



November 11, 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 the Conclusion of a Non-binding Letter of Intent for the Acquisition of Shares in a Food Wholesale Company in Mexico and its Two Group Companies Engaged in the Related Businesses by a Consolidated Subsidiary of the Company

Wismettac Asian Foods, Inc. (head office: United States; President and CEO: Yuji Sasa), a consolidated subsidiary of the Company, has signed a Non-binding Letter of Intent with Grupo Toyo, S.A. de C.V., the parent company (head office: Mexico; hereinafter referred to as "Grupo") of Comercial Toyo S.A. de C.V. (head office: Mexico; hereinafter referred to as "Toyo"), which is engaged in the wholesale business of Asian food, including Japanese food and its two group companies engaged in the related Businesses, regarding the acquisition of those subsidiaries' shares (hereinafter referred to as "this Transaction").

### 1. Reasons for the Share Acquisition

Since its foundation in 1912, the Company has built a solid presence by expanding its original business of importing and selling fruit and vegetables as well as developing its overseas wholesale business in Japanese and other Asian foods.

As one pillar of the medium-term management plan announced in October 2023, the Company is working on initiatives such as expanding its Asian food global business (hereinafter referred to as the "AFB business") and improving its profitability.

The AFB business is working to expand its operations in areas it has not yet entered to further increase its global market share. This Transaction is positioned as a point of entry into the Mexican market, where demand for Asian food, including Japanese food, is expected to increase. Through this investment in Toyo, the Company plans to expand its presence in Mexico.

Mexico is the world's 12th largest economic powerhouse, with a nominal GDP of approximately US\$1.8 trillion (2023). With a population of over 126 million and a young average age of 29, the country is expected to continue to grow economically. The Company believes that Mexico is a promising market where demand for Asian food is expected to continue to expand due to improvements in living standards and the diversification of food in accordance with population growth and economic development.

Toyo, established in 1975, imports and sells Asian foods, including Japanese food, in Mexico. The company is highly regarded by local consumers and partner restaurants for its product lineup and service quality. It has the highest market share in major cities. In addition to the strengths of Toyo, this Transaction is expected

to create synergies by leveraging the strengths of the Company's group, such as procurement and product development capabilities as well as a seamless supply chain stretching across national borders.

2. Outline of the Subsidiary Acquiring the Shares

(1)	Company Name	Wismettac Asian Foods, Inc.
(2)	Location	13409 Orden Drive, Santa Fe Springs, California 90670-6336, U.S.A.
(3)	Representative's Title and Name	President Yuji Sasa
(4)	Business Details	Wholesale business of Asian food and ingredients, mainly Japanese food
(5)	Capital	US\$535,000

(Reference) 1 USD = 153.16 Yen (as of November 8th, 2024)

3. Outline of the Main Company Whose Shares Will Be Acquired

Name of the Main Company whose Shares Will Be Required

(1)	Trade Name	Comercial Toyo S.A. de C.V.		
(2)	Location	Av. Juan Gil Preciado 4018, Col El Tigre, Zapopan, Jalisco, Mexico CP 45134		
(3)	Representative's Title and Name	CEO Kido Ishikawa		
(4)	Business Details	Wholesale of Japanese and Asian foods		
(5)	Capital	38 million Mexican pesos		
(6)	Date Established	November 1975		
(7)	Number of Employees	Approximately 600		
(8)	Major Shareholders and Shareholding Ratio	Grupo TOYO S.A. DE C.V. (79.0%) Other individual shareholders (21.0%)		
(9)	Relationship with the Company	Toyo has no capital, personnel, or business relationships to disclose regarding its relationship with the Company. However, it has a record of transactions with the Company's group companies.		
(10)	Operating Results and Financial Conditions for the Most Recent Fiscal Year (Unit: Million Mexican pesos)			
	Accounting Period	Fiscal Year Ended December 2021	Fiscal Year Ended December 2022	Fiscal Year Ended December 2023
	Net Assets	171	247	362
	Total Assets	372	490	535
	Net Sales	1, 292	1, 780	1, 975
	Net Income before Taxes and Other Adjustments	107	151	216
	Net Income	66	91	135

(Reference) 1 Mexican peso = 7.74 yen (as of November 8th, 2024)

4. Outline of the Company from Which the Shares Will Be Acquired

(1)	Trade Name	Grupo TOYO S.A. DE C.V.
(2)	Location	Av. La Paz 1934 – C, Col. Obrera, Guadalajara, Jalisco, Mexico CP 44420

(3)	Relationship with the Company	Grupo has no capital, personnel, or business relationships to disclose regarding its relationship with the Company.
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5. Execution Date of the Share Transfer Agreement and Number of Shares to Be Acquired

(1)	Execution Date of the Share Transfer Agreement	April 2028 (planned) * This Transaction will be executed after approvals by the authorities and other necessary procedures are completed.
(2)	Number of Shares to Be Acquired	11,473 shares (ownership percentage: 30%) * Number of shares held before the transfer: 0 shares  After the Transaction, Toyo is scheduled to become an affiliate of the Company accounted for by the equity method. In addition, further acquisition of shares will be discussed with the existing shareholders.
(3)	Acquisition Price (*)	To be determined.

(\*) The price will be determined after due diligence and discussion.

6. Future Outlook

This Transaction will not impact the Company's consolidated financial results for the fiscal year ending December 2024.