



December 14, 2022

To whom it may concern

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

### Notice Regarding the Establishment of a Holding Company (Sub-subsidiary) in the U.K.

At the Board of Directors meeting held today, the Company resolved to establish a holding company as a new local subsidiary in the United Kingdom. The holding company will be deemed to be a specified subsidiary of the Company, and the Company hereby announces the details as follows.

#### 1. Objective of establishing the holding company

Wismettac Foods, Inc., a wholly owned subsidiary of Nishimoto Co., Ltd., will establish a new local subsidiary in the U.K. as a holding company. Wismettac Foods, Inc. will strengthen its management base and internal controls by consolidating its functions to provide corporate services, etc. to NTC Wismettac Europe B.V., a wholly owned subsidiary of Wismettac Foods, Inc., and other subsidiaries in the European region.

#### 2. Outline of the holding company (sub-subsidiary) to be established

(As of December 14, 2022)

(1) Name	Wismettac EMEA Holdings Limited
(2) Location	Evergreen House North, Grafton Place, London, NW1 2DX
(3) Representative	Managing Director Ian Hetherington
(4) Business overview	Provision of corporate services, etc. to European subsidiaries
(5) Capital Capital surplus	2 British pounds*1 (330 yen) 32,080,000 British pounds*1, 2 (5,293 million yen)
(6) Date of establishment	January 5, 2023 (scheduled)
(7) Capital structure	Wholly owned by Wismettac Foods, Inc., a wholly owned subsidiary of Nishimoto Co., Ltd.

\*1 The conversation rate is 1 British pound to 165 yen.

\*2 This provisional value is as of the date of submission.

### 3. Funding procedure

- (1) Wismettac Foods, Inc., a wholly owned subsidiary of the Company, will subscribe for one share of common stock issued by Wismettac EMEA Holdings Limited in exchange for cash, and Wismettac EMEA Holdings Limited will become a wholly owned subsidiary of Wismettac Foods, Inc.
- (2) Wismettac Foods, Inc. will subscribe for one share of common stock newly issued by Wismettac EMEA Holdings Limited in exchange for all shares of NTC Wismettac Europe B.V., a subsidiary of Wismettac Foods, Inc. in the Netherlands held by Wismettac Foods, Inc.
- (3) The completion of (2) above is scheduled for the end of January 2023.

Wismettac Foods, Inc.	
<b>The U.K. &lt;this case&gt;</b>	100%
Wismettac EMEA Holdings Limited	
<b>The Netherlands</b>	100%
NTC Wismettac Europe B.V.	
11 subsidiaries in the European region	

### 4. Outline of NTC Wismettac Europe B.V.

(As of December 14, 2022)

(1) Name	NTC Wismettac Europe B.V.
(2) Location	Professor J.H. Bavincklaan 2, 1183 AT Amstelveen, The Netherlands
(3) Representative	Managing Director Yoshihiko Kuroda
(4) Business overview	Wholesale business of Asian food products and food ingredients centered on Japanese food
(5) Capital	400,000 euros* (58 million yen)
(6) Date of establishment	May 1, 2013
(7) Capital structure	Wholly owned by Wismettac Foods, Inc., a wholly owned subsidiary of Nishimoto Co., Ltd. (Wismettac EMEA Holdings Limited will own 100% after the establishment of Wismettac EMEA Holdings Limited.)

\* The conversation rate is 1 Euro to 145 yen.

### 5. Impact on financial results

The impact of this event on the Company's consolidated financial results will be negligible.