



February 29, 2024

To whom it may concern

Corporate Name: Nishimoto Co., Ltd.
Representative: Yoshiro Susaki, Chairman & CEO
(Code No.: 9260 Prime Market of the Tokyo Stock Exchange)
Contact: Yuji Sasa, President, Director of the board, Managing Executive Officer, COO, CFO
(Phone:03-6870-2015)

Notice on Controlling Shareholders, etc.

Nishimoto Co., Ltd. (the “Company”) hereby announces the following particulars on controlling shareholders, etc..

1. Trade names, etc. of the parent company, controlling shareholders (excluding parent company), other affiliates, or parent companies of other affiliates

(as of December 31, 2023)

Name	Attribute	Voting right percentage (%)			Financial instruments exchange, etc. where issued share certificates are listed
		Direct ownership	Combined relevant shares	Total	
Yoshiro Susaki	Controlling shareholder (excluding the parent company)	20.28	43.46	63.74	—

(Note) The Company repurchased its own shares of 125,000 from Yoshiro Susaki, through Tokyo Stock Exchange's Off-Auction Own Shares Repurchase Trading System (ToSTNeT-3) at 8:45 a.m. on February 15, 2024, at the closing price on February 14, 2024, in accordance with the resolution of the meeting of its Board of Directors held on February 14, 2024.

Therefore, Voting right percentage (including Combined relevant shares) of Yoshiro Susaki, on February 15, 2024, is 63.42% as a result of such repurchase.

2. Particulars related to transactions with controlling shareholders, etc.

Not applicable.

3. State of performance of measures to protect minority shareholders when transacting with controlling shareholders

When transacting with the controlling shareholder in future, trading terms and conditions shall be similar to the usual ones, and the Company will treat such a transaction appropriately to ensure that the interests of the Company group and minority shareholders are unharmed.

The Company has established the Special Committee, whose members are two independent outside directors who are independent from controlling shareholders.

Hereafter, the Special Committee shall review the need and reasonability of transactions, behaviors, etc. with controlling shareholders, if any, as well as the adequateness and equitability of conditions, etc. and shall report the results to the Board of Directors and the approval of the Board of Directors shall be obtained.

The Company repurchased its own shares as stated above 1/ (Note) , in accordance with the approval of the meeting of its Board of Directors, upon the opinion of the Special Committee that this repurchase of own shares is not disadvantageous to minority shareholders because the measures to ensure fairness and to avoid conflicts of interest have been taken (as announced on February 14, 2024 in the " Notice Regarding Acquisition of Own Shares and Repurchase of Own Shares through the Off-Auction Own Shares Repurchase Trading System (ToSTNeT-3)".