	Ownership ratio (%)	Principal business
P	Umios Kitanippon Corporation	50	100.0	Processed Foods Business (Processed Foods Business Unit)
P	KF Foods Limited	THB 300 million	*99.9	Processed Foods Business (Processed Foods Business Unit)
P	Kingfisher Holdings Limited	THB 119 million	*50.6	Processed Foods Business (Processed Foods Business Unit)
P	Southeast Asian Packaging and Canning Limited	THB 90 million	*99.9	Processed Foods Business (Processed Foods Business Unit)
■	Umios Logistics Corporation	430	100.0	Other

- Notes: 1. The single letters situated to the left of the company names indicate respective business segments. (M: Marine Resources Business, F: Foodstuff Distribution Business, P: Processed Foods Business, ■: Other businesses)
2. * includes indirect shareholdings.
3. Some of the above significant subsidiaries have changed their trade names as follows, in line with the Company's change of trade name on March 1, 2026 (changed from "Maruha Nichiro Corporation" to "Umios Corporation").

Trade name before change	Trade name after change	Date of trade name change
MARUHA NICHIRO OCEAN Co., Ltd.	Umios OCEAN Co., Ltd.	March 1, 2026
Maruha Nichiro Logistics, Inc.	Umios Logistics Corporation	March 1, 2026
Maruha Nichiro Kitanippon, Inc.	Umios Kitanippon Corporation	March 1, 2026
Maruha Nichiro Chikusan Co., Ltd.	Umios Hokkaido Co., Ltd.	March 1, 2026
Maruha Nichiro Europe Holding B.V.	Umios Europe Holding B.V.	April 1, 2026
Seafood Connection Holding B.V.	Umios Food Group Europe B.V.	April 1, 2026

ii) Specific wholly-owned subsidiaries as of March 31, 2026

No items to report.

(7) Principal business

The Group consists of the Company, its 98 subsidiaries and 53 associates, and conducts the Marine Resources Business, Foodstuff Distribution Business, Processed Foods Business and related ancillary businesses.

(8) Principal sales offices and plants

Company name	Location of head office	Principal sales offices and plants
The Company	Minato-ku, Tokyo	(Sales office) Hokkaido Regional Branch (Hokkaido), Tohoku Regional Branch (Miyagi), Kanto Regional Branch (Tokyo), Chubu Regional Branch (Aichi), Kansai Regional Branch (Osaka), Chugoku Shikoku Regional Branch (Hiroshima), Kyushu Regional Branch (Fukuoka) (Plant) Shin-Ishinomaki Plant (Miyagi), Shirataka Plant (Yamagata), Oh-e Plant (Yamagata), Utsunomiya Plant (Tochigi), Gunma Plant (Gunma), Shimonoseki Plant (Yamaguchi) (Research institute) Central Research Institute (Ibaraki)
Daito Gyorui Co., Ltd.	Koto-ku, Tokyo	(Sales office) Senju Branch (Tokyo), Ohta Branch (Tokyo), Narita Branch (Chiba)
Yayoi Sunfoods Co., Ltd.	Minato-ku, Tokyo	(Sales office) Hokkaido Branch (Hokkaido), Tohoku Branch (Miyagi), Kanto Shinetsu Branch (Gunma), Shizuoka Branch (Shizuoka), Chubu Branch (Aichi), Kinki Branch (Osaka), Chugoku Branch (Hiroshima), Kyushu Branch (Fukuoka) (Plant) Kesenuma Plant (Miyagi), Nagaoka Plant (Niigata), Shimizu Plant (Shizuoka), Kyushu Plant (Fukuoka)
AIXIA CORPORATION	Minato-ku, Tokyo	(Sales office) Hokkaido Branch Office (Hokkaido), Tohoku Branch Office (Miyagi), East Japan Branch Office (Tokyo), Chubu Branch Office (Aichi), West Japan Branch Office (Osaka), Kyushu Branch Office (Fukuoka)
Taiyo A&F Co., Ltd.	Minato-ku, Tokyo	
Umios OCEAN Co., Ltd.	Chuo-ku, Tokyo	(Sales office) Yaizu Tuna Trade Department (Shizuoka), Yoshida Tuna Trade Department (Shizuoka), Logistics Department (Shizuoka) (Plant) Sapporo Business Office (Hokkaido), Sendai Food Plant (Miyagi), Yaizu Food Plant (Shizuoka), Yoshida Food Plant (Shizuoka)
Umios Logistics Corporation	Chuo-ku, Tokyo	(Sales office) Kanto Branch (Tokyo), Chubu Branch (Aichi), Kansai Branch (Osaka), Kyushu Branch (Fukuoka)
Umios Kitanippon Corporation	Kushiro-shi, Hokkaido	(Plant) Kushiro Plant (Hokkaido), Furano Plant (Hokkaido), Mori Plant (Hokkaido), Aomori Plant (Aomori)
Umios Hokkaido Co., Ltd.	Nishi-ku, Sapporo-shi, Hokkaido	(Plant) Sapporo Plant (Hokkaido), Nayoro Plant (Hokkaido), Tokachi Plant (Hokkaido)
Daitoh Gyorui Co., Ltd.	Atsuta-ku, Nagoya-shi, Aichi	
Shinko Gyorui Ltd.	Hyogo-ku, Kobe-shi, Hyogo	(Sales office) Tobu Branch Office (Hyogo), Akashi Branch Office (Hyogo)
Maruha Kyushu Uoichi Holdings Co., Ltd.	Higashi-ku, Fukuoka-shi, Fukuoka	
Kyushu Chuo Uoichi Co., Ltd.	Nishi-ku, Kumamoto-shi, Kumamoto	(Sales office) Kagoshima Market (Kagoshima)
Maruha Capital Investment, Inc.	Washington, U.S.A.	

Company name	Location of head office	Principal sales offices and plants
Westward Seafoods, Inc.	Washington, U.S.A.	(Plant) Dutch Harbor Plant (Alaska, U.S.A.), Northern Victor Plant (Alaska, U.S.A.), Unalaska Plant (Alaska, U.S.A.)
Premier Pacific Seafoods, Inc.	Washington, U.S.A.	
Austral Fisheries Pty Ltd.	Western Australia, Australia	
Maruha Nichiro Europe Holding B.V.	Flevoland, the Netherlands	
Seafood Connection Holding B.V.	Flevoland, the Netherlands	
KF Foods Limited	Samut Sakhon, Thailand	(Plant) Nadee Plant (Samut Sakhon, Thailand)
Kingfisher Holdings Limited	Samut Sakhon, Thailand	(Plant) Songkhla Plant (Songkhla, Thailand)
Southeast Asian Packaging and Canning Limited	Samut Sakhon, Thailand	(Plant) Bangpoo Plant (Samut Prakan, Thailand), Nadee Plant (Samut Sakhon, Thailand)

(Reference) Umios Network

- Head office major locations

<https://www.umios.com/jp/corporate/outline/data/office/> (in Japanese)

- Group company major locations

https://www.umios.com/en/who_we_are/location.html

(9) Employees

i) Consolidated companies

Business	Number of employees/[Temporary employees] (Persons)		Increase/decrease from the end of the previous fiscal year (Persons)	
Marine Resources Business	1,755	[1,191]	(15)	[6]
Foodstuff Distribution Business	3,543	[2,822]	209	[(163)]
Processed Foods Business	5,613	[8,869]	(288)	[211]
Other businesses	854	[87]	46	[(16)]
Group-wide (common)	714	[120]	73	[5]
Total	12,479	[13,089]	25	[43]

- Notes:
1. The number of employees shown denotes full-time employees. The number of temporary employees is expressed as the average annual number of such employees stated in square brackets “[].”
 2. The number of employees classified as Group-wide (common) represents employees belonging to administrative and other divisions that cannot be attributed to any particular business segment.
 3. Effective from the fiscal year ended March 31, 2026, the Group has changed the classification of reportable segments for some businesses. Consequently, in the year-on-year comparisons the Group uses figures of the previous fiscal year that have been restated to reflect the segment classifications after the change.

ii) The Company

Number of employees/[Temporary employees] (Persons)	Increase/decrease from the end of the previous fiscal year (Persons)	Average age (Years old)	Average service years (Years)
1,738 [1,768]	49 [(35)]	41.0	14.4

- Note: The number of employees shown denotes full-time employees. The number of temporary employees is expressed as the average annual number of such employees stated in square brackets “[].”

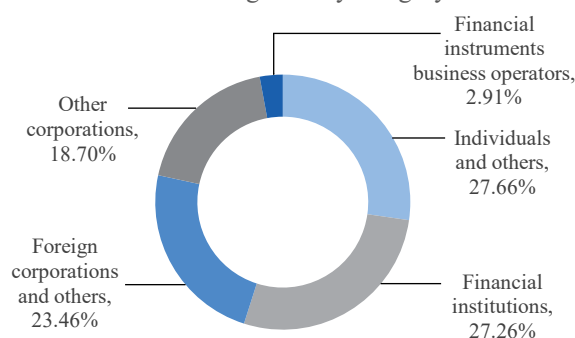
(10) Major creditors

Creditors	Borrowings outstanding (Millions of yen)
Mizuho Bank, Ltd.	49,519
The Norinchukin Bank	43,232
MUFG Bank, Ltd.	37,793
Sumitomo Mitsui Trust Bank, Limited	12,521
The Yamaguchi Bank, Ltd.	12,233

2. Shares of the Company

- (1) Total number of authorized shares
350,000,000
- (2) Total number of issued shares
151,607,868
(excluding 128,643 treasury shares)
- (3) Number of shareholders
84,352
(increase of 16,631 from the end of
the previous fiscal year)

Shareholding ratio by category



(4) Major shareholders

Name of shareholders	Numbers of shares held (Thousands of shares)	Shareholding ratio (%)
The Master Trust Bank of Japan, Ltd. (Trust Account)	18,709	12.34
Daitoh Trading Co., Ltd.	14,795	9.76
Custody Bank of Japan, Ltd. (Trust Account)	9,510	6.27
STATE STREET BANK AND TRUST COMPANY 505223	4,324	2.85
The Norinchukin Bank	2,796	1.84
OUG Holdings Inc.	2,538	1.67
STATE STREET BANK AND TRUST COMPANY 505001	2,524	1.66
Mizuho Bank, Ltd.	2,398	1.58
Nippon Life Insurance Company	2,218	1.46
JP MORGAN CHASE BANK 385781	1,832	1.21

- Notes: 1. Number of shares held is rounded down to the nearest thousand.
2. Shareholding ratio was calculated based on the total number of issued shares excluding the number of treasury shares (128,643 shares).
Treasury shares do not include 420,428 shares held in trust account of the Board Benefit Trust (BBT and J-ESOP).

(5) Shares issued to the Company's officers as remuneration for the execution of their duties during the fiscal year under review

		Number of shares (shares)	Number of eligible officers (Persons)
Directors (excluding Audit and Supervisory Committee Members)	Directors (excluding outside Directors)	4,700	1
	Outside Directors	–	–
Directors (Audit and Supervisory Committee Members)		–	–
Audit & Supervisory Board Members		–	–

- Notes: 1. Details of the Company's stock remuneration are presented in the Business Report, "3. Company officers, (4) Remuneration, etc. for Directors."
2. The Company transitioned from a company with an Audit & Supervisory Board to a company with an Audit and Supervisory Committee at the conclusion of the 81st Ordinary Shareholders' Meeting held on June 25, 2025 (said transition is referred to as the "Transition").
3. The Company implemented a stock split at a ratio of 3 shares for each 1 share of its common stock on January 1, 2026. However, the above reflects the number of shares as of the issued date (August 25, 2025).

(6) Other important matters concerning shares

The Company implemented a stock split at a ratio of 3 shares for each 1 share of its common stock on January 1, 2026. As a result, Total number of authorized shares increased by 231,043,000 shares, and the total number of issued shares increased by 101,157,674 shares.

3. Company officers

(1) Directors

Positions in the Company	Name	Responsibilities in the Company and important concurrent positions in other companies
Representative Director and President	Masaru Ikemi	
Director and Senior Managing Executive Officer	Daisuke Yasuda	Division Director of Overseas Business Strategy Division Director of Marketing In charge of Marketing Department, Product Development Department, Central Research Institute, and Logistics Department
Director and Senior Managing Executive Officer	Satoshi Kokaji	Segment Director of Processed Foods Business Division Director of Production & Manufacturing In charge of Production Planning Department
Director and Managing Executive Officer	Seiichi Hiroshima	Division Director of Corporate Management In charge of Personnel Department
Director	Katsue Okuda	
Director	Yoshiko Tonoike	Attorney at law
Director	Bradley Edmister	Attorney at law in New York State (US)
Director	Nobuhiko Takamatsu	
Director (Standing Audit and Supervisory Committee Member)	Taiichi Ono	
Director (Standing Audit and Supervisory Committee Member)	Yoshio Kimura	
Director (Standing Audit and Supervisory Committee Member)	Mutsumi Yamazaki	

Notes: 1. The following officers resigned during the fiscal year under review:

Positions in the Company at the time of resignation	Name	Responsibilities in the Company and important concurrent positions in other companies at the time of resignation	Date of resignation
Director & Managing Executive Officer	Seiichi Hiroshima	Division Director of Corporate Management In charge of Personnel Department	March 31, 2026

- Directors Katsue Okuda, Yoshiko Tonoike, Bradley Edmister, and Nobuhiko Takamatsu, as well as Directors (Audit and Supervisory Committee Members) Taiichi Ono and Yoshio Kimura are outside Directors.
- There are no special relationships between the Company and the companies at which the outside officers hold concurrent positions.
- The Company has designated Directors Katsue Okuda, Yoshiko Tonoike, Bradley Edmister, and Nobuhiko Takamatsu, as well as Directors (Audit and Supervisory Committee Members) Taiichi Ono and Yoshio Kimura as independent officers under the provisions of the Tokyo Stock Exchange and notified this to the Exchange.
- To enhance the effectiveness of the audit and supervision functions, the Company has appointed Taiichi Ono, Yoshio Kimura, and Mutsumi Yamazaki as Standing Audit and Supervisory Committee Members to provide an environment for audits and related activities and improve internal information gathering, and to constantly monitor and verify the development and operation status of internal control systems.
- Effective April 1, 2026, changes to the following officers have been made concerning their positions and responsibilities in the Company and important concurrent positions in other companies:

Positions in the Company	Name	Responsibilities in the Company and important concurrent positions in other companies
Representative Director & Chairman	Masaru Ikemi	Chief Executive Officer (CEO) Umios Corporate Transformation Department Management

Positions in the Company	Name	Responsibilities in the Company and important concurrent positions in other companies
Representative Director, President & Executive Officer	Daisuke Yasuda	Chief Operating Officer (COO) Division Director of Marketing In charge of Marketing Department and Product Development Department

(2) Outline of limited liability agreement

Pursuant to Article 427, paragraph 1 of the Companies Act, the Company has entered into agreements with outside Directors Katsue Okuda, Yoshiko Tonoike, Bradley Edmister, and Nobuhiko Takamatsu to limit their liabilities for damages under Article 423, paragraph 1 of the said Act. The maximum amount of liability for damages under this agreement is limited to the minimum liability amount provided for under laws and regulations.

(3) Summary, etc. of directors and officers liability insurance policy

The Company has entered into a directors and officers liability insurance policy pursuant to Article 430-3, paragraph 1 of the Companies Act, whereby Directors, Audit & Supervisory Board Members, Executive Officers, and managerial employees of the Company, its overseas subsidiaries, and consolidated subsidiaries in Japan constitute the insureds. There are no insurance premiums actually borne by the insureds.

The insurance policy essentially provides that the insurance company is to extend coverage under the policy for damages that may arise either as a result of an insured having been held liable in relation to the execution of his or her duties, or otherwise upon having become subject to a claim that involves pursuing such liability.

The insurance policy contains measures to ensure that the insureds execute their duties in a manner whereby appropriateness is not compromised. It accordingly contains certain exemptions such as that of not granting coverage for damages arising from actions recognized as constituting legal violation, and it furthermore sets limits on amounts of coverage.

(4) Remuneration, etc. for Directors

i) Matters concerning policy for determining content of remuneration, etc. for individual Directors

[Remuneration, etc. for Directors (excluding those who are Audit and Supervisory Committee Members)]

At its meeting of the Board of Directors, the Company adopted a resolution on policy for determining content of remuneration, etc. for individual Directors (excluding those who are Audit and Supervisory Committee Members). The Board of Directors engaged in preliminary consultation with the Nomination and Compensation Committee regarding the said Board of Directors resolution, and accordingly received a response.

In addition, the Board of Directors has deemed that the remuneration, etc. for individual Directors (excluding those who are Audit and Supervisory Committee Members) pertaining to the fiscal year under review is in alignment with the said decision-making policy, upon having confirmed that the method of setting content of remuneration, etc. as well as content of remuneration, etc. already determined are in alignment with the said decision-making policy, and upon also having confirmed that the response from the Nomination and Compensation Committee has been duly regarded.

Details concerning policy for determining content of remuneration, etc. for individual Directors (excluding those who are Audit and Supervisory Committee Members) are as follows.

1) Basic policy

With respect to remuneration for the executive management team and Directors (excluding those who are Audit and Supervisory Committee Members), the Company has adopted remuneration systems that clarify responsibility for short-term performance and provide sound incentive for ensuring that the Company enhances corporate value and achieves sustainable growth over the medium- to long-term. Specifically, the Company's remuneration for its executive management team and Directors (excluding those who are Audit and Supervisory Committee Members) consists

of a fixed remuneration component, a short-term performance-linked remuneration component, and a medium-term performance-linked stock remuneration. However, outside Directors who assume supervisory functions are eligible only for payment of fixed remuneration given that they perform such duties.

- 2) Policy for determining individual amounts of remuneration, etc. with respect to fixed remuneration and timing of payment thereof

Fixed remuneration for the Company's Directors (excluding those who are Audit and Supervisory Committee Members) is paid on a monthly basis, and is determined taking into account comprehensive factors that include each Director's position, roles and responsibilities.

- 3) Policy for determining content of short-term performance-linked remuneration and methods of calculating remuneration amounts

Consolidated ordinary income serves as an indicator for calculating short-term performance-linked remuneration because the Company deems that consolidated ordinary income is important in terms of increasing overall profitability encompassing financing activities. The Company calculates performance-linked remuneration amounts in alignment with the extent to which targets for consolidated ordinary income have been achieved in respective fiscal years, in accordance with standards set separately, with amounts paid on a monthly basis during subsequent fiscal years.

- 4) Policy for determining content of medium-term performance-linked stock remuneration and methods of calculating remuneration amounts

Regarding the medium-term performance-linked stock remuneration, the Company has adopted a stock benefit trust system with the objective of providing incentives to enhance corporate value and sustainable growth over the medium- to long-term. Under the system, points are awarded to eligible officers according to their position in accordance with the Regulations on Stock Benefits provided separately, and the Company's shares are delivered upon their retirement from the Board of Directors (excluding those who are Audit and Supervisory Committee Members) in proportion to the points they have earned.

- 5) Policy for determining the mix of remuneration for individual Directors (excluding those who are Audit and Supervisory Committee Members) in terms of amounts of fixed remuneration, short-term performance-linked remuneration, and medium-term performance-linked stock remuneration

The Company has designed the officer remuneration system under which the ratio of fixed remuneration, short-term performance-linked remuneration, and medium-term performance-linked stock remuneration shall be approximately 40%:30%:30% for officers at the level of Director, Senior Managing Executive Officer and above, and 50%:25%:25% for other officers.

- 6) Method of setting policy for determining content of remuneration, etc. for individual Directors (excluding those who are Audit and Supervisory Committee Members)

The Board of Directors holds authority for making decisions regarding amounts of remuneration, etc. for individual Directors (excluding those who are Audit and Supervisory Committee Members) of the Company and methods of calculating such amounts. The Nomination and Compensation Committee deliberates on matters that include the officer remuneration system as well as remuneration levels and remuneration amounts, serving an advisory function for the Board of Directors, and furthermore assists the Board of Directors in its decision-making by responding with its opinions thereto. Amounts of remuneration for individuals are determined by the Board of Directors, upon having duly regarded responses from the Nomination and Compensation Committee.

[Remuneration, etc. for Directors who are Audit and Supervisory Committee Members]

Remuneration for Directors who are Audit and Supervisory Committee Members is fixed remuneration only.

Remuneration for Directors who are Audit and Supervisory Committee Members is determined, within the total amount approved at a shareholders meeting, through discussions among such Directors.

ii) Total amount, etc. of remuneration, etc. for Directors and Audit & Supervisory Board Members

Category	Total amount of remuneration, etc. (Millions of yen)	Total amount of remuneration, etc. by type (Millions of yen)			Number of eligible officers (Persons)
		Fixed remuneration	Performance-linked remuneration, etc.		
			Monetary remuneration	Non-monetary remuneration, etc.	
Directors (excluding Audit and Supervisory Committee Members)	300	161	88	50	9
[of which, outside Directors]	[55]	[55]	[-]	[-]	[4]
Directors (Audit and Supervisory Committee Members)	56	56	-	-	3
[of which, outside Directors]	[39]	[39]	[-]	[-]	[2]
Audit & Supervisory Board Members	24	24	-	-	5
[of which, outside Audit & Supervisory Board Members]	[19]	[19]	[-]	[-]	[4]
Total	381	242	88	50	17
[of which, outside officers]	[114]	[114]	[-]	[-]	[10]

- Notes:
- The above table includes 1 Director (including 0 outside Directors) and 5 Audit & Supervisory Board Member (including 4 outside Audit & Supervisory Board Members) who retired at the conclusion of the 81st Ordinary Shareholders' Meeting held on June 25, 2025. Of these, 3 Audit & Supervisory Board Members (including 2 outside Audit & Supervisory Board Members) retired at the conclusion of this Shareholders' Meeting and subsequently assumed office as Audit and Supervisory Committee Members. Accordingly, the amounts paid and the number of persons are stated by allocating the portion corresponding to their tenure as Audit & Supervisory Board Members to "Audit & Supervisory Board Members," and the portion corresponding to their tenure as Audit and Supervisory Committee Members to "Directors (Audit and Supervisory Committee Members)."
 - The number of recipients is stated on a cumulative basis; however, the actual number is 14 (including 8 outside officers).
 - The amount remuneration, etc. for Directors does not include the portion of employee's salary for Directors who concurrently serve as employees.
 - Among performance-linked remuneration, etc. for the fiscal year under review, monetary remuneration has been determined based on the extent to which consolidated ordinary income targets were achieved in the previous fiscal year, with 106% of the target having been achieved in the fiscal year ended March 31, 2025. Consolidated ordinary income trends are presented under, "1. Overview of Operations of the Group, (5) Trends in financial position and profit and loss."
 - The total amount of non-monetary remuneration, etc. within the performance-linked remuneration, etc. for the fiscal year under review is the amount that should be recorded as expenses for the fiscal year under review based on the number of share award points granted or expected to be granted during the fiscal year under review under the Performance-linked Stock Remuneration Plan for Directors (excluding outside Directors).
 - Prior to the Transition, the Company resolved at its special shareholders' meeting held on January 30, 2014, that amounts of remuneration for Directors and Audit & Supervisory Board Members are to be no more than ¥60 million per month (this does not include the portion of employee's salary for Directors who concurrently serve as employees) and no more than ¥10 million per month, respectively. At the conclusion of this Shareholders' Meeting, the number of eligible Directors is 13 (of whom, 2 are outside Directors), and the number of eligible Audit & Supervisory Board Members is 5 (of whom, 4 are outside Audit & Supervisory Board Members).
In addition, at the 81st Ordinary Shareholders' Meeting held on June 25, 2025, the Company resolved that amounts of remuneration for Directors (excluding those who are Audit and Supervisory Committee Members) are to be no more than ¥60 million per month (this does not include the portion of employee's salary for Directors who concurrently serve as employees), and that amounts of remuneration for Directors who are Audit and Supervisory Committee Members are to be no more than ¥12 million per month. At the conclusion of this Shareholders' Meeting, the number of eligible Directors (excluding those who are Audit and Supervisory Committee Members) is 8 (of whom, 4 are outside Directors), and the number of eligible Directors who are Audit and Supervisory Committee Members is 3.
 - The Company has introduced a Performance-linked Stock Remuneration Plan "Board Benefit Trust (BBT)" for Directors (excluding outside Directors, and persons who do not reside in Japan) and Executive Officers (excluding persons who do not reside in Japan) following the resolution at the 78th Ordinary Shareholders'

Meeting held on June 28, 2022. It was resolved that the maximum total number of points per fiscal year to be granted to eligible persons shall be 50,000 points (of which 19,000 points shall be for Directors). The points granted to eligible persons shall be converted into one share of common shares of the Company per point upon the delivery of the Company's shares, etc. The number of eligible Directors at the conclusion of this Shareholders' Meeting is four.

In addition, the Company has abolished said "Board Benefit Trust (BBT)" and newly introduced a Performance-linked Stock Remuneration Plan "Board Benefit Trust (BBT)" for Directors (excluding those who are Audit and Supervisory Committee Members, outside Directors, and persons who do not reside in Japan) and Executive Officers (excluding persons who do not reside in Japan) following the resolution at the 81st Ordinary Shareholders' Meeting held on June 25, 2025. It was resolved that the maximum total number of points per fiscal year to be granted to eligible persons shall be 150,000 points (of which 60,000 points shall be for Directors). The points granted to eligible persons shall be converted into one share of common shares of the Company per point upon the delivery of the Company's shares, etc. The number of eligible Directors at the conclusion of this Shareholders' Meeting is four.

(5) Outside officers

Major activities in the fiscal year under review

	Attendance at the Board of Directors meetings	Attendance at the Audit & Supervisory Board or Audit and Supervisory Committee meetings	Attendance at the Nomination and Compensation Committee meetings	Status of attendance and remarks, and overview of duties performed associated with roles expected of outside Directors
Outside Director, Katsue Okuda	18/18	–	6/6	Based on her abundant experience and exceptional insight gained mainly through real estate appraisal work, as well as knowledge of corporate management developed at multiple companies, she has contributed to the Company's corporate governance and group management by providing necessary remarks particularly regarding proposals and deliberations.
Outside Director, Yoshiko Tonoike	18/18	–	6/6	Based on her knowledge of legal compliance as an attorney at law, abundant experience, and exceptional insight, she has contributed to the Company's corporate governance and group management by providing necessary remarks particularly regarding proposals and deliberations.
Outside Director, Bradley Edmister	18/18	–	–	Based on his abundant experience and exceptional insight in the fields of cross-border M&A, through his many years of experience as an attorney at law in New York State (US), he has contributed to the Company's corporate governance and group management by providing necessary remarks particularly regarding proposals and deliberations
Outside Director, Nobuhiko Takamatsu	18/18	–	6/6	Based on his knowledge of global corporate management, abundant experience, and exceptional insight, he has contributed to the Company's corporate governance and group management by providing necessary remarks particularly regarding proposals and deliberations.
Outside Director (Audit and Supervisory Committee Member), Taiichi Ono	14/14	12/12	4/4	Based on his extensive experience and exceptional insight related to corporate management and financial accounting, drawn from his many years of experience at financial institutions, he has offered remarks to ensure the validity and appropriateness of the Board of Directors' decision-making, and has also contributed to the provision of highly effective monitoring functions by auditing and supervising the status of management and internal controls from a neutral and expert perspective, and by providing appropriate advice and so forth.

	Attendance at the Board of Directors meetings	Attendance at the Audit & Supervisory Board or Audit and Supervisory Committee meetings	Attendance at the Nomination and Compensation Committee meetings	Status of attendance and remarks, and overview of duties performed associated with roles expected of outside Directors
Outside Director (Audit and Supervisory Committee Member), Yoshio Kimura	14/14	12/12	–	Based on his extensive experience and exceptional insight related to corporate management and financial accounting, drawn from his many years of experience at financial institutions, he has offered remarks to ensure the validity and appropriateness of the Board of Directors' decision-making, and has also contributed to the provision of highly effective monitoring functions by auditing and supervising the status of management and internal controls from a neutral and expert perspective, and by providing appropriate advice and so forth.
Outside Audit & Supervisory Board Member, Taiichi Ono	4/4	3/3	–	With his expertise regarding financial accounting including many years of experience at financial institutions as well as abundant knowledge, he appropriately executed his duties as an outside Audit & Supervisory Board Member by providing necessary remarks particularly regarding proposals and deliberations.
Outside Audit & Supervisory Board Member, Yoshio Kimura	4/4	3/3	–	With his expertise regarding financial accounting including many years of experience at financial institutions as well as abundant knowledge, he appropriately executed his duties as an outside Audit & Supervisory Board Member by providing necessary remarks particularly regarding proposals and deliberations.

4. Financial auditor

(1) Name of financial auditor

KPMG AZSA LLC

(2) Outline of limited liability agreement

No items to report.

(3) Financial auditor's remuneration, etc. for the fiscal year under review

	Payment amount (Millions of yen)
Financial auditor's remuneration, etc. for the fiscal year under review	179
Total money and other economic benefits to be paid to the financial auditor by the Company and its subsidiaries	310

Notes: 1. Of significant subsidiaries of the Company, Austral Fisheries Pty Ltd., Maruha Capital Investment, Inc., Westward Seafoods, Inc., Premier Pacific Seafoods, Inc., Maruha Nichiro Europe Holding B.V., Seafood Connection Holding B.V., KF Foods Limited, Kingfisher Holdings Limited and Southeast Asian Packaging and Canning Limited are subject to audits (limited to those under the provisions of the Companies Act or the Financial Instruments and Exchange Act (including equivalent foreign laws and ordinances)) of financial statements of a certified public accountant or an auditing corporation other than the Company's financial auditor (including those with equivalent foreign qualifications).

2. In its audit agreement with the financial auditor, the Company makes no clear distinction between the remuneration, etc. that it pays for auditing services governed by the Companies Act and for auditing services governed by the Financial Instruments and Exchange Act, and it is not practically possible to distinguish them. Consequently, the amount of remuneration, etc. for the financial auditor for the fiscal year ended March 31, 2026, is a sum of these two amounts.

3. Having performed the verifications on evaluation and analysis of the audits actually conducted during the previous fiscal year, the contents of audit hours and personnel allocation in the financial auditor's audit plan, status of execution of duties by the financial auditor, and reasonableness of remuneration estimates in light of the "Practical Guidelines for Audit & Supervisory Board Members, etc. Concerning Formulation of Evaluation and Selection Criteria for Financial Auditor" announced by the Japan Audit & Supervisory Board Members Association, the Audit & Supervisory Committee has consented to the amount of remuneration, etc. for the financial auditor as prescribed in Article 399, paragraph 1 of the Companies Act.

(4) Details of non-auditing services

The Company commissions and pays KPMG AZSA LLC for services other than those stipulated in Article 2, paragraph 1 of the Certified Public Accountants Act, to prepare a letter from the auditor to the managing underwriting firm for the issuance of bonds and advisory services regarding the International Financial Reporting Standards (IFRS).

(5) Policy on decision for dismissal or non-reappointment of financial auditor

If the financial auditor is found to correspond to any of the items prescribed in Article 340, paragraph 1 of the Companies Act, the Audit and Supervisory Committee shall decide the dismissal of the financial auditor subject to the consent of all Audit and Supervisory Committee Members.

In addition, when it is deemed that the financial auditor is no longer able to execute its duties in an appropriate manner from the viewpoint of the audit quality, quality management, independence, general capabilities, etc. of the financial auditor, the Audit and Supervisory Committee shall determine the contents of a proposal for dismissing or not re-appointing the said financial auditor to be submitted to the shareholders' meeting. On the basis of this determination by the Audit and Supervisory Committee, the Board of Directors shall submit the proposal to the shareholders' meeting.

5. Policy on determination of dividends of surplus and others

The Company regards the appropriate distribution of profits to its shareholders as an important management issue. As such, the Company's basic policy is to continue paying stable dividends in consideration of the management environment, while making efforts for sustainable growth and striving to enhance its financial status. Dividends shall be paid twice a year: an interim dividend by resolution of the Board of Directors and a year-end dividend by resolution of the shareholders' meeting. The Articles of Incorporation stipulate that the Company may, by resolution of the Board of Directors, pay interim dividends of surplus with a record date of September 30 of each year.

Under the above policy, our ongoing Mid-term Management Plan "For the ocean, for life 2027" is based on progressive dividends with a dividend payout ratio of 30% or more. The Company will implement the acquisition of treasury shares flexibly, to the extent consistent with the said policy, taking comprehensive account of trends in business performance.

(Reference) Corporate Governance System

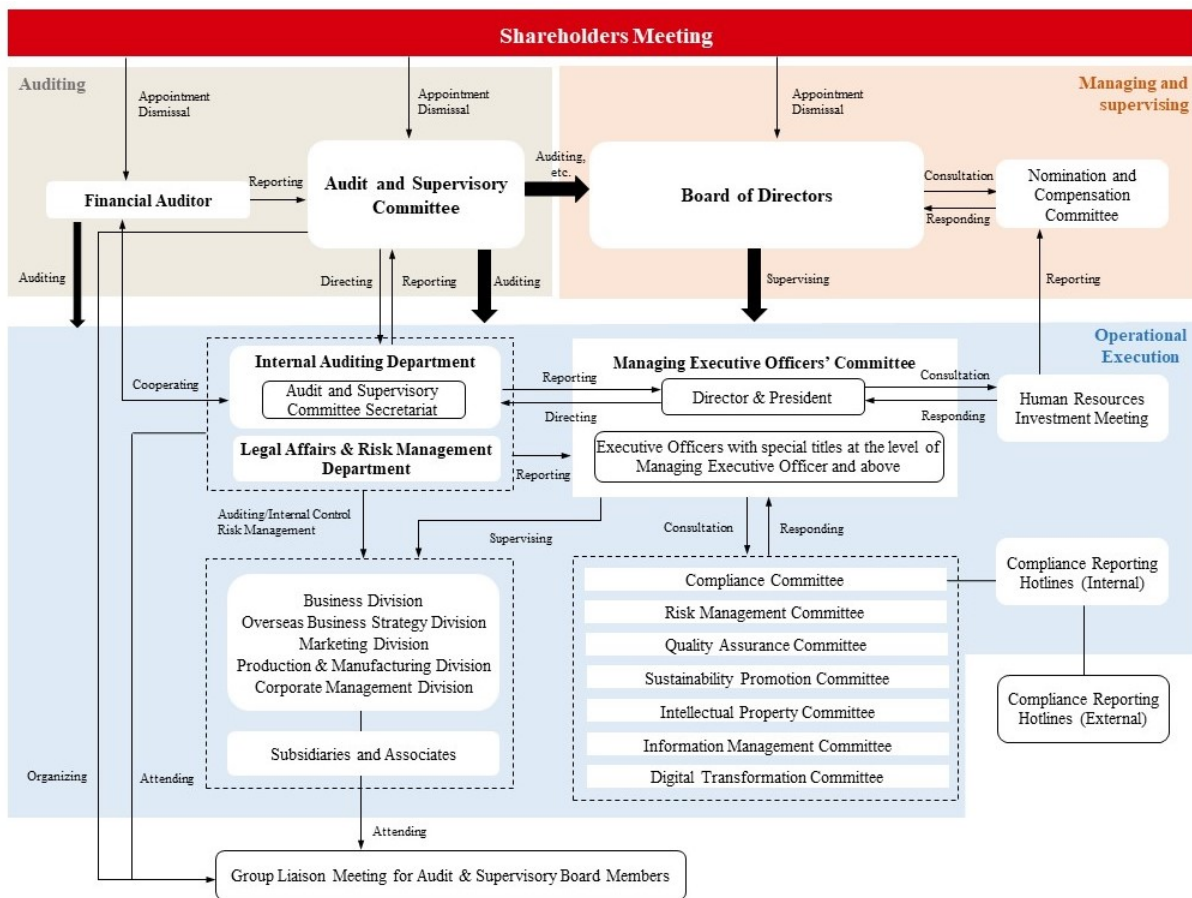
The Group strives to achieve sustainable growth and implement improvements in corporate value focusing on the long term by building equitable and productive relationships with its stakeholders. To this end, we place importance on ensuring operational integrity, transparency and efficiency while working to enhance corporate governance utilizing measures to accelerate decision-making and strengthen oversight.

The Company’s basic approach and policy regarding its corporate governance are summarized in the “Corporate Governance Guidelines,” which are available via the Company’s website.

(<https://www.umios.com/en/ir/governance.html>)

Corporate Governance System

As of April 1, 2026



Consolidated Balance Sheet

(As of March 31, 2026)

(Millions of yen)

Item	Amount	Item	Amount
ASSETS		LIABILITIES	
Current assets	457,468	Current liabilities	281,295
Cash and deposits	54,141	Notes and accounts payable - trade	54,078
Notes and accounts receivable - trade, and contract assets	143,722	Short-term borrowings	137,386
Inventories	244,733	Commercial papers	29,000
Other	15,480	Accounts payable - other	35,509
Allowance for doubtful accounts	(609)	Income taxes payable	6,745
Non-current assets	294,234	Provision for bonuses	2,250
Property, plant and equipment	171,932	Provision for bonuses for directors (and other officers)	29
Buildings and structures	65,249	Provision for shareholder benefit program	156
Machinery, equipment and vehicles	45,049	Provision for head office relocation expenses	485
Land	40,370	Other	15,654
Construction in progress	13,952	Non-current liabilities	178,920
Other	7,310	Bonds payable	51,000
Intangible assets	33,280	Long-term borrowings	89,494
Goodwill	7,622	Provision for special repairs	90
Other	25,658	Provision for bonuses for directors (and other officers)	115
Investments and other assets	89,021	Provision for share awards for directors (and other officers)	237
Investment securities	48,505	Provision for share awards for employees	246
Retirement benefit asset	9,954	Retirement benefit liability	20,990
Deferred tax assets	1,668	Other	16,746
Other	30,135	Total liabilities	460,215
Allowance for doubtful accounts	(1,241)		
		NET ASSETS	
		Shareholders' equity	203,564
		Share capital	20,000
		Capital surplus	26,095
		Retained earnings	157,947
		Treasury shares	(478)
		Accumulated other comprehensive income	43,672
		Valuation difference on available-for-sale securities	15,156
		Deferred gains or losses on hedges	1,031
		Foreign currency translation adjustment	25,142
		Remeasurements of defined benefit plans	2,342
		Non-controlling interests	44,250
		Total net assets	291,487
Total assets	751,702	Total liabilities and net assets	751,702

Note: Amounts are rounded down to the nearest million yen.

Consolidated Statement of Income

(From April 1, 2025 to March 31, 2026)

(Millions of yen)

Item	Amount	
Net sales	1,105,890	
Cost of sales	951,909	
Gross profit	153,981	
Selling, general and administrative expenses	122,790	
Operating income	31,191	
Non-operating income		
Interest income	589	
Dividend income	1,246	
Foreign exchange gains	262	
Subsidy income	1,435	
Miscellaneous income	1,892	5,426
Non-operating expenses		
Interest expenses	4,517	
Share of loss of entities accounted for using equity method	168	
Miscellaneous expenses	680	5,366
Ordinary income	31,251	
Extraordinary income		
Gain on sale of non-current assets	3,586	
Gain on sale of investment securities	7,717	
Other	169	11,473
Extraordinary losses		
Loss on disposal of non-current assets	451	
Impairment losses	214	
Head office relocation expenses	2,122	
Other	436	3,224
Profit before income taxes	39,501	
Income taxes - current	12,278	
Income taxes - deferred	(1,023)	
Profit	28,246	
Profit attributable to non-controlling interests	6,063	
Profit attributable to owners of parent	22,182	

Note: Amounts are rounded down to the nearest million yen.

Non-consolidated Balance Sheet

(As of March 31, 2026)

(Millions of yen)

Item	Amount	Item	Amount
ASSETS		LIABILITIES	
Current assets	255,844	Current liabilities	164,120
Cash and deposits	12,461	Accounts payable - trade	20,701
Notes and accounts receivable - trade	77,855	Short-term borrowings	77,630
Merchandise and finished goods	93,138	Commercial papers	29,000
Work in process	15,340	Accounts payable - other	25,243
Raw materials and supplies	5,494	Income taxes payable	2,052
Short-term loans receivable	44,069	Provision for shareholder benefit program	156
Other	7,485	Provision for head office relocation expenses	485
Non-current assets	187,460	Other	8,851
Property, plant and equipment	31,504	Non-current liabilities	139,213
Buildings	14,613	Bonds payable	51,000
Machinery and equipment	6,094	Long-term borrowings	71,159
Land	8,144	Deferred tax liabilities	1,572
Other	2,652	Provision for retirement benefits	10,960
Intangible assets	2,512	Provision for share awards for directors (and other officers)	237
Investments and other assets	153,443	Provision for share awards for employees	246
Investment securities	29,219	Other	4,038
Shares of subsidiaries and associates	84,837	Total liabilities	303,334
Investments in capital of subsidiaries and associates	1,207		
Long-term loans receivable	28,574	NET ASSETS	
Prepaid pension costs	5,626	Shareholders' equity	126,554
Other	4,018	Share capital	20,000
Allowance for doubtful accounts	(38)	Capital surplus	10,800
		Legal capital surplus	5,000
		Other capital surplus	5,800
		Retained earnings	96,230
		Other retained earnings	96,230
		General reserve	1,692
		Retained earnings brought forward	94,538
		Treasury shares	(477)
		Valuation and translation adjustments	13,417
		Valuation difference on available-for-sale securities	12,392
		Deferred gains or losses on hedges	1,025
		Total net assets	139,971
Total assets	443,305	Total liabilities and net assets	443,305

Note: Amounts are rounded down to the nearest million yen.

Non-consolidated Statement of Income

(From April 1, 2025 to March 31, 2026)

(Millions of yen)

Item	Amount	
Net sales		528,253
Cost of sales		461,749
Gross profit		66,504
Selling, general and administrative expenses		62,917
Operating income		3,587
Non-operating income		
Interest income	664	
Dividend income	10,859	
Miscellaneous income	486	12,010
Non-operating expenses		
Interest expenses	2,044	
Foreign exchange losses	124	
Miscellaneous expenses	315	2,484
Ordinary income		13,113
Extraordinary income		
Gain on sale of non-current assets	2,580	
Gain on sale of investment securities	6,968	
Other	14	9,562
Extraordinary losses		
Loss on disposal of non-current assets	109	
Loss on valuation of shares of subsidiaries and associates	456	
Head office relocation expenses	2,122	
Other	215	2,904
Profit before income taxes		19,772
Income taxes - current		4,215
Income taxes - deferred		(687)
Profit		16,244

Note: Amounts are rounded down to the nearest million yen.

Independent Auditor's Report

May 21, 2026

The Board of Directors
Umios Corporation

KPMG AZSA LLC
Tokyo Office

Kentaro Mikuriya
Designated Limited Liability Partner
Engagement Partner
Certified Public Accountant

Yoshinao Abe
Designated Limited Liability Partner
Engagement Partner
Certified Public Accountant

Hiroshi Nishimoto
Designated Limited Liability Partner
Engagement Partner
Certified Public Accountant

Opinion

We have audited the consolidated financial statements, comprising the consolidated balance sheet, the consolidated statement of income, the consolidated statement of changes in equity and the related notes of Umios Corporation (the "Company") as at March 31, 2026, and for the year from April 1, 2025, to March 31, 2026, in accordance with Article 444, paragraph 4 of the Companies Act.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position and results of operations of the Group, which consisted of the Company and its consolidated subsidiaries, applicable to the fiscal year ended March 31, 2026 in accordance with accounting principles generally accepted in Japan.

Basis for Audit Opinion

We conducted our audit in accordance with auditing standards generally accepted in Japan. Our responsibilities under those standards are further described in the "Auditor's Responsibilities for the Audit of the Consolidated Financial Statements" section of our report. We are independent of the Company and its consolidated subsidiaries in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Japan (including the requirements applicable to audits of financial statements of public interest entities), and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Statements

Other statements are the Business Report and its supplementary schedules. Management is responsible for preparing and disclosing other statements. In addition, the Audit and Supervisory Committee is responsible for overseeing the Directors' performance of duties within the maintenance and operation of the reporting process of other statements.

Our audit opinion on the consolidated financial statements does not include any other statements, and we express no opinion on any other statements.

Our responsibility in the audit of the consolidated financial statements is to read the other statements carefully and, in the course of the reading, to consider whether there are material differences between the other statements and the consolidated financial statements or our knowledge obtained in the course of audit, and to pay attention to whether there is any indication of material errors in the other statements other than such material differences.

If, based on the work we have performed, we determine that there are material errors in the other statements, we are required to report those facts.

We have no matters to report on the other statements.

Responsibilities of Management and the Audit and Supervisory Committee for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with accounting principles generally accepted in Japan; this includes the maintenance and operation of internal control deemed necessary by management for the preparation and fair presentation of the consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing whether it is appropriate to prepare the consolidated financial statements with the assumption of a going concern, and also for disclosing matters related to going concern if deemed necessary based on accounting principles generally accepted in Japan.

The Audit and Supervisory Committee is responsible for overseeing the Directors' performance of duties within the maintenance and operation of the financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our responsibilities are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that expresses our opinion on the consolidated financial statements based on our audit from an independent point of view. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the decisions of users of these consolidated financial statements.

In accordance with auditing standards generally accepted in Japan, we exercise professional judgment and maintain professional skepticism throughout the audit process to perform the following:

- Identify and assess the risk of material misstatement due to fraud or error. In addition, design and implement audit procedures to address the risks of material misstatement. Selecting audit procedures to be applied is at the discretion of the auditor. Obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.
- When auditing the consolidated financial statements, obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances in making risk assessments, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control.
- Evaluate the appropriateness of accounting policies used by management and their method of application, as well as the reasonableness of accounting estimates made by management and the appropriateness of related notes thereto.
- Conclude on the appropriateness of preparing the consolidated financial statements with the assumption of a going concern by management, and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the notes to the consolidated financial statements or, if the notes to the consolidated financial statements on material uncertainty are inadequate, to express a qualified opinion with exceptions on the consolidated financial statements. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate whether the presentation of the consolidated financial statements and notes to the consolidated financial statements are in accordance with accounting standards generally accepted in Japan, as well as evaluate the presentation, structure, and content of the consolidated financial statements, including the related notes thereto, and whether the consolidated financial statements fairly present the underlying transactions and accounting events.
- Plan and perform audit of the consolidated financial statements to obtain sufficient and appropriate audit evidence regarding the financial information of the Company and its consolidated subsidiaries to provide a basis for our opinion on the consolidated financial statements. We are responsible for the direction, supervision, and inspection of the audit of the consolidated financial statements. We remain solely responsible for our audit opinion.

We report to the Audit and Supervisory Committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit process, and other matters required by auditing standards.

We also provide the Audit and Supervisory Committee with a statement that we have complied with relevant ethical requirements in Japan regarding independence, and communicate with them all relationships and other matters that may reasonably be deemed to bear on our independence, and where applicable, any measures taken to eliminate obstruction factors, as well as related safeguards to reduce obstruction factors to acceptable levels.

Conflicts of Interest

We or engagement partners have no interest in the Company and its consolidated subsidiaries which should be disclosed pursuant to the provisions of the Certified Public Accountants Act of Japan.

Notes to the Reader of Independent Auditor's Report:

The Independent Auditor's Report herein is the English translation of the Independent Auditor's Report as required by the Companies Act.

Independent Auditor's Report

May 21, 2026

The Board of Directors
Umios Corporation

KPMG AZSA LLC
Tokyo Office

Kentaro Mikuriya
Designated Limited Liability Partner
Engagement Partner
Certified Public Accountant

Yoshinao Abe
Designated Limited Liability Partner
Engagement Partner
Certified Public Accountant

Hiroshi Nishimoto
Designated Limited Liability Partner
Engagement Partner
Certified Public Accountant

Opinion

We have audited the non-consolidated financial statements, comprising the Non-consolidated Balance Sheet, the Non-consolidated Statement of Income, the non-consolidated statement of changes in equity, the related notes, and its supplementary schedules of Umios Corporation (the "Company") for the 82nd fiscal year from April 1, 2025, to March 31, 2026 (the "Non-consolidated Financial Statements"), in accordance with Article 436, paragraph 2 (1) of the Companies Act.

In our opinion, the Non-consolidated Financial Statements, referred to above present fairly, in all material respects, the financial position and results of operations of the Company, applicable to the fiscal year ended March 31, 2026 in accordance with accounting principles generally accepted in Japan.

Basis for Audit Opinion

We conducted our audit in accordance with auditing standards generally accepted in Japan. Our responsibilities under those standards are further described in the "Auditor's Responsibilities for the Audit of the Non-consolidated Financial Statements" section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Japan (including the requirements applicable to audits of financial statements of public interest entities), and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Statements

Other statements are the Business Report and its supplementary schedules. Management is responsible for preparing and disclosing other statements. In addition, the Audit and Supervisory Committee is responsible for overseeing the Directors' performance of duties within the maintenance and operation of the reporting process of other statements.

Our audit opinion on the Non-consolidated Financial Statements does not include any other statements, and we express no opinion on any other statements.

Our responsibility in the audit of the Non-consolidated Financial Statements is to read the other statements carefully and, in the course of the reading, to consider whether there are material differences between the other statements and the Non-consolidated Financial Statements or our knowledge obtained in the course of audit, and to pay attention to whether there is any indication of material errors in the other statements other than such material differences.

If, based on the work we have performed, we determine that there are material errors in the other statements, we are required to report those facts.

We have no matters to report on the other statements.

Responsibilities of Management and the Audit and Supervisory Committee for the Non-consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the Non-consolidated Financial Statements in accordance with accounting principles generally accepted in Japan; this includes the maintenance and operation of internal control deemed necessary by management for the preparation and fair presentation of the Non-consolidated Financial Statements that are free from material misstatement, whether due to fraud or error.

In preparing the Non-consolidated Financial Statements, management is responsible for assessing whether it is appropriate to prepare the Non-consolidated Financial Statements with the assumption of a going concern, and also for disclosing matters related to going concern if deemed necessary based on accounting principles generally accepted in Japan.

The Audit and Supervisory Committee is responsible for overseeing the Directors' performance of duties within the maintenance and operation of the financial reporting process.

Auditor's Responsibilities for the Audit of the Non-consolidated Financial Statements

Our responsibilities are to obtain reasonable assurance about whether the Non-consolidated Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that expresses our opinion on the Non-consolidated Financial Statements based on our audit from an independent point of view. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the decisions of users of the Non-consolidated Financial Statements.

In accordance with auditing standards generally accepted in Japan, we exercise professional judgment and maintain professional skepticism throughout the audit process to perform the following:

- Identify and assess the risk of material misstatement due to fraud or error. In addition, design and implement audit procedures to address the risks of material misstatement. Selecting audit procedures to be applied is at the discretion of the auditor. Obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.
- When auditing the Non-consolidated Financial Statements, obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances in making risk assessments, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control.
- Evaluate the appropriateness of accounting policies used by management and their method of application, as well as the reasonableness of accounting estimates made by management and the appropriateness of related notes thereto.
- Conclude on the appropriateness of preparing the Non-consolidated Financial Statements with the assumption of a going concern by management, and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the notes to the Non-consolidated Financial Statements or, if the notes to the Non-consolidated Financial Statements on material uncertainty are inadequate, to express a qualified opinion with exceptions on the Non-consolidated Financial Statements. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate whether the presentation of the Non-consolidated Financial Statements and notes to the Non-consolidated Financial Statements are in accordance with accounting standards generally accepted in Japan, as well as evaluate the presentation, structure, and content of the Non-consolidated Financial Statements, including the related notes thereto, and whether the Non-consolidated Financial Statements fairly present the underlying transactions and accounting events.

We report to the Audit and Supervisory Committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit process, and other matters required by auditing standards.

We also provide the Audit and Supervisory Committee with a statement that we have complied with relevant ethical requirements in Japan regarding independence, and communicate with them all relationships and other matters that may reasonably be deemed to bear on our independence, and where applicable, any measures taken to eliminate obstruction factors, as well as related safeguards to reduce obstruction factors to acceptable levels.

Conflicts of Interest

We or engagement partners have no interest in the Company which should be disclosed pursuant to the provisions of the Certified Public Accountants Act of Japan.

Notes to the Reader of Independent Auditor's Report:

The Independent Auditor's Report herein is the English translation of the Independent Auditor's Report as required by the Companies Act.

Auditor's Report

We, the Audit and Supervisory Committee, have audited the performance of duties by the Directors for the 82nd fiscal year from April 1, 2025, to March 31, 2026. We hereby report the method and results as follows.

1. Method and Content of Audits

During the fiscal year, the Audit & Supervisory Board Members of the Audit & Supervisory Board conducted audits until the conclusion of the Ordinary Shareholders' Meeting held on June 25, 2025. Following the Company's transition to a company with Audit and Supervisory Committee at the conclusion of that Ordinary Shareholders' Meeting, audits were subsequently conducted by the Audit and Supervisory Committee. The Audit and Supervisory Committee received regular reports from Directors and employees, etc. regarding the content of Board of Directors resolutions regarding matters stated in Article 399-13, paragraph 1 (1), (b) and (c) of the Companies Act and on the development and operation of the system (internal control system) developed in accordance with those resolutions. It requested explanations as necessary and clearly stated its opinions, as well as conducting audits by the method described below.

- (i) Following the audit policy and allocation of duties determined by the Audit and Supervisory Committee, and in accordance with the Audit and Supervisory Committee audit standard determined by the Audit and Supervisory Committee, in coordination with the Internal Control Division of the Company, we attended important meetings, received reports from the Directors and employees, etc. regarding the status of the performance of their duties, requested explanations as necessary, perused important approval documents, etc., and examined the results of operations and financial position at headquarters and main business sites. In addition, regarding subsidiaries, we communicated and exchanged information with the directors, Audit & Supervisory Board members, etc., of subsidiaries, and received reports on their business from subsidiaries as necessary. We also examined the results of operations and financial position of subsidiaries.
- (ii) We oversaw and verified whether the financial auditor maintained an independent position and conducted appropriate audits, received reports from the financial auditor on the status of the performance of its duties, and requested explanations as necessary. In addition, we received notification from the financial auditor that, in accordance with the "Quality Control Standards for Audits" (Business Accounting Council), etc., it had developed systems in order to ensure that its duties are appropriately performed (i.e., notification of the matters stated in the items of Article 131 of the Ordinance on Accounting of Companies) and requested explanations as necessary.

Based on the methods above, we examined the business report, its supplementary schedules, the non-consolidated financial statements (i.e., the Non-consolidated Balance Sheet, Non-consolidated Statement of Income, non-consolidated statement of changes in equity, and the related notes), its supplementary schedules, and the consolidated financial statements (i.e., the consolidated balance sheet, consolidated statement of income, consolidated statement of changes in equity, and the related notes) for the fiscal year under review.

2. Audit Results

(1) Audit results of the business report, etc.

- (i) We acknowledge that the business report and its supplementary schedules fairly present the status of the Company in conformity with laws, regulations, and the Articles of Incorporation.
- (ii) We acknowledge that with regard to the performance of duties by Directors, there were no instances of misconduct or material matters in violation of laws, regulations, or the Articles of Incorporation.
- (iii) We find the Board of Directors' resolution regarding the internal control systems to be reasonable.
Additionally, we acknowledge that there are no matters that should be commented on in regard to the statements in the business report or the Directors' performance of their duties relating to the internal control systems.

(2) Audit results of the non-consolidated financial statements and its supplementary schedules

We find the methods and results of the audits by the financial auditor, KPMG AZSA LLC, to be reasonable.

(3) Audit results of the consolidated financial statements

We find the methods and results of the audits by the financial auditor, KPMG AZSA LLC, to be reasonable.

May 22, 2026

Umios Corporation, Audit and Supervisory Committee

Standing Audit and Supervisory Committee Member (Outside Director) Taiichi Ono

Standing Audit and Supervisory Committee Member (Outside Director) Yoshio Kimura

Standing Audit and Supervisory Committee Member (Director) Mutsumi Yamazaki

Notes to the Reader of Auditor's Report:

The Auditor's Report herein is the English translation of the Auditor's Report as required by the Companies Act.