MATTERS FOR ELECTRONIC PROVISION MEASURES IN CONVENING THE 179th ORDINARY GENERAL MEETING OF SHAREHOLDERS

Subscription Rights to Shares

Independent Auditor

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

Consolidated Statement of Changes in Net Assets

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Non-consolidated Statement of Changes in Net Assets

Notes to the Non-consolidated Financial Statements

(from April 1, 2022 to March 31, 2023)

Nisshin Seifun Group Inc.

In accordance with laws and regulations and Article 15, Paragraph 2 of the Company’s Articles of Incorporation, the above items have been omitted from the document of the matters for electronic provision measures.

Subscription Rights to Shares

[1] Status of subscription rights to shares as of March 31, 2023

	Number of subscription rights to shares granted	Class and number of shares issuable upon exercise of subscription rights to shares	Issuance price upon exercise of subscription rights to shares	Persons granted subscription rights to shares at the time of issuance	Amount payable upon exercise of subscription rights to shares	Exercise period
14-1st subscription rights to shares (Granted on August 15, 2016)	74	Common Stock 74,000 shares (1,000 shares per subscription right to shares)	Without charge	Directors of the Company	¥1,753,000 per subscription right to shares	August 16, 2018 – August 1, 2023
14-2nd subscription rights to shares (Granted on August 15, 2016)	127	Common Stock 127,000 shares (1,000 shares per subscription right to shares)	Without charge	Executive Officers of the Company and some Directors of its consolidated subsidiaries	¥1,753,000 per subscription right to shares	August 16, 2018 – August 1, 2023

Conditions for exercise of the above subscription rights to shares:

1) Persons granted an allotment of the subscription rights to shares (hereinafter referred to as the “holders”) shall be a Director or Executive Officer of the Company or one of its consolidated subsidiaries (excluding any publicly listed companies and their subsidiaries and overseas subsidiaries) at the time of the exercise of the subscription rights to shares. However, the holders who are no longer a Director or Executive Officer of the Company or one of its consolidated subsidiaries (excluding any publicly listed companies and their subsidiaries and overseas subsidiaries) may exercise the rights up until two (2) years after stepping aside or two (2) years after the commencement of the exercise period of the subscription rights to shares, whichever is later.
2) An heir of the holder shall be allowed to inherit the subscription rights to shares, provided that he/she completes the procedures to change the holder.
3) Subscription rights to shares may not be transferred, securitized or otherwise disposed of under any circumstances.
4) Where a holder is dismissed from the position of Director or Executive Officer, or under certain other circumstances, the exercise of the subscription rights to shares may be deemed inappropriate considering the purpose of the granting of rights, and in such case said rights will be forfeited immediately.

[2] Subscription rights to shares granted as remuneration for performance of duty and held by Directors of the Company as of March 31, 2023

Segment	Name	Number of subscription rights to shares	Number of persons holding subscription rights to shares
Directors (excluding Directors who are members of the Audit & Supervisory Committee and Outside Directors)	14-1st subscription rights to shares	29	4
Outside Directors (excluding Directors who are members of the Audit & Supervisory Committee)	14-1st subscription rights to shares	5	1

The outline of the above subscription rights to shares are described in [1].

No subscription rights to shares granted as remuneration for performance of duty are held by Directors who are members of the Audit & Supervisory Committee.

[3] Subscription rights to shares granted as remuneration for performance of duty to employees during the fiscal year ended March 31, 2023.

There are no applicable matters to be reported.

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, 2023

1. Compensation paid to the Independent Auditor	¥69 million
2. Total of cash and other financial profits payable by the Company and its subsidiaries	¥215 million

Notes: 1. The audit contract between the Company and the Independent Auditor does not and practically cannot separate the amount of compensation for the audit under the Companies Act from the amount of compensation for the audit under the Financial Instruments and Exchange Act. Therefore, the compensation described in the above 1 is the sum of both amounts.

2. Some subsidiaries of the Company have their financial statements and related documents audited by auditors other than Deloitte Touche Tohmatsu LLC.

[3] Reasons for the Audit & Supervisory Committee's approval on compensation to the Independent Auditor

The Audit & Supervisory Committee has given its approval as prescribed under Article 399, Paragraph 1 and 3 of the Companies Act, as the compensation to the Independent Auditor was considered reasonable based on the verification and review of the relevant matters including details of the audit plan in the fiscal year ended March 31, 2023, the status of execution of duties by the Independent Auditor and the basis of calculating the estimated compensation.

[4] Policy for decisions on dismissal or non-reappointment of Independent Auditor

The Audit & Supervisory Committee will dismiss the Independent Auditor in the event that any of the reasons stipulated in each item of Article 340, Paragraph 1 of the Companies Act are deemed applicable to the Independent Auditor and such action is considered necessary, subject to the unanimous consent of the Audit & Supervisory Committee Members.

In addition, the Audit & Supervisory Committee will decide the details of a proposal for the dismissal or non-reappointment of the Independent Auditor to be submitted to the General Meeting of Shareholders, as stipulated in Article 399-2, Paragragh 3, Item 2 of the Companies Act, in the event that any of the reasons stipulated in Article 340 of the Companies Act, or any equivalent reasons, are deemed applicable to the Independent Auditor and such action is considered necessary. Furthermore, the Audit & Supervisory Committee may also decide the details of a proposal for the non-reappointment of the Independent Auditor to be submitted to the General Meeting of Shareholders, as stipulated in Article 399-2, Paragragh 3, Item 2 of the Companies Act, in the event that the non-reappointment of the Independent Auditor is considered appropriate in overall consideration of various factors including the audit quality provided and the status of execution of duties by the Independent Auditor.

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 outline of the implementation status 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 effectiveness, while promoting corporate ethics throughout their companies.
2) The Audit & Supervisory Committee of the Company and Audit & Supervisory Board Members of its subsidiaries audit the performance of duties by each Director, and oversee Directors to verify whether they construct and operate the internal control systems in an appropriate manner.
3) 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.
4) The Social Committee of the Company addresses all the Nisshin Seifun Group's corporate social responsibility (CSR) issues by discussing a comprehensive range of CSR issues, including corporate ethics and compliance, promoting practical CSR measures at the Group and ensuring awareness of compliance with laws, the Articles of Incorporation and social norms.
5) The Nisshin Seifun Group shall not bow to unreasonable demands of antisocial forces that threaten the order and safety of civil society and takes organized countermeasures in collaboration with external specialized institutions.
6) The Company operates and maintains the Compliance Hotline System, which was established as a measure for the Nisshin Seifun Group employees, etc., to directly report any acts of non-compliance so that such acts can be detected early and dealt with.

(Status of operation)

1) The Nisshin Seifun Group has introduced the "Nisshin Seifun Group Corporate Code of Conduct and Employee Action Guidelines" in the Group companies including overseas subsidiaries and affiliates as the Group's common basis for discipline, whereby striving to ensure awareness of these guidelines.
2) The Company is promoting awareness among employees of the "Nisshin Seifun Group Corporate Code of Conduct and Employee Action Guidelines" along with the Compliance Hotline System through human resources training programs.
3) The Internal Audit Department of the Company is conducting the internal control evaluation and internal audit at each Group company and verifying the level of awareness and the status of compliance with the internal rules.
4) The Company held two meetings of the Social Committee during the fiscal year ended March 31, 2023 to discuss a comprehensive range of CSR issues, including compliance, thereby promoting the Nisshin Seifun Group's CSR measures.
5) The Company also organizes the Normative Ethics Committee, whereby ensuring that no illegal payment is made to antisocial forces and examining the appropriateness of donations.

[2] Rules and systems for managing the danger of loss to the Company and its subsidiaries

1) For issues concerning business operations at the Nisshin Seifun Group, approval and reporting procedures must be determined according to their level of importance, impact, etc., and evaluation of such issues, including risk assessment thereof, are made in advance.
2) In line with the Nisshin Seifun Group Risk Management Rules, the Nisshin Seifun Group conducts the risk evaluation and reviews measures against risks, and the Company's Risk Management Committee supervises the overall risk management efforts of the Nisshin Seifun Group by confirming and providing guidance to ensure that its subsidiaries have appropriate control over the risks that are evaluated by themselves, and that no risks are ignored.

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 countermeasures headquarters immediately to handle such crises in an appropriate manner to minimize damages.
4) The Audit & Supervisory Committee of the Company and Audit & Supervisory Board Members of its subsidiaries must take the necessary measures, such as giving advice and making recommendations to Directors, whenever they recognize the possibility that each Director may bring about significant damage or incident.

(Status of operation)
1) Each Nisshin Seifun Group company conducts the risk evaluation and reviews measures against risks in accordance with the Nisshin Seifun Group Risk Management Rules. In addition, a planning sub-committee of the Risk Management Committee of the Company conducts the Group-wide verification of the results of the review at each Group company and reports the results to the Risk Management Committee for deliberation thereat.
2) An internal reporting system is in place in line with the Nisshin Seifun Group Crisis Control Rules, whereby employees, etc., of the Nisshin Seifun Group may report any emergence or possibility of crises to a specified contact desk.
3) The Nisshin Seifun Group has established a "COVID-19 Pandemic Task Force," in order to maintain a system for ensuring the safety of employees and a stable supply of foods on a sustained basis. Regarding the situation in Ukraine, the Company is ascertaining the impact on each business, considering and issuing instructions, etc. on countermeasures, and rapidly and appropriately dealing with various risks while keeping a close eye on the situation.

[3] Systems for ensuring that the duties of Directors of the Company and its subsidiaries are performed efficiently
1) For the Company and its subsidiaries, the range of responsibility and authority is clarified, for example, by identifying matters to be resolved by and reported to the Board of Directors and matters of request for approval of Presidents, Directors and Executive Officers in charge of respective business divisions. This enables Directors to perform their duties in a prompt and appropriate manner.
2) The Nisshin Seifun Group clarifies its business strategies and their potential directions, according to which the Group companies formulate their profit plans on a yearly basis. The term of office of Directors (excluding Directors who are members of the Audit & Supervisory Committee) is set at one year to clarify their responsibilities. The Board of Directors reviews business performance on a monthly basis, and discusses and implements measures to improve performance.

(Status of operation)
1) Nisshin Seifun Group formulated the "Nisshin Seifun Group Medium-Term Management Plan 2026" in October 2022. The Group is promoting management based on the following three basic policies: "Stimulate the Group's ability to grow by restructuring the business portfolio," "Enhance management by clarifying our business' relationships toward our stakeholders," and "Integrate ESG into management strategy, implement by adapting to social trends."
2) Each Group company formulates its profit plans for the fiscal year in line with its business strategies, while implementing measures to improve performance based on the monthly business performance review at its Board of Directors.

[4] Systems for ensuring that proper business operations are conducted within the Nisshin Seifun Group that consists of the Company and its subsidiaries
1) The Nisshin Seifun Group has adopted a holding company structure under which the holding company, the Company, oversees and evaluates the actions of subsidiaries with the best interests of the shareholders in mind.
2) For important issues concerning the business operations of subsidiaries, the Nisshin Seifun Group sets the standards for issues to be discussed by or reported to the Board of Directors of the Company.
3) The Nisshin Seifun Group has formulated the "Nisshin Seifun Group Corporate Code of Conduct and Employee Action Guidelines," in which the Corporate Principle, the Basic Management Policy, the Basic Stance toward Stakeholders, the Corporate Code of Conduct and Employee Action Guidelines are specified, and awareness of them throughout the Group is promoted.
4) The procedures and methods for creation of the Nisshin Seifun Group's financial reports, including the consolidated financial statements, are stipulated to eliminate wrongful acts and errors and ensure the reliability of such reports.

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 of facilities, 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 operations of subsidiaries, the Nisshin Seifun Group refers issues to be discussed by or reported to the Board of Directors of the Company in accordance with the "Matters to be Resolved by and Reported to the Board of 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 audits on respective areas, including facilities, safety, environmental conservation and quality assurance, thereby verifying that each operation is implemented appropriately.

[5] Systems for ensuring the preservation and management of information in relation to the Company's Directors' performance of their duties

The minutes of the meetings of Board of Directors, approval documents, and other documents and information relating to the performance of duties by Directors are preserved and managed appropriately as confidential information in accordance with the relevant regulations.

(Status of operation)

The minutes of the meetings of Board of Directors, approval documents, and other documents of the Company are preserved and managed appropriately as confidential information in accordance with the Confidential Information Management Rules.

[6] Provisions concerning the employees who assist the Company's Audit & Supervisory Committee in performing its duties, the independence of such employees from Directors (excluding Directors who are members of the Audit & Supervisory Committee) and ensuring the effectiveness of the Audit & Supervisory Committee's directions given to such employees.

1) The Company establishes an Audit & Supervisory Committee Secretariat to assist the Audit & Supervisory Committee in performing its duties. The Audit & Supervisory Committee Secretariat assists the Audit & Supervisory Committee in performing audits under the Committee's direction. Personnel changes and other matters concerning the members of the Audit & Supervisory Committee Secretariat require the consent of the Audit & Supervisory Committee.
2) Directors (excluding Directors who are members of the Audit & Supervisory Committee) pay close attention to ensure that no unreasonable constraints exist that could potentially hinder the independence of the Audit & Supervisory Committee Secretariat in performing its duties.

(Status of operation)

The Audit & Supervisory Committee Secretariat, which is independent from Directors (excluding Directors who are members of the Audit & Supervisory Committee), assists the Audit & Supervisory Committee in performing its duties in order to enhance the effectiveness of the audit function of the Committee. In addition, the Company pays close attention to ensure that there are no unreasonable constraints by Directors (excluding Directors who are members of the Audit & Supervisory Committee) that could potentially hinder the independence of the Audit & Supervisory Committee Secretariat in performing its duties.

[7] Systems for reporting to the Audit & Supervisory Committee of the Company by Directors (excluding Directors who are members of the Audit & Supervisory Committee) and employees of the Company, Directors, Audit & Supervisory Board Members and employees of its subsidiaries and individuals who receive reports from these individuals

1) The Audit & Supervisory Committee of the Company has the members attend the meetings of the Board of Directors and other important meetings, including those of the Group Management Meeting, the Credit Management Committee, and the Normative Ethics Committee. The Audit & Supervisory Committee Members state their opinions as appropriate at the above-mentioned important meetings.
2) The Audit & Supervisory Committee of the Company may ask for reporting from the independent auditors, Directors, the Internal Audit Department and others as the need arises.
3) When Directors of the Company or its subsidiaries recognize anything that could cause significant damage or incident to their respective companies, they shall immediately report that to their respective Audit & Supervisory Committee or Audit & Supervisory Board Members. At the same time, Audit & Supervisory Board Members of each subsidiary shall also report that to the Company's Audit & Supervisory Committee.
4) The results of audits conducted by subsidiaries' Audit & Supervisory Board Members shall be reported to the Company's Audit & Supervisory Committee.
5) The results of internal control evaluations and internal audits conducted by the Company's Internal Audit Department are reported to the Company's Audit & Supervisory Committee.
6) The results of special audits by the Company, such as of facilities, safety, environment and quality assurance, are reported to the Company's Audit & Supervisory Committee.
7) Any information obtained through the Compliance Hotline is reported immediately to the Audit & Supervisory Committee of the Company.
8) Documents for taking over the duties of outgoing Division Executives of the Company and the presidents of its subsidiaries are also submitted to the Audit & Supervisory Committee of the Company.
9) All approval documents of the Company and its subsidiaries are returned to their respective Audit & Supervisory Committee Members or Audit & Supervisory Board Members.

(Status of operation)

1) Audit & Supervisory Committee Members of the Company attend the meetings of the Board of Directors and other important meetings, including the Group Management Meetings and the Credit Management Committee meetings, and state their opinions as appropriate.
2) The Audit & Supervisory Committee and the Internal Audit Department of the Company report to each other information including audit results as they conduct audits, while Audit & Supervisory Board Members and dedicated audit staff at the Group's main operating companies report their audit results to the Audit & Supervisory Committee and the Internal Audit Department of the Company, whereby enhancing mutual collaboration.
3) Audit & Supervisory Committee Members of the Company held two meetings of the Audit & Supervisory Liaison Committee of the Nisshin Seifun Group during the fiscal year ended March 31, 2023, as attended by the Audit & Supervisory Board Members of the Group's main operating companies and the Internal Audit Department, exchanging opinions on audit cases in an effort to share awareness of the issues to be addressed and enhance audit quality across the Group.

[8] Systems for ensuring that individuals reporting to the Company's Audit & Supervisory Committee will not be treated disadvantageously for such reporting

Individuals reporting any of the previously addressed items, including those reporting via the Compliance Hotline, will not be treated disadvantageously, through personnel systems or in any other way, for such reporting.

(Status of operation)

The Compliance Hotline Rules stipulate a provision to the effect that individuals who used the Compliance Hotline for the purpose of whistle-blowing shall not be treated disadvantageously, and such provision is posted on the Company's Intranet and communicated across the board.

[9] Provisions regarding policies guiding procedures for the prepayment or reimbursement of expenses incurred by the Company's Audit & Supervisory Committee Members in the execution of their duties and other expenses incurred in the execution of such duties or related obligations

Anticipated expenses incurred by the Audit & Supervisory Committee Members in the execution of their duties are budgeted; expenses incurred or related obligations beyond the budget, excluding such expenses deemed unnecessary for execution of the duties of the Audit & Supervisory Committee Members, shall be dealt with immediately by the Company pursuant to Article 399-2, Paragraph 4 of the Companies Act.

(Status of operation)

Anticipated expenses incurred by the Audit & Supervisory Committee Members of the Company in the execution of their duties are budgeted, and expenses incurred beyond the budget are dealt with immediately by the Company pursuant to Article 399-2, Paragraph 4 of the Companies Act.

[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.

Consolidated Statement of Changes in Net Assets

(For the Fiscal Year Ended March 31, 2023)

(Millions of yen)

	Shareholders' equity				
	Capital stock	Capital surplus	Retained earnings	Treasury shares	Total shareholders' equity
Balance at the beginning of current period	17,117	12,622	347,165	(10,960)	365,946
Changes of items during the period					
Dividends from surplus			(11,603)		(11,603)
Loss attributable to owners of parent			(10,381)		(10,381)
Purchase of treasury shares				(190)	(190)
Disposal of treasury shares		1		161	162
Change in ownership interest of parent due to transactions with non-controlling interests		104			104
Net changes of items other than shareholders' equity					
Total changes of items during the period	—	105	(21,984)	(29)	(21,908)
Balance at the end of current period	17,117	12,728	325,181	(10,989)	344,037

(Millions of yen)

	Accumulated other comprehensive income					Subscription rights to shares	Non-controlling interests	Total net assets
	Valuation difference on available-for-sale securities	Deferred gains or losses on hedges	Foreign currency translation adjustment	Remeasurements of defined benefit plans	Total accumulated other comprehensive income			
Balance at the beginning of current period	60,585	445	23,059	(862)	83,227	95	11,373	460,643
Changes of items during the period								
Dividends from surplus								(11,603)
Loss attributable to owners of parent								(10,381)
Purchase of treasury shares								(190)
Disposal of treasury shares								162
Change in ownership interest of parent due to transactions with non-controlling interests								104
Net changes of items other than shareholders' equity	(8,540)	(459)	5,293	274	(3,432)	(51)	3,248	(234)
Total changes of items during the period	(8,540)	(459)	5,293	274	(3,432)	(51)	3,248	(22,143)
Balance at the end of current period	52,044	(13)	28,352	(588)	79,795	44	14,621	438,499

Notes to the Consolidated Financial Statements

I. Basis of Presentation of Consolidated Financial Statements

1. Scope of consolidation

(1) Consolidated subsidiaries: 68 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 not consolidated. The assets, net sales, profit/loss and retained earnings of each non-consolidated subsidiary are small, and the aggregate effect on the consolidated financial statements is immaterial.

(2) Changes in scope of consolidation

- Following its founding through company split in the consolidated fiscal year ended March 31, 2023, Nisshin Seifun Delica Frontier Inc. has been newly added within the scope of consolidation. Similarly, following the purchase of its shares during the consolidated fiscal year ended March 31, 2023, Kumamoto Flour Milling Co., Ltd. and its four subsidiaries have been newly added to the scope of consolidation.

2. Scope of the equity method

(1) Subsidiaries and affiliates accounted for by the equity method: 9 companies (1 non-consolidated subsidiary and 8 affiliates)

- Names of principal subsidiaries and affiliates accounted for by the equity method: Marubeni Nisshin Feed Co., Ltd., Japan Logistic Systems Corp.
- The contributions to consolidated profit/loss, consolidated retained earnings and other consolidated financial statements of 4 non-consolidated subsidiaries and 4 affiliates not accounted for by the equity method are negligible and immaterial in the aggregate.

(2) The financial statements for the accounting period of the company concerned are used in the cases of those subsidiaries and affiliates accounted for by the equity method whose accounting period differs from the consolidated accounting period.

3. Accounting periods of consolidated subsidiaries

Among the consolidated subsidiaries, 8 subsidiaries have accounting periods different from the consolidated accounting period. With regard to Shin Nisshin Seifun Foods (Qingdao) Co., Ltd. and 2 other companies, the tentative financial statements as of the consolidated fiscal year-end are used. With regard to Kumamoto Flour Milling Co., Ltd. and 4 other subsidiaries, since the difference between their fiscal year-end and the consolidated fiscal year-end is three month or less, financial statements at their fiscal year-end are used, with adjustments for any significant transactions made between their fiscal year-end and the consolidated fiscal year-end, which is necessary for consolidation.

4. Accounting principles

(1) Valuation standards and methodology for material assets

[1] Securities:

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

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] Derivatives:

Derivative financial instruments are stated at fair market value.

[3] Inventories:

Wheat flour and bran are stated at cost, with cost being determined mainly by the retail method, with balance sheet values reflecting write-downs for decreased profitability; other products are stated at cost, with cost being determined mainly by the periodic average method, with balance sheet values reflecting write-downs for decreased profitability.

Raw materials are stated at cost, with cost being determined by the first-in, first-out method, and balance sheet values reflecting write-downs for decreased profitability.

(2) Depreciation methods for material depreciable assets

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

The Company and domestic consolidated subsidiaries mainly apply 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.

Foreign consolidated subsidiaries mainly apply the straight-line method.

[2] Intangible assets (excluding leased assets):

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

[3] Leased assets:

Leased assets related to finance lease transactions that do not transfer ownership are depreciated using the straight-line method with estimated useful lives equal to lease terms, and zero residual values.

[4] Right-of-use assets:

Right-of-use assets are depreciated using the straight-line method with zero residual values.

(3) Basis of material allowances

[1] Allowance for doubtful accounts:

The Company and domestic consolidated subsidiaries provide for possible credit losses stemming from monetary receivables. Estimates of irrecoverable amounts are based on historical loan-loss ratios for general receivables, and on a consideration of feasibly recoverable amounts in individual cases of suspected bad debt or other specific dubious accounts. Specific receivables are generally deemed irrecoverable in the case of foreign consolidated subsidiaries.

[2] Provision for repairs:

To prepare for expenditure associated with the periodic repair of plant facilities, certain consolidated subsidiaries provide for a portion of the total projected expenditure to be incurred until the end of the consolidated fiscal year ended March 31, 2023.

(4) Basis of revenues and expenses

The Group is mainly engaged in the flour milling, processed food, and prepared dishes and other prepared foods businesses.

[1] Flour Milling Segment

In the flour milling business, the Group is engaged in the production and sales of wheat flour, bran, and wheat flour-related products.

Regarding sales of merchandise or finished goods, the Group assumes the performance obligation to deliver the merchandise or finished goods based on sales contracts with customers and recognizes revenues when it delivers the merchandise or finished goods to customers, given that it determines to have satisfied such performance obligation at the point in time when it delivers such merchandise or finished goods and customers acquire control over them.

[2] Processed Food Segment

In the processed food business, the Group is engaged in the production and sales of prepared mix products, wheat flour for household-use, pasta, pasta sauces, frozen foods, food ingredients for bread, etc., biochemical products, the drug discovery support business, and healthcare foods.

Regarding sales of merchandise or finished goods, the Group assumes the performance obligation to deliver the merchandise or finished goods based on sales contracts with customers and recognizes revenues when it delivers the merchandise or finished goods to customers, given that it determines to have satisfied such performance obligation at the point in time when it delivers such merchandise or finished goods and customers acquire control over them.

[3] Prepared Dishes and Other Prepared Foods Segment

In the prepared dishes and other prepared foods business, the Group is engaged in the production and sales of cooked foods such as bento lunch boxes, other prepared foods, and prepared noodles.

Regarding sales of merchandise or finished goods, the Group assumes the performance obligation to deliver the merchandise or finished goods based on sales contracts with customers and recognizes revenues when it delivers the merchandise or finished goods to customers, given that it determines to have satisfied such performance obligation at the point in time when it delivers such merchandise or finished goods and customers acquire control over them.

(5) Accounting treatment of retirement benefits

Regarding its retirement benefit asset and liability, in order to maintain retirement benefits for employees leaving the Group and already retired pension recipients, the Group subtracts pension plan assets from its projected benefit obligation, based on estimates as of the end of the consolidated fiscal year ended March 31, 2023.

[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, 2023 for 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					
	Flour Milling	Processed Food	Prepared Dishes and Other Prepared Foods	Total	Others (Note)	Total
Japan	181,462	170,994	147,487	499,944	37,041	536,986
Overseas	238,319	16,994	—	255,313	6,381	261,695
Sales to external customers	419,782	187,988	147,487	755,258	43,423	798,681

(Note) Business segment of "Others" is excluded from reportable segment, which includes engineering, mesh cloths, and handling and storage businesses.

2. Basic information for understanding revenues
Basic information for understanding revenue is as stated in (4) Basis of revenues and expenses, 4. Accounting principles of I. Basis of Presentation of Consolidated Financial Statements.

III. Notes to Accounting Estimates

The items whose amounts were recorded in the form of accounting estimates in the consolidated financial statements for the consolidated fiscal year ended March 31, 2023, and are likely to have a material impact on the consolidated financial statements for the next consolidated fiscal year are as follows.

Goodwill	¥7,496 million
Other (intangible assets)	¥16,180 million
Impairment losses	¥55,704 million

The acquisition cost of companies or businesses acquired through corporate merger is allocated to the relevant assets or liabilities, and in cases where such acquisition cost exceeds the net amount allocated to assets or liabilities, such excess amount is recorded as goodwill under assets. Goodwill and intangible assets other than goodwill are amortized on a regular basis, over the period during which they remain effective, and the unamortized balance is subject to impairment measures.

If there are signs of impairment, the Group evaluates whether impairment losses are recognized by the comparison between the total amount of future cash flows before discounting gained from assets or asset group and the book value. If the total amount of future cash flows before discounting falls below the book value, the Group determines that the recognition of impairment losses is necessary and the book value of the assets or asset group is reduced to the recoverable value. The recoverable value shall be the higher of use value or net sale value.

As stated in Impairment losses, V. Notes to the Consolidated Statements of Income, during the consolidated fiscal year ended March 31, 2023, the Group posted impairment losses for goodwill and intangible assets other than goodwill identified when the Group acquired 100% of shares of PFG Topco1 Pty Ltd., the parent company of Allied Pinnacle Pty Ltd, a flour milling company in Australia, on April 1, 2019.

Impairment measures could become necessary in the event that the recoverable value falls below the book value due to changes in the future corporate environment, among other factors.

IV. Notes to the Consolidated Balance Sheet

1. Assets pledged as collateral and collateralized obligations

(1) Assets pledged as collateral

Buildings and structures:	¥172 million
Land:	¥235 million

(2) Collateralized obligations

Long-term loans payable (includes current portion of long-term loans payable)	¥105 million

2. Reduction entry of property, plant and equipment purchased with government subsidy and others

Accumulated reduction entry of property, plant and equipment: ¥808 million

3. Accumulated depreciation of property, plant and equipment: ¥384,373 million

4. Components of inventories

Merchandise and finished goods:	¥44,014 million
Work in process:	¥5,790 million
Raw materials and supplies:	¥78,980 million

5. Revenue recognition

(1) Amounts of receivables from contracts with customers and contract assets included in notes and accounts receivable – trade and contract assets

Accounts receivable – trade	¥102,181 million
Notes receivable – trade	¥3,208 million
Contract assets	¥2,498 million

(2) Amount of contract liabilities included in Other (current liabilities)

Contract liabilities	¥3,451 million

V. Notes to the Consolidated Statements of Income

Impairment losses

Impairment losses were posted for the assets below during the consolidated fiscal year ended March 31, 2023.

Location	Application	Type
Australia	— (Flour Milling)	Goodwill
	Business assets (Flour Milling)	Other (intangible assets), and property, plant and equipment

The Group categorizes assets based on the smallest unit that largely generates cash flows independently from the cash flows of other assets and asset groups.

In the Flour Milling Segment, non-current assets pertaining to the Australia flour milling business experienced a decline in profitability largely attributable to changes in demand due to the COVID-19 pandemic, coupled with the impact of rising costs driven by the situation in Ukraine. Since there is no longer any prospect of a recovery of investment, the Company has reduced the book value of the assets to their recoverable amount, and has recognized an impairment loss of ¥55,704 million under extraordinary losses. The breakdown of the impairment loss is ¥31,303 million in goodwill, ¥7,818 million in other (intangible assets), and ¥16,581 million in property, plant and equipment.

The recoverable value is measured based on use value. A discount rate of 11.9% was used in the calculation of use value.

VI. Notes to the Consolidated Statement of Change in Net Assets

1. Class and number of issued shares at the end of the consolidated fiscal year ended March 31, 2023

Common stock: 304,357,891 shares

2. Dividends

(1) Dividends paid

The following resolution was made at the Ordinary General Meeting of Shareholders held on June 28, 2022.

- Dividends on common stock

[1] Total dividends to be paid: ¥5,950 million
[2] Dividend per share: ¥20
[3] Record date: March 31, 2022
[4] Effective date: June 29, 2022

(Note) Total dividends to be paid include ¥0 million of the dividends to the Company shares held by The Master Trust Bank of Japan, Ltd. as trust assets for the stock-based remuneration plan.

The following resolution was made at the meeting of the Board of Directors held on October 26, 2022.

- Dividends on common stock

[1] Total dividends to be paid: ¥5,652 million
[2] Dividend per share: ¥19
[3] Record date: September 30, 2022
[4] Effective date: December 2, 2022

(Note) Total dividends to be paid include ¥3 million of the dividends to the Company shares held by The Master Trust Bank of Japan, Ltd. as trust assets for the stock-based remuneration plan.

(2) Dividends for which the record date came during the consolidated fiscal year ended March 31, 2023, but for which the effective date will come during the following consolidated fiscal year

The following resolution will be proposed at the Ordinary General Meeting of Shareholders to be held on June 28, 2023.

- Dividends on common stock

[1] Total dividends to be paid: ¥6,247 million
[2] Source of dividends: Retained earnings
[3] Dividend per share: ¥21
[4] Record date: March 31, 2023
[5] Effective date: June 29, 2023

(Note) Total dividends to be paid include ¥1 million of the dividends to the Company shares held by The Master Trust Bank of Japan, Ltd. as trust assets for the stock-based remuneration plan.

3. Class and number of shares to be issued or transferred upon exercise of the subscription rights to shares as of the consolidated fiscal year-end

14-1st subscription rights to shares (Granted on August 15, 2016)	Common stock	74,000 shares
14-2nd subscription rights to shares (Granted on August 15, 2016)	Common stock	127,000 shares

VII. Notes to Financial Instruments

1. Status of financial instruments

(1) Policy regarding financial instruments

The Group policy concerning cash holdings and temporary surplus funds for strategic investment and the like going forward dictates that such funds be used for marketable securities and time deposits with specific rates of yield and not for the purpose of securing gains from sales or speculative transactions. Furthermore, the said policy also requires that funds be secured by the most suitable method given prevailing market conditions, with loans from banks utilized for short-term financing requirements, and loans from banks, the issuance of bonds, capital increase and the like utilized for long-term financing requirements.

In terms of investment securities, the Group has a policy for retaining stocks when such retaining contributes to medium- to long-term improvement in corporate value and is reasonable in terms of facilitating and strengthening business tie-ups and joint businesses or building and strengthening long-term and stable business relationships.

The Group utilizes derivatives only as a hedge against the forms of risk detailed hereinafter but not for the purpose of securing gains from sales and speculative transactions.

(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 in both cases, therefore, the Group is exposed to the credit risk of the issuer and deposit holder and the risk of market price fluctuation. With the aim of minimizing and diversifying this risk, the internal rules of each Group company place limits on investment assets, issuers and deposit holders, investment periods, issuer and holder-specific investment amounts, and the like.

In terms of operating receivables in the form of notes and accounts receivable – trade, the Group is exposed to the credit risk of the corresponding customers. As a countermeasure, the internal rules of each Group company establish systems for managing due dates and balances on an individual business partner basis and for regularly reassessing the financial standing of major business partners, thus ensuring that settlement concerns stemming from a worsening of the financial position of any such business partner or customer can be rapidly identified and addressed.

Investment securities are stocks related to business or capital tie-ups and the like with business partners, which are exposed to the risk of market price fluctuation. Thus, systems have been established to regularly determine actual market value, and with respect to each of the cross-shareholding stocks retained, to verify yearly at the Board of Directors the validity of retaining stocks after examining the rationality of reasons for cross-shareholding, their trading situations, revenue and financial conditions, shareholder returns, creditworthiness, and other factors, and making comparisons between benefits/risks and capital costs associated with cross-shareholding.

In terms of operating liabilities in the form of notes and accounts payable – trade, most of those payment periods are no longer than one year. Short-term loans payable are principally used to procure working capital. They are exposed to liquidity risk but each Group company deploys a number of different measures, such as the preparation of cash flow management plans and the like, in order to manage this risk.

Long-term loans payable and bonds are principally used to procure funds necessary for business investments and the like, and have fixed interest rates.

Turning to derivative transactions, the Group utilizes forward exchange contracts, currency option transactions and the like for specific assets and liabilities denominated in foreign currencies, where this includes notes and accounts receivable – trade and notes and accounts payable – trade, with the aim of hedging the risk of future foreign-exchange fluctuation. Meanwhile, certain overseas consolidated subsidiaries manage the future risk of fluctuation in wheat prices, etc., using wheat futures, etc. Transactions such as these expose the Group to risk associated with general market fluctuation. As a means of minimizing such risk, each Group company acts in line with internal rules that prohibit the scale of any such dealings from exceeding actual demand, and furthermore, place limits on derivative transactions in the form of a fixed ratio of the total value thereof. It should also be noted that currency option transactions are restricted to the purchases of options only by said internal rules. Furthermore, such transactions are executed by the Finance and Accounting Division of the Company principally in line with the instructions of the responsible divisions of operating companies with which foreign-exchange fluctuation risk is associated. At certain consolidated subsidiaries, however, the corresponding finance department executes transactions based principally on the instructions of various internal responsible divisions. In order to effectively monitor and control derivative transactions of this nature, the Group has implemented systems that require the Finance and Accounting Division of the Company or the finance departments of individual subsidiaries to obtain a derivative-transaction balance statement from banks and other similar institutions on a monthly basis, to cross-check this statement with actual balances, and among other measures, to submit a report to the Division Executive of the Finance and Accounting Division of the Company or the director in charge of the finance department and the director in charge of the administration department of each subsidiary. Furthermore, as the Group only conducts derivative transactions with financial institutions with high credit ratings, the risk of defaulting on contracts on the part of the counterparty is considered to be close to non-existent.

(3) Supplementary explanation concerning the market value of financial instruments

As fluctuation is factored into a calculation for the market value of financial instruments, the selection of differing preconditions and the like may cause the calculated value to change.

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, 2023 (the consolidated balance sheet date) are presented as follows. Shares, etc. with no market value (book value: ¥23,282 million) are not included in Other securities. Additionally, given the short settlement period of cash and deposits, notes and accounts receivable – trade and contract assets, notes and accounts payable – trade, and short-term loans payable, the market value and book value are almost the same, and therefore, notes thereof are omitted.

(Millions of yen)

	Book value (*1)	Market value (*1)	Difference
(1) Investment securities			
Other securities	97,851	97,871	20
Shares of subsidiaries and affiliated companies	3,591	1,186	(2333)
(2) Bonds	(20,000)	(18,541)	(1,458)
(3) Long-term loans payable (*2)	(15,396)	(14,488)	(907)
(4) Derivative transactions (*3)	61	61	—

(*1) Liabilities are shown in parentheses.

(*2) Includes the current portion of long-term loans payable.

(*3) Net claims and debts resulting from derivative transactions are indicated as net amounts. Figures of total net debt are indicated in parentheses. It should be noted that forward exchange contracts and other foreign exchange contracts in which contracted exchange rates are applied and grouped together with hedged accounts receivable and accounts payable, and the market value of the hedged accounts receivable and accounts payable includes the values of the corresponding accounts receivable and accounts payable.

3. Breakdown of financial instruments by market value level

The market value of financial instruments is categorized into the following three levels according to the degree of observability and importance of the inputs used for calculation of the market value.

Level 1: Market value calculated using (unadjusted) quoted prices in active markets for identical assets or liabilities
Level 2: Market value calculated using directly or indirectly observable inputs other than Level 1 inputs
Level 3: Market value calculated using significant unobservable inputs

If multiple inputs with significant impact are used for market value calculation of a financial instrument, the market value is classified into the lowest priority level of the market value calculation among those each input belongs to.

(1) Financial assets and liabilities 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	97,835	—	—	97,835
Derivative transactions				
Currency-related	0	(182)	—	(182)
Commodity-related	243	—	—	243
Total assets	98,079	(182)	—	97,897

(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	—	35	—	35
Shares of subsidiaries and affiliated companies				
Shares of affiliated companies	1,186	—	—	1,186
Total assets	1,186	35	—	1,221
Bonds	—	18,541	—	18,541
Long-term loans payable	—	14,488	—	14,488
Total liabilities	—	33,030	—	33,030

(Note) Description of the valuation techniques and inputs used to calculate the market value

Investment securities
Listed shares are valued using the stock-exchange price, etc. The market values of listed shares are classified into Level 1, as they are traded on active markets.
Equity golf club memberships are classified into Level 2, as they are valued based on the quoted market prices among vendors, etc.

Derivative transactions
Derivative transactions traded at the stock exchanges are valued using the stock-exchange price, etc. Their market values are classified into Level 1, as they are traded on active markets.
Derivative transactions other than the above are classified into Level 2, as they are valued using the price indicated by the transacting financial institution in question, etc.

Bonds and long-term loans payable
Bonds and long-term loans payable are classified into Level 2, as they are calculated based on the present value of estimated future cash flows discounted by the interest rate using an appropriate index such as the yield of government bonds plus the credit spread.

VIII. Notes to Per Share Information

1. Net assets per share ¥1,425.24 (Note 1)
2. Loss per share ¥34.91 (Note 2)

Note 1: When calculating net assets per share, the Company shares held by The Master Trust Bank of Japan, Ltd. as trust assets for the stock-based remuneration plan are included in the treasury shares excluded from the number of shares of common stock issued and outstanding at the end of the consolidated fiscal year.
As of March 31, 2023, 64,000 Company shares were held in the aforementioned trust.

Note 2: When calculating loss per share, the Company shares held by The Master Trust Bank of Japan, Ltd. as trust assets for the stock-based remuneration plan are included in the treasury shares excluded when calculating the average number of shares of common stock during the consolidated fiscal year.
For the consolidated fiscal year ended March 31, 2023, the average number of shares of common stock for the Company shares held in the aforementioned trust was 79,708 shares.

IX. Additional Information

Stock-based Remuneration Plan

The Company has introduced a stock-based remuneration plan (the “Plan”) for the Directors (excluding Directors who are members of the Audit & Supervisory Committee) and the Executive Officers of the Company and the Directors of the major subsidiaries of the Company (the “Eligible Directors, etc.”).

For the Company shares vested in the Eligible Directors, etc. under the Plan, transfer and other disposal are prohibited for three years from the time of vesting based on the share vesting rules. The Plan is intended to improve motivation of the Eligible Directors, etc. to contribute to enhanced medium- to long-term corporate value and the awareness of management with an emphasis on the shareholders through the interests of the Eligible Directors, etc. aligned with those of shareholders.

Accounting treatments concerning the Plan are in compliance with the "Practical Solution on Transactions of Delivering the Company's Own Stock to Employees etc. through Trusts" (PITF No. 30, revised on March 26, 2015).

(1) Outline of transactions

Under the Plan, the Company shares vested in the Eligible Directors, etc. are acquired by a trust established by the Company (the "Trust") using the money that the Company and the major subsidiaries contribute, and are vested in the Eligible Directors, etc. through the Trust. The Company shares calculated by a specific calculation method and cash for tax propose, which are determined based on the stock remuneration base amount set out according to the positions and other factors of the Eligible Directors, etc., are vested in and granted to the Eligible Directors, etc. each year.

(2) The Company shares remaining in the Trust

The Company shares remaining in the Trust are recorded at book value in the Trust (excluding the amount of incidental expenses) as treasury shares under net assets. At the end of the consolidated fiscal year ended March 31, 2023, the book value of the corresponding treasury shares was ¥103 million and the number thereof was 64,000 shares.

X. Other Notes

1. All amounts have been rounded down to the nearest million yen.
2. Note to corporate merger, etc.

(Corporate merger via acquisition)

At a meeting of the Board of Directors on June 23, 2022, the Company's consolidated subsidiary Nisshin Flour Milling Inc. (Nisshin Flour Milling) reached the decision, pending regulatory approval, to acquire 85% of the shares issued and outstanding of Kumamoto Flour Milling Co., Ltd. (Kumamoto Flour Milling) from Nagasaka Corporation. Following conclusion of the share transfer agreement, the acquisition took place on January 4, 2023. In line with this acquisition, Kumamoto Flour Milling and its subsidiaries became consolidated subsidiaries of the Company.

(1) Outline of the merger

[1] Name and business lines of the acquired company

Name: Kumamoto Flour Milling Co., Ltd.

Business lines: Flour milling, processed foods, warehousing, real estate, others

[2] Main rationale for the merger

The manufacture and sale of wheat flour has been a core business since the founding of the Group, and is positioned as a core business that anchors Group operations. Nisshin Flour Milling, the company responsible for this business, views steps to ensure the stable supply of wheat flour as a staple food for the people, together with support for food infrastructure, as its mission. At the same time, Japan's wheat flour market is in a state of nearly constant change, with the market environment growing more adverse. In addition to facing declines in demand for wheat-related products due to a shrinking and aging domestic population, two long-standing issues that have grown more acute, the coming into force of international trade agreements has lowered border control mechanisms pertaining to wheat-related products. Consequently, competition from overseas products is expected to intensify going forward.

In this environment, enhancing cost competitiveness to counter against import products from overseas and improving adaptability to respond quickly to drastic market changes are essential in order for Nisshin Flour Milling to continue the flour milling business in Japan and fulfill its social mission.

Kumamoto Flour Milling was founded in 1947, and enjoys both high name recognition and customer trust, particularly in Japan's Kyushu region. Further, this outstanding flour milling company possesses highly distinctive technological and developmental capabilities and brand strength, and is involved not only in wheat flour but in buckwheat flour, rice flour and other grain flour businesses, as well as adjacent operations.

Nisshin Flour Milling and Kumamoto Flour Milling have already built a track record of collaboration in the supply of wheat and rice flour products, as well as the procurement of wheat as a raw ingredient. A tighter bond was forged back in 2016, when Nisshin Flour Milling supplied alternative products, support for the restoration of production facilities and other assistance in the wake of the Kumamoto Earthquake.

After considering Kumamoto Flour Milling's business composition, accumulated expertise, workforce, assets and other traits from various perspectives, Nisshin Flour Milling decided to conduct the acquisition, having determined that merging to do business as a single entity would bring major mutual and complementary merits to the individual operations of both companies, while the ability to promote cost competitiveness and market adaptability through synergies would further enhance business competitiveness.

Building a more robust relationship between Nisshin Flour Milling and Kumamoto Flour Milling going forward will enable them to meet their responsibilities in the supply of wheat flour, contributing to the business development of their respective customers while striving for sustainable growth, stability in business continuity and expansion in corporate value.

[3] Date of merger
January 4, 2023

[4] Legal form of merger
Share acquisition at cash value

[5] Post-merger name
Kumamoto Flour Milling Co., Ltd.

[6] Percentage of voting rights acquired
85%

[7] Principal evidence supporting acquisition decision
Following share acquisition at cash value, Nisshin Flour Milling acquired 85% of voting rights.

(2) Period of business results for the acquired company included within the consolidated financial statements
Consolidation was limited to balance sheets only for the consolidated fiscal year ended March 31, 2023. Consequently, business results for the acquired company were omitted from the Consolidated Statements of Income.

(3) Breakdown of acquisition cost and type of compensation

Compensation for acquisition	Cash and deposits	¥13,930 million
Acquisition cost		¥13,930 million

(4) Name and amount of principal acquisition-related expenses
Advisory costs, etc.: ¥385 million

(5) Amount and principal breakdown of assets and liabilities assumed on date of merger

Current assets	¥9,240 million
Non-current assets	¥13,375 million
Total assets	¥22,615 million
Current liabilities	¥4,649 million
Non-current liabilities	¥1,549 million
Total liabilities	¥6,199 million

(6) Estimation and method of calculation of effect on Consolidated Statements of Income for consolidated fiscal year ended March 31, 2023 if merger assumed completed on the first day of the consolidated fiscal year

Net sales	¥26,307 million
Operating profit	¥1,686 million
Ordinary profit	¥1,746 million
Profit attributable to owners of parent	¥950 million

(Calculation method for estimation)
The calculated estimation reflects the comparative difference between net sales and profit/loss data reported in the Company's Consolidated Statements of Income and net sales and profit/loss data if the merger is assumed to have completed on the first day of the consolidated fiscal year. This note has not been audit certified.

Non-consolidated Statement of Changes in Net Assets

(For the Fiscal Year Ended March 31, 2023)

(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	183	9,683	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			1	1		
Net changes of items other than shareholders' equity						
Total changes of items during the period	—	—	1	1	—	—
Balance at the end of current period	17,117	9,500	184	9,685	4,379	2,000

	Shareholders' equity			
	Retained earnings			
	Other retained earnings			Total retained earnings
	Reserve for tax purpose reduction entry of non-current assets	General reserve	Retained earnings brought forward	
Balance at the beginning of current period	2,518	170,770	65,877	245,545
Changes of items during the period				
Reversal of reserve for tax purpose reduction entry of non-current assets	(34)		34	—
Dividends from surplus			(11,603)	(11,603)
Profit			15,453	15,453
Purchase of treasury shares				
Disposal of treasury shares				
Net changes of items other than shareholders' equity				
Total changes of items during the period	(34)	—	3,884	3,850
Balance at the end of current period	2,484	170,770	69,761	249,395

(Millions of yen)

	Shareholders' equity		Valuation and translation adjustments		Subscription rights to shares	Total net assets
	Treasury shares	Total shareholders' equity	Valuation difference on available-for-sale securities	Total valuation and translation adjustments		
Balance at the beginning of current period	(10,952)	261,394	46,681	46,681	95	308,172
Changes of items during the period						
Reversal of reserve for tax purpose reduction entry of non-current assets		—				—
Dividends from surplus		(11,603)				(11,603)
Profit		15,453				15,453
Purchase of treasury shares	(190)	(190)				(190)
Disposal of treasury shares	161	162				162
Net changes of items other than shareholders' equity			(5,618)	(5,618)	(51)	(5,669)
Total changes of items during the period	(28)	3,822	(5,618)	(5,618)	(51)	(1,846)
Balance at the end of current period	(10,981)	265,217	41,063	41,063	44	306,325

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 finance lease transactions that do not transfer ownership are depreciated using the straight-line method with estimated useful lives equal to lease terms, and zero residual values.

4. Basis of material allowances

Allowance for doubtful accounts:

The Company provides for possible credit losses stemming from monetary receivables. Estimates of irrecoverable amounts are based on historical loan-loss ratios for general receivables, and on a consideration of feasibly recoverable amounts in individual cases of suspected bad debt or other specific dubious accounts.

Provision for directors' bonuses:

Provision is made for directors' bonuses based on the estimated amounts during the fiscal year ended March 31, 2023.

Provision for retirement benefits:

Provision is made for employees' and already retired pension recipients' retirement benefits based on the estimated amounts of projected benefit obligation and the fair value of the pension plan assets at the fiscal year-end.

[1] Imputation method for retirement benefit estimates

In calculating projected benefit obligation, the method for imputing the applicable period until the end of the fiscal year ended March 31, 2023 for 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 (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 fiscal year over a period equaling the average remaining service period of employees (15 years) expected to receive pension benefits as of the fiscal year-end.

If the pension plan assets at the end of the fiscal year ended March 31, 2023 exceeded the projected benefit obligation less actuarial differences and others, the amount in excess was recognized as prepaid pension cost and included in "Other" under "Investments and other assets."

5. Basis of revenues and expenses

The Company's revenues comprise mainly of dividend income from subsidiaries in addition to license fee for trademark, etc., and real estate leasing fees based on contracts with subsidiaries.

Regarding license fee for trademark, etc., the Company assumes the performance obligation to provide trademarks and the brand image established by the Company as well as business confidence by licensing the trademark, etc., owned by the Company based on contracts with subsidiaries. As such performance obligation is satisfied as time passes, the Company recognizes revenues throughout the contract period. Regarding dividend income, the Company 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, 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 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. Notes to Revenue Recognition

(Basic information for understanding revenues from contracts with customers)

Basic information for understanding revenues from contracts with customers is as stated in 5. Basis of revenues and expenses of I. Significant Accounting Policies.

III. Notes to Accounting Estimates

The items whose amounts were recorded in the form of accounting estimates in the non-consolidated financial statements for the fiscal year ended March 31, 2023, and are likely to have a material impact on the non-consolidated financial statements for the next fiscal year are as follows.

Shares of subsidiaries and associates	¥153,049 million
Investments in capital of subsidiaries and associates	¥1,268 million

For shares of subsidiaries and associates, etc., the acquisition cost is used for the purpose of balance sheet value, where in the event of a significant fall in the market value or actual value of the shares, an adequate reduction shall be made, with the exception of cases in which recoverability is deemed likely, and the valuation difference shall be recognized as loss for the current fiscal year.

Impairment measures could become necessary in the event that the market value or actual value falls below the book value, due to poor business performance at the investees in the future, among other factors.

This resulted in the posting of loss on valuation of shares of subsidiaries and associates of ¥10,999 million for the fiscal year ended March 31, 2023.

IV. Notes to the Non-consolidated Balance Sheet

1. Accumulated depreciation of property, plant and equipment	¥18,490 million
2. Monetary claims and liabilities to affiliated companies	
Short-term monetary claims	¥959 million
Short-term monetary liabilities	¥19,048 million

V. Notes to the Non-consolidated Statement of Income

1. Transactions with affiliated companies	
Operating transactions	
Operating revenues	¥26,744 million
Operating expenses	¥856 million
Transactions other than operating transactions	¥1,134 million

2. Loss on valuation of shares of subsidiaries and associates

Loss on valuation of shares of subsidiaries and associates is an incurred loss on valuation related to the shares of PFG Topco1 Pty Ltd., the parent company of Allied Pinnacle Pty Ltd., a flour milling company in Australia.

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	6,898,649 shares

(Note) The number of treasury shares of common stock at the end of the fiscal year ended March 31, 2023 includes 64,000 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	5,387
Provision for retirement benefits	901
Accrued enterprise tax	228
Provision for bonuses	176
Other	267
Gross deferred tax assets	6,961
Valuation allowance	(5,485)
Total deferred tax assets	1,475
Deferred tax liabilities	
Valuation difference on available-for-sale securities	17,668
Reserve for tax purpose reduction entry of non-current assets	1,095
Retirement benefit trust repayment securities	601
Total deferred tax liabilities	19,364
Deferred tax liabilities, net	17,889

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)	4,794	—	—
				Lending of investment funds (Note 3)	8,740	Long-term loans receivable from subsidiaries and associates	65,923
				Repayment of investment funds (Note 3)	3,022		
				Receipt of interests (Note 3)	785	Other under Current assets	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)	1,095	Long-term loans receivable from subsidiaries and associates	4,390
				Repayment of investment funds (Note 3)	254		
				Receipt of interests (Note 3)	50	Other under Current assets	14
	Oriental Yeast Co., Ltd.	Direct holding 100.0	Licensing of trademark, etc., Lending and receipt of funds	Lending of investment funds (Note 3)	—	Long-term loans receivable from subsidiaries and associates	6,786
				Repayment of investment funds (Note 3)	155		
				Receipt of interests (Note 3)	86	Other under Current assets	24
	Nissin Pharma Inc.	Direct holding 100.0	Licensing of trademark, etc., Lending and receipt of funds, Leasing of offices, Concurrent serving of officers	Receipt of funds (Note 2)	4,344	Deposits received	7,589
				Payment of interests (Note 2)	0	Accrued expenses	0
	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)	3,761	Deposits received	5,062
				Payment of interests (Note 2)	0	Accrued expenses	0
	Joyous Foods Co., Ltd.	Indirect holding 85.1	Licensing of trademark, etc., Lending and receipt of funds, Concurrent serving	Receipt of funds (Note 2)	3,538	Deposits received	3,914
				Payment of interests	0	Accrued expenses	0

Category	Name of Company, etc.	Percentage of Voting Rights, etc.	Transactions with Related Party	Nature of Transactions	Transaction Value	Item	Year-end Balance
			of officers	(Note 2)			
	Nisshin Engineering Inc.	Direct holding 100.0	Licensing of trademark, etc., Receipt of funds, Leasing of offices, Concurrent serving of officers	Receipt of funds (Note 2)	11,882	Deposits received	124
				Payment of interests (Note 2)	0	Accrued expenses	0
	NBC Meshtec Inc.	Direct holding 100.0	Licensing of trademark, etc., Lending and receipt of funds	Lending of working capital (Note 4)	5,143	Long-term loans receivable from subsidiaries and associates	5,086
				Receipt of interests (Note 4)	65	Other under Current assets	19

Transaction conditions and methods used to determine conditions

Note 1: License fee for trademark, etc. is determined by multiplying the net sales, etc. of Nisshin Flour Milling Inc. by a certain rate.

Note 2: Receipt of funds is transactions through cash management system (CMS), and the transaction value presented is the average balance during the fiscal year. The interest rates are reasonably determined taking market interest rates into consideration.

Note 3: The lending rates on investment funds are reasonably determined taking market interest rates into consideration.

Note 4: Lending of working capital is transactions through cash management system (CMS), and the transaction value presented is the average balance during the fiscal year. The interest rate is reasonably determined taking market interest rates into consideration.

IX. Notes to Per Share Information

1. Net asset per share ¥1,029.66 (Note 1)
2. Earnings per share ¥51.96 (Note 2)

Note 1: When calculating net assets per share, the Company shares held by The Master Trust Bank of Japan, Ltd. as trust assets for the stock-based remuneration plan are included in the treasury shares excluded from the number of shares of common stock issued and outstanding at the end of the fiscal year.
As of March 31, 2023, 64,000 Company shares were held in the aforementioned trust.

Note 2: When calculating earnings per share, the Company shares held by The Master Trust Bank of Japan, Ltd. as trust assets for the stock-based remuneration plan are included in the treasury shares excluded when calculating the average number of shares of common stock during the fiscal year.
For the fiscal year ended March 31, 2023, the average number of shares of common stock for the Company shares held in the aforementioned trust was 79,708 shares.

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.