

Notice Regarding Merger with Toyota Tsusho Agri Foods Corporation

Toyota Tsusho Foods Corporation (hereinafter “the Company”) resolved, by a resolution of its Board of Directors dated September 12, 2025, to merge with its wholly owned subsidiary, Toyota Tsusho Agri Foods Corporation (hereinafter “TAF”), effective December 1, 2025, thereby integrating the management of both companies (hereinafter “the Merger”). We hereby announce as follows:

1. Purpose of the Merger

The purpose of the Merger is to respond to changes in the domestic and international food supply and demand environment and to achieve sustainable business growth and a stable supply of food products. By combining the Company’s extensive food product portfolio, sales channels, and global network with TAF’s diverse expertise in the agricultural products business, we aim to strengthen our product proposal capabilities and diversify our procurement sources. By fully leveraging the knowledge that both companies have cultivated as “Food Professionals,” we will pursue the creation of new added value.

2. Outline of the Merger

(1) Schedule of the Merger

- Resolution of the Board of Directors approving the merger agreement: September 12, 2025
- Execution of the merger agreement: September 12, 2025
- Effective date of the merger: December 1, 2025

(2) Method of the Merger

The Company will be the surviving company, and TAF will be the dissolving company, in an absorption-type merger. As a result, TAF’s businesses and functions will be transferred to the Company.

(3) Merger Ratio, etc.

Since this Merger is between a wholly owning parent company and its wholly owned subsidiary, no new shares will be issued and no cash consideration will be paid.

3. Overview of the Parties to the Merger

	Surviving Company	Dissolving Company
(1) Company Name	Toyota Tsusho Foods Corporation	Toyota Tsusho Agri Foods Corporation
(2) Head Office	2-3-13 Konan, Minato-ku, Tokyo	2-4-1 Shibakoen, Minato-ku, Tokyo
(3) Representative	Ichiro Koyama, President & CEO	Chiaki Onozuka, President & CEO
(4) Business Description	Sales, import/export, and trilateral trade of various food ingredients, food products, and foodstuffs, as well as food processing	Import/export, trilateral trade, and domestic sales of agricultural products (rice, food-use soybeans, peanuts and nuts, pulses, etc.)
(5) Capital	JPY 370 million	JPY 400 million
(6) Year Established	1968	1958
(7) Shareholders	Toyota Tsusho Corporation 100%	Toyota Tsusho Foods Corporation 100%

4. Post-Merger Structure

-The Company will remain the surviving company, with no changes to its head office or representative.

-All employment contracts with employees and agreements with business partners will be comprehensively succeeded by the Company, and there will be no practical changes.

-As of the effective date of December 1, 2025, TAF's sales organization, functions, and personnel will be transferred to the Company and will conduct business in an integrated manner at the Company's office.