March 27, 2025

To whom it may concern

Company name: Suntory Beverage & Food Limited
Representative: Makiko Ono
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(Securities code: 2587 Prime Market, Tokyo Stock Exchange)
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Matters Concerning Controlling Shareholders, Etc.

Matters concerning controlling shareholders, etc. of Suntory Beverage & Food Limited (the "Company") are as follows.

1. Trade name, etc. of parent company, controlling shareholder (excluding parent company), other affiliated company or parent company of other affiliated company

(As of December 31, 2024)

Name	Attribute	Percentage of voting rights held (%)			Financial instruments exchange, etc. on which the issued shares, etc. are listed
		Directly owning portion	Portion subject to aggregation	Total	
Suntory Holdings Limited	Parent company	59.48	—	59.48	Not applicable
Kotobuki Realty Co., Ltd.	Parent company	—	59.48	59.48	Not applicable

2. Trade name or name of the company within the category of parent company, etc. that is recognized as having the greatest influence on the Company and reason for having such recognition

Trade name or name of the company within the category of parent company, etc. that is recognized as having the greatest influence on the Company	Suntory Holdings Limited
Reason for having such recognition	Suntory Holdings Limited is the largest shareholder of the Company, holding 59.48% of voting rights.

3. Positioning of the Company in the corporate group centering on the parent company, etc. and the relationships between other listed companies and the parent company, etc.

(1) Position of the Company within the corporate group centering on the parent company, transactional, personnel and capital relationships, etc. with the parent company and its group companies

The Company's parent company is Suntory Holdings Limited ("Suntory Holdings"; Kita-ku, Osaka City, Osaka Prefecture; capital 70 billion yen), and Suntory Holdings is the largest shareholder of the Company, holding 59.48% of the voting rights of the Company (with no portion subject to aggregation). Led by Suntory Holdings, the Suntory Group as of December 31, 2024 was made up of 267 companies (Suntory Holdings, its parent company, and 265 subsidiaries or associates accounted for using the equity method), and it conducts business activities including but not limited to the manufacture and sale of food and alcoholic beverages, and the Company is the core company in the Suntory Group's beverage and food segment.

In addition, because Suntory Holdings is a subsidiary of Kotobuki Realty Co., Ltd., Kotobuki Realty Co., Ltd. also falls under the category of parent company of the Company.

The major business transactions conducted between the Suntory Group (excluding the Group) and the Company's group (the "Group") are as follows.

Details of transaction	Trading partner
Outsourcing of product transportation operations	Suntory Logistics Limited
Payment of brand royalties	Suntory Holdings Limited
Purchase of coffee beans	Suntory Coffee Roastery Limited
Purchase of oolong tea leaves and coffee extracts	Suntory Trading Hong Kong Limited

Also, Suntory Holdings holds a portion of the intellectual property rights such as trademarks, patents, and designs related to the Group's business and the Company is granted exclusive licensing rights, etc., by Suntory Holdings.

As of March 27, 2025, of the eight Directors (including Directors serving on the Audit and Supervisory Committee), Toru Miyanaga, who is a Managing Executive Officer of Suntory Holdings, assumed office as a Director of the Company. This is because the Company has deemed that his extensive experience overseas in finance and accounting divisions in the Suntory Group's beverage and alcoholic beverage businesses, and his management experience and keen insight into all areas of management in leading the corporate planning division, will contribute to further strengthening the functioning of the Company's Board of Directors.
In addition, all employees at the Company accepted from Suntory Holdings, are transferred to become employees of the Company and are not considered as seconded employees.

(2) Constraints, risks and benefits from a business standpoint due to membership in the corporate group centering on the parent company, as well as impacts on management or business activities such as those affected by transactional, personnel and capital relationships, etc. with the parent company and its group companies

The Group conducts the core operations of the Suntory Group's beverage and food segment, and as companies other than the Group in the Suntory Group operate business that is different from the Group's business operations, there are no constraints from a business standpoint due to membership in the Suntory Group.
Transactions such as outsourcing of product transportation operations and payment of brand royalties are conducted with the Suntory Group, and these bring benefits to the Group such as by making use of economies of scale, and enabling the use of names and brands associated with the "Suntory" corporate brand.
Also, for the Suntory Group to facilitate the effective use of intellectual property rights and promote optimization by focusing on maintaining these rights, Suntory Holdings holds a portion of the intellectual property rights such as trademarks, patents, and designs related to our business and the Company is granted exclusive licensing rights, etc., by Suntory Holdings. The Company does not pay Suntory Holdings royalties for the aforementioned exclusive licensing rights, etc. Furthermore, were this arrangement to come to an end, these intellectual property rights would be transferred without compensation from Suntory Holdings to the Company.
One Director at the Company is concurrently serving as a Managing Executive Officer at Suntory Holdings, however, this appointment was based on a request by the Company. With respect to decision-making of the Company, there are no cases of matters that require Suntory Holdings' approval in advance, and the Company makes decision on its management independently. However, Suntory Holdings owns 59.48% of the outstanding shares of the Company's common stock, and accordingly, has control, or a veto right with respect to fundamental decisions such as election and removal of the Company's Directors, the approval of joint ventures or other business reorganizations, the transfer of material businesses, amendments to the Company's Articles of Incorporation, and the declaration of dividends. Suntory Holdings could continue to influence the determination of all matters that require the approval of the general meeting of shareholders, regardless of the intentions of other shareholders.

(3) Rationale on ensuring a certain level of independence from the parent company, etc., and measures taken

The Group shares its corporate philosophy, founding spirit, and Group Management Policy with our parent company Suntory Holdings and respective Suntory Group companies, and believes that it is contributing to the foundation that supports the Company's sustainable growth through the utilization of business resources of the Suntory Group.

On the other hand, the Company recognizes that as a listed company we must address important management issues in terms of maintaining our independence and safeguarding the interests of shareholders other than the parent company.

While pursuing Group synergies to such ends, we work to make our own decisions in holding and securing major business resources that act as the source of our corporate value, such as our brands, human resources, key assets and information, and to establish and operate a framework for addressing concerns regarding shareholder conflict of interest.

Transactions, activities, etc. with the Suntory Group (excluding the Group) including Suntory Holdings are, in accordance with internal regulations, examined beforehand by the departments conducting the transactions, activities, etc. and by the Company's legal affairs division and finance & accounting division to confirm the necessity and reasonableness of transactions, activities, etc., the appropriateness of their terms and conditions, etc., and the fairness, taking into consideration the perspective of independence from Suntory Holdings. Furthermore, the Board of Directors makes a decision on transactions equal to or exceeding a certain amount and transactions, activities, etc. related to the business resources forming the source of Company's corporate value, such as brands, human resources, key assets and information (hereinafter collectively referred to as "Important Transactions, Activities, etc.") after sufficient deliberation has been made on the necessity and reasonableness of the Important Transactions, Activities, etc., the appropriateness of their terms and conditions, etc., and the fairness through the process of the prior deliberation and report by the Special Committee. In addition to deliberation beforehand, after transactions, activities, etc. take place, in accordance with internal regulations, the legal affairs division, finance & accounting division, and internal audit division conduct a check on whether the transactions, activities, etc. were carried out based on the contents of the deliberation. Also, the Audit and Supervisory Committee conducts an audit. For Important Transactions, Activities, etc., the status is reported to the Special Committee and the Board of Directors, and they confirm the results of the transactions, activities, etc. According to these systems, the fairness, transparency and objectivity of the transaction, activity, etc. with the Suntory Group (excluding the Group) is ensured.

The members of the Special Committee must be persons who have independence from the Suntory Group to ensure the committee's independence and objectivity, and currently it is composed of three Independent Outside Directors.

(4) Status of ensuring a certain level of independence from the parent company, etc.

Close relationships exist between the Company and Suntory Holdings in terms of transactional relationships, personnel relationships, capital relationships, etc. However, the Company executes business operations through making decisions regarding business activities and management judgment independently, and believes that its independence is ensured.

4. Matters concerning transactions with controlling shareholders, etc.

Fiscal year ended December 31, 2024 (from January 1, 2024 to December 31, 2024)

Category	Name	Description of relationship with the related party	Transaction amount	Unsettled amount
			Millions of yen	Millions of yen
Parent company	Suntory Holdings Limited	Payment of brand royalties	24,349	1,972
		Advance payment for raw materials, etc.	—	67,859

For the payment of brand royalties, appropriate rates as consideration for usage were decided after discussions by both parties and taking into consideration brand value, etc.

For advance payment for raw materials, etc., the advance payment was implemented by Suntory Holdings to external business partners, etc. As the transaction was not a substantial transaction with parent company, the description of transaction amount is omitted.
Consumption taxes, etc. are included in the unsettled amount.

5. Status of implementation of measures to protect minority shareholders in conducting transactions, etc. with controlling shareholders

In 2024, the Special Committee held four meetings to deliberate Important Transactions, Activities, etc., including the payment of royalties and the delegation of functional duties, as a result of which it was able to confirm the necessity and reasonableness, the appropriateness of the terms and conditions, etc., and the fairness of the Important Transactions, Activities, etc., and submitted reports to the Board of Directors. The Board of Directors has also approved the said Important Transactions, Activities, etc. based on the report by the Special Committee.