

To whom it may concern,



February 21, 2024

Company name: HOSHIZAKI CORPORATION

Representative: Yasuhiro Kobayashi,  
President & COO

(Securities code: 6465 Prime Market of Tokyo Stock Exchange and  
Premier Market of Nagoya Stock Exchange)

Inquiries: Kyo Yaguchi,

Director, Senior Vice President

(Tel: 0562-96-1320)

Notice Concerning share acquisition by a subsidiary of HOSHIZAKI  
(on the equity method affiliate basis)

HOSHIZAKI CORPORATION (hereafter referred to as the Company or HOSHIZAKI) announces that the Board of Directors, held on today, has reached a decision that HOSHIZAKI USA HOLDINGS, INC., a subsidiary wholly-owned by the Company, acquire a part of shares of Fogel Company Inc. (hereafter referred to as Fogel) — a manufacturer of commercial refrigerators based in Republic of Panama — by applying the equity method to affiliate Fogel. The details are as follows:

1. Purpose of the share acquisition

Fogel is an experienced manufacture for commercial refrigerators, with its Guatemala based manufacturing subsidiary (Fogel De Centroamérica, S.A.) for commercial refrigerators and its well-established net-work for sale and service throughout Latin America. Fogel is known for its expertise in developing and producing high-quality products and excellence in growth and profitability of business, which is derived from sales and service of the products, made to, for example, large bottlers mainly in the region of Central America.

Receiving Fogel with its experienced management team knowing well about the local market as a new group member of HOSHIZAKI will enable HOSHIZAKI to expedite its penetration into the volume-zone in the market of whole the Americas as well as its further business development in the growing markets in Latin America.

2. Share acquisition overview

The Company acquires 25% of Fogel’s outstanding shares through HOSHIZAKI USA HOLDINGS, INC, a subsidiary wholly-owned by the Company. After the initial transaction, the Company will proceed with the additional share acquisitions step by step to hold up to 51% of the total shares in next three years and own Fogel as a sub-subsi-dary of the Company.

3. Overview of the subsidiary of HOSHIZAKI—a share-acquiring company (US\$ 1=JPY 140)

①	Company name	HOSHIZAKI USA HOLDINGS, INC.	
②	Location	USA, State of Georgia	
③	Representative’s name and title	Chris Karssiens (President)	
④	Main business	Holding Company	
⑤	Paid-in capital	51,000K US\$ (approx. 7,140M JPY)	
⑥	Established	January 23, 2006	
⑦	Owners and controlling shares	HOSHIZAKI CORPORATION 100.00%	
⑧	Net assets	268,457K US\$ (approx. 37,584M JPY) (As of December 2023)	
⑨	Total assets	268,457K US\$ (approx. 37,584M JPY) (As of December 2023)	
⑩	Relationship between HOSHIZAKI and the subsidiary	Capital relationship	It is a subsidiary of HOSHIZAKI.
		Employment relationship	2 of board directors of HOSHIZAKI are serve as a board member of the subsidiary.
		Commercial relationship	There is no commercial relationship between HOSHIZKI and the subsidiary.

4. Overview of the company of which shares are acquired

①	Company name	Fogel Company Inc.		
②	Location	Republic of Panama		
③	Representative's name and title	Jacobo Gustavo Bernardo Tefel Farrer		
④	Main business	Manufacturing and sales of food service equipment		
⑤	Paid-in capital	615K US\$ (86M JPY)		
⑥	Established	2002		
⑦	Owners and controlling shares	Harrow Corporate Holding Inc. 100%		
⑧	Relationship between HOSHIZAKI and Fogel	Capital relationship	There is no capital relationship between HOSHIZAKI and Fogel. No capital relationships exist between HOSHIZAKI's stakeholders or affiliates and Fogel's stakeholders or affiliates.	
		Employment relationship	There is no employment relationship between HOSHIZAKI and Fogel. No employment relationships exist between HOSHIZAKI's stakeholders or affiliates and Fogel's stakeholders or affiliates.	
		Commercial relationship	There is no commercial relationship between HOSHIZAKI and Fogel, while such a relationship exists between a sub-subsidiary of HOSHIZAKI and a subsidiary of Fogel.	
⑨	Fogel's financials for the recent three-year period (US\$ 1 = JPY 140)			
	Financial year ending in	Dec. 2020	Dec. 2021	Dec. 2022
	Consolidated net assets	46.9M US\$ (6,579M JPY)	49.5M US\$ (6,930M JPY)	57.3M US\$ (8,034M JPY)
	Consolidated total assets	75.9M US\$ (10,635M JPY)	91.5M US\$ (12,817M JPY)	124.2M US\$ (17,399M JPY)
	Consolidated sales	64.1M US\$ (8,976M JPY)	107.4M US\$ (15,047M JPY)	171.3M US\$ (23,982M JPY)
	Consolidated operating income	4.1M US\$ (580M JPY)	10.8M US\$ (1,520M JPY)	14.0M US\$ (1,972M JPY)
	Consolidated net income	- 0M US\$ ( - 6M JPY)	6.0M US\$ (853M JPY)	8.3M US\$ (1,175M JPY)
	Dividends	1.9M US\$ (276M JPY)	1.7M US\$ (240M JPY)	1.8M US\$ (255M JPY)

5. Overview of the participating shareholder

① Name	Harrow Corporate Holding Inc.
② Address	Republic of Panama
③ Relationship between HOSHIZAKI and the shareholder	There are no capital, employment or commercial relationships between HOSHIZAKI and the shareholder. The shareholder have no capital, employment or commercial relationship with HOSHIZAKI's stakeholders or affiliates.

Remarks: Further information is not available.

6. Overview of the number of acquiring shares and the position of shareholdings before and after transaction

① Number of shares held before transaction	0 Shares (Number of voting rights: 0 unit) (Percentage of voting rights: 0%)
② Number of shares acquired	153,781 shares (Number of voting rights : 153,781units)
③ Acquisition value	27,996 thousand US\$ (approx. 4,210M JPY) ※ Acquisition price was determined by agreement with sellers based on the value appraised by the specialist.
④ Number of shares held after transaction	153,781shares (Number of voting rights : 153,781units) (Percentage of voting rights : 25.0%)

※ For acquisition value, it is converted from USD to JPY with exchange rate as of February 20.

7. Schedule

- (1) Date of agreement: February 21, 2024
- (2) Expected acquisition of shares: February 21, 2024 (U.S. time)

8. Effect on financial performance

The impact on the consolidated results and consolidated fiscal conditions for the current fiscal year is immaterial.

End of document