

Translation

Notice: This document is an English translation of a statement written originally in Japanese. The Japanese original should be considered as the primary version.



April 10, 2026

To whom it may concern:

Company name: ITOCHU-SHOKUHIN Co., Ltd.  
Name of representative: Hitoshi Okamoto, Representative Director and President & CEO, Chief Corporate Officer (Securities code: 2692; Prime Market of the Tokyo Stock Exchange)  
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**Notice Concerning Results of Tender Offer for the Company Shares by G.K. FMDI, a Subsidiary of ITOCHU Corporation, the Parent Company of the Company, as well as a Change in the Status of Other Related Company and Major Shareholder**

Now that a tender offer (the "Tender Offer") for the common shares of ITOCHU-SHOKUHIN Co., Ltd. (the "Company") (the "Company Shares") by G.K. FMDI (the "Tender Offeror") wholly owned by ITOCHU Corporation ("ITOCHU"), the controlling shareholder (parent company) of the Company, has been completed on April 9, 2026, the Company hereby announces the results of the Tender Offer as follows.

The Company also announces that as a result of the Tender Offer, there will be a change in the status of other related company and major shareholder of the Company as of April 16, 2026 (the commencement date of the settlement of the Tender Offer) as follows.

I. Results of the Tender Offer

Today, the Company received from the Tender Offeror a report on the results of the Tender Offer as stated in the attached "Announcement of Result of Tender Offer for Shares in ITOCHU-SHOKUHIN Co., Ltd. (Code No. 2692)"

Since the total number of shares, etc. tendered in the Tender Offer is equal to or greater than the minimum number of shares to be purchased (1,801,900 shares), the Tender Offer has been successfully completed.

II. Change in the status of other related company and major shareholder

1. Background of the change

The Tender Offeror conducted the Tender Offer from February 26, 2026 through April 9, 2026. The Company received today from the Tender Offeror a notice to the effect that as a result of the Tender Offer, the Tender Offeror will acquire 4,768,910 Company Shares as of April 16, 2026 (the commencement date of the settlement of the Tender Offer) and thereby the ratio of the voting rights held by the Tender Offeror to those held by all shareholders of the Company will exceed 20%. As such, the Company has recognized that there will be a change in the status of other related company and major shareholder of the Company.

2. Outline of the shareholder who will newly qualify as other related company and major shareholder

(1) Name	G. K. FMDI
(2) Location	5-1 Kita-Aoyama 2-chome, Minato-ku, Tokyo
(3) Job title and name of representative	Kazutaka Hiramatsu, executive officer
(4) Description of business	1. The business of holding shares or interests in other companies; and 2. Any and all businesses incidental or related to the foregoing.
(5) Share capital	JPY 1,000,000 (as of February 25, 2026)
(6) Date of establishment	January 27, 2026
(7) Major shareholders and ownership ratios (as of February 25, 2026)	ITOCHU Corporation 100%
(8) Relationship between the Company and the Tender Offeror	
Capital relationship	Not applicable; provided, however, that ITOCHU, the parent company of the Tender Offeror, holds 6,656,116

	Company Shares (ownership ratio (Note 1): 52.46%) as of today, and the Company is its subsidiary.
Personnel relationship	Not applicable; provided, however, that three out of seven directors of the Company are from ITOCHU, the parent company of the Tender Offeror, and one director of the Company holds a position of a senior operating officer of ITOCHU. Also, two out of four Audit & Supervisory Board Members of the Company are from ITOCHU, and one Audit & Supervisory Board Member of the Company holds a position of an employee of ITOCHU. In addition to the above, as of December 31, 2025, 14 employees of ITOCHU are seconded to the Company.
Business relationship	Not applicable; provided, however, that the Company Group (Note 2) and ITOCHU, the parent company of the Tender Offeror, have transactions involving the purchase of goods, the leasing of distribution centers, the deposit of funds, and the management of receivables and payables.
Related party relationship	As the Company is a subsidiary of ITOCHU, the parent company of the Tender Offeror, the Tender Offeror falls under a related party of the Company, and ITOCHU and the Company mutually fall under related parties.

(Note 1) "Ownership ratio" refers to the ratio (rounded to the second decimal place) of the number of shares held to the number of shares (12,686,909 shares) obtained by deducting the number of treasury shares held by the Company as of December 31, 2025 (33,091 shares) from the total number of issued Company Shares as of the same date (12,720,000 shares), both as stated in the "Consolidated Financial Results for the Third Quarter of the Fiscal Year Ending March 31, 2026 [Japanese GAAP] (Consolidated)" released by the Company on January 30, 2026.

(Note 2) "Company Group" refers to the corporate group consisting of the Company, its four subsidiaries, one affiliated company and four other related companies.

3. Number of voting rights held by the shareholder (number of shares held) before and after the change, and the ratio of the voting rights to those held by all shareholders of the Company

	Attribute	Number of voting rights (Ratio of the voting rights to those held by all shareholders; number of shares held (Note))			Rank among large shareholders
		Direct holding	Consolidated amount	Total	
Before the change (as of February 25, 2026)	-	0 voting rights (0%; 0 shares)	-	0 voting rights (0%; 0 shares)	-
After the change	Other related company and major shareholder	47,689 voting rights (37.59%; 4,768,910 shares)	-	47,689 voting rights (37.59%; 4,768,910 shares)	Second

(Note) "Ratio of the voting rights to those held by all shareholders" refers to the ratio (rounded to the second decimal place) of the number of voting rights held to the number of those held by all shareholders (126,869 voting rights) attached to the number of shares (12,686,909 shares) obtained by deducting the number of treasury shares held by the Company as of December 31, 2025 (33,091 shares) from the total number of issued Company Shares as of the same date (12,720,000 shares).

#### 4. Future prospects

As stated in the attachment, since the Tender Offeror failed to acquire all of the Company Shares (excluding the Company Shares held by ITOCHU and treasury shares held by the Company) through the Tender Offer, the Tender Offeror intends to implement a series of procedures to make ITOCHU and the Tender Offeror the sole shareholders of the Company by the methods described in "(5) Policies on reorganization, etc. after the Tender Offer (matters concerning "two-step acquisition")" under "3. Details of, and Grounds and Reasons for the Opinion on the Tender Offer" in "Notice Concerning Opinion in Favor of Tender Offer for the Company Shares by G.K. FMDI, a Subsidiary of ITOCHU Corporation, the Parent Company of the Company and Recommendation to Tender" announced by the Company on February 25, 2026.

As a result, the Company Shares will be delisted through specified procedures in accordance with the delisting standards of the Tokyo Stock Exchange, Inc. (the "Tokyo Stock Exchange"). After the delisting, the Company Shares may

not be traded on the Tokyo Stock Exchange.

The Company will announce the specific procedures and timeline in the future promptly once determined after consulting with ITOCHU and the Tender Offeror.

End of Document

(Attachment)

"Announcement of Result of Tender Offer for Shares in ITOCHU-SHOKUHIN Co., Ltd. (Code No. 2692)" dated today

April 10, 2026

This document is an English translation of a statement written originally in Japanese. The Japanese original should be considered as the primary version.

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(Code No. 8001, Prime Market)  
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Contact: Kazunori Harada  
General Manager, Investor Relations Division  
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G. K. FMDI  
Representative Member: ITOCHU Corporation  
Person Acting in its Capacity: Kazutaka Hiramatsu

**Announcement of Result of Tender Offer**  
**for Shares in ITOCHU-SHOKUHIN Co., Ltd. (Code No. 2692)**

ITOCHU Corporation (“ITOCHU”) and G. K. FMDI (location of the head office: Minato-ku, Tokyo; person acting in its capacity: Kazutaka Hiramatsu; the “Tender Offeror”), in which ITOCHU holds a 100% stake, individually decided on February 25, 2026 that the Tender Offeror would acquire the common shares of ITOCHU-SHOKUHIN Co., Ltd. (which is listed on the Prime Market of the Tokyo Stock Exchange, Inc. (the “Tokyo Stock Exchange”), Code No. 2692; the “Target Company”) (the “Target Company Shares”) through a tender offer (the “Tender Offer”) in accordance with the Financial Instruments and Exchange Act (Act No. 25 of 1948, as amended; the “Act”) and commenced the Tender Offer as of February 26, 2026. As described below, ITOCHU and the Tender Offeror hereby announce that the Tender Offer was completed on April 9, 2026.

1. Outline of Purchase, Etc.

- (1) Name and address of the Tender Offeror  
G. K. FMDI  
5-1, Kita-Aoyama 2-chome, Minato-ku, Tokyo
- (2) Name of the Target Company  
ITOCHU-SHOKUHIN Co., Ltd.
- (3) Class of shares, etc. for purchase, etc.  
Common shares
- (4) Number of shares, etc. to be purchased

Number of Shares to Be Purchased	Minimum Number of Shares to Be Purchased	Maximum Number of Shares to Be Purchased
6,030,793 shares	1,801,900 shares	- shares

(Note 1) If the total number of shares, etc. that are tendered in the Tender Offer (the “Tendered Shares, Etc.”) does not reach the minimum number of shares to be purchased (i.e., 1,801,900 shares), the Tender Offeror will not purchase any of the Tendered Shares, Etc. If the total number of the Tendered Shares,

Etc. is equal to or more than the minimum number of shares to be purchased (i.e., 1,801,900 shares), the Tender Offeror will purchase all of the Tendered Shares, Etc.

- (Note 2) Since the maximum number of shares to be purchased has not been set for the Tender Offer, the “Number of Shares to Be Purchased” indicates the number of Target Company Shares, which is the maximum number of shares, etc. to be acquired by the Tender Offeror through the Tender Offer (i.e., 6,030,793 shares). The said maximum number of shares is obtained by deducting the number of treasury shares held by the Target Company as of December 31, 2025 (i.e., 33,091 shares), as well as the number of Target Company Shares held by ITOCHU that are not planned to be tendered in the Tender Offer as of February 25, 2026 (i.e., 6,656,116 shares), from the total number of issued shares of the Target Company as of December 31, 2025 (i.e., 12,720,000 shares) as stated in the “Consolidated Financial Results for the Nine Months Ended December 31, 2025 [Japanese GAAP] (Consolidated)” announced by the Target Company on January 30, 2026 (the “Target Company’s Financial Results”).
- (Note 3) Shares constituting less than one unit are also subject to the Tender Offer. If the right to demand the purchase of shares less than one unit is exercised by any shareholder in accordance with the Companies Act (Act No. 86 of 2005, as amended), the Target Company may purchase its own shares during the tender offer period for the Tender Offer (the “Tender Offer Period”) in accordance with procedures provided in laws and regulations.
- (Note 4) The Tender Offeror does not intend to acquire any treasury shares held by the Target Company through the Tender Offer.

(5) Tender Offer Period

(i) Tender Offer Period

From February 26, 2026 (Thursday) to April 9, 2026 (Thursday) (30 business days)

(ii) Possibility of extension upon request of the Target Company

Not applicable.

(6) Price for purchase, etc.

JPY 13,000 per share of the Target Company’s common shares

2. Result of Purchase, Etc.

(1) Outcome of the Tender Offer

The Tender Offer was subject to the condition that, if the total number of the Tendered Shares, Etc. was less than the minimum number of shares to be purchased (i.e., 1,801,900 shares), the Tender Offeror would not purchase any of the Tendered Shares, Etc. Since the total number of the Tendered Shares, Etc. (i.e., 4,768,910 shares) was equal to or more than the minimum number of shares to be purchased (i.e., 1,801,900 shares), the Tender Offeror will purchase all of the Tendered Shares, Etc. as stated in the public notice of the commencement of the Tender Offer and in the Tender Offer Registration Statement (including the matters amended by the Amendments to the Tender Offer Registration Statement filed thereafter).

(2) Date of public notice of result of the Tender Offer and name of newspaper for public notice

Pursuant to the provisions of Article 27-13, Paragraph 1 of the Act, on April 10, 2026, the Tender Offeror announced the result of the Tender Offer to the press at the Tokyo Stock Exchange by means of the method prescribed in Article 9-4 of the Order for Enforcement of the Financial Instruments and Exchange Act (Cabinet Order No. 321 of 1965, as amended) and Article 30-2 of the Cabinet Office

Order on Disclosure Required for Tender Offer for Share Certificates by Persons Other Than Issuers (Ministry of Finance Order No. 38 of 1990, as amended; the “TOB Order”).

(3) Number of purchased shares, etc.

Class of Shares, Etc.	(i) Number of Tenders Converted into Shares	(ii) Number of Purchases Converted into Shares
Shares	4,768,910 shares	4,768,910 shares
Stock Acquisition Rights Certificates	- shares	- shares
Bonds Certificates with Stock Acquisition Rights	- shares	- shares
Trust Beneficiary Certificates for Shares, Etc. ( )	- shares	- shares
Depository Receipts for Shares, Etc. ( )	- shares	- shares
Total	4,768,910 shares	4,768,910 shares
(Total Number of Potential Shares, Etc.)	-	(- shares)

(4) Ownership ratio of shares, etc. after purchase, etc.

Number of Voting Rights Pertaining to Shares, Etc. Held by Tender Offeror Before Purchase, Etc.	- voting rights	(Ownership Ratio of Shares, Etc. Before Purchase, Etc. - %)
Number of Voting Rights Pertaining to Shares, Etc. Held by Special Related Parties Before Purchase, Etc.	66,561 voting rights	(Ownership Ratio of Shares, Etc. Before Purchase, Etc. 52.46%)
Number of Voting Rights Pertaining to Shares, Etc. Held by Tender Offeror After Purchase, Etc.	47,689 voting rights	(Ownership Ratio of Shares, Etc. After Purchase, Etc. 37.59%)
Number of Voting Rights Pertaining to Shares, Etc. Held by Special Related Parties After Purchase, Etc.	66,561 voting rights	(Ownership Ratio of Shares, Etc. After Purchase, Etc. 52.46%)
Number of Voting Rights of All Shareholders, Etc. of Target Company	126,793 voting rights	

(Note 1) The “Number of Voting Rights Pertaining to Shares, Etc. Held by Special Related Parties Before Purchase, Etc.” and the “Number of Voting Rights Pertaining to Shares, Etc. Held by Special Related Parties After Purchase, Etc.” refer to the total number of voting rights pertaining to shares, etc. held by each of the special related parties (however, persons who are excluded from being considered special related parties, pursuant to Article 3, Paragraph 2, Item 1 of the TOB Order, in the calculation of the ownership ratio of shares, etc., pursuant to each of the Items of Article 27-2, Paragraph 1 of the Act, are excluded from such special related parties).

(Note 2) The “Number of Voting Rights of All Shareholders, Etc. of Target Company” refers to the

number of voting rights of all shareholders as of September 30, 2025 as stated in the Target Company's Semi-Annual Report for 108th Fiscal Year, which was filed by the Target Company on November 10, 2025 (stated on the basis that one unit of shares is 100 shares). However, as shares constituting less than a unit were also subject to the Tender Offer, in calculating the "Ownership Ratio of Shares, Etc. Before Purchase, Etc." and the "Ownership Ratio of Shares, Etc. After Purchase, Etc.," the number of voting rights (i.e., 126,869 voting rights) pertaining to the number of shares (i.e., 12,686,909 shares), which is obtained by deducting the number of treasury shares held by the Target Company as of December 31, 2025 (i.e., 33,091 shares) from the total number of issued shares of the Target Company as of the same date (i.e., 12,720,000 shares) as stated in the Target Company's Financial Results, is used as the denominator.

(Note 3) The "Ownership Ratio of Shares, Etc. Before Purchase, Etc." and the "Ownership Ratio of Shares, Etc. After Purchase, Etc." are rounded to two decimal places.

(5) Calculation in case where purchase, etc. will be conducted by proportional distribution method  
Not applicable.

(6) Method of settlement

(i) Name and location of head office of financial instruments business operator or bank, etc. that will settle purchase, etc.

Nomura Securities Co., Ltd. 13-1, Nihonbashi 1-chome, Chuo-ku, Tokyo

(ii) Commencement date of settlement

April 16, 2026 (Thursday)

(iii) Method of settlement

Without delay after the end of the Tender Offer Period, a notice of a purchase, etc. by means of the Tender Offer will be mailed to the address of each person who accepted an offer to purchase shares, etc. or who made an offer to sell shares, etc. pertaining to the Tender Offer (the "Tendering Shareholders") (in the case of foreign residents who do not have a transaction account with the tender offer agent (including corporate shareholders), the address of their standing proxy).

The purchase, etc. will be made in cash. The Tendering Shareholders may receive the proceeds from the sale of their shares by means of the Tender Offer without delay after the commencement date of settlement in the manner specified by the Tendering Shareholders, such as by remittance (remittance fees may apply).

### 3. Policies After the Tender Offer and Future Outlook

With respect to the policies after the Tender Offer and future outlook, there is no change from those described in the press release titled "Announcement of Commencement of Tender Offer for Shares in ITOCHU-SHOKUHIN Co., Ltd. (Code No. 2692)" released by ITOCHU and the Tender Offeror (collectively, the "Tender Offeror Parties") on February 25, 2026.

As announced in the same release, following the results of the Tender Offer, the Tender Offeror Parties plan to implement a series of procedures to make the Tender Offeror Parties the sole shareholders of the Target Company (the "Squeeze-Out Procedures"). As of today, the Target Company Shares are listed on the Prime Market of the Tokyo Stock Exchange. However, if the Squeeze-Out Procedures are implemented, the Target Company Shares will be delisted through the prescribed procedures in accordance with the delisting criteria of the Tokyo Stock Exchange. The Target Company Shares cannot be traded on the Prime Market of the Tokyo

Stock Exchange after they are delisted. The future procedures will be promptly announced by the Target Company as soon as they are determined.

4. Location of Copy of Tender Offer Report for Public Inspection

G. K. FMDI	5-1, Kita-Aoyama 2-chome, Minato-ku, Tokyo
Tokyo Stock Exchange, Inc.	2-1, Nihonbashi Kabuto-cho, Chuo-ku, Tokyo

End