



November 14, 2025

The Nisshin Oillio Group, Ltd.

Securities Code: 2602; Prime Market of TSE

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Announcement Regarding the Disposal of Treasury Shares in Conjunction with the Continuation of the Stock-Based Compensation Plan

The Nisshin Oillio Group, Ltd. (the “Company”) hereby announces that the Board of Directors resolved today to dispose of its treasury shares as stock-based compensation (hereinafter referred to as the “Disposal of Treasury Shares”), as described below.

1. Outline of the disposal

(1) Date of disposal	December 2, 2025
(2) Type and number of shares to be disposed of	84,900 shares of the common stock of the Company
(3) Disposal value	5,100 yen per share
(4) Total value of shares to be disposed of	432,990,000 yen
(5) Allottee	Sumitomo Mitsui Trust Bank, Limited (trust account) (Re-trustee: Custody Bank of Japan, Ltd. [trust account])
(6) Other	An extraordinary report has been submitted pursuant to the Financial Instruments and Exchange Act regarding the Disposal of Treasury Shares.

2. Purpose of and reason for the disposal

The Company resolved at the Board of Directors’ meeting held on May 9, 2018, to introduce a stock-based compensation plan (hereinafter referred to as the “Plan,” and a trust that was established under the Plan as the “Trust”) for the purpose of the following: 1. To clarify the link between the compensation of the Company’s directors (excluding outside directors, hereinafter the same shall apply) and the corporate officers who have concluded a delegation contract with the Company (hereinafter collectively referred to as the “Directors, etc.”) and stock value of the Company; 2. To enhance the commitment of Directors, etc., to improve medium- to long-term business performance and increase corporate value, by sharing the benefits and risks associated with stock price fluctuations with shareholders. The introduction of the Plan to directors of the Company was approved at the 146th Annual General Meeting of Shareholders held on June 28, 2018.

Additionally, the Company resolved at the Board of Directors’ meeting held on May 11, 2022, to make partial revisions and continue the Plan. These revisions to the compensation for the Company’s directors were approved at the 150th Annual General Meeting of Shareholders held on June 24, 2022.

Moreover, at the Board of Directors’ meeting held on June 17, 2025, the Company resolved to further extend the Plan, thereby continuing the Plan to date.

For an outline of the Plan, please refer to the “Notice of Partial Revisions and Continuation of the Stock-Based Compensation Plan for Directors, etc.” dated May 11, 2022 (available in Japanese only).

The Disposal of Treasury Shares will be made to Sumitomo Mitsui Trust Bank, Limited (trust account) (Re-trustee: Custody Bank of Japan, Ltd. [trust account]), which is the trustee of the Trust.

The number of shares to be disposed of is the equivalent of the number of shares expected to be delivered to the Directors, etc., in accordance with the Stock Grant Regulations, which has been revised in conjunction with the partial changes to the Plan, and upon taking into consideration the changes in the ranks, composition, etc., of the

Directors, etc., during the extended trust period. The scale of dilution will be 0.25% of all shares issued at 33,716,257 shares as of September 30, 2025 (0.27% of the total number of voting rights at 312,810 as of September 30, 2025; both figures have been rounded off to two decimal places).

The Company believes that the Plan will clarify the link between the compensation of the Directors, etc., and stock value of the Company and lead to an increase in corporate value over the medium to long term. The Company has determined that both the number of shares to be disposed of and the scale of dilution of the Disposal of Treasury Shares are reasonable and the effect of the Disposal of Treasury Shares on the secondary market will be minimal.

(Reference)

Outline of the trust agreement concerning the Trust

Trustor:	The Company
Trustee:	Sumitomo Mitsui Trust Bank, Limited (Re-trustee: Custody Bank of Japan, Ltd.)
Beneficiaries:	Directors, etc., who have satisfied the beneficiary requirements
Trust administrator:	A third party who is independent of the Company, its directors and Audit & Supervisory Board members
Exercise of voting rights:	Voting rights associated with the shares of the Company held in the Trust shall not be exercised throughout the trust period
Type of trust:	Money held in trust other than a money trust (third-party benefit trust)
Date of trust agreement:	August 27, 2018
Trust period:	August 27, 2018, to August 31, 2029 (scheduled)
Purpose of the trust:	To deliver the shares of the Company to beneficiaries in accordance with the Stock Grant Regulations

3. Basis for calculating the disposal value and specific details thereof

In light of the recent trends in stock prices and to ensure that the disposal value is free of any arbitrariness, the Company has set the disposal value at 5,100 yen, which is the closing price of its shares on the Tokyo Stock Exchange on November 13, 2025, the business day immediately preceding the date of the Board of Directors resolution. The reason for adopting the closing price on that date is that it is a market price immediately prior to the resolution date, and it has been determined to be objective and highly reasonable as the basis for calculation.