



February 14, 2024

To whom it may concern

Company 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 Regarding Acquisition of Own Shares and Repurchase of Own Shares
through the Off-Auction Own Shares Repurchase Trading System (ToSTNeT-3)**

(Acquisition of own shares in accordance with the Articles of Incorporation as stipulated by Article 165, Paragraph 2 of the Companies Act, and repurchase of own shares through Off-Auction Own Shares Repurchase Trading System (ToSTNeT-3))

Nishimoto Co., Ltd. (the "Company") hereby announces that its Board of Directors, at a meeting held today, resolved to repurchase its own shares and the specific method of such repurchase in accordance with Article 9 of the Company's Articles of Incorporation, as stipulated by Article 165, Paragraph 2 of the Companies Act.

1. Reasons for the Repurchase of Own Shares

The Company's own shares will be reacquired for the purpose of allocating shares to be delivered in conjunction with restrictions on stock compensation, as well as for the purpose of implementing a flexible capital policy in response to changes in the business environment and improving capital efficiency.

In accordance with the Company's restricted stock compensation plan, a portion of the newly acquired shares are scheduled to be disposed of through a resolution of the Board of Directors to be held in late February 2024.

2. Method of Repurchase

The Company will entrust the acquisition of its own shares at the closing price (including the final special quote) of 6,020 yen on today's date (February 14, 2024) to the Tokyo Stock Exchange's Off-Auction Own Shares Repurchase Trading System (ToSTNeT-3) at 8:45 a.m. on February 15, 2024.

The subject purchase order shall be an order for the relevant trading hours only, and shall not be changed to any other trading system or trading hours.

3. Details of Repurchase

(1) Type of shares to be purchased	Common stock of the Company
(2) Total number of shares to be purchased	125,000 shares (Ratio to total number of issued shares (excluding treasury shares): 0.87%)
(3) Total amount of shares to be purchased	752,500,000 yen (upper limit)
(4) Date of purchase	February 15, 2024

(5) Announcement of purchase results	The results of the purchase will be announced after the close of trading on 8:45 a.m. of February 15, 2024.
(6) Others	The Company has been informed by the controlling shareholder, Yoshiro Susaki, Chairman and CEO, of his intent to accept the offer with a portion of the common shares he holds.

(Note 1) The number of target shares will not be modified. There is a possibility that some or all of the shares will not be acquired depending on market trends or other factors.

(Note 2) The shares will be purchased with sell orders equivalent to the number of shares to be repurchased.

4. Matters Related to Transactions with Controlling Shareholders

(1) Applicability of Transaction with Controlling Shareholders and Compliance with Guidelines Concerning Minority Shareholders Protection Policies

This transaction constitutes a transaction with a controlling shareholder since it is planned that Yoshiro Susaki, Chairman and CEO, who is the controlling shareholder of the Company, will participate in this transaction as a seller. The "Guidelines Concerning Minority Shareholders Protection Policy in a Transaction with Controlling Shareholder," as indicated in the Company's Corporate Governance Report disclosed on March 31, 2023, are as follows.

"Upon engaging in any transactions with controlling shareholders in the future, transactions will be conducted under the same terms and conditions as those for other general transactions, and the Company will take appropriate action in order to avoid any risk of damage to the interests of our group companies and minority shareholders. Furthermore, the Company has established a Special Committee consisting of two independent Outside Directors who are independent from controlling shareholders."

This repurchase of own shares was decided in accordance with the above guidelines.

(2) Matters Concerning Measures to Ensure Fairness and Measures to Avoid Conflicts of Interest

As a measure to ensure fairness, the Company plans to repurchase its own shares at the closing stock price as of today (February 14, 2024) utilizing an off-auction own shares repurchase trading system.

As a measure to avoid conflicts of interest, the Board of Directors' deliberation and resolution regarding this repurchase of the Company's own shares will be conducted solely by Directors excluding Yoshiro Susaki, Chairman and CEO, who has an interest in this matter.

(3) Summary of Opinion Obtained from an Individual Who Has No Interest in the Controlling Shareholder Regarding Fact that the Transaction Is Not Disadvantageous to Minority Shareholders

Upon the resolution of the Board of Directors regarding this repurchase of own shares, the Special Committee, consisting of Kimikazu Nomi and Yukiko Omura, both of whom are outside directors with no vested interest in the controlling shareholder, expressed the opinion dated February 14, 2024, that this repurchase of own shares is not disadvantageous to minority shareholders because the following measures to ensure fairness and to avoid conflicts of interest have been taken.

(a) The repurchase of own shares is intended to be used for shares to be delivered in conjunction with restrictions on stock compensation and to implement a flexible capital policy in response to changes in the business environment and to improve capital efficiency, and is not conducted with the purpose or intent of disadvantaging minority shareholders.

(b) The deliberation and resolution of the Board of Directors regarding this repurchase of own shares will be conducted solely by Directors excluding Yoshiro Susaki, Chairman and CEO, who has an interest in the

transaction, and that measures have been taken to ensure the fairness of the decision-making process and to avoid conflicts of interest.

- (c) The Tokyo Stock Exchange's Off-Auction Own Shares Repurchase Trading System (ToSTNeT-3) is utilized to ensure the fairness of the price and that other shareholders are given equal opportunities to trade, thus ensuring the fairness of the trading conditions.

Reference: Treasury share holdings as of December 31, 2023

Total number of shares issued (excluding treasury shares)	14,353,140 shares
Number of treasury shares	241 shares