



July 7, 2025

Company name: FUJICCO CO., LTD.  
Name of representative: Masakazu Fukui, President and CEO  
(Securities code: 2908; Prime Market of Tokyo Stock Exchange)  
Inquiries: Takeo Kodan, Senior Executive Officer  
(E-mail: kikaku2908@fujicco.co.jp)

## **Notice of Absorption-type Merger (Simplified Merger and Short-form Merger) of a Wholly Owned Subsidiary**

FUJICCO CO., LTD. (the “Company”) hereby announces that its Board of Directors, at a meeting held today, passed a resolution to conduct an absorption-type merger (hereinafter, “the Merger”) with its wholly owned subsidiary, FUJICCO NEW DELICA CO., LTD. (hereinafter, “NEW DELICA”), effective October 1, 2025. Details are as follows.

As the Merger qualifies as a simplified absorption-type merger involving a wholly owned subsidiary, certain disclosure items and details have been omitted from this notice.

### **1. Purpose of the absorption-type merger**

In August 2021, the Company established NEW DELICA as a new entity to assume the operations of the manufacturing division for delicatessen products delivered daily, aiming to enhance responsiveness to the evolving needs of the home meal replacement market amid the COVID-19 pandemic. However, the surrounding business environment has since undergone significant changes, including the decline of the pandemic, sharp increases in ingredient prices driven by global inflation, surging gas, electricity, and other energy prices, rising logistics costs, and higher labor costs due to labor shortages.

To respond to this new environment, we will carry out an absorption-type merger with NEW DELICA to accelerate Group-wide efforts to optimize the entire supply chain—integrating production, sales, logistics, and management functions. We will also focus on human resource development by promoting interactions among employees and providing training, aiming to further strengthen business competitiveness and enhance management efficiency.

### **2. Summary of the merger**

#### **(1) Schedule of the merger**

Date of resolution by the Board of Directors (both companies):	July 7, 2025
Date of signing of the merger agreement:	July 7, 2025
Date of the merger (effective date):	October 1, 2025 (scheduled)

\* As this merger qualifies as a simplified absorption-type merger for the Company, pursuant to Article 796, paragraph (2) of the Companies Act, and as a short-form merger for NEW DELICA, pursuant to Article 784, paragraph (1) of the same Act, neither company will convene a general meeting of shareholders to approve the merger agreement.

(2) Method of the merger

This is an absorption-type merger in which the Company will be the surviving company, and NEW DELICA will be dissolved.

(3) Details of allotment pertaining to the merger

As NEW DELICA is a wholly owned subsidiary of the Company, no shares, cash, or other consideration will be allotted in connection with the Merger.

(4) Treatment of share options and bonds with share options of the dissolving company

There are no applicable items.

3. Outline of the companies involved in the merger (as of March 31, 2025)

	Surviving company in the absorption-type merger	Dissolving company in the absorption-type merger
(1) Name	FUJICCO CO., LTD.	FUJICCO NEW DELICA CO., LTD.
(2) Location	6-13-4 Minatojima-Nakamachi, Chuo-ku, Kobe	6-13-4 Minatojima-Nakamachi, Chuo-ku, Kobe
(3) Name and title of representative	Masakazu Fukui, President and CEO	Masayuki Toyomura, President
(4) Business	Manufacture and sale of a variety of food products	Manufacture and sale of a variety of food products
(5) Share capital	6,566 million yen	90 million yen
(6) Established	November 7, 1960	August 2, 2021
(7) Number of issued shares	30,050,759 shares	9,000 shares
(8) Fiscal year-end	March 31	March 31
(9) Major shareholders and shareholding ratios	Minimal CO., LTD. 21.69% The Master Trust Bank of Japan, Ltd. (Trust Account) 10.28% FSK CO., LTD. 3.57% MUFG Bank, Ltd. 3.13% SUMITOMO LIFE INSURANCE COMPANY 2.99%	FUJICCO CO., LTD. 100.00%
(10) Financial position and operating results for the most recent fiscal year		
(Millions of yen, unless otherwise noted)		
Fiscal year	FYE3/2025 (Consolidated)	FYE3/2025 (Non-consolidated)
Total assets	79,429	1,850
Net assets	68,596	103
Net assets per share	2,409.55 yen	11,517.41 yen
Net sales	57,077	9,264
Operating profit	1,131	(49)
Ordinary profit	1,554	(48)
Profit attributable to owners of parent	951	28
Basic earnings per share	33.44 yen	3,209.91 yen

#### 4. Status after the merger

There will be no changes to the Company's name, location, representative (name and title), business description, share capital, or fiscal year-end.

#### 5. Impact on financial results

As the Merger involves a wholly owned subsidiary, it will have a negligible impact on the Company's consolidated financial results.