

Translation

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April 17, 2025

To whom it may concern

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Notice Concerning Disposal of Treasury Shares as Restricted Share-based Remuneration

HOSHIZAKI CORPORATION (the “Company”) hereby announces that at the meeting of the Board of Directors held on April 17, 2025, the Company resolved to dispose of treasury shares (the “Disposal of Treasury Shares”) as follows.

1. Summary of disposal

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| (1) Date of disposal | May 13, 2025 |
| (2) Type and number of shares of disposal | Common shares of the Company: 14,400 shares |
| (3) Disposal value | 6,192 yen per share |
| (4) Total amount of disposal | 89,164,800 yen |
| (5) Disposal recipients, number of disposal recipients, and number of shares for disposal | Directors of the Company: 6 persons, 8,300 shares
Executive Officers of the Company who do not concurrently serve as Directors: 8 persons, 3,200 shares
Director of HOSHIZAKI SALES CO., LTD.: 1 person, 600 shares
Executive Officers of HOSHIZAKI SALES CO., LTD. who do not concurrently serve as Directors: 7 persons, 2,300 shares
*Excluding Directors and Executive Officers who do not concurrently serve as Directors, both of whom are non-residents in Japan, or outside Directors and Directors who are Audit & Supervisory Committee Members. |
| (6) Other matters | As for the Disposal of Treasury Shares, it is not required to submit a written notice of securities, pursuant to Article 4, Paragraph (1), Item (i) of the Financial Instruments and Exchange Act (Article 2-12, Item (i) of the Order for Enforcement of the Financial Instruments and Exchange Act). |

2. Purpose and reason for disposal

The Company resolved at the Board of Directors meeting held on February 13, 2018 to introduce the restricted share-based remuneration plan (the “Plan”) as a new remuneration plan for the Company’s Directors (excluding outside Directors and Directors who are Audit & Supervisory Committee Members; the “Eligible Directors”) for the purpose of granting incentives to enhance sustainable corporate value of the Company and sharing shareholder value with the Eligible Directors. Moreover, at the 72nd Annual General Meeting of Shareholders held on March 28, 2018, the Company received approval for providing monetary remuneration claims of no more than 150 million yen per year to the Eligible Directors as monetary remuneration to be contributed for the acquisition of restricted shares based on the Plan (the “restricted share-based remuneration”), as well as the total number of the Company’s common shares to be issued or disposed of as a result thereof being no more than 15,000 shares per year (in the case where a share split (including allotment without contribution) or consolidation of the Company’s common shares is conducted, if any circumstances requiring an adjustment to the total number of the Company’s common shares to be issued or disposed of as restricted shares occur, this total number is to be adjusted within a reasonable range. As a result of the adjustment, the total number shall be no more than 30,000 shares per year due to a share split conducted on July 1, 2022 (one common share was split into two).) and the transfer restriction period for restricted shares being a period to be determined by the Company’s Board of Directors lasting between three to 30 years.

Furthermore, in line with the introduction of the Executive Officer system, the Company resolved at the Board of Directors meeting held on February 25, 2020 that Executive Officers of the Company who do not concurrently serve as Directors shall also be subject to the Plan. In addition, following the establishment of HOSHIZAKI SALES CO., LTD. on January 5, 2023, the Company resolved at the Board of Directors meeting held on March 29, 2023 that Director of HOSHIZAKI SALES CO., LTD. and Executive Officers of the said company who do not concurrently serve as Directors shall also be subject to the Plan.

Summary of the Plan is as follows:

[Summary of the Plan]

The Eligible Directors and Executive Officers of the Company who do not concurrently serve as Directors, or Director of HOSHIZAKI SALES CO., LTD. and Executive Officers of the said company who do not concurrently serve as Directors (the “Eligible Directors, etc.”) shall provide all monetary remuneration claims provided by the Company based on the Plan as property contributed in kind, and receive the Company’s common shares that shall be issued or disposed of by the Company. In addition, the total number of common shares to be issued or disposed of by the Company to the Eligible Directors, etc. under the Plan shall be no more than 15,000 shares per year (as a result of the adjustment, the total number shall be no more than 30,000 shares per year due to a share split conducted on July 1, 2022 (one common share was split into two).), and the amount to be paid in per share shall be the closing price of the Company’s common shares on the Prime Market of the Tokyo Stock Exchange on the business day immediately before each date of resolution of the Board of Directors (if there is no closing price on such date, the closing price of the closest preceding trading day). Furthermore, upon the issuance or disposal of the Company’s common shares under the Plan, an agreement on allotment of shares with transfer restrictions shall be entered into between the Company and the Eligible Directors, etc., which includes provisions that (i) the Eligible Directors, etc. shall not transfer, create a security interest on, or otherwise dispose of the Company’s common shares allotted under the agreement on allotment of shares with transfer restrictions for a certain period, and (ii) the Company shall acquire such common shares without contribution in the occurrence of certain events.

This time, following the consultation with the Nomination and Compensation Committee, the Company has decided to provide monetary remuneration claims of 89,164,800 yen in total (the “Monetary Remuneration Claims”) and common shares of 14,400 shares at the Board of Directors meeting held on April 17, 2025 in order to improve the motivation of each of the Eligible Directors, etc. in view of the purpose of the Plan, business conditions of the Company, the scope of

duties of each of the Eligible Directors, etc., and various circumstances. In addition, the transfer restriction period shall be 30 years to realize the sharing of shareholder value, which is the purpose of introducing the Plan, over the medium to long term.

In the Disposal of Treasury Shares, based on the Plan, 22 Eligible Directors, etc., planned allottees, will pay all the Monetary Remuneration Claims as property contributed in kind, and receive the Company's common shares that shall be disposed of by the Company (the "Allotted Shares"). The summary of the agreement on allotment of shares with transfer restrictions (the "Allotment Agreement") to be entered into between the Company and the Eligible Directors, etc. is as shown in 3. below.

3. Summary of the Allotment Agreement

(1) Transfer restriction period: May 13, 2025 to May 13, 2055

(2) Conditions for lifting the transfer restriction

The transfer restriction on all the Allotted Shares shall be lifted upon the expiration of the transfer restriction period, on the condition that the Eligible Directors, etc. continue to hold the position of any of Director and Executive Officer of the Company, or Director of HOSHIZAKI SALES CO., LTD. and Executive Officer of the said company who does not concurrently serve as Director during the transfer restriction period.

(3) Treatment in the case where the Eligible Directors, etc. retire during the transfer restriction period due to expiration of term of office, reaching the mandatory retirement age, or any other justifiable reasons

(i) Timing of lifting of the transfer restriction

If the Eligible Directors, etc. retire from the position of any of Director and Executive Officer of the Company, or Director of HOSHIZAKI SALES CO., LTD. and Executive Officer of the said company who does not concurrently serve as Director due to expiration of term of office, reaching the mandatory retirement age, or any other justifiable reasons (excluding the case of retirement due to death), the transfer restriction shall be lifted as of a time immediately after the retirement date. In the case of retirement due to death, the transfer restriction shall be lifted as of a time immediately after confirmation of death of the Eligible Directors, etc.

(ii) Number of shares subject to lifting of the transfer restriction

The number of shares shall be derived by dividing the number of months from the month following the month that includes the date of the final general shareholders meeting held where the Eligible Directors etc. were appointed as Director or Executive Officer of the Company, or Director of HOSHIZAKI SALES CO., LTD. and Executive Officer of the said company who does not concurrently serve as Director to the month that includes the retirement date by 12 (if the number is larger than 1, it shall be deemed as 1), and then multiplying the number of the Allotted Shares held as of the time of the retirement stipulated in (i) (however, if any fractional share less than one unit arises as a result of the calculation, this shall be rounded down to the nearest whole share).

(4) Acquisition without contribution by the Company

Immediately after the expiration of the transfer restriction period, the Company shall automatically acquire, without contribution, all the Allotted Shares on which the transfer restriction has not been lifted and for which the transfer restriction period expired.

In addition, if the Eligible Directors, etc. are in the position set forth in (2) above as of a time immediately before the expiration of the transfer restriction period, the Company shall automatically acquire all the Allotted Shares without contribution, and also automatically acquire, without contribution, the Allotted Shares on which the transfer restriction has not been lifted as of the time of lifting of the transfer restriction stipulated in (3) above.

(5) Administration of shares

Throughout the transfer restriction period, the Allotted Shares shall be managed in a dedicated account opened by the Eligible Directors, etc. with Nomura Securities Co., Ltd. to ensure that they cannot be transferred, pledged, or otherwise disposed of during the transfer restriction period. To ensure effectiveness of the transfer restriction, etc. on the Allotted Shares, the Company has entered into an agreement with Nomura Securities Co, Ltd. in relation to the administration of accounts for the Allotted Shares held by each of the Eligible Directors, etc. In addition, the Eligible Directors, etc. shall consent to the details of the administration of these accounts.

(6) Treatment during reorganization, etc.

If, during the transfer restriction period, matters relating to a merger agreement in which the Company is the disappearing company, a share exchange agreement or share transfer plan in which the Company becomes a wholly owned subsidiary, or other reorganization, etc. are approved at the Company's general shareholders meeting (or at a meeting of its Board of Directors in cases where approval at the Company's general shareholders meeting is not required in relation to the reorganization, etc.), the Company shall lift the transfer restrictions on the shares, by resolution of the Board of Directors, as of a time immediately before the business day preceding the effective date of the reorganization, etc., for shares with the number of shares derived by dividing the number of months from the month following the month that includes the date of the final general shareholders meeting held where the Eligible Directors etc. were appointed as Director or Executive Officer to the month that includes the approval date by 12 (if the number is larger than 1, it shall be deemed as 1), and then multiplying the number of the Allotted Shares held as of the approval date (however, if any fractional share less than one unit arises as a result of the calculation, this shall be rounded down to the nearest whole share). In addition, as of a time immediately after the transfer restriction is lifted, the Company shall automatically acquire, without contribution, all the Allotted Shares on which the transfer restriction has not been lifted.

4. Basis of calculation and specific details of the amount to be paid in

The Disposal of Treasury Shares to the planned allottees will be conducted with monetary remuneration claims provided based on the Plan being as contributed properties. The disposal value is 6,192 yen, which is the closing price of the Company's shares on the Prime Market of the Tokyo Stock Exchange on April 16, 2025 that is the business day the date of the Board of Directors meeting. Since this is the method of determining the value approved by the 72nd Annual General Meeting of Shareholders, and thus is reasonable and can eliminate arbitrariness, the Company believes that the value does not constitute a particularly advantageous price.

(Reference)

The Eligible Directors, etc. not residing in Japan to whom it is difficult to provide restricted shares will be provided monetary remuneration linked to the Company's share price, etc. which has the same economic value as the restricted shares, in lieu of such restricted shares.