



May 31, 2024

To All Concerned Parties

Company Name: Chilled & Frozen Logistics Holdings Co., Ltd.
Representative: Representative Director, President and Executive Officer
Hiromasa Aya
(Code No. 9099 TSE Prime)
Contact: Executive Officer, General Manager of Corporate
Planning Department Takaaki Yamamiya
(Phone: +81-(0)3-5291-8100)

**Notice of Distribution of Surplus for Fiscal Year Ending March 2025 (No Dividend)
and Abolition of the Shareholder Benefit Plan**

We, Chilled & Frozen Logistics Holdings Co., Ltd. (“we” or “the “Company”), hereby announce that, at its meeting of our Board of Directors held on May 31, 2024, resolved that subject to the condition that the tender offer for the Company’s common stock (the “Company Shares”) to be made by SG Holding Co., Ltd. which is described in the “Notice Concerning Announcement of Opinion (Endorsement and Recommendation for Tender) as to Tender Offer for Company Shares by SG Holdings Co., Ltd.”, which the Company separately announced the date hereof, (the “Tender Offer”) will be successfully completed, the interim dividends and year-end dividends for the fiscal year ending March 2025 announced by the Company on May 9, 2024 have been amended, and the dividends of surplus with the record date of September 30, 2024 (end of the second quarter) has been amended, no dividends of surplus will be paid to the fiscal year ending March 31, 2025 with the record date of September 30, 2024 (end of the second quarter) and with the record date of March 31, 2025 (end of the fiscal year), and the shareholder benefit plan is abolished as of from the fiscal year ending March 2025; as follows:

Particulars

1. Details of Dividends (No Payment)

(1) Details of Distributions of surplus with record date of September 30, 2024 (end of second quarter)

	Resolved Amount	Previous Dividends Forecast (Announced on May 9, 2024)	Dividends Paid for the Previous Fiscal Year ended March 2024
Record Date	September 30, 2024	September 30, 2024	September 30, 2023
Dividends per Share of Common Stock	0.00 JPY	22.00 JPY	17.00 JPY
Total Amount of Dividends	—	—	418 million JPY
Effective Date	—	—	December 4, 2023
Source of Funds for Dividends	—	—	Retained Earnings

(2) Details of Distributions of surplus with record date of March 31, 2024 (end of the fiscal year)

	Resolved Amount	Previous Dividends Forecast (Announced on May 9, 2024)	Dividends Paid for the Previous Fiscal Year ended March 2024
Record Date	March 31, 2025	March 31, 2025	March 31, 2024
Dividends per Share of Common Stock	0.00 JPY	22.00 JPY	22.00 JPY
Total Amount of Dividends	—	—	476 million JPY
Effective Date	—	—	June 28, 2024
Source of Funds for Dividends	—	—	Retained Earnings

2. Reasons

With respect to the Tender Offer, the Company resolved at the meeting of its board of directors held on the date hereof to express its opinion to endorse the Tender Offer and to recommend that shareholders of the Company tender their shares in the Tender Offer. In this regard, the said resolution was made based on the premises that the Tender Offer is conducted as a part of the certain series of transactions resulting to plan of the delisting of the Company Shares. For details, please refer to the “Notice Concerning Announcement of Opinion (Endorsement and Recommendation for Tender) as to Tender Offer for Company Shares by SG Holdings Co., Ltd.”, which the Company separately announced the date hereof.

While the Company has positioned the return of profits to our shareholders as an important management issue and has continued to pay dividends, if dividends are paid with the record date after the settlement of the Tender Offer, there is a possibility that economic differences will arise between shareholders who tendered in the Tender Offer and shareholders who did not tender in the Tender Offer, and therefore from the viewpoint to ensure the fairness among the Company’s shareholders, the Company resolved that no dividends of surplus will be paid to the fiscal year ending March 31, 2025 with the record date of September 30, 2024 (end of the second quarter) and with the record date of March 31, 2025 (end of the fiscal year), subject to the condition that the Tender Offer will be successfully completed.

3. Abolition of the Shareholder Benefit Plan

Similar to the reasons stated in "2. Reasons" above, the Company has resolved at the meeting of the Board of Directors held the date hereof, from the perspective of ensuring fairness between the shareholders who tendered in the Tender Offer and the shareholders who did not tender in the Tender Offer. to abolish the shareholder benefit plan from the fiscal year ending March 2025, subject to the condition of successful completion of the Tender Offer. As a result, if the Tender Offer is successfully completed, the Company's shareholder benefit plan will be abolished, after providing the final shareholder benefit items to those shareholders eligible for shareholder benefits plan as of the end of March 2024.

END