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To Whom It May Concern

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**Notice Regarding Resolutions to Approve Share Consolidation, Abolition of Provision on Share Units,
and Partial Amendment of Articles of Incorporation**

As announced in the “Notice of Extraordinary Shareholders’ Meeting Regarding Share Consolidation, Abolition of Provision on Share Units, and Partial Amendment of Articles of Incorporation” dated August 8, 2025 (the “Press Release dated August 8, 2025”), NISSIN CORPORATION (the “Company”) hereby announces that, at the extraordinary shareholders’ meeting of the Company held today (the “Extraordinary Shareholders’ Meeting”), proposals for the share consolidation, abolition of the provision on share units, and a partial amendment to the Articles of Incorporation were submitted, and subsequently approved as originally proposed.

As a result, the common shares of the Company (the “Shares”) will fall under the delisting criteria prescribed in the Securities Listing Regulations of the Tokyo Stock Exchange, Inc. (the “TSE”). Consequently, the Shares will be designated as securities to be delisted (*seiri meigara*) from September 12, 2025 to October 14, 2025, and then delisted on October 15, 2025. Please note that, after being delisted, the Shares will no longer be traded on the Prime Market of the TSE.

I. Proposal No. 1: Share Consolidation

The following share consolidation (the “Share Consolidation”) was approved by the shareholders at the Extraordinary Shareholders’ Meeting. The details of the Share Consolidation are as described in the Press Release dated August 8, 2025.

- (i) Class of shares to be consolidated
Common shares

(ii) Consolidation ratio

2,796,953 Shares will be consolidated into one share.

(iii) Reduction in total number of outstanding shares

14,739,009 shares

(Note) Since the Company resolved at the Board of Directors meeting held on August 8, 2025 to cancel its 773,755 treasury shares (equivalent to all of the treasury shares held by the Company as of July 29, 2025) as of October 16, 2025, the “Reduction in total number of outstanding shares” is the total number of outstanding shares after the cancellation. The cancellation of the treasury shares is subject to the proposal relating to the Share Consolidation being approved as originally proposed at the Extraordinary Shareholders’ Meeting.

(iv) Total number of outstanding shares prior to Share Consolidation taking effect

14,739,014 shares

(Note) Since the Company resolved at the Board of Directors meeting held on August 8, 2025 to cancel its 773,755 treasury shares (equivalent to all of the treasury shares held by the Company as of July 29, 2025) as of October 16, 2025, the “Total number of outstanding shares prior to Share Consolidation taking effect” is the total number of outstanding shares after the cancellation. The cancellation of the treasury shares is subject to the proposal relating to the Share Consolidation being approved as originally proposed at the Extraordinary Shareholders’ Meeting.

(v) Total number of outstanding shares after Share Consolidation taking effect

5 shares

(vi) Total number of authorized shares as of effective date

20 shares

(vii) Method of processing fractional shares less than one share and amount of cash expected to be delivered to shareholders through such processing

- (a) Whether the Company intends to proceed pursuant to the provision of Article 235, Paragraph 1 of the Companies Act, or Article 234, Paragraph 2 as applied mutatis mutandis pursuant to Article 235, Paragraph 2 of the same Act, and the reason therefor

It is planned that, through the Share Lending Transaction (Note) and the Share Consolidation, the Shares held by shareholders other than the K.K. BCJ-98 (the “Offeror”) and NISSIN SHOJI CO., LTD. (“NISSIN SHOJI”) will become fractional shares less than one share. With respect to fractional shares less than one share resulting from the Share Consolidation, if there are any fractional shares upon the Share Consolidation, the amount of cash corresponding to the amount obtained by selling the Shares equivalent to the total number of such fractional shares (if the aggregated number of entitlements to fractional shares includes a fractional number, such fractional number

will be rounded down) will be delivered to the Company's shareholders in proportion to their fractional shares in accordance with the procedures under Article 235 of the Companies Act (Act No. 86 of 2005, as amended; hereinafter the same applies) and other relevant laws and regulations.

(Note) "Share Lending Transaction" refers to the share lending transaction, taking effect prior to the effective date of the Share Consolidation, in which NISSIN SHOJI, upon the Offeror's request, (i) lends all of the Shares held by it to the Offeror without consideration or (ii) borrows from the Offeror a portion of the Shares held by the Offeror without compensation.

With respect to such sale, in view of the fact that the Share Consolidation is to be carried out as part of a series of transactions (the "Transactions") for the purpose of making the Offeror and NISSIN SHOJI the only shareholders of the Company and taking the Shares private, and that the Shares will be delisted as of October 15, 2025 and will become non-marketable shares, it is unlikely that a new buyer will appear through an auction process, and thus it is planned that the Shares equivalent to such fractional shares will be sold to the Offeror with the permission of the court pursuant to the provisions of Article 234, Paragraph 2 of the Companies Act applied mutatis mutandis under Article 235, Paragraph 2 of the same Act.

The sale price in such case, if the above permission of the court is obtained as planned, is planned to be set at a price that makes it possible to deliver to each shareholder listed or recorded in the Company's final shareholder register as of October 16, 2025, the day immediately preceding the effective date of the Share Consolidation, cash in the amount obtained by multiplying the number of Shares held by the shareholder by JPY 8,100, which is the same amount as the price per share of a tender offer (the "Tender Offer") for the Shares by the Offeror with the purchase period from May 13, 2025 to July 14, 2025. However, the amount of cash that will be actually delivered to the shareholders may not be the same as the above amount in certain cases such as when the Company is unable to obtain the permission of the court or it is necessary to make adjustments for fractions in the calculation.

- (b) The name of the person who is likely to purchase the shares pertaining to the sale
K.K. BCJ-98
- (c) The manner by which the person who is likely to purchase the shares pertaining to the sale secures funds for payment of the purchase price pertaining to the sale, and the appropriateness of such method

The Offeror will cover the funds for the execution of the Transaction, including the funds required for the acquisition of the Shares equivalent to the total number of fractional shares less than one share resulting from the Share Consolidation, by a contribution to be made by K.K. BCJ-97, which is the wholly-owning parent company of the Offeror, and borrowings from MUFG Bank, Ltd. and The Bank of Yokohama. The Company has confirmed the certificate of contribution and the certificates of borrowings, which were submitted as an attachment to the Tender Offer Registration Statement regarding the Tender Offer. In addition, according to the Offeror, no event has occurred that might hinder the Offeror's payment of the sale price for the Shares equivalent to the total number of fractional shares less than one unit resulting from the

Share Consolidation, and the Offeror is not aware of any possibility of such an event occurring in the future. Therefore, the Company has determined that the method of securing funds for the payment of the sale price for the Shares equivalent to the total number of fractional shares less than one share resulting from the Share Consolidation is appropriate.

- (d) The timing of the sale and the prospect of the timing of the delivery of proceeds from the sale to the shareholders

The Company intends to petition the court for permission to sell the Shares equivalent to the total number of fractional shares less than one share resulting from the Share Consolidation and have the Offeror purchase the relevant Shares by around late October 2025 pursuant to the provisions of Article 234, Paragraph 2 of the Companies Act applied *mutatis mutandis* under Article 235, Paragraph 2 of the same Act. The timing of obtaining such permission may vary depending on the circumstances of the court, but the Company expects to sell the Shares by way of having the Offeror purchase the relevant Shares by late November 2025 with the permission of the court, and after making the necessary preparations to deliver the proceeds of the sale to the shareholders, the Company expects to deliver the proceeds to the shareholders around mid-January 2026.

In consideration of the period required for the series of procedures relating to the sale from the effective date of the Share Consolidation, the Company believes that at each timing as mentioned above, the Shares equivalent to the total number of fractional shares less than one share resulting from the Share Consolidation will be sold and the proceeds will be delivered to the shareholders.

The proceeds of the sale are scheduled to be distributed to shareholders listed or recorded in the Company's final shareholder register as of October 16, 2025, the day immediately preceding the effective date of the Share Consolidation, in the same manner as the distribution of dividend assets by the Company.

II. Proposal No. 2: Partial Amendment of Articles of Incorporation

The following partial amendment of the Articles of Incorporation of the Company was approved by the shareholders at the Extraordinary Shareholders' Meeting. The details of such amendment are as described in the Press Release dated August 8, 2025.

- (1) If the proposal for the Share Consolidation is approved as originally proposed and the Share Consolidation takes effect, in accordance with Article 182, Paragraph 2 of the Companies Act, the Company's total number of authorized shares will be reduced to 20 shares. To clarify this point, subject to the Share Consolidation taking effect, Article 5 (Total Number of Authorized Shares) of the Articles of Incorporation will be amended.
- (2) If the proposal for the Share Consolidation is approved as originally proposed and the Share Consolidation takes effect, the Company's number of outstanding shares will be 5 shares, and it will cease to be necessary to specify the number of shares in a share unit. Therefore, subject to the Share Consolidation taking effect, in order to abolish the provision that currently makes 100 shares the share unit for the Shares, the entire text of Article 7 (Number of Shares in Share Unit), Article 8 (Demand for Share Cash-Out by Holders of Shares Less Than One Share Unit) and Article 9 (Restriction on Rights of Holders of Shares Less Than One Share Unit), will be deleted, and in

conjunction with these amendments the article numbers will be shifted up.

- (3) If the proposal for the Share Consolidation is approved as originally proposed and the Share Consolidation takes effect, because the Shares will be delisted and the Offeror and NISSIN SHOJI will be the only shareholders of the Company who hold more than one share, the provisions regarding the electronic provision system of materials for the shareholders' meeting will lose their necessity. Therefore, subject to the Share Consolidation taking effect, the Company will delete the entire text of Article 16 (Measures for Electronic Provision, etc.) of the Articles of Incorporation, and in conjunction with these amendments the article numbers will be shifted up.

Provided that the Share Consolidation takes effect, the partial amendment of the Articles of Incorporation is scheduled to take effect on October 17, 2025, which is the effective date of the Share Consolidation.

III. Schedule of Share Consolidation

(i) Date of Extraordinary Shareholders' Meeting	September 12, 2025 (Friday)
(ii) Date of designation as securities to be delisted	September 12, 2025 (Friday)
(iii) Final trading date	October 14, 2025 (Tuesday) (tentative)
(iv) Date of delisting	October 15, 2025 (Wednesday) (tentative)
(v) Effective date of Share Consolidation	October 17, 2025 (Friday) (tentative)

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