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Other Matters for Electronic Provision Measures of the 180th Ordinary General Meeting of Shareholders (Matters Excluded from Paper-based Documents)
Del7et

Independent Auditor

[1] Name of the Independent Auditor: Deloitte Touche Tohmatsu LLC

[2] Compensation to the Independent Auditor for the fiscal year ended March 31, 2024

1. Compensation paid to the Independent Auditor

¥67 million

Systems to Ensure Appropriate Business Execution and the Status of Operation of Systems Concerned

The internal control systems of the Company are based on the establishment of a chain of command and clarification of authority and responsibility in operational departments, management control by the department heads or managers in operational departments, internal checks between departments (i.e. operations division and accounting division), and are put in place for implementation in accordance with the basic policies resolved by the Board of Directors. Details of the basic policies and methods of the implementation thereof are as follows.

- [1] Systems for ensuring the compliance of the performance of duties of Directors and employees of the Company and its subsidiaries with laws and the Articles of Incorporation
 - 1) The Nisshin Seifun Group has formulated the “Nisshin Seifun Group Corporate Code of Conduct and Employee Action Guidelines.” The Presidents and Directors of the Company and its subsidiaries must recognize their duty to comply with the Corporate Code of Conduct and Employee Action Guidelines and take the lead in following the rules and publicizing them to the people concerned. The Presidents and Directors must also endeavor to understand internal and external opinions at all times and adjust their internal systems accordingly to enhance their efficiencies, while promoting corporate ethics throughout their companies.
 - 2) The Audit & Supervisory Committee of the Company and Audit & Supervisory Board Members of its

- 3) In line with the Nisshin Seifun Group Crisis Control Rules, employees, etc., must report any emergence or possibility of crises to a specified contact within the Nisshin Seifun Group to ensure the early detection and handling of the danger of loss.
Should crises occur, the Company must set up a team at headquarters immediately to handle such crises in an appropriate manner to minimize damages.

- 5) Audit & Supervisory Committee Members of the Company and Audit & Supervisory Board Members of subsidiaries hold regular meetings of the Audit & Supervisory Liaison Committee of the Nisshin Seifun Group to exchange opinions on audit cases and share issues to be addressed.
- 6) The Company provides special audits, such as ~~as~~ ~~office~~, safety, environment and quality assurance, for the Nisshin Seifun Group.
- 7) The Internal Audit Department, directly supervised by the Audit & Supervisory Committee of the Company, leads efforts to enhance and operate the internal control systems of the Nisshin Seifun Group. As an independent organization, the Internal Audit Department evaluates the internal control systems of the Nisshin Seifun Group and performs internal audits of the Group's business operations.
- 8) Each subsidiary of the Nisshin Seifun Group establishes its own Internal Control Committee, headed by the president, which leads efforts to ~~enhance~~ and operate its internal control systems.

(Status of operation)

- 1) For important issues concerning the business ~~operat~~ of subsidiaries, the Nisshin Seifun Group refers issues to be discussed by or reported to the ~~Board~~ Directors of the Company in accordance with the "Matters to be Resolved by and Reported to the ~~Board~~ Directors" as well as the "Standards for Issues Concerning Subsidiaries to be Discussed by and Reported to the Board of Directors."
- 2) With respect to the internal controls for the purpose of ensuring the reliability of financial reporting, operation procedures at each Group company are ~~documented~~ in order to verify the presence of effective control under the Nisshin Seifun Group's unified policy, while the Internal Audit Department evaluates the status of enhancement ~~and~~ operation of such controls.
- 3) With respect to general business processes, the Internal Audit Department conducts internal audits, and the specialized departments of the Company conduct au

[10] Other systems for ensuring that the audits of the Audit & Supervisory Committee of the Company are conducted efficiently

The Audit & Supervisory Committee holds regular meetings with Representative Directors, and exchanges opinions on prospective challenges and risks for the Company as well as the status of the environment for audits by the Audit & Supervisory Committee and other important audit issues.

(Status of operation)

The Audit & Supervisory Committee of the Company holds regular meetings with Representative Directors and exchanges opinions on important audit issues, etc.

Basic Policies Regarding Control of the Corporation

[1] Basic policies

As a corporate group involved in food, we guarantee a high level of safety and quality in our products, and consistently ensure the stable supply of food, including wheat flour and other staple foods for the people. The Company believes that these are the responsibilities of the Group as a whole, a source and a foundation

respect to any parties making a proposal regarding a Specified Acquisition, to the Company. In any case, the reply period shall be set with an upper limit of within 60 business days, starting from the day on which the provision of information was requested by the Proposed Acquirer to the Board of Directors,

Recommendation Resolution of the Corporate Value Committee. If the Corporate Value Committee issues the Recommendation Resolution, the Board of Directors must make the Confirmation Resolution promptly, unless there are particular reasons that are obviously against the directors' duty of care. The Gratis Allotment of Subscription Rights to Shares cannot be taken into account for the Acquisition Proposal for which the Confirmation Resolution is made.

- 6) If a Specified Acquirer which is defined as a party implementing a Specified Acquisition which has not obtained a Confirmation Resolution at the time when a Specified Acquisition was implemented, the Board of Directors shall, in addition to disclosing the fact that a Specified Acquirer has appeared, implement the gratis allotment of Subscription Rights to Shares after passing a resolution to designate a

by a resolution of the Board of Directors. This allows the Plan to adjust itself to the development of the related laws and regulations, and various other business circumstances surrounding the Company.

- 6) The validity of an approval resolution is three years from the date of the General Meeting of Shareholders. Upon the passage of three years, Board of Directors will present Plan that reflects any revisions, including reflection of its supplementary conditions, for approval by the shareholders.
- 7) The Plan satisfies all of the requirements for legality (to avoid suspension of the issuance of subscription rights to shares, etc.) and rationality (to gain the understanding of shareholders, investors and other stakeholders) specified in the "Securing and Improving Corporate Value and Common Interests of Shareholders: Takeover Defense Guidelines" released on May 27, 2005, by the Ministry of Economy, Trade and Industry and the Ministry of Justice. Moreover, the Plan is in accordance with the recommendations of the June 30, 2008 report of the Ministry of Economy, Trade and Industry's Corporate Value Study Group, entitled "Takeover Defense Measures in Light of Recent Environmental Changes."

Consolidated Statement of Changes in Net Assets
(For the Fiscal Year Ended March 31, 2024)

(Millions of yen)

	Shareholders' equity				Total shareholders' equity
	Capital stock	Capital surplus	Retained earnings	Treasury shares	
Balance at the beginning of current period	17,117	12,728	325,181	(10,989)	344,037
Changes of items during the period					
Dividends from surplus			(12,496)		(12,496)
Profit attributable to owners of parent			31,743		31,743
Purchase of treasury shares				(120)	(120)
Disposal of treasury shares		7		195	202
Change in ownership interest of parent due to transactions with non-controlling interests		16			16
Net changes of items other than shareholders' equity					
Total changes of items during the period		24	19,246	74	19,345
Balance at the end of current period	17,117	12,752	344,428	(10,914)	363,383

(Millions of yen)

	Accumulated other comprehensive income				
	Valuation difference on available-		Subscription rights to shares	Non- controlling interests	Total net assets

Notes to the Consolidated Financial Statements

I. Basis of Presentation of Consolidated Financial Statements

1. Scope of consolidation

(1) Consolidated subsidiaries: 66 companies

- Names of principal subsidiaries: Nisshin Flour Milling Inc., Kumamoto Flour Milling Co., Ltd., Miller Milling Company, LLC, Allied Pinnacle Pty Ltd., Nisshin Seifun Welna Inc., Nisshin Seifun Premix Inc., Ma•Ma-Macaroni Co., Ltd., Oriental Yeast Co., Ltd., Nisshin Pharma Inc., Nisshin Seifun Delica Frontier Inc., Tokatsu Foods Co., Ltd., Joyous Foods Co., Ltd., Initio Foods Inc., Nisshin Engineering Inc., NBC Meshtec Inc.
- Of the remaining subsidiaries, Nisshin Management & Technical Consulting Inc. and 4 other companies are

(2) Depreciation methods for material depreciable assets

[1] Property, plant and equipment (excluding leased assets and right-of-use assets):

- [1] Imputation method for retirement benefit estimates
In calculating projected benefit obligation, the method for imputing the applicable period until the end of the consolidated fiscal year ended March 31, 2024, the estimated retirement benefit is determined by the benefit calculation standard.
- [2] Treatment method for actuarial differences and expenses related to prior service cost
Prior service cost is amortized on a straight-line basis over a period equaling the average remaining service period of employees (mainly 15 years) expected to receive pension benefits as of the fiscal year-end.
Actuarial differences are amortized on a straight-line basis from the following consolidated fiscal year over a period equaling the average remaining service period of employees (mainly 15 years) expected to receive pension benefits as of the consolidated fiscal year-end.
- (6) Significant hedging transactions
- [1] Hedging transactions are accounted for on a deferred basis. However, the contracted exchange rates are applied in the case of any monetary claims, obligations or similar items denominated in foreign currencies with assigned foreign currency forwards or other hedging instruments.
- [2] Hedging methods: Derivative transactions
(including forward exchange contracts and currency purchase put/call options)
Hedged items: Any monetary receivables and payables and planned trading transactions that are denominated in foreign currencies.
- [3] The Group employs hedging methods only for hedged items purely to manage fluctuations in foreign currency exchange rates.
- [4] Hedging evaluation
Since hedging methods and hedged items of each hedging transaction share the same conditions that apply at the start of hedging activities and throughout subsequent periods, the Group's hedging approach enables exchange rate fluctuations to be offset completely. Hence, the Group considers its hedging method to be highly effective.
- (7) Goodwill amortization and amortization periods
Goodwill is amortized using the straight-line method over a period of mainly 10 years beginning with the day on which it is realized. However, when the amount of goodwill is immaterial, it is amortized in total in the fiscal year it is realized.

II. Notes to Revenue Recognition

1. Analysis of breakdown of revenues

(Millions of yen)

	Reportable segment				Others (Note)	Total
	Flour Milling	Processed Food	Prepared Dishes and Other Prepared Foods	Total		

IV. Notes to Accounting Estimates

Valuation of property, plant and equipment related to Oriental Yeast India Pvt. Ltd.

1. Amount recorded in the consolidated financial statements for the consolidated fiscal year ended March 31, 2024

	Consolidated fiscal year ended March 31, 2024
Book value of property, plant and equipment related to the target asset group	¥11,909 million

removal of the Saitama Plant of Oriental Yeast Co., Ltd., the Company has reduced the book value of the applicable assets to their recoverable amount, and has recognized an impairment loss of ¥1,254 million under

(2) Details of financial instrument, associated risk, and risk management systems

Cash and deposits are principally used for time deposits while marketable securities generally take the form of bonds, and i

2. Market value of financial instruments

The book value, market value and difference between each for major consolidated balance sheet items as of March 31, 2024 (the consolidated balance sheet date) are presented as follows. Shares, etc. with no market value (book value: ¥25,153 million) are not included in Other securities. Additionally, given the short settlement period of cash and deposits, notes and accounts receivable – trade, contract assets, notes and accounts payable – trade, and short-term loans payable, the market value an

(2) Financial assets and liabilities that are not stated at market value regarded as the book value
(Millions of yen)

Category	Market value			
	Level 1	Level 2	Level 3	Total
Investment securities				
Other securities				
Shares		37		37

Accounting treatments concerning the Plan are in comp

Non-consolidated Statement of Changes in Net Assets
(For the Fiscal Year Ended March 31, 2024)

(Millions of yen)

	Shareholders' equity					
	Capital stock	Capital surplus			Retained earnings	
		Legal capital surplus	Other capital surplus	Total capital surplus	Legal retained earnings	Other retained earnings Reserve for dividends
Balance at the beginning of current period	17,117	9,500	184	9,685	4,379	2,000
Changes of items during the period						
Reversal of reserve for tax purpose reduction entry of non-current assets						
Dividends from surplus						
Profit						
Purchase of treasury shares						
Disposal of treasury shares			6	6		
Net changes of items other than shareholders' equity						
Total changes of items during the period			6	6		

Notes to the Non-consolidated Financial Statements

I. Significant Accounting Policies

1. Valuation standards and methodology for securities

Held-to-maturity debt securities are stated at amortized cost.

Shares of subsidiaries and affiliated companies: Stated at cost determined by the moving average method.

Other securities:

Securities other than shares, etc. with no market value are stated at fair market value (with any unrealized gains or losses being reported directly as a component of shareholders' equity and the cost of any securities sold being computed by the moving average method).

Shares, etc. with no market value are stated at cost with cost being determined by the moving average method.

2. Valuation standards and methodology for derivatives

Derivative financial instruments are stated at fair market value.

3. Depreciation methods for non-current assets

Property, plant and equipment (excluding leased assets):

Depreciation on property, plant and equipment (excluding leased assets) is computed by the declining balance method. However, the straight-line method is applied for buildings (excluding building fixtures) acquired on or after April 1, 1998 and building fixtures and structures acquired on or after April 1, 2016.

Intangible assets (excluding leased assets):

Depreciation on intangible assets (excluding leased assets) is computed by the straight-line method.

Software used in-house is depreciated over its estimated useful life (5 years) based on the straight-line method.

Leased assets:

Leased assets related to financed transactions that do not transfer

recognizes revenues on the date on which payment is received. Regarding real estate leasing fees, monthly rent based on the leasing contract is recognized throughout the corresponding period.

6. Hedging transactions

(1) Hedging transactions are accounted for on a deferred basis. However, contracted exchange rates are applied in the case of any monetary claims, obligations or similar items denominated in foreign currencies with assigned foreign currency forwards or other hedging instruments.

(2) Hedging methods: Derivative transactions
(including forward exchange contracts and currency purchase put/call options)
Hedged items: Any monetary receivables and payable and planned trading transactions that are denominated in foreign currencies.

(3) The Company employs hedging methods only for hedged items purely to manage fluctuations in foreign currency exchange rates.

(4) Hedging evaluation

Since hedging methods and hedged items of each hedging transaction share the same conditions that apply at the start of hedging activities and throughout subsequent periods, the Company's hedging approach enables exchange rate fluctuations to be offset completely. Hence, the Company considers its hedging method to be highly effective.

7. Other significant matters regarding basis of presentation of non-consolidated financial statements

Accounting treatment of retirement benefits

Unsettled amounts of unrecognized actuarial differences and unrecognized prior service cost relating to retirement benefits are accounted for in a different method from that applied to account for those in the consolidated financial statements.

II.

VI. Notes to the Non-consolidated Statement of Changes in Net Assets

Class and number of treasury shares as at the fiscal year-end

Common stock 6,850,437 shares

(Note) The number of treasury shares and common stock at the end of the fiscal year ended March 31, 2024 includes 32,600 shares held by The Master Trust Bank of Japan, Ltd. as trust assets for the stock-based remuneration plan.

VII. Notes to Tax Effect Accounting

The Principal components of deferred tax assets and deferred tax liabilities are as follows.

(Millions of yen)

Deferred tax assets	
Investment securities	5,262
Provision for retirement benefits	869
Net operating loss carry forwards	598
Provision for bonuses	185
Other	309
Gross deferred tax assets	7,225
Valuation allowance	(5,384)
Total deferred tax assets	1,841
Deferred tax liabilities	
Valuation difference on available-for-sale securities	33,020
Reserve for tax purpose reduction entry of non-current assets	1,080
Retirement benefit trust repayment securities	601
Business taxes receivable	110
Total deferred tax liabilities	34,813
Deferred tax liabilities, net	32,971

VIII. Notes to Related Party Transactions
Subsidiaries, Affiliated Companies, etc.

(Millions of yen)

Category	Name of Company, etc.	Percentage of Voting Rights, etc.	Transactions with Related Party	Nature of Transactions	Transaction Value	Item	Year-end Balance
Subsidiaries	Nisshin Flour Milling Inc.	Direct holding 100.0	Licensing of trademark, etc., Lending and receipt of funds, Leasing of commercial land, etc., Concurrent serving of officers	Receipt of license fee for trademark, etc. (Note 1)	4,938		
				Lending of investment funds (Note 3) Repayment of investment funds (Note 3) Receipt of interests (Note 3)	3,560 5,211 942	Long-term loans receivable from subsidiaries and associates Other under Current assets	64,272 240
	Nisshin Seifun Welna Inc.	Direct holding 100.0	Licensing of trademark, etc., Lending and receipt of funds, Leasing of commercial land, etc., Concurrent serving of officers	Lending of investment funds (Note 3)	?		

Category	Name of Company, etc.	Percentage of Voting Rights, etc.	Transactions with Related Party	Nature of Transactions	Transaction Value	Item	Year-end Balance
	Tokatsu Foods Co., Ltd.	Indirect holding 100.0	Licensing of trademark, etc., Lending and receipt of funds, Concurrent serving of officers	Receipt of funds (Note 2) Payment of interests (Note 2)	4,970 0	Deposits received Accrued expenses	13,098 0

X. Additional Information
(Stock-based Remuneration Plan)

The note is omitted because the same information is provided in the Notes to the Consolidated Financial Statements (Additional Information).

XI. Other Notes

All amounts have been rounded down to the nearest million yen.