



February 26,2024

Company name: ZUIKO Corporation  
Representative: Toyoshi Umabayashi, President & CEO  
Listing: Tokyo Stock Exchange Prime Market  
Securities code: 6279  
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**Notice regarding the basic agreement on the acquisition of  
Delta S.r.l. as a ZUIKO subsidiary**

ZUIKO Corporation is pleased to announce that it enters into a basic agreement with Delta S.r.l. (Location : Cremona in Italy, henceforth Delta) to acquire its quota and underwrite third-party allotment of additional quotas for the acquisition of Delta as a subsidiary. This agreement was resolved during the Board of Directors meeting held February 26, 2024.

1. Reason for Acquisition Quota

In the third medium-term business plan, which includes the three years until the fiscal year ending Feb. 2026, ZUIKO Corporation (henceforth ZUIKO) aims to improve the profitability of the hygiene products machinery business and is working to further develop overseas markets. The hygiene products machinery business develops and manufactures machines mainly for disposable diapers and sanitary napkins. The company faces the long-term possibility that the consumption of disposable diapers and sanitary napkins will decrease because of population decline in Japan and China, where more than half of the company's sales arise. To achieve sustainable growth, we intend to expand sales aggressively in regions where our sales revenue is not as high, such as Europe, India, and Africa.

Delta is a sanitary products machinery manufacturer established in Italy in 2002 and has a track record of sales to various countries including but not limited to the United States, and countries in Europe, South America, and Africa. Additionally, Delta develops products in a different price range complementing ZUIKO's product line up.

Therefore, the company believes that by welcoming Delta as a member of the ZUIKO group, the company can expand sales and contribute to the supply of products to a wider range of customers.

2. Overview of the subsidiary to be transferred:

(1)	Company Name	Delta S.r.l.
(2)	Location	Via Gerola, 34, 26010 Fiesco CR Italy
(3)	Title and name of Representative	Angelo Ghidelli, President & CEO

(4)	Description of Business	Manufacturer of converting machinery for disposable hygiene products		
(5)	Capital	80 thousand euros		
(6)	Date of establishment	April 26, 2002		
(7)	Major shareholders and their shareholding ratios	Angelo Ghidelli 100%		
(8)	Relationships between the listed company and the relevant company	Capital relationship	There is no applicable information.	
		Personal relationships	There is no applicable information.	
		Business relationship	There is no applicable information.	
(9)	Business performance in the recent 3-year period	(unit: thousands of euro)		
	Fiscal Year	FY ending December 31,2020	FY ending December 31,2021	FY ending December 31,2022
	Net Assets	1,377	1,393	1,428
	Total Assets	14,184	13,694	9,594
	Net sales	4,619	7,972	10,617
	Operating Income	56	61	21
	Net income	61	16	15

※Exchange rate 1 euro to 163.06 yen (February 22, 2024)

### 3. Overview of the other party selling quota

(1)	Name	Angelo Ghidelli		
(2)	Location	Fiesco CR Italy		
(3)	Relationship between the listed company and the relevant individual	Capital relationship	There is no applicable information.	
		Personal relationships	There is no applicable information.	
		Business relationship	There is no applicable information.	

### 4. Proportion of quota to be acquired, acquisition price and quota ownership before and after acquisition.

(1)	Proportion of quota held before change	—
(2)	Proportion of quota to be acquired	23.7%
(3)	Proportion of quota to be acquired by the third-party allotment	66.3%
(4)	Acquisition Cost	The acquisition value by the transfer of quotas: 820 thousand euros The acquisition value by the third-party allotment of quotas: 2,300 thousand euros Advisory fee, etc. (estimate): 230 thousand euros Total (estimate): 3,350 thousand euros

(5)	Proportion of quota held after change	90.0%
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5. Timeline of quota acquisition

(1)	Date of conclusion of the basic agreement	February 26, 2024
(2)	A quota transfer contract and the third-party allotment of quotas undertaking contract date hereof	March 2024 (planned)
(3)	Quota transfer and third-party allotment of quotas undertaking practice day	April 2024 (planned)

6. Future Outlook

The impact of this acquisition on financial results for the fiscal year ending February 2025 is expected to be minimal. If any matters arise that should be disclosed in the future, they will be disclosed separately in a timely manner.