



March 13, 2026

Company name: Morinaga Milk Industry Co., Ltd.
5-2, Higashishimbashi 1-chome, Minato-ku,
Tokyo
Representative: Yohichi Ohnuki,
Representative Director & President
(Code: 2264, Prime Market of the Tokyo Stock Exchange)

Notice Regarding Determination of Basic Policy and Beginning of Preparations for Absorption-Type Merger of Wholly Owned Subsidiary Morinaga Milk Industry Sales Co., Ltd.

At a meeting held on March 13, 2026, the Board of Directors resolved to adopt a basic policy of implementing at some point in the future an absorption-type merger of Morinaga Milk Industry Sales Co., Ltd. (hereinafter, “the subsidiary subject to the merger”), a wholly owned subsidiary of Morinaga Milk Industry Co., Ltd. (hereinafter, “the Company”), and to begin preparations for the implementation of the same, as follows.

Furthermore, as of today, the situation has not progressed to the point of a merger agreement being concluded, but the Board of Directors is scheduled to pass a resolution approving the merger agreement based on the completion of system integration, contractual procedures with customers, and other matters going forward.

1. Purpose of the organizational reform

The subsidiary subject to the merger has played a role in the sales activities of the Morinaga Milk Group over the years, and the decision to implement the merger was taken with the objective of consolidating management resources, strengthening, speeding up, and improving the efficiency of sales activities, and enhancing group governance. Through this initiative we seek to improve the corporate value of the Group as a whole.

2. Overview of the policy at this point in time

(1) Method of reorganization envisaged

The Company envisages an absorption-type merger (simplified/short-form merger) in which the Company itself is the surviving company and the subsidiary subject in the merger is the disappearing company.

(2) Matters pertaining to preparations

The Company will proceed mainly with the following matters in preparation for the merger.

- Integration/migration of course systems, sales management systems, and order entry systems, etc.
- Procedures related to the change in the entity with which customers contract
- Rebuilding of business processes and internal controls

(3) Schedule envisaged*

Resolution by the Board of Directors concerning approval of merger agreement: March 2027 (scheduled)

Conclusion of merger agreement: March 2027 (scheduled)

Effective date of the merger: April 2027 (scheduled)

*The schedule given above is our estimate at this point in time, and may change depending on the state of preparations and other matters.

(4) Details of allotments pertaining to the organizational reform

This is an absorption-type merger of a wholly owned subsidiary of the Company, and thus there will be no issuance of new shares or allotments of money, etc. pertaining to the merger.

(5) Details of share acquisition rights and bonds with share acquisition rights pertaining to the organizational reform

Not applicable.

3. Overview of companies involved in organizational reform

	Company surviving the absorption-type merger	Company disappearing in the absorption-type merger
(1) Corporate name	Morinaga Milk Industry Co., Ltd.	Morinaga Milk Industry Sales Co., Ltd.
(2) Head office address	5-2, Higashishimbashi 1-chome, Minato-ku, Tokyo	13-8, Shibaura 3-chome, Minato-ku, Tokyo
(3) Representative	Yohichi Ohnuki, Representative Director and President	Hiroshi Takedachi, Representative Director and President
(4) Business	Production and sale of milk, dairy products, ice cream, beverages, liquid foods, and other products	Wholesale and distribution business for foods in general, centered on milk and dairy products and associated consumer goods
(5) Capital	21,821 million yen	497 million yen
(6) Established in	April 13, 1949	July 2, 1969
(7) Shares outstanding	89,045,086 shares	740,676 shares
(8) Fiscal term	March 31	March 31

(9) Major shareholder and shareholding ratio (as of September 30, 2025)	The Master Trust Bank of Japan, Ltd. (Trust Account): 14.56% Custody Bank of Japan, Ltd. (Trust Account): 7.43%	Morinaga Milk Industry Co., Ltd.: 100%
(10) Financial status and operating results for the fiscal year immediately preceding	Fiscal year ended March 31, 2025 (consolidated)	Fiscal year ended March 31, 2025 (non-consolidated)
Net assets	271,103 million yen	12,011 million yen
Total assets	520,423 million yen	23,394 million yen
Net assets per share	3,187.41 yen	16,217.52 yen
Net sales	561,173 million yen	61,732 million yen
Operating profit	29,658 million yen	1,040 million yen
Ordinary profit	29,864 million yen	1,378 million yen
Profit attributable to owners of parent / Profit	5,459 million yen	1,120 million yen
Basic earnings per share	64.60 yen	1,513.30 yen

4. Situation after the organizational reform

No changes in the name, location, role and name of the representative, nature of business, capital, or fiscal year-end of the Company are expected to take place following the organizational reform.

Corporate name	Morinaga Milk Industry Co., Ltd.
Head office address	5-2, Higashishimbashi 1-chome, Minato-ku, Tokyo
Representative	Yohichi Ohnuki, Representative Director and President *
Business	Production and sale of milk, dairy products, ice cream, beverages, liquid foods, and other products
Capital	21,821 million yen
Fiscal term	March 31

* This is conditional upon the approval of the proposal for the election of Directors at the 103rd Annual General Meeting of Shareholders scheduled to be held on June 25, 2026, which is a prerequisite for reappointment.

5. Procedure going forward

The Company will make further appropriate disclosures at the point at which specific details of the merger agreement are finalized and approved by a resolution of the Board of Directors.

6. Outlook for the future

The impact on the consolidated performance of the Company has not been determined will be immaterial. If matters that should be disclosed come to light going forward, the Company will provide prompt notification of the same.

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