

April 27, 2023

Press Release

Company: Kikkoman Corporation  
Representative: Shozaburo Nakano, President and COO  
Securities Code: 2801  
Stock Exchange: Tokyo, Prime Market  
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## Notice Concerning the Transfer (Transfer of Equity Interest) of a Specified Subsidiary (Sub-Subsidiary)

Kikkoman Corporation hereby announces that resolution was issued at a Board of Directors meeting with respect to the transfer of the total equity interest held by KI NutriCare, Inc. (a specified subsidiary of Kikkoman Corporation) in Country Life, LLC (a specified subsidiary of KI NutriCare, Inc. and sub-subsidiary of Kikkoman Corporation, with the company in question hereinafter referred to as the “Subject Company”). The equity interest in question is to be transferred (hereinafter referred to as the “Transfer of Equity Interest”) to a business entity (hereinafter referred to as the “Transfer Counterparty”) wherein an American investment fund that will be directly or indirectly holding shares or equity interest.

The Transfer of Equity Interest is scheduled to be approved by the relevant authorities in accordance with the competition-related laws of each country and in accordance with the related laws and regulations relevant to the Transfer Counterparty.

### Details

#### 1. Reason for the Transfer of Equity

Kikkoman Corporation established KI NutriCare, Inc. to develop a manufacturing and sales business for nutraceutical and health food products in the United States, with KI NutriCare, Inc. then acquiring the total equity interest in the Subject Company. However, in view of the changes seen recently within the business environment, it was decided that this Transfer of Equity Interest would be undertaken based on a judgement made to the effect that undertaking a selection and concentration of management resources within Kikkoman Corporation’s overseas business would serve to contribute to the further growth of corporate value of Kikkoman Corporation.

2. Overview of the specified subsidiary (sub-subsidiary) subject to transfer

(1) Name	Country Life, LLC		
(2) Address	180 Vanderbilt Motor Parkway, Hauppauge, NY 11788, U.S.A.		
(3) Name and title of representative	Osamu Mogi, CEO		
(4) Content of business	Manufacturing and sale of nutraceutical food products, health food products and personal care products.		
(5) Capital	US\$ 12.1 million		
(6) Date of establishment	February 8, 2005		
(7) Investors and investment ratio	KI NutriCare, Inc. 100%		
(8) Relationships existing between the listed company (Kikkoman Corporation) and Subject Company	Capital relationship	KI NutriCare, Inc., a consolidated subsidiary of Kikkoman Corporation (a wholly-owned subsidiary and a specified subsidiary), owns a 100% interest in the Subject Company.	
	Personnel relationships	One officer of Kikkoman Corporation serves concurrently as an officer of the Subject Company. However, any such concurrent relationships are scheduled to be dissolved upon the Transfer of Equity Interest.	
	Transaction-related relationships	Loans have been provided to the Subject Company by Kikkoman Corporation.	
(9) Financial position and operating results for the Subject Company in the last three years			
Accounting period	FYE March 2021	FYE March 2022	FYE March 2023
Net assets	US\$ 36.4 million	US\$ 31.5 million	US\$ 27.5 million
Total assets	US\$ 53.7 million	US\$ 56.5 million	US\$ 56.0 million
Sales revenue	US\$ 77.0 million	US\$ 71.0 million	US\$ 68.8 million
Operating income	US\$ 0.8 million	(US\$ 4.6 million)	(US\$ 3.3 million)
Net income attributable to owners of the parent	US\$ 0.2 million	(US\$ 4.8 million)	(US\$ 4.0 million)

3. Description of KI NutriCare, Inc.

(1) Name	KI NutriCare, Inc.
(2) Address	180 Vanderbilt Motor Parkway, Hauppauge, NY 11788, U.S.A.
(3) Name and title of representative	Osamu Mogi, President
(4) Content of business	Manufacturing and sale of nutraceutical food products, health food products and personal care products.
(5) Share capital	US\$ 49.6 million

4. Overview of the Transfer Counterparty

The Transfer Counterparty will be a business entity wherein an American investment fund that will be directly or indirectly holding shares or equity interest. A disclosure of the details pertaining thereto will not be provided at this point in time owing to confidentiality obligations which exist and due to a firm request provided to that effect by the counterparty. There are no capital relationships, personnel-related relationships or transaction-related relationships existing between Kikkoman Corporation and the Transfer Counterparty.

5. Equity subject to transfer, transfer price, and status of the equity before and after the transfer

(1) Percentage of equity before the transfer	KI NutriCare, Inc. 100%
(2) Percentage of equity to be transferred	100% (total equity interest held by KI NutriCare, Inc.)
(3) Percentage of equity after the transfer	0%

※ The transfer price has been determined through negotiations involving a fair process. The details will not be disclosed at this point in time in view of confidentiality obligations.

6. Schedule

(1) Date of the issuance of a resolution by the Board of Directors	April 27, 2023
(2) Contract date	May 8, 2023 (Scheduled)
(3) Date of execution for the transfer of equity	TBD

\*The execution of the Transfer of Equity Interest is subject to the approval of competition laws in each country. As such, the schedule in terms of the execution of the Transfer of Equity Interest has not yet been determined.

7. Future outlook

The Transfer of Equity Interest will result in the removal of the Subject Company from the scope of consolidation of Kikkoman Corporation. The impact of this Transfer of Equity Interest to Kikkoman Corporation's consolidated financial results for the fiscal year ending March 31, 2024 is expected to be immaterial.

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