

To whom it may concern

Company Name: Nishimoto Co., Ltd.
Representative: Yoshiro Susaki, Chairman & CEO

Notice Regarding the Acquisition of Shares in a Food Wholesale Company in Mexico and its Group Companies Engaged in the Related Businesses by a Consolidated Subsidiary of the Company

As announced in the "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" dated November 11, 2024, Wismettac Asian Foods, Inc. (head office: United States; President and CEO: Hiroyuki Shinkai), a consolidated subsidiary of Nishimoto Co., Ltd. (the "Company"), has negotiated with Grupo Toyo, S.A. de C.V., the parent company (head office: Mexico) 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 group companies engaged in the related Businesses, regarding the acquisition of those subsidiaries' shares (hereinafter referred to as "this Transaction"). The Company hereby announces its decision to acquire the shares detailed below.

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 (Asian Food Global Business, hereinafter referred to as the "AFB business").

The AFB business is working to expand its operations in areas it has not yet entered to further increase its global market share. 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, and this Transaction is positioned as a point for developing markets in Central and South America.

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 Hiroyuki Shinkai

(4) Business Details	Wholesale business of Asian food and ingredients, mainly Japanese food
(5) Capital	US\$535,000

(Reference) 1 USD = 147.50 Yen (as of August 21, 2025)

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

(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 700		
(8) Major Shareholders and Shareholding Ratio	Grupo TOYO S.A. DE C.V. (99.99%)		
(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) Net Sales (Unit: Million Mexican pesos)	Fiscal Year Ended December 2022	Fiscal Year Ended December 2023	Fiscal Year Ended December 2024
	1,780	1,975	2,149

(Reference) 1 Mexican peso = 7.86 Yen (as of August 21, 2025)

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.

5. Execution Date of the Share Transfer Agreement and Number of Shares Acquired

(1) Execution Date of the Share Transfer Agreement	August 15, 2025 * This Transaction will be executed after approvals by the authorities and other necessary procedures are completed.
(2) Number of Shares 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.

[Contact for inquiries regarding this press release]

Corporate Management Office, Nishimoto Co., Ltd. (Phone: 03-6870-2015)