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November 19, 2024

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(Securities code: 2201; Prime Market of the Tokyo Stock Exchange)
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# (Progress regarding the previous disclosure) Notice regarding Repurchase of Treasury Stock through the Off-Auction Own Share Repurchase Trading (ToSTNeT-3) System (Repurchase of Treasury Stock through a Facility Share Repurchase (Accelerated Share Repurchase ("ASR")))

Morinaga & Co., Ltd. (the "Company") hereby announces that, as published in "Notice Regarding Repurchase of Treasury Stock (Repurchase of Treasury Stock under the Provisions of Articles of Incorporation Pursuant to Paragraph 2, Article 165 of the Companies Act of Japan)" as of November 18, 2024, with respect to the repurchase of treasury stock in accordance with the resolution of the board of directors held on the same day, the Company has implemented the share repurchase through the off-auction own share repurchase trading (ToSTNeT-3) system at Tokyo Stock Exchange (the "Share Repurchase (ToSTNeT-3)").

SMBC Nikko Securities Inc. ("SMBC Nikko") placed a sell order of 2,508,200 shares (Total purchase price of shares: 6,500,000,300 yen) in the Share Repurchase (ToSTNeT-3) based on its own account, of which 2,486,300 shares (Total purchase price of shares: 6,443,246,450 yen) were executed.

Based on the results of the Share Repurchase (ToSTNeT-3), the Company hereby announces as below on matters related to the share options as published in Notice regarding Repurchase of Treasury Stock through the Off-Auction Own Share Repurchase Trading (ToSTNeT-3) System (Repurchase of Treasury Stock through a Facility Share Repurchase) as of November 18, 2024 (the "Share Options").

For details of the results of the Share Repurchase (ToSTNeT-3), please refer to "Notice Regarding the Results of the Repurchase of Treasury Stock via ToSTNeT-3 and Completion of Repurchase of Treasury Stock" separately announced today.

Overview of the terms

<1st Series of ASR Share Options>

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| (1) Number of shares underlying the Share Options | 2,486,200 shares (maximum)*<br>*The maximum number above is that based on the assumption that the Number of Purchasable Shares (Average VWAP) (as defined below) is 100 shares and is calculated by deducting 100 shares from the Number of Shares |

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| | Sold (Nikko) (2,486,300 shares) (as defined below).<br>*The actual number of shares to be delivered upon exercise of the Share Options is calculated by the method specified in (2) below. |
| (2) Calculation of the number of shares to be delivered upon exercise of the Share Options | The actual number of shares to be delivered upon exercise of the Share Options is calculated by the following formula on the day of its exercise.<br>Number of shares to be delivered = (i) Number of Shares Sold (Nikko) – (ii) Number of Purchasable Shares (Average VWAP)<br>(i) "Number of Shares Sold (Nikko)" is the number of shares that SMBC Nikko sold to the Company through the Share Repurchase (ToSTNeT-3) on its own account (2,486,300 shares).<br>(ii) "Number of Purchasable Shares (Average VWAP)" is calculated by the following formula:<br><br>Number of Purchasable Shares (Average VWAP) = (a) Received Amount (Nikko) / (b) Average VWAP<br><br>(a) "Received Amount (Nikko)" is the total amount of shares that SMBC Nikko sold to the Company through the Share Repurchase (ToSTNeT-3) on its own account (6,443,246,450 yen).<br>(b) "Average VWAP" is the price calculated by multiplying the arithmetic average of the volume weighted average price ("VWAP") of the Company's stock in ordinary trading on the Tokyo Stock Exchange for each trading day during the period from and including November 20, 2024 and ending on the trading day immediately preceding the exercise date of the Share Options (including that day) ("Average VWAP Calculation Period") by 99.75% (calculated to the fifth decimal place and rounded off to the fourth decimal place). The Average VWAP Calculation Period shall not include the period from the day five trading days prior to the last trading day of each quarterly accounting period of the Company up to such last trading day nor trading days without VWAP. |

<2nd Series of ASR Share Options>

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| (1) Amount to be received upon exercise of the Share Options | 6,434,246,449 yen (maximum)*<br>*The amount above is that based on the assumption that the Required Amount for Purchase (Average VWAP) (as defined below) is 1 yen and is calculated by deducting 1 yen and the estimated issuance costs of the Share Options from the Received Amount (Nikko) (6,443,246,450 yen) (as defined below).<br>*The actual amount to be received upon exercise of the Share Options will be lower based on the exercise price calculated by (2) below. |
| (2) Calculation of the | The actual exercise price of the Share Options is calculated by the following |

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| Exercise Price | formula on the day of the exercise of the Share Options.<br>Exercise price = (i) Received Amount (Nikko) – (ii) Required Amount for Purchase (Average VWAP)<br>(i) "Received Amount (Nikko)" is the total amount of sale price of the shares that SMBC Nikko sold to the Company through the Share Repurchase (ToSTNeT-3) on its own account (6,443,246,450 yen).<br><br>(ii) "Required Amount for Purchase (Average VWAP)" is calculated by the following formula:<br>Required Amount for Purchase (Average VWAP) = (a) Number of Shares Sold (Nikko) x (b) Average VWAP<br><br>(a) "Number of Shares Sold (Nikko)" is the number of shares that SMBC Nikko sold to the Company in the Share Repurchase (ToSTNeT-3) on its own account (2,486,300 shares).<br>(b) "Average VWAP" is calculated by multiplying the arithmetic average of the VWAP of the Company's stock in ordinary trading on the Tokyo Stock Exchange for each trading day during the Average VWAP Calculation Period by 99.75% (calculated to the fifth decimal place and rounded off to the fourth decimal place). The Average VWAP Calculation Period shall not include the period from the day five trading days prior to the last trading day of each quarterly accounting period of the Company up to such last trading day nor trading days without VWAP. |