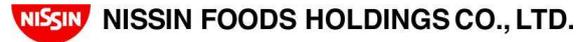


March 13, 2026



Koki Ando

President and Representative Director, CEO

## **Notice Concerning Additional Acquisition of Shares of an Equity-Method Affiliate in the Philippines (Transition to a Consolidated Subsidiary)**

NISSIN FOODS HOLDINGS CO., LTD. (hereinafter “the Company”) hereby announces that, at a meeting of its Board of Directors held today, it resolved, as outlined below, to acquire 21% of the total issued shares of Nissin-Universal Robina Corporation (“NURC”), a joint venture in the Philippines between the Company’s Thai subsidiary, NISSIN FOODS ASIA CO., LTD. (“NFA”) and UNIVERSAL ROBINA CORPORATION (“URC”). The shares will be acquired from URC through NFA in January 2027, thereby making NURC a consolidated subsidiary of the Company.

### **1. Reason for acquisition of shares**

As part of our “Mid- to Long-Term Growth Strategy 2030” announced in May 2021, we set a target to achieve c.45% of our Core Operating Profit\* from overseas businesses. We are committed to further strengthening our focus on international growth.

Southeast Asia represents a promising market for the Group, as the region has an established noodle-eating culture and is expected to see continued growth in both consumption volume and sales value of instant noodles due to ongoing economic development. The Group has been expanding its operations throughout the region. Among these markets, the Philippines continues to demonstrate strong economic growth, with a GDP growth rate of 4.4% year-on-year in 2025 (according to the Philippine Statistics Authority).

At the same time, the Philippines is one of the world’s leading instant noodle markets, with total demand of 4.49 billion servings, ranking seventh globally (2024, World Instant Noodles Association). Supported by population growth and rising purchasing power, the market is expected to expand further. The Group has been developing the Philippine market through its joint venture, NURC, and sales of NURC’s core product, “CUP NOODLES,” have been performing steadily

In light of these market conditions, the Group has engaged in discussions aimed at further

strengthening its business operations in the Philippines and enabling more agile investment of resources and decision-making. As a result, the Group has decided to acquire 21% of NURC's shares currently held by URC. Following the completion of this share acquisition, the ownership ratio of NURC will be 70% for the Group and 30% for URC.

URC is one of the leading consumer goods companies in the Philippines, operating businesses in beverages, confectionery, and other consumer products.

2. Overview of the subsidiary (Nissin-Universal Robina Corporation.) subject to change

(1) Name	Nissin-Universal Robina Corporation		
(2) Location	6th Floor, Tera Tower, Bridgetowne, E. Rodriguez, Jr. Avenue (C5 Road), Ugong Norte, Quezon City, Metro Manila		
(3) Job title and name of representative	President: Irwin C. Lee		
(4) Description of business	Manufacturing and sales of instant noodles		
(5) Share capital	189 Million PHP		
(6) Date of establishment	1994		
(7) Major shareholders and ownership ratios	Universal Robina 51%、 Nissin Foods Asia 49%		
(8) Relationship between the Company and said company	Capital relationship	Our group holds 49% of NURC's outstanding shares.	
	Personnel relationship	Officers and employees of our group serves as directors of NURC.	
	Business relationship	NURC has business transactions involving products and services with our company and our group companies.	
(9) Operating results and financial positions of said company for the last three years			
As of / Fiscal year ended	Dec 31, 2022	Dec 31, 2023	Dec 31, 2024
Net assets	1,615,016	1,795,370	2,975,499
Net sales	10,006,666	10,302,509	10,673,236
Net Income After Tax	1,044,516	1,229,689	1,383,393

(thousand pesos, unless otherwise noted)

3. Overview of the counterparty to the acquisition of shares

(1) Name	UNIVERSAL ROBINA CORPORATION	
(2) Location	8th Floor, Tera Tower, Bridgetowne, E. Rodriguez, Jr. Avenue (C5 Road), Ugong Norte, Quezon City, Metro Manila	
(3) Job title and name of representative	Chairman: Lance Gokongwei	
(4) Description of business	Branded Consumer Foods, Agro-Industrial & Commodity Foods	
(5) Share capital	23.4 Billion PHP	
(6) Date of establishment	1954 年	
(7) Net assets	121.2 Billion PHP (as of Dec end 2024)	
(8) Total assets	178.7 Billion PHP (as of Dec end 2024)	
(9) Major shareholders and ownership ratios	JG SUMMIT HOLDINGS INC 56.66% (as of Dec end 2024)	
(10) Relationship between the Company and said company	Capital relationship	URC holds 51% of the total issued and outstanding shares of NURC.
	Personnel relationship	Officers and employees of URC serve as directors of NURC.
	Business relationship	NURC has business transactions involving products and services with URC and companies within the URC group.
	Related party relationship	NURC is a consolidated subsidiary of URC and therefore constitutes a related party.

4. Number of shares acquired and shareholding before and after acquisition

1)	Number of shares held before the change	92,610,000 shares (Number of voting rights: 189,000,000 units) (Ratio of voting rights held: 49 %)
(2)	Number of shares to be acquired	39,690,000 shares (Number of voting rights: 189,000,000 units)
(3)	Number of shares held after the change	132,300,000 shares (Number of voting rights: 132,300,000 units) (Ratio of voting rights held: 70%)
(4)	Acquisition Price	The acquisition price was determined through mutual discussions between the parties, taking into consideration the stock valuation conducted by an third-party institution, and adequate procedures have been followed to ensure that the price is fair.

5. Timetable

(1)	Date of resolution at the meeting of the Board of Directors	March 13 2026
(2)	Date of conclusion of the agreement	March 13 2026
(3)	Date of commencement of share transfer	January 7 2027 (Scheduled)

6. Future outlook

We expect to record a gain on step acquisition; however, the amount is still under review. We will inform you promptly once the outlook becomes clear.

\*Core Operating Profit Definition

Our definition of "Core Operating Profit" excludes the effects of non-recurring items classified under "Other Incomes and Expenses".