

ACE HARDWARE CORPORATION
2023 Annual Report



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This Annual Report contains information about our company. Unless otherwise indicated or required by the context, the terms “Ace,” “we,” “our,” “us” and the “Company” refer to Ace Hardware Corporation and all of its subsidiaries that are consolidated under U.S. generally accepted accounting principles (“GAAP”). The terms “Retailer,” “you,” and “your” refer to a retailer who becomes a domestic member of Ace and purchases our stock. In this Annual Report, we reference some of our own trademarked products (e.g., Clark + Kensington® paints) and services, as well as those of unrelated third parties with whom we do business (e.g., Benjamin Moore® paints); all trademarks appearing in this Annual Report are the property of their respective owners. Our fiscal years for the years 2023, 2022 and 2021 ended on December 30, 2023, December 31, 2022, and January 1, 2022, respectively. When we refer to a year, we are referring to the fiscal year ended on those respective dates. Data in this summary is as of December 30, 2023 unless indicated otherwise.

SUMMARY

Our Company

Ace Hardware is the largest retailer-owned hardware cooperative in the world with approximately 5,900 locally owned and operated hardware stores. Domestically, Ace retail hardware stores operate in all 50 states and the District of Columbia. Ace Hardware Corporation markets and distributes hardware products, paint and other merchandise to our network of independent Retailers around the world. Ace also provides value-added services such as advertising, market research, merchandising assistance, promotional support, assistance with site location, store format design, retail training services, insurance and store technology services.

During fiscal 2023, approximately 83 percent of Ace’s consolidated revenues were derived from transactions with domestic Ace Retailers. The remaining 17 percent was generated by the following Ace subsidiaries:

Ace Hardware International Holdings, Ltd. (“AIH”), is a majority-owned and controlled subsidiary of the Company with a 21.3 percent noncontrolling interest held by AIH customers. AIH shareholders do not own shares of stock in the Company nor receive patronage dividends.

Ace Retail Holdings LLC (“ARH”) is the owner of the 169-store Westlake Ace Hardware (“Westlake”) and the 66-store Great Lakes Ace Hardware (“GLA”) retail chains. As a result, the Company is also a retailer of hardware, paint and other related products.

Ace Wholesale Holdings LLC (“AWH”) owns and operates Emery Jensen Distribution (“EJD”). AWH is a wholesaler of hardware, paint and other related products to non-member retailers.

Ace Services Holdings LLC (“ASH”), through its subsidiaries, operates Ace Handyman Services, a franchisor of home improvement, maintenance and repair services, Ace Hardware Painting Services, a provider of home painting services, and Legacy Plumbing, Inc. and Ace Hardware Plumbing Services, providers of residential plumbing services. On April 12, 2023, Ace Heating and Cooling Services, LLC (“AHCS”), a newly-formed subsidiary of ASH merged with Unique Indoor Comfort Holdings, LLC (“UICH”), with AHCS being the surviving entity. On May 3, 2023, a subsidiary of AHCS, Unique Indoor Comfort, LLC (“UIC”), acquired Parrish Services, Inc. (“Parrish”) and on December 29, 2023, UIC acquired Climate Technologies, Inc. (“Climate”).

Ace positions itself as “The Helpful Place” – conveniently located hardware stores that provide not only quality goods but also knowledgeable store staff. We believe that “The Helpful Place” is one of the most recognized slogans in the hardware and home improvement industry.

In 2023, Ace Ranked “Highest in Customer Satisfaction with home Improvement Retail Stores” according to J.D. Power, sixteen out of the last seventeen years.

As the principal supplier to our U.S. Retailer network, Ace purchases hardware, paint and other merchandise in quantity lots and resells this merchandise in smaller lots to our Retailers. Ace’s aggregate purchasing volume and supplier relationships enable us to realize substantial purchasing savings and to pass such savings on to our Retailers. This enables Ace’s Retailers to have consistent access to a broad range of hardware and related products and to better compete in their local markets.

We operate 16 retail support centers (“RSCs”), six freight consolidation/redistribution facilities and six bulk distribution centers (“BDCs”) across the United States that total over 15.9 million square feet of distribution space. Eight of the RSCs, with a total of approximately 6.9 million square feet of distribution space, are Company-owned. In addition, Ace and its subsidiaries also have distribution capabilities through third party logistic providers in Ningbo, China and Cuautitlán Izcalli, Mexico.

To help foster our Retailers’ continued success, fuel their entrepreneurial spirit and enhance their viability in an increasingly competitive home improvement marketplace, Ace provides two basic programs for its Retailers – Ace Branded stores and Individually Branded stores.

A total of 343 stores, or 7 percent, of our network of domestic stores are individually branded. Sales to these Retailers represented approximately 4 percent of our 2023 fiscal year domestic merchandise sales to Retailers. Our Individually Branded Retailer program is ideal for Retailers who have strong individual name recognition in their local communities and do not rely as much on the Ace brand for their success. While they do not participate in Ace's marketing programs, as Retailers of Ace they still rely on Ace's broad product assortment (including Ace private label products), low product pricing, extensive distribution network, and eligibility for patronage distributions. They go to market under their own business name and identity.

The remaining 4,651 domestic stores, or 93 percent, of our network of domestic stores operate under the Ace brand. Sales to these Retailers represented approximately 96 percent of our 2023 fiscal year domestic merchandise sales to Retailers.

Over the past four years, Ace has supported Higher Ground as its long-term retail growth strategy. The strategy continues to build on Ace's commitments to enhance Retailer performance and ensure retailer growth, not only today, but long term. Higher Ground provides Ace and our Retailers with a clear path to the future. The strategy is consumer-focused, aligned with our corporate strategy and contains two paths for growth that can be implemented separately or concurrently. The two paths for growth are Pinnacle Performance Retailing and Accelerated Store Growth. Pinnacle Performance Retailing is designed to help Ace Retailers improve their store performance by increasing sales and net profits. Accelerated Store Growth is designed to encourage Ace Retailers with the desire and ability to open new stores. It is also intended to increase store count through new investors, conversions of competitors' stores and by reducing the number of stores that leave Ace or close.

Ace's Capital Stock Structure

Our capital stock is divided into two classes, Class A and Class C. Only Class A Stock has voting rights. Class C Stock is issued in connection with all store memberships and annually as part of our patronage distribution. Our Board of Directors has the right to redeem portions or all of the outstanding shares of Class C Stock that have been issued as patronage distributions. If Ace is ever liquidated, the outstanding shares of Class C Stock have priority over the outstanding shares of Class A Stock in the distribution of our net assets. If our net assets were to exceed that priority amount, they would be distributed proportionately among the stockholders of both classes of our stock. (See "Description of Capital Stock – Voting Rights," "– Liquidation Rights" and "– Redemption Provisions.")

Ace operates as a cooperative. Accordingly, the declaration of dividends on any shares of any class of our stock is prohibited. (See "Description of Capital Stock – Dividend Rights.")

Membership Applications – Subscriptions for Class A and Class C Stock

The purchase of our stock enables prospective Retailers to obtain membership in Ace. Membership entitles our Retailers to purchase merchandise and services from us that are either not available to non-member Retailers (such as Ace branded merchandise) or are at prices that are not otherwise available. Retailers are also eligible to receive patronage distributions based on the volume of merchandise they purchase from us, but these distributions are dependent on Ace's patronage-based business being profitable. (See "Membership Information – Patronage Distributions – Patronage Distribution Determinations.") We cannot guarantee that patronage distributions will be made for any year.

Our stock is sold only to approved prospective Retailers of hardware and related products who apply for membership in Ace Hardware Corporation. The purchase price (par value) for each share of Class A Stock is \$1,000 and the purchase price (par value) for each share of Class C Stock is \$100.

For an initial membership, you must subscribe and pay for one share of Class A Stock plus 40 shares of Class C Stock, with an aggregate subscription price of \$5,000. You must also pay a \$5,000 fee for processing your membership application. If you apply for membership for an additional store location that you own or control, you must subscribe and pay for 50 shares of Class C Stock (\$5,000) for that location and pay another \$5,000 processing fee.

Your membership may generally be terminated upon various notice periods and for various reasons, including voluntary termination, as provided in the Membership Agreement.

Ace also sells merchandise and services to customers that are not members of Ace through its AWH, ASH and AIH subsidiaries, but such non-member retailers do not own any Ace stock and are not eligible to receive any patronage distributions.

Repurchase of Shares by Ace

If your membership for a store location terminates, your Class A share and all of your Class C shares for that location must be sold back to us, generally at par value, unless the shares are transferred to another party whom we agree to accept as a Retailer for that location. We generally pay the repurchase price in a combination of cash and an interest-bearing four-year installment note. (See "Description of Capital Stock – Other Restrictions and Rights.")

Under Delaware corporate law, we are not allowed to repurchase any of our shares if our net assets are less than the par value of our aggregate outstanding shares of capital stock or if our net assets would be reduced below that amount by virtue of the repurchase.

Patronage Distributions and Income Tax Treatment

As a cooperative, we distribute patronage annually to Retailers based on their qualified merchandise purchases from us. Under our current plan, which can be modified by our Board of Directors, 40 percent of the total annual patronage distribution to each Retailer is paid in cash. The remainder is paid in shares of Class C Stock and in Patronage Refund Certificates. The cash portion of any patronage distribution payable to a past due or terminated Retailer is generally applied against that Retailer's indebtedness or other obligations to us, if any, unless the Retailer makes a written request to receive 20 percent of the patronage distribution in cash. (See "Membership Information – Patronage Distributions.")

The cash payments and stated dollar amounts of Class C Stock and Patronage Refund Certificates, along with the fair market value of any other property that we distribute as patronage, are considered income for federal income tax purposes of the recipient. (See "Federal Income Taxes – Tax Treatment of Patronage Distributions.")

Risks of Membership

Owning and operating a retail hardware store as an Ace Retailer, especially a group of such stores, can be rewarding, both financially and otherwise. There are, however, a number of risks that one should consider carefully before making a decision to become an Ace Retailer. See "Risks of Membership" for some of the more important risks. There may be other issues, risks and benefits particularly relevant to you that are not summarized in the "Risks of Membership" section.

ACE'S BUSINESS

Company History

Our company traces its history to the early 1920s, when the traditional way of buying hardware merchandise was to purchase products from a middleman or "jobber." This distribution method drove up the price on every hardware item, thereby cutting into the retailer's profit. In response, a group of Chicago-area hardware Retailers - Richard Hesse, William Stauber, Frank Burke, Gern Lindquist and Oscar Fisher - decided they would pool their hardware buying needs, which allowed them to buy directly from manufacturers and to eliminate the jobber. This strategy enabled those Retailers to realize considerable savings, decrease inventory costs and compete more effectively with the larger stores in their markets - a concept still valid today.

In 1928, this group of Retailers incorporated their business in Illinois as Ace Stores (later re-named Ace Hardware Corporation). The Company was named in honor of the superior World War I fliers dubbed "aces." We opened our first warehouse in 1929, and by 1934, our membership had grown to 41 Retailers and our annual sales exceeded \$650,000. During the 1960s, we expanded into the south and west regions of the country, and by 1969, we had opened distribution centers in Georgia and California - our first distribution facilities outside of Chicago. We opened our first international store, in Guam, in 1968.

By the early 1970s, large home center chains began to take market share from small independent Retailers. In response, Ace and our Retailers began operating as a cooperative. In 1976, our Retailers took full control when shareholders elected the first Board of Directors comprised solely of Retailers. By this time, our wholesale sales had reached \$382 million. Ace had Retailers in all 50 states and the District of Columbia by 1979. By 1985, Ace had reached \$1 billion in sales. Ace reached \$2 billion in sales in 1993, \$3 billion in sales in 1998, \$4 billion in sales in 2013, \$5 billion in sales in 2015, \$6 billion in sales in 2019 and then grew at approximately \$1 billion a year until surpassing \$9 billion in 2022. The 2013 fiscal year also marked Ace's first year with more than \$100 million in net income. Since 2020, our net income has exceeded \$300 million.

Although Ace has had a retail presence outside the United States since the late 1960s, Ace implemented a more focused international growth strategy during the 1990s. In 2011, the Company restructured its international operations so that they were no longer a division within Ace's cooperative, but rather a stand-alone entity, with its own board of directors and management team. AIH is a majority-owned and controlled subsidiary of the Company with a noncontrolling interest owned by its international retailers. AIH currently has a retail presence in approximately 60 countries, with distribution facilities in Ningbo, China and Cuautitlán Izcalli, Mexico.

In December 2012, ARH acquired all of the outstanding shares of capital stock of WHI Holding Corp. ("WHI"), which was subsequently dissolved. ARH owns all outstanding shares of Westlake. Westlake is based in Kansas City, Missouri and is the owner of 169 stores located throughout the country operating under the Westlake Ace Hardware and other brand names. In March 2019, ARH acquired the remaining 59 percent of the outstanding stock of GLA that it did not already own. GLA has been engaged in the business of owning and operating Ace stores in the United States since 2014 and operates 66 stores, primarily in Michigan, Indiana and Ohio.

In 2014, the Company formed the AWH legal entity for sales to non-member retailers. AWH owns and operates EJD.

In September 2019, the Company formed the ASH legal entity. On September 5, 2019, ASH acquired Handyman Matters Inc., a franchisor of home improvement, maintenance, and repair services. On December 22, 2021, ASH acquired the assets of Mountain Skyline Painting LLC, a provider of home painting services. On July 29, 2022, ASH acquired the assets of Legacy Plumbing, Inc. a provider of residential plumbing services. On April 12, 2023, AHCS, a newly-formed subsidiary of ASH merged with UICH, with

AHCS being the surviving entity. On May 3, 2023, a subsidiary of AHCS, UIC, acquired Parrish and on December 29, 2023, UIC acquired Climate.

Ace's customer loyalty program, Ace Rewards®, boasts approximately 65 million members as of the end of 2023. Acehardware.com is the online face of our brand and trusted destination for online products and project solutions and averaged more than 402,000 daily visitors during 2023. Ace has invested in other digital media such as Facebook, X (formerly Twitter), Instagram and YouTube. Currently, Ace has more than 797,000 Facebook fans, more than 134,000 X followers, more than 193,000 Instagram followers, more than 35,000 Pinterest followers, more than 85,000 LinkedIn followers, and more than 128,000 YouTube subscribers with more than 224 million video views. In addition to Ace Corporate social media efforts, Ace Retailers have a combined 4.5 million social media followers among Facebook, Instagram, X and LinkedIn. Ace also has a mobile website that allows consumers to shop from their smart phone, as well as mobile apps for both iOS and Android devices. The Ace mobile apps launched in 2020 and has received 4.9 million downloads.

Ace continues to rank highly on national scales of service and customer satisfaction, and has earned numerous awards and accolades during 2023, including:

- Ranked "Highest in Customer Satisfaction with Home Improvement Retail Stores" by J.D. Power, sixteen out of the last seventeen years.
- Ranked No. 1 in its category and No. 7 overall on *Entrepreneur* magazine's prestigious Franchise 500® list.
- Ranked 5th largest franchise in the world in the Franchise Times' Top 400 List with system-wide revenue of \$23.3 billion.
- Named Top 10 Workplace in Chicagoland for the sixth time by Chicago Tribune.
- Ranked No. 7 of Most Trusted Retail and Ecommerce Brands by Morning Consult.
- Named one of America's Best Employers & Most Admired Companies by Forbes.

Our Retailer Base

Ace has been able to attract and retain a strong base of experienced Retailers by offering a broad range of products at very competitive prices, providing exceptional product availability, service levels and assisting Retailers with numerous retail operational activities. As of December 30, 2023, Ace had 2,622 domestic Retailers operating 4,994 domestic retail locations.

Ace's network of Retailers covers all 50 states and the District of Columbia in the U.S. and, through our affiliated companies, customers in approximately 60 foreign countries. As of December 30, 2023, the largest concentrations of Ace Retailer stores were in California (approximately 8 percent), Florida and Texas (approximately 6 percent each), Michigan (approximately 5 percent), New York, Illinois, and Georgia (approximately 4 percent each). Ace shipped the largest percentages of merchandise in fiscal year 2023 to California (approximately 11 percent), Florida (approximately 7 percent), Texas (approximately 5 percent), Michigan, Illinois and New York (approximately 4 percent each).

New Store Growth

The Company continues to focus on attracting new Retailers and on identifying growth opportunities for the Company and its Retailers. The total number of Ace domestic locations during each of our past three fiscal years is summarized in the following table (excludes retail outlets served by AWH):

| | 2023 | 2022 | 2021 |
|--|-------|-------|-------|
| Retail outlets at beginning of period | 4,867 | 4,751 | 4,647 |
| New retail outlets added | 203 | 168 | 182 |
| Retail outlets terminated | (76) | (52) | (78) |
| Retail outlets at end of period | 4,994 | 4,867 | 4,751 |
| Retailers having a single outlet at end of period | 1,878 | 1,952 | 2,022 |
| Retailers having multiple outlets at end of period | 744 | 718 | 697 |
| Total Retailers at end of period | 2,622 | 2,670 | 2,719 |
| Retailer branch locations at end of period | 2,137 | 1,975 | 1,822 |
| Company operated retail outlets | 235 | 222 | 210 |
| Retail outlets at end of period | 4,994 | 4,867 | 4,751 |

Ace's strong competitive posture translates into success for many Retailers who open new stores. The following charts show domestic new store continuations by year for "new investor" and existing Retailer "branch" stores, respectively, that Ace approved for membership in each of the last five years.

| New Investor Stores | | | | | | |
|--|---|------|------|------|------|------|
| No. of Stores Continuing with Ace at the End of Each Year* | | | | | | |
| Year | No. of Stores Approved for Ace Membership | 2023 | 2022 | 2021 | 2020 | 2019 |
| 2019 | 24 | 21 | 22 | 23 | 23 | 24 |
| 2020 | 32 | 32 | 32 | 32 | 32 | |
| 2021 | 26 | 26 | 26 | 26 | | |
| 2022 | 29 | 29 | 29 | | | |
| 2023 | 24 | 24 | | | | |

| New Branch Stores | | | | | | |
|--|---|------|------|------|------|------|
| No. of Stores Continuing with Ace at the End of Each Year* | | | | | | |
| Year | No. of Stores Approved for Ace Membership | 2023 | 2022 | 2021 | 2020 | 2019 |
| 2019 | 90 | 90 | 90 | 90 | 90 | 90 |
| 2020 | 75 | 75 | 75 | 75 | 75 | |
| 2021 | 91 | 91 | 91 | 91 | | |
| 2022 | 89 | 89 | 89 | | | |
| 2023 | 88 | 88 | | | | |

* Excludes stores that convert to Ace from a competing brand and company-operated retail outlets

Our Industry and Our Retailers' Core Customers

The overall U.S. home improvement industry consists of a broad range of products and services, including lawn and garden products, paint and sundries, certain building supplies and general merchandise typically used in connection with home and property improvement, remodeling, repair and maintenance. Sales within this U.S. market were estimated to be approximately \$578 billion in 2023 by the North American Hardware and Paint Association. This industry is highly fragmented and encompasses "big box" home improvement centers (such as The Home Depot, Lowe's and Menards); retail hardware stores (such as stores affiliated with our Company as well as stores affiliated with True Value and Do It Best); traditional department stores and chains offering hardware merchandise (such as Walmart and Target); and regional lumber yards and builder-contractor shops (such as 84 Lumber and Carter Lumber).

Our domestic Retailers generally compete in what we call the "convenience hardware" segment of the overall home improvement industry. As differentiated from the overall home improvement industry, we consider the "convenience hardware" segment of the industry to be characterized by purchases primarily of products related to home improvement and repair. These products include paint and related products and lawn and garden equipment, as well as those products less focused on large-scale building, renovation and remodeling projects. According to a report by the North American Hardware and Paint Association, U.S. convenience hardware store sales were estimated at approximately \$68 billion in 2023. Ace estimates that its 4,994 domestic outlets generated approximately \$19.5 billion in retail sales in 2023, capturing an estimated 28 percent of the domestic convenience hardware market.

We believe the core customer of the convenience hardware market is a mission shopper who values helpful service, convenience and the feel and experience of a neighborhood hardware store. These customers' purchases are typically lower ticket-price items driven by do-it-yourself improvement, repair and maintenance projects and the need for everyday household and lawn and garden items. We believe our Retailers' core customer differs from the core customers of the large-format stores in that those stores typically value customers who are driven by larger scale home building and home improvement projects. Our internal analysis of customer purchases shows that the everyday improvement, maintenance, and repair objectives of our Retailers' customers are a significant driver of our Retailers' sales.

Competitive Strengths

We believe the following competitive strengths distinguish Ace retail locations from our competitors and contribute to our continued success in the convenience hardware market:

Well-Regarded for Exceptional Customer Service and Convenience. Ace positions itself as “The Helpful Place” and our local Retailers differentiate themselves not only by providing high quality goods but also through their accessible, helpful and knowledgeable store staff. We believe that “The Helpful Place” is one of the most recognized slogans in the home improvement industry. In addition to helpfulness, we believe our Retailers benefit from their efficient store size and numerous, convenient locations. We believe that in comparison to larger home improvement centers and “big-box” competitors, Ace customers value our Retailers’ accessible and friendly staff and the ease and speed with which they can find and purchase their desired products.

Strength of Distribution Operations. Our extensive distribution network includes 16 domestic RSCs, six freight consolidation/redistribution facilities, six BDCs as well as our fleet of tractors and trailers, which allows us to effectively supply our network of over 4,900 domestic stores. Our RSCs are equipped with information technology systems that efficiently manage and track inventory and contribute to the exceptional product availability and service levels that we have historically been able to offer to our Retailer network. Our average RSC service level (measured as a percentage of units ordered that are shipped), or fill rate, was 96.3 percent for 2019. However, the global supply chain disruption negatively impacted Ace’s ability to meet increased demand, resulting in a decrease in service levels. Ace’s service level to its Retailers for fiscal years 2023, 2022 and 2021 were 89.9 percent, 72.2 percent, and 67.0 percent, respectively.

Ace’s extensive distribution network is key to our Retailers’ success. Our RSCs use an integrated information service system that enables us to monitor inventory turns and levels, and to forecast labor needs at various sales volumes. This system provides Ace with daily operational information and assists us in managing our inventory and workforce.

Ace transports products from our RSCs with our truck fleet of approximately 650 tractors and approximately 1,650 freight trailers. The size of the Company’s owned and leased tractor-trailer fleet allows the Company to operate a significant backhaul business. Backhauling allows the Company to transport product from our suppliers to our crossdock facilities and our RSCs, reducing inbound freight costs, shortening lead times and improving inventory turnover.

AWH is positioned to rapidly expand its footprint by leveraging existing Ace RSCs to become a national force for non-member retailers.

Consolidated Purchasing Enhances Competitiveness of our Retailers. Ace is able to obtain lower prices on products by pooling our Retailers’ buying power. The Company further reduces Retailers’ cost by importing many products directly from vendors. Under extended dating programs, the Company is given favorable payment terms on seasonal products, such as lawn and garden products and winter care products. The Company is able to pass along these extended terms to our Retailers, which helps with their working capital and cash flow.

Differentiated Product and Service Offerings. We attract and retain a strong base of experienced Retailers by offering a broad range of products at very competitive prices and assisting Retailers with improving their operational efficiency. Our Retailers and their customers value the selection of over 8,800 private label products available under the Ace brand and other proprietary brand names. We also offer our Retailers an extensive selection of some of the best brand names in the hardware industry including, but not limited to, Scotts® lawn and garden products, Weber®, Traeger® and Big Green Egg® grills, Stihl®, Ego® and Toro® power equipment, and Yeti® coolers, many of which offer exclusive products and promotions only for Ace Retailers. Additional high-quality product offerings include Benjamin Moore® paints which, together with Magnolia Home by Joanna Gaines® paint and Clark+Kensington® paint form our three-brand paint strategy.

Our service offerings allow our Retailers to benefit from best practices in all aspects of managing their business, including new store development, customer service, recommended pricing, inventory management, finance and insurance, labor scheduling and marketing. These services, in addition to ongoing educational and training programs, help enhance the overall efficiency and profitability of our Retailers’ businesses and contribute to their loyalty to the Ace brand.

Diversified Network of Independent Retailers. We serve a geographically diverse network of Retailers who operate over 4,900 domestic stores located in all 50 states and the District of Columbia. This broad network of Retailers mitigates dependence on any one region of the country and reduces the impact of regional downturns. Moreover, the Company’s performance is not reliant on any one Retailer. The largest Retailer owns 48 stores and represents approximately 1 percent of our merchandise sales. The Company’s ten largest Retailers (by purchase volume) own 297 stores and represent approximately 8 percent of our merchandise sales. Ace-affiliated companies serve international retailers in approximately 60 foreign countries. In fiscal year 2023, approximately 3 percent of Ace’s merchandise sales were made to locations outside the United States.

Long-Term, Stable Relationships with Retailers. We believe we benefit from the significant number of Retailers that are long-term members of the Ace cooperative. As of December 30, 2023, approximately 73 percent of our Retailers have been members for at least five years and approximately 60 percent and 40 percent have been members for at least 10 and 20 years, respectively.

Depth of Our Experienced Management Team. Our team of senior officers have extensive experience and long-term service with the Company. This group has an average of approximately 17 years of experience at Ace. In addition, we benefit from the functional expertise of our merchandise buying group, our RSC managers and our extensive field support staff. Our leadership team has demonstrated its ability to manage Ace through past market cycles and has a successful track record of growing our business, delivering operational improvements and serving our Retailers.

Merchandise Sales to Our Network of Ace Domestic Retailers

Ace employs a business philosophy that focuses on purchasing high-quality products at the lowest cost available, providing high levels of customer service at retail stores and making strategic investments in our distribution network. This philosophy has enabled us to establish strong, long-term customer and Retailer relationships and to be viewed as a reliable and innovative performer in our respective markets.

We offer our Retailers a full line of hardware products including hand and power tools, plumbing and heating supplies, garden equipment, electrical supplies, housewares and small appliances, and general merchandise such as paint, cleaning and related products. Items are regularly added to and deleted from our product lines based on market research, customer demand and sales volumes (at both wholesale and retail), recommendations of suppliers and other factors.

We offer approximately 114,000 Stock Keeping Units (SKUs), including nationally branded merchandise and private label products through our network of RSCs. Our extensive product line enables us to provide our Retailers with the majority of the products they need.

Ace sells merchandise to our Retailers in three ways:

- Warehouse sales of merchandise that we regularly carry in our inventory at our RSCs.
- Bulletin sales where we place a special order for merchandise after Retailers commit to buy specific quantities of it.
- Direct shipment sales where the merchandise is shipped directly to Retailers by vendors.

Warehouse sales involve the sale of merchandise that we stock at our RSCs. We purchase large quantities of merchandise (mainly from manufacturers), stock it in our RSCs and sell it in smaller lots to our Retailers. Most of these products are sold at a price based primarily on our cost, to which we add a variable handling charge of approximately 10 percent, plus freight charges. We maintain inventory quantities sufficient to meet normal replenishment orders, which enable us to keep our inventories at productive levels. Orders are usually filled within one day of receipt.

Warehouse sales accounted for approximately 79 percent of Ace's 2023 fiscal year domestic wholesale merchandise sales to Ace Retailers. The following is a breakdown of our total warehouse sales among various general classes of merchandise for each of the past three fiscal years:

| Class of Merchandise | 2023 | 2022 | 2021 |
|--|-------------|-------------|-------------|
| Paint, cleaning and related supplies | 19% | 18% | 17% |
| Plumbing and heating supplies | 12 | 13 | 13 |
| Garden, rural equipment and related supplies | 19 | 19 | 19 |
| Electrical supplies | 8 | 8 | 8 |
| Hand and power tools | 12 | 11 | 12 |
| General hardware | 8 | 8 | 8 |
| Grilling | 4 | 6 | 7 |
| Sundry | 14 | 13 | 12 |
| Housewares and small appliances | 4 | 4 | 4 |

Bulletin sales (which are included in warehouse sales) involve special bulletin offers where we place a special order for merchandise after Retailers commit to buy specific quantities of it. Bulletin sales generally relate to retail promotional events and seasonal products and accounted for approximately 6 percent of Ace's 2023 fiscal year wholesale merchandise sales. We purchase merchandise for bulletin sales based upon Retailers' orders. When the bulletin shipment arrives, we break it up into smaller quantities and deliver it to the Retailers who ordered it. We generally apply a handling charge of approximately 6 percent to bulletin sales, plus freight charges.

Direct shipment sales include sales where the merchandise is shipped directly to Retailers by vendors. Direct shipment sales accounted for approximately 21 percent of Ace's 2023 fiscal year domestic wholesale merchandise sales to Ace Retailers. Retailers place direct shipment orders with our vendors. The vendors then bill Ace for these orders and ship the merchandise directly to Retailers.

We, in turn, bill the ordering Retailers for the cost of the merchandise (including freight where applicable) plus a fixed percentage handling charge based on each Retailer's prior year direct shipment dollar volume. The handling charge begins at 2.0 percent and declines to 0.5 percent for those Retailers whose annual purchase volumes exceed \$815,000. For vendors who participate in our ACENET Direct program, the handling charge is zero percent for direct shipment sales.

We charge freight to Retailers on all warehouse sales. The freight rate is billed as a fixed percentage of each Retailer's warehouse purchases. Additionally, a fuel surcharge will be applied to the freight charge based on the national average cost of diesel per gallon based on an established matrix. Sales made by our affiliated companies to customers located outside of the continental United States may incur additional freight and handling charges related to ocean container transportation.

Private Label Programs

Our merchandise offering to our Retailers also includes privately labeled products. Ace's private label program provides our domestic Retailers with over 8,800 Ace private label and store branded SKUs. RSC sales of private label product were over \$595 million in 2023. We have nine store brands in addition to Ace Brand, including: Celebrations, FabCordz, Grill Mark, Home Plus, KeyStart, Living Accents, OakBrook, Steel Grip and Projex. Sales of all private brands represented approximately 7 percent of the Company's merchandise sales in 2023.

When choosing merchandise for the private label Ace brand, we target products that are not highly brand sensitive and offer our Retailers an opportunity to make more margin than the national brand equivalents. The Company purchases its private label products from over 400 suppliers on an item-specific basis. We ensure consistent quality in our private label products through various means including factory site visits, third-party laboratory testing for some products, and specific criteria for imported products. The Company changes suppliers from time to time when product quality or pricing improvements are available.

Retailer Conventions

Ace Conventions are widely regarded as the largest, most dynamic hardware co-op tradeshow in the country. Ace hosts two shows each year – one in the Spring and one in the Fall. Each event is timed to provide Retailers ample opportunity to stock their shelves and prepare for the following season. In addition to offering thousands of product deals and direct access to the industry's top vendors, Ace Conventions provide a multitude of networking and training opportunities. The hallmark of each show is the opening General Session, which features inspirational and informational speeches from Ace executives and/or high-profile guest speakers.

Ace Service Offerings

In addition to hosting conventions as well as other shows and product exhibits for our Retailers, we also provide them with many special services. We offer all of these services at established charges. These services include inventory control systems, fact-based, market driven retail pricing recommendations, and a "checklist" service that provides current information about all of our product offerings. We also provide a choice of ongoing educational and training programs for Retailers. (See "Membership Information – Retailer Assessments and Charges.")

The Company's district and territory managers support Retailers with a detailed analysis of store operations, pricing, advertising, inventory control and merchandising plans to help Retailers enhance their competitive position. Other services we offer are provided through third party service providers. Our services include:

- *Pricing-Related Services.* While each of our Retailers determines the pricing strategy for his or her own stores, we offer Retailers an assortment of pricing-related services designed to help improve their gross margin dollars and enhance price competitiveness. These include services such as recommended localized pricing, item changes, as well as loyalty programs and promotions via electronic communications for each store.
- *Advertising.* We support Ace's strong brand name recognition by making significant investments in national television, online marketing, and digital display advertising. Lou Manfredini, a nationally known home improvement expert, serves as Ace's Home Expert. We provide tools to support our Retailers' regional and local advertising efforts. Ace offers a local marketing portal that our Retailers can use to create customized local marketing materials such as emails, postcards, billboards, signage, and social and digital media assets. Retailers are able to download for free customizable TV and radio commercials.
- *Ace Rewards®.* To further promote the Ace brand name, Ace maintains a preferred customer loyalty program, Ace Rewards. The program is aimed at delivering consumer touch points which drive profitable revenues to Retailers and leverage the relationship between customers and their local Ace stores. As of December 30, 2023, Ace Rewards has approximately 65 million members. Average spending for Ace Rewards customers is higher than for non-Ace Rewards customers, as the average transaction amount for Ace Rewards customers is approximately 18 percent higher than non-Ace Rewards customers.
- *Market and Consumer Research.* We provide market and consumer research to our Retailers. In an effort to delineate the strengths and weaknesses of major competitors in the marketplace, the Company conducts consumer research on a national

level. On the local level, the Company helps assess the trade area of existing stores, the potential of the trade area and the performance level of individual stores.

- *New Store Analysis.* In analyzing new or expanded store opportunities, the Company assists Retailers with site analysis, demographic information, store size and format recommendations, sales and other projections, décor, merchandising and advertising.
- *Bankcard Program.* We provide credit and debit card transaction processing for our Retailers. The Company acts as the merchant of record and processes credit and debit card settlements. Retailers' sales transactions are transmitted daily and automatically credited to their Ace statement.
- *Insurance Services.* Our wholly owned subsidiary, Ace Insurance Agency, Inc. ("AIA"), provides a Retailer commercial insurance program. This program offers property, general liability, flood, business interruption, employment practices, rental, cyber, crime, wind and workers' compensation insurance. AIA is managed by experienced industry professionals and is licensed in all 50 states and the District of Columbia.
- *Analysis of Underperforming Stores.* The Company tracks the financial performance of all stores. When appropriate, we formulate marketing and operational recommendations targeted to improve individual store performance.
- *Retailer Credit.* Generally, the more collateral, guarantees or other evidence of financial strength, the higher the Ace credit limit for which that Retailer qualifies. We periodically review and establish credit limits for Retailers based on payment history and financial ratios, as well as other considerations relating to the performance of specific Retailers.
- *Retailer Loans.* The Company has various lending programs which are available to qualified Retailers. The notes bear interest at various rates based on market rates, the loan program or the Retailer's credit quality. Payments on these notes are primarily collected by the Company through the application of future patronage distributions, Retailer billings or stock repurchases.
- *Customer Insight Program.* The Company offers various optional services to Retailers to gain information about their customer service performance. The services include mystery shops (either in store, at a competitor, by telephone or by video) and customer and employee engagement surveys.
- *Visual Merchandising Services.* The Company offers visual merchandising services including the installation of fixtures and merchandising for new stores, conversions and remodels.
- *Workforce Management.* The Company offers Retailers the option to purchase a license and implement Workforce Management software. The software gives Retailers the ability to manage labor forecasts, scheduling, time and attendance.
- *Professional Retail Services.* The Company offers Retailers training programs (pre-opening and continuing) via in-store and virtual training and workshops to assist Retailers in addressing common Retailer processes and issues, including customer service, inventory management, store finances and operations.
- *Ace Hardware Corporation Cooperative Group Health Plan ("AHP").* The AHP is a multiple employer welfare arrangement ("MEWA") that provides medical insurance and other welfare benefits to employees of the Company and their families and employees and families of participating Ace Retailers.

Other Ace Retailer Programs and Benefits

We offer other programs designed to maximize our Retailers' competitive position. These programs include:

- *New Store Incentives.* Ace's New Store Incentives help qualifying Retailers, including prospective conversion stores, open new locations by providing substantial merchandise credits in exchange for committing to remain an Ace Retailer for five years.
- *Payment Terms on Seasonal Merchandise.* Ace provides extended payment terms (datings) on seasonal and certain other merchandise purchases to assist Retailers with their cash flow. These datings are intended to allow the Retailer to capture the cash flow of the merchandise sale before being required to pay Ace.

Distribution

Ace's extensive distribution network is key to our Retailers' success. Our RSCs use an integrated information system that enables us to monitor inventory turns and levels, and to forecast labor needs at various sales volumes. This system provides Ace with daily operational information requirements and assists us in managing our inventory and workforce. Through this system, Ace is able to track every pallet of merchandise in our RSCs and coordinate our warehouse picking operation.

Ace utilizes technology to ensure low-cost distribution, including voice-picking and inbound and outbound radio frequency scanning. The result is improved order accuracy that enables most Retailers to avoid verifying quantities of merchandise received at the retail location. Ace also invests in advanced software solutions that optimize order fulfillment and provide flexibility that can accommodate surges in seasonal flexibility. Additionally, our Retailers can check inventory availability, make special purchase requests and monitor prices on commodity items through ACENET, our intranet that serves as the primary communication vehicle between us and our Retailers.

Ace's RSC locations distribute merchandise to our Retailers in a timely fashion. Ace transports products from our RSCs with a truck fleet of approximately 650 tractors and approximately 1,650 freight trailers.

The size of the Company's owned and leased tractor-trailer fleet allows the Company to operate a significant backhaul business. Backhauling allows the Company to transport product from our suppliers to our crossdock facilities and our RSCs, reducing inbound freight costs, shortening lead times and improving inventory turnover. Our average RSC service level, or fill rate, was 96.3 percent for 2019. However, the global supply chain disruption negatively impacted Ace's ability to meet increased demand, resulting in a decrease in service levels for fiscal years 2023, 2022 and 2021 to 89.9 percent, 72.2 percent, and 67.0 percent, respectively.

Suppliers

Ace purchases merchandise from approximately 3,700 suppliers ranging from local companies to large corporations. No one supplier accounted for more than 4.7 percent of products purchased in fiscal 2023. Our top ten suppliers accounted for approximately 29.4 percent of our merchandise purchases in 2023. We maintain a staff of experienced merchants in each of our product departments who work closely with our suppliers. Ace works with our suppliers to ensure a timely flow of products to our Retailers. We make RSC inventory and product sales information available electronically to suppliers who are then responsible for fulfilling orders complete and on time. As a result, we can maximize utilization of our RSC warehouse space and increase inventory turns.

Technology

Ace uses technology to maximize efficiency both in our Retailers' operations and in our RSCs. Among the computerized retail services developed or supported by Ace for our Retailers are: (i) retail store systems, including point of sale (POS) to manage pricing and product promotion; (ii) inventory, merchandising and pricing software (including category management and shelf-management); and (iii) other management information and productivity systems, including drop-ship support. Many in-store operations are enhanced and streamlined by using Ace supported programs. These programs include:

- Eagle for Windows – This third-party system is a distributed in-store computer that provides POS, inventory management, accounts receivable, accounts payable, general ledger and reporting capabilities. The system is provided directly from the vendor to Retailers, subject to the terms and fees included in an agreement between the vendor and Retailer. The system allows the Retailer to create computer-generated orders for stock replenishment, participate in the Ace Rewards customer loyalty program, and is integrated to a number of the enterprise systems at the Ace corporate headquarters.
- ACENET – This intranet site serves as the primary communication platform between Ace and our Retailers. In addition, a wealth of information such as product catalogs and special ordering functions can be accessed through this program. ACENET is a portal for the *Ace Way of Retailing*, which documents the best practices for operating an Ace store.
- www.acehardware.com – Ace Hardware's website is its branding, shopping and research solution for consumers, and it received over 300 million visits in 2023. The website offers online shoppers almost 190,000 SKUs that can be shipped directly to their home or picked up at their local Ace store. Retailers are also able to create personalized web pages for their stores on this site. Using this website, consumers can check product availability at their local Ace and if they choose, order online and pick up at their Ace store as early as the same day. If a product is not available at their local Ace store but is available in the Ace RSC, consumers can choose to have the product shipped to their local Ace store and delivered to their home by local Ace store personnel.
- Ace is in the process of replacing its legacy Warehouse Management System (WMS) with a third-party system from Manhattan Associates. Deployment into the first RSC occurred in February 2022 and will continue through 2026.

Ace has invested significantly in wholesale information technology to build and manage an enterprise architecture and high-speed telecommunications network that links manufacturers, wholesale distribution, Ace Retailers and consumers in the supply chain. We anticipate continued investment in technology for the foreseeable future.

Trademark and Service Mark Registrations

The names “Ace Hardware” and “Ace” are used extensively in the promotion, advertising and marketing of products and services that we, our subsidiaries and our Retailers sell. We have had various trademark and service mark registrations issued by the U.S. Patent and Trademark Office for these and other marks.

Employees

As of December 30, 2023, we had approximately 13,000 employees, of whom approximately 2,800 were salaried employees. In general, our employees are covered by non-negotiated benefit plans that include healthcare, death benefits and 401k retirement benefits.

Legal Proceedings

From time to time the Company is involved in various legal and administrative proceedings that are incidental to its business, including claims relating to product liability, general negligence, environmental issues, employment, intellectual property and other matters. As of December 30, 2023, it is not expected that the ultimate resolution of any of these matters will have, either individually or in the aggregate, a material adverse effect on the Company’s consolidated financial position or results of operations.

Regulation

The Company is subject to federal, state and local laws and regulations governing businesses generally. Management believes that the Company is in substantial compliance with all federal, state and local laws and regulations governing its business.

Competition

The retail hardware business is highly fragmented and intensely competitive. Our Retailers’ competitors include many large companies that have substantially greater market presence, name recognition, and financial, marketing and other resources than we or our Retailers do. The Company and its Retailers compete directly or indirectly with “big-box” home improvement centers (e.g., The Home Depot, Lowe’s, Menards and others); retail hardware stores (e.g., True Value and Do It Best); regional lumber yards and builder-contractor shops (e.g., 84 Lumber and Carter Lumber); mass merchandisers, warehouse clubs and discount stores (e.g., Walmart, Sam’s Club, Costco, Target, and Tractor Supply); national, regional and local warehouse distributors such as Orgill and United Hardware; and Internet-based retailers (e.g., Amazon.com).

For almost 100 years, Ace has successfully weathered competitive pressures and various economic cycles. We believe that Ace’s longevity is due to our ability to adjust to changing market conditions and the diverse nature of our Retailer base.

The Company believes that its business strategy provides the Company and our Retailers with a significant competitive advantage. By leveraging the purchasing power of Ace’s large Retailer base, we can obtain products at competitive prices from our vendors. In addition, the Company’s Retailer-focused support services help our Retailers to compete in their local markets. The Company believes that it achieves a significant competitive advantage by combining the purchasing and operating efficiencies from its centralized supply and support services with the local market flexibility and entrepreneurship of our independent Retailers.

The Company believes it can continue to compete successfully on the wholesale level and support the competitive efforts of our Retailers by continuing to provide them goods at competitive prices and the support services referred to above.

Properties

Ace's general offices are located at 2915 Jorie Blvd. Oak Brook, Illinois 60523. The following table lists our primary offices, distribution, warehousing and other facilities, and indicates whether each property is owned or leased.

| Location | Square Feet of Facility | Owned or Leased |
|---|------------------------------------|------------------------|
| General Offices: | | |
| Oak Brook, Illinois-2915* | 265,000 | Leased |
| Oak Brook, Illinois-2200/2222** | 206,030 | Leased |
| Oak Brook, Illinois-1300** | 35,254 | Leased |
| Woodridge, Illinois | 72,217 | Leased |
| Ft. Myers, Florida | 10,087 | Leased |
| Total offices square feet | 588,588 | |
| Retail Support Centers: | | |
| Wilton, New York | 1,200,365 | Owned |
| Jackson, Georgia | 1,117,800 | Leased |
| Princeton, Illinois | 1,094,756 | Owned |
| Fredericksburg, Pennsylvania | 1,080,421 | Leased |
| Rocklin, California | 1,035,000 | Owned |
| Visalia, California | 1,033,500 | Leased |
| Prescott Valley, Arizona | 905,445 | Owned |
| Wilmer, Texas | 900,870 | Leased |
| West Jefferson, Ohio | 843,108 | Leased |
| Loxley, Alabama | 798,698 | Owned |
| Moxee, Washington | 798,107 | Leased |
| Colorado Springs, Colorado | 721,668 | Owned |
| Plant City, Florida | 710,434 | Leased |
| Maumelle, Arkansas | 597,253 | Owned |
| LaCrosse, Wisconsin | 591,254 | Owned |
| Gainesville, Georgia*** | 481,013 | Leased |
| Freight Consolidation/Redistribution Facilities: | | |
| Spanaway, Washington | 522,832 | Leased |
| Suffolk, Virginia | 475,020 | Leased |
| Summit, Illinois | 37,236 | Leased |
| Medley, Florida*** | 34,020 | Leased |
| Fontana, California | 24,156 | Leased |
| St. Louis, Missouri | 13,500 | Leased |
| Bulk Distribution Centers: | | |
| Yakima, Washington | 253,328 | Leased |
| Joliet, Illinois | 182,000 | Leased |
| Lincoln, California | 155,610 | Leased |
| Aurora, Colorado | 128,982 | Leased |
| La Crosse, Wisconsin | 127,091 | Leased |
| Jacksonville, Arkansas | 100,000 | Leased |
| Total distribution square feet | 15,963,467 | |

* The new corporate headquarters replaced the previous Oak Brook headquarters during 2023 and will expand to 297,128 square feet in 2028.

** These offices were vacated in 2023. These leases expire in November 2024.

*** Facility will be vacated in 2024.

We also lease divisional offices and storage space and own or lease a fleet of tractors, trailers and automobiles, as well as warehouse, computer and other equipment. The Company's ARH business leases 233 retail store locations ranging in size from 5,825 to 35,511 square feet.

Ace Hardware International Holdings, Ltd.

The first international Ace store opened in 1968 and since then we have developed a sizable international business. AIH has its own management team and board of directors. AIH is a majority-owned and controlled subsidiary of the Company with a noncontrolling interest owned by its international retailers. Ace-affiliated retailers located outside the U.S. do not own shares of stock in the Company nor do they receive patronage dividends.

AIH has retailer relationships in approximately 60 countries and U.S. territories. The major regions in which it does business include the Middle East, Caribbean, Latin America, the Pacific Rim and Asia. AIH plans to achieve its growth strategy by expanding into new markets and enhancing existing wholesale and retail support services for its international retailers.

The total number of retail outlets operated by AIH customers during each of the past three fiscal years is summarized in the following table:

| | 2023 | 2022 | 2021 |
|---------------------------------------|------|------|------|
| Retail outlets at beginning of period | 879 | 832 | 816 |
| New retail outlets added | 19 | 64 | 24 |
| Retail outlets terminated | (22) | (17) | (8) |
| Retail outlets at end of period | 876 | 879 | 832 |

AIH currently has offices located in Dubai, United Arab Emirates; Monterrey, Mexico; Panama City, Panama; and Shanghai, China, each providing in-country resources to international retailers in their respective regions. The China facility also serves as a buying office, sourcing direct-import products from Asia for both Ace domestic and international retailers. In addition, AIH manages warehouse operations through third-party providers located in Ningbo, China and Cuautitlán Izcalli, Mexico. These warehouses provide region-specific merchandise to AIH's retailers.

Currently, AIH operates a facility in the U.S. that provides freight forwarding services to our affiliated international Retailers located in Medley, Florida. This facility will close in 2024.

The Company's percentage of merchandise revenues by geographic region in fiscal years 2023, 2022 and 2021 are presented in the table below:

| | 2023 | 2022 | 2021 |
|------------------------|--------|--------|--------|
| United States revenues | 97.4% | 97.3% | 96.5% |
| Foreign revenues | 2.6 | 2.7 | 3.5 |
| Total revenues | 100.0% | 100.0% | 100.0% |

Ace Retail Holdings LLC

ARH owns all outstanding shares of Westlake. Westlake is based in Kansas City, Missouri, and has its own management team and board of directors. Westlake is the owner of 169 stores located in 12 states.

In March 2019, ARH acquired the remaining 59 percent of the outstanding stock of GLA that it did not already own. GLA has been in the business of owning and operating Ace stores since 2014. GLA is the owner of 66 stores located in four states.

The total number of retail stores owned and operated by ARH during each of the past three fiscal years is summarized in the following table:

| | 2023 | 2022 | 2021 |
|---------------------------------------|------|------|------|
| Retail outlets at beginning of period | 222 | 210 | 202 |
| New retail outlets opened | 14 | 14 | 8 |
| Retail outlets closed | (1) | (2) | - |
| Retail stores at end of period | 235 | 222 | 210 |

Ace Wholesale Holdings LLC

AWH owns and operates EJD, a wholesaler in hardware, paint and other related products to non-member retailers. EJD has its own management team and is based out of Oak Brook, Illinois. EJD leverages the existing Ace RSCs to fulfill orders for non-member retailers.

Ace Services Holdings LLC

In 2019, the Company formed the ASH legal entity and acquired Handyman Matters Inc., a franchisor of home improvement, maintenance, and repair services. In 2021, ASH acquired the assets of Mountain Skyline Painting LLC, a provider of home painting services. In 2022, ASH acquired the assets of Legacy Plumbing, Inc. a provider of residential plumbing services.

In 2023, AHCS, a newly-formed subsidiary of ASH merged with UICH, with AHCS being the surviving entity. In 2023, a subsidiary of AHCS, UIC, acquired Parrish and Climate. UIC has its own management team and provide plumbing, heating, cooling

and electric residential services in ten states. These acquisitions align with the Company's Higher Ground strategy and its plans to grow through expansion into new markets.

COMPANY MANAGEMENT AND DIRECTORS

Members of the Board of Directors

The Company's business and affairs are governed by its Board of Directors. The current By-laws of the Company provide that the Board of Directors shall be comprised of no fewer than nine and no more than 12 directors, as fixed from time to time by the Board, and may consist of member directors and non-member directors. No fewer than eight of the directors shall be member directors. A maximum of 25 percent of the directors may be non-member directors.

The directors are divided into three classes, and each class of directors serves for a three-year term. The Board determines the number of directors in each class and the number of member directors and non-member directors who comprise each class. In no event may the term of any director exceed an aggregate of nine years, except that the Chairman may serve as a director for such additional time as shall be necessary to permit him or her to serve for up to five years as Chairman.

Each member director must be a stockholder or other equity owner of a retail business that owns capital stock of the Company or a manager, executive officer, general partner or general manager or other affiliate (as defined in the Company's current By-laws) of such retail business organization that owns capital stock of the Company.

As of March 1, 2024, the Board of Directors consists of ten directors: eight member directors and two non-member directors.

The Board of Directors held eight formal meetings in 2023. No director attended fewer than 75 percent of the meetings of the Board and those committees on which he or she served during 2023. Directors are expected to attend annual meetings of stockholders. Nine incumbent directors attended the 2023 annual meeting of stockholders.

The Board of Directors acts collectively through meetings, committees, and management members it appoints. In addition, the Company employs a staff of executives to manage the day-to-day business of the Company.

The members of the Board of Directors are identified below. Ages are as of March 1, 2024.

| Name | Age | Position | Director Since | Term Expires |
|---------------------|-----|--|----------------|--------------|
| Directors | | | | |
| Brett G. Stephenson | 53 | Chairman of the Board, Class I Member Director | 2012 | 2024 |
| David W. Cripe | 43 | Class II Member Director | 2023 | 2026 |
| Eric W. Lauterbach | 56 | Class II Non-Member Director | 2023 | 2026 |
| Karen J. May | 65 | Class II Non-Member Director | 2017 | 2026 |
| Matthew V. Mazzone | 47 | Class II Member Director | 2020 | 2026 |
| David C. Barker | 63 | Class I Member Director | 2018 | 2024 |
| Mark S. Driscoll | 62 | Class I Member Director | 2021 | 2024 |
| Steven H. Burggraf | 55 | Class III Member Director | 2019 | 2025 |
| Kristin A. Grunder | 51 | Class III Member Director | 2016 | 2025 |
| Kirsten A. Pellicer | 47 | Class III Member Director | 2023 | 2025 |

Brett G. Stephenson is President of Ace Hardware Home Centers, Inc., a seven-store chain in Wyoming and Colorado, a position he has held since 2004. Mr. Stephenson earned a Bachelor of Science degree from Colorado State University. Mr. Stephenson has held the position of Chairman of the Board since May 2019.

David W. Cripe is Vice President of Whitmore Investments, Inc., a 13-store Ace Hardware chain located in Wilmington, Illinois, and the surrounding communities. Mr. Cripe earned a Bachelor of Science in Business Management from Bradley University in Peoria, Illinois.

Eric W. Lauterbach is President of Peet's Coffee, a premium coffee roaster comprised of Retail Coffee Shops and eCommerce and Consumer Packaged Goods business channels. Mr. Lauterbach holds a Bachelor of Arts in Political Science from UC Santa Barbara and an MBA from Pepperdine University.

Karen J. May is a member of the Board of Directors of Alcon, Inc., a global eyecare company, and from 2005 to 2018, Ms. May was Executive Vice President and Chief Human Resources Officer at Mondelez International, Inc. Ms. May received a Bachelor of Science degree in Accountancy from the University of Illinois.

Matthew V. Mazzone is President of Mazzone Hardware Corp., a four-store chain located in New York City. Three of the locations are Ace branded stores, and one location is an independently branded Benjamin Moore Paint Store. Mr. Mazzone holds a Bachelor of Science degree in Business Management from St. John's University.

David C. Barker is President of BBCO, LLC, a five-store chain in Texas, a position he has held since 2013. Mr. Barker received a Bachelor of Arts degree from Saint Leo University in Business Information Systems.

Mark S. Driscoll is the owner of Ace Hardware and Pet Supply, a single store located in Sugar Grove, Illinois. Mr. Driscoll attended UW-Eau Claire and holds an Associate degree in Supermarket Management from Dakota County Technical College in Rosemount, Minnesota, and a Mini-MBA from the Minnesota Management Institute of the University of Minnesota School of Business.

Steven H. Burggraf is President and Chief Executive Officer of a twelve-store chain located in Minnesota and North Dakota. Mr. Burggraf holds an Associate degree in Small Business Management and Sales and Marketing from the University of Minnesota.

Kristin A. Grunder is the co-owner of Rome Ace Hardware, a single Ace store located in Rome, New York, a position she has held since 1999. Ms. Grunder graduated from Ithaca College with a Bachelor of Arts degree.

Kirsten A. Pellicer is the owner of Ace Hardware Longmont, a single store located in Longmont, Colorado. Ms. Pellicer holds a Bachelor of Science degree from Adams State University and a Master of Business Administration degree from the University of Colorado.

Committees of the Board of Directors

The Board of Directors has five committees. As of the 2023 annual meeting, the committees are Audit and Finance, Compensation and Human Resources, Retail Supply Chain, Retail Stores and Services and Nominating and Governance. Each holds regular meetings, generally in connection with scheduled Board meetings. Each committee operates under a written charter that may be found on ACENET, our intranet site, which is available and accessible by all Ace members.

Audit and Finance Committee. The Audit and Finance Committee assists the Board in fulfilling its responsibilities relating to oversight of (1) the integrity of the Corporation's financial statements, (2) the Corporation's compliance with legal and regulatory requirements, (3) the independent auditor's qualifications and independence, (4) the performance of the Corporation's internal Audit Services function and independent auditors, (5) the Corporation's capital requirements, (6) the patronage dividend distribution, and (7) the Corporation's credit policies and related matters. The Audit and Finance Committee met four times in 2023.

Compensation and Human Resources Committee. The Compensation and Human Resources Committee provides oversight and evaluation of the executive officers' relative pay, from both an internal and external point of view, and considers each officer's relative performance to support such compensation. This committee strives to ensure that our executives are compensated fairly compared to their peers within the retail sector. The Compensation and Human Resources Committee annually reviews data from Korn Ferry Retail Industry Total Remuneration Survey as its primary benchmark source of compensation data. The Compensation and Human Resources Committee met three times in 2023.

Retail Supply Chain Committee. The Retail Supply Chain Committee assists the Board in fulfilling its responsibilities relating to oversight of significant operational and retail focused initiatives affecting the Company and its member Retailers. The Retail Supply Chain Committee met three times in 2023.

Retail Stores and Services Committee. The Retail Stores and Services Committee assists the Board in fulfilling its oversight responsibilities relating to significant retail store and services focused initiatives, strategic direction, risks, investments and progress affecting the Corporation's retail holdings and services holdings subsidiaries. The Retail Stores and Services Committee met three times in 2023.

Nominating and Governance Committee. The Nominating and Governance Committee assists the Board in fulfilling its responsibilities with respect to corporate governance, Board organization and procedures, individual director and full Board performance evaluations and nomination of directors. The Nominating and Governance Committee met three times in 2023.

The Nominating and Governance Committee will consider nominees recommended by member Retailers and its process for doing so is the same as its process for screening and evaluating candidates suggested by directors or management of the Company.

The procedures for election of directors to Ace's Board of Directors are set forth in the By-laws. The following describes the process of nominating board members from a practical perspective in layman's terms. It is, however, qualified in its entirety by reference to the By-laws.

The Nominating and Governance Committee maintains a list of candidates who have expressed interest, who have been recommended or who are believed to have the potential to bring a fresh perspective to the Board. When a Board member is near to completing his or her term, it is customary for the Board to endorse a candidate to fill the seat in the next term. Endorsements are generally made at least four months – often six months in the case of continuing directors – prior to the annual meeting. Endorsements of continuing directors and new directors are made by the full Board, after receiving a recommendation from the Nominating and Governance Committee.

Qualifications considered when evaluating potential candidates include their understanding of, and perceived likelihood of contributing to, the Ace enterprise at the Board level. Board members must be forward-thinking, innovative, articulate and financially astute. They must be able to think strategically versus tactically on a wide variety of issues. Participation in retailer groups, advisory groups, industry groups, etc., is desirable. A solid credit relationship, consistent with the "prompt payment" standards to which existing

directors are held, is critical. Education and other outside experiences are also considered. Ultimately, a candidate must be able to perform financial and other oversight responsibilities and to engage in the formulation of the Company's strategic direction. Above all, candidates must have the ability to place the greater good of the organization and its members generally over the needs or desire of any individual or special group. Because Board members are eligible to serve three terms, election to the Board is generally viewed as involving a nine-year commitment. Being a member of the Board requires a significant amount of effort and time to prepare for and attend meetings, Ace conventions, and other events and otherwise to fulfill one's responsibilities.

It is also possible for an Ace Retailer to nominate himself or herself or another eligible person for election to the Board by giving written notice to the Secretary of the Company no less than 150 days before the annual meeting, in accordance with the specific requirements of the By-laws, and then nominating that individual at the annual meeting. Such a nominee would, in effect, run against the Board-endorsed candidate(s).

The table below provides membership information for each of the Board committees:

| Name | Audit and Finance | Compensation and Human Resources | Retail/Supply Chain | Retail Stores and Services | Nominating and Governance |
|---------------------|--------------------------|---|----------------------------|-----------------------------------|----------------------------------|
| Dave C. Barker | | | Chair | X | |
| Steven H. Burggraf | X | X | | | X |
| David W. Cripe | X | | | X | |
| Mark S. Driscoll | | | X | Chair | |
| Kristin A. Grunder | | Chair | X | | Chair |
| Eric W. Lauterbach | | | X | X | |
| Matthew V. Mazzone | | | X | X | |
| Karen J. May | Chair | X | | | X |
| Kirsten A. Pellicer | X | X | | | X |
| Brett G. Stephenson | X | X | | | X |

How to Communicate with the Board of Directors

Any Ace stockholder that wishes to communicate with the Board of Directors may do so by sending a written communication addressed to the Board or to any director in care of Ace Hardware Corporation, 2915 Jorie Blvd, Oak Brook, IL, 60523, Attention: Chairman. Stockholders also may contact a director directly by written communication, telephone or e-mail. Store contact information, telephone number and e-mail address for each director can be found on ACENET. Any communication addressed to a director received at Ace's corporate headquarters will be forwarded to such director as soon as practicable. Ace's practice is to forward all communications received from holders of its capital stock that are addressed simply to the Board of Directors to the chairman of the committee of the Board whose purpose and function is most closely related to the subject matter of the communication.

Senior Management

The Company's executive officers are identified below. Ages are as of March 1, 2024.

| Name | Age | Position |
|----------------------|-----|--|
| John S. Venhuizen | 53 | President and Chief Executive Officer |
| Lori L. Bossmann | 63 | Executive Vice President, Chief Supply Chain Officer |
| Richard Di Maio | 54 | Executive Vice President, Supply Chain |
| William M. Guzik | 64 | Executive Vice President, Chief Financial Officer and Chief Risk Officer |
| John J. Surane | 55 | Executive Vice President, Chief Growth Officer |
| Kane C. Calamari | 57 | Senior Vice President, Chief Human Resources Officer |
| Joseph A. Jeffries | 58 | Senior Vice President, President Ace Retail Holdings |
| Kimberly S. Lefko | 50 | Senior Vice President, Chief Marketing Officer |
| Brian R. Wiborg | 51 | Senior Vice President, Merchandising |
| Richard G. Williams | 58 | Senior Vice President, Information Technology |
| J. Andrew Enright | 41 | Senior Vice President, Retail Strategy & Operations |
| Kerilyn M. Johnson | 53 | Vice President, General Counsel and Secretary |
| William R. Kiss, III | 54 | Vice President, Digital, Social & CRM |
| John H. Kittell | 53 | Vice President, Retail Operations & New Business |
| Steven G. Locanto | 57 | Vice President, Controller |

John S. Venhuizen was named President and Chief Executive Officer in April 2013.

Lori L. Bossmann was named Executive Vice President, Chief Supply Chain Officer in May 2018. She was Executive Vice President, Supply Chain, Inventory, Retail Support and Loss Prevention from June 2017 to May 2018. She is retiring in March 2024.

Richard Di Maio was named Executive Vice President, Supply Chain in January 2024. He joined Ace as Senior Vice President, Supply Chain in October 2022. Prior to joining the Company, Mr. Di Maio was the Senior Vice President, Supply Chain of Office Depot, Inc. from October 2012 to October 2022.

William M. Guzik was named Executive Vice President, Chief Financial Officer and Chief Risk Officer in January 2014.

John J. Surane was named Executive Vice President, Chief Growth Officer in January 2024. He was Executive Vice President, Chief Merchandising and Sales Officer from May 2018 to December 2023. He was Executive Vice President, Merchandising, Retail Operations, Business to Business and Wholesale Holdings from January 2017 to May 2018.

Kane C. Calamari was named Senior Vice President, Chief Human Resources Officer in May 2018. He was Senior Vice President, Human Resources, Organizational Development and Communications from December 2017 to May 2018.

Joseph A. Jeffries was named Senior Vice President, President Ace Retail Holdings in January 2023. Mr. Jeffries is also the President and CEO of Westlake Hardware, Inc., a position he has held since April 2018 and President of Great Lakes Ace Hardware, Inc., a position held since December 2022.

Kimberly S. Lefko joined Ace as Senior Vice President, Chief Marketing Officer in July 2018. Prior to joining the Company, Ms. Lefko was the Chief Marketing Officer of Weber Stephen Products from June 2013 to December 2017.

Brian R. Wiborg was named Senior Vice President, Merchandising in July 2020. He was Vice President, Merchandising from June 2018 to June 2020. He was Vice President of Marketing, Retail Training and Store Operations from January 2017 to June 2018.

Richard G. Williams was named Senior Vice President, Information Technology in February 2021. He was Vice President, Information Technology from May 2015 to January 2021.

J. Andrew Enright was named Senior Vice President, Retail Strategy & Operations in January 2024. He was Vice President, Retail Development & Strategy from March 2019 to December 2023. He was Senior Director, Retail Development from July 2018 to March 2019. He was Director, Retail Analytics from May 2017 to June 2018.

Kerilyn M. Johnson was named Vice President, General Counsel and Secretary in April 2017.

William R. Kiss III was named Vice President, Digital, Social & CRM in May 2018. From June 2016 to April 2018, he was Senior Director, Head of Ecommerce, Digital Marketing & Omni-Channel Strategy.

John H. Kittell was named Vice President, Retail Operations and New Business in December 2020. He was Director, Business Development and Retention from January 2018 to November 2020. From October 2016 to December 2017, he was Director, Retail Operations – Eastern Division.

Steven G. Locanto was named Vice President, Controller in December 2019. He was Corporate Controller from November 2014 to November 2019.

Report of Independent Auditors

The Board of Directors
Ace Hardware Corporation

Opinion

We have audited the consolidated financial statements of Ace Hardware Corporation (the Company), which comprise the consolidated balance sheets as of December 30, 2023 and December 31, 2022, and the related consolidated statements of income, comprehensive income, equity and cash flows for each of the three fiscal years in the period ended December 30, 2023, and the related notes (collectively referred to as the “financial statements”).

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company at December 30, 2023 and December 31, 2022, and the results of its operations and its cash flows for each of the three fiscal years in the period ended December 30, 2023 in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America (GAAS). Our responsibilities under those standards are further described in the Auditor’s Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of the Company and to meet our other ethical responsibilities in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free of material misstatement, whether due to fraud or error.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Company’s ability to continue as a going concern for one year after the date that the financial statements are available to be issued.

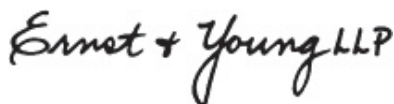
Auditor’s Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free of material misstatement, whether due to fraud or error, and to issue an auditor’s report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company’s internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Company’s ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control related matters that we identified during the audit.

The logo for Ernst & Young LLP, featuring the company name in a stylized, handwritten-style script.

Chicago, Illinois
February 13, 2024

ACE HARDWARE CORPORATION
CONSOLIDATED BALANCE SHEETS
(In millions, except share data)

| | December 30, 2023 | December 31, 2022 |
|---|----------------------|----------------------|
| Assets | | |
| Cash and cash equivalents | \$ 31.9 | \$ 28.5 |
| Marketable securities | 49.4 | 53.3 |
| Receivables, net of allowance for doubtful accounts of \$12.1 and \$7.0, respectively | 674.4 | 650.8 |
| Inventories | 1,235.1 | 1,303.7 |
| Prepaid expenses and other current assets | 69.9 | 59.7 |
| Total current assets | 2,060.7 | 2,096.0 |
| Property and equipment, net | 541.0 | 463.6 |
| Operating lease right-of-use assets, net | 668.0 | 613.8 |
| Finance lease right-of-use assets, net | 123.9 | 84.2 |
| Goodwill and other intangible assets | 410.9 | 105.7 |
| Other assets | 153.1 | 127.7 |
| Total assets | <u>\$ 3,957.6</u> | <u>\$ 3,491.0</u> |
| Liabilities and Equity | | |
| Current maturities of long-term debt | \$ 49.1 | \$ 15.1 |
| Accounts payable | 1,081.5 | 1,165.5 |
| Patronage distributions payable in cash | 137.1 | 133.1 |
| Patronage refund certificates payable | 29.1 | 23.1 |
| Current operating lease liabilities | 88.5 | 77.0 |
| Current finance lease liabilities | 25.6 | 17.2 |
| Accrued expenses | 292.0 | 299.5 |
| Total current liabilities | 1,702.9 | 1,730.5 |
| Long-term debt | 359.2 | 23.0 |
| Patronage refund certificates payable | 149.6 | 111.3 |
| Long-term operating lease liabilities | 603.2 | 562.4 |
| Long-term finance lease liabilities | 100.4 | 67.6 |
| Other long-term liabilities | 120.9 | 104.4 |
| Total liabilities | <u>3,036.2</u> | <u>2,599.2</u> |
| Member Retailers' Equity: | | |
| Class A voting common stock, \$1,000 par value, 10,000 shares authorized, 2,615 and 2,662 issued and outstanding, respectively | 2.6 | 2.7 |
| Class C nonvoting common stock, \$100 par value, 10,000,000 shares authorized 7,226,176 and 6,561,209 issued and outstanding, respectively | 722.6 | 656.1 |
| Class C nonvoting common stock, \$100 par value, issuable to Retailers for patronage distributions, 897,317 and 1,181,824 shares issuable, respectively | 89.7 | 118.1 |
| Contributed capital | 19.2 | 19.2 |
| Retained earnings | 78.2 | 87.2 |
| Accumulated other comprehensive income (loss) | 0.3 | (2.3) |
| Equity attributable to Ace member Retailers | 912.6 | 881.0 |
| Equity attributable to noncontrolling interests | 8.8 | 10.8 |
| Total equity | <u>921.4</u> | <u>891.8</u> |
| Total liabilities and equity | <u>\$ 3,957.6</u> | <u>\$ 3,491.0</u> |

See accompanying notes to the consolidated financial statements.

ACE HARDWARE CORPORATION
CONSOLIDATED STATEMENTS OF INCOME
(In millions)

| | Years Ended | | |
|---|------------------------------------|------------------------------------|----------------------------------|
| | December 30, 2023 (52 Weeks) | December 31, 2022 (52 Weeks) | January 1, 2022 (52 Weeks) |
| Revenues: | | | |
| Wholesale revenues | \$ 8,344.7 | \$ 8,372.3 | \$ 7,782.2 |
| Retail revenues | 786.4 | 797.5 | 812.0 |
| Total revenues | 9,131.1 | 9,169.8 | 8,594.2 |
| Cost of revenues: | | | |
| Wholesale cost of revenues | 7,223.1 | 7,368.8 | 6,849.6 |
| Retail cost of revenues | 430.1 | 439.6 | 450.2 |
| Total cost of revenues | 7,653.2 | 7,808.4 | 7,299.8 |
| Gross profit: | | | |
| Wholesale gross profit | 1,121.6 | 1,003.5 | 932.6 |
| Retail gross profit | 356.3 | 357.9 | 361.8 |
| Total gross profit | 1,477.9 | 1,361.4 | 1,294.4 |
| Wholesale operating expenses: | | | |
| Distribution operations expenses | 281.5 | 262.3 | 247.3 |
| Selling, general and administrative expenses | 314.7 | 244.6 | 222.5 |
| Retailer success and development expenses | 234.5 | 223.2 | 213.0 |
| Retail operating expenses | 280.1 | 287.5 | 269.9 |
| Retail pre-opening expenses | 6.0 | 1.9 | 2.9 |
| Total operating expenses | 1,116.8 | 1,019.5 | 955.6 |
| Operating income | 361.1 | 341.9 | 338.8 |
| Interest expense | (38.4) | (19.2) | (14.4) |
| Interest income | 5.4 | 3.2 | 2.0 |
| Other (expense) income, net | (3.7) | 23.7 | 18.6 |
| Income tax expense | (1.0) | (9.0) | (15.0) |
| Net income | 323.4 | 340.6 | 330.0 |
| Less Net loss attributable to noncontrolling interests | (2.7) | (1.1) | (0.7) |
| Net income attributable to Ace Hardware Corporation | \$ 326.1 | \$ 341.7 | \$ 330.7 |
| Patronage distributions accrued | \$ 356.5 | \$ 344.5 | \$ 314.4 |
| Patronage distributions accrued for third party Retailers | \$ 335.7 | \$ 323.6 | \$ 294.1 |

See accompanying notes to the consolidated financial statements.

ACE HARDWARE CORPORATION
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(In millions)

| | Years Ended | | |
|--|---|---|---|
| | December 30, 2023 (52 Weeks) | December 31, 2022 (52 Weeks) | January 1, 2022 (52 Weeks) |
| Net income | \$ 323.4 | \$ 340.6 | \$ 330.0 |
| Other comprehensive income (loss), net of tax: | | | |
| Foreign currency translation gain (loss) | 2.0 | 0.5 | (0.1) |
| Unrealized gain (loss) on investments | 1.1 | (3.8) | (1.9) |
| Total other comprehensive income (loss), net | 3.1 | (3.3) | (2.0) |
| Comprehensive income | 326.5 | 337.3 | 328.0 |
| Less Comprehensive loss attributable to noncontrolling interests | (2.2) | (1.0) | (0.7) |
| Comprehensive income attributable to Ace Hardware Corporation | \$ 328.7 | \$ 338.3 | \$ 328.7 |

See accompanying notes to the consolidated financial statements.

ACE HARDWARE CORPORATION
CONSOLIDATED STATEMENTS OF EQUITY
(In millions)

| | Shareholders of Ace Hardware Corporation | | | | | | | | | | | | | | | | | |
|------------------------------------|--|---------|--|-----------------------------------|------------------------|----------------------|--|-----------------------------|--------------|---------|----|-------|----|-------|----|-------|----|---------|
| | Capital Stock | | Class C Stock Issuable to Retailers for Patronage Dividends | Additional Stock Subscribed | Contributed Capital | Retained Earnings | Accumulated Other Comprehensive Income (Loss) | Noncontrolling Interests | Total Equity | | | | | | | | | |
| | Class A | Class C | | | | | | | | | | | | | | | | |
| Balances at January 2, 2021 | \$ | 2.7 | \$ | 501.5 | \$ | 119.1 | \$ | - | \$ | 19.0 | \$ | 32.3 | \$ | 3.0 | \$ | 12.3 | \$ | 689.9 |
| Net income (loss) | | - | | - | | - | | - | | 330.7 | | - | | - | | (0.7) | | 330.0 |
| Other comprehensive loss | | - | | - | | - | | - | | - | | (2.0) | | - | | - | | (2.0) |
| Net payments on subscriptions | | - | | - | | - | | 1.4 | | - | | - | | - | | - | | 1.4 |
| Stock issued | | 0.1 | | 117.5 | | (119.1) | | (1.4) | | - | | (0.1) | | - | | - | | (3.0) |
| Change in noncontrolling interests | | - | | - | | - | | (0.1) | | - | | - | | - | | 0.2 | | 0.1 |
| Stock repurchased | | (0.1) | | (35.2) | | - | | - | | - | | - | | - | | - | | (35.3) |
| Patronage distributions issuable | | - | | - | | 120.9 | | - | | - | | - | | - | | - | | 120.9 |
| Patronage distributions payable | | - | | - | | - | | - | | (294.1) | | - | | - | | - | | (294.1) |
| Other | | - | | - | | - | | 0.2 | | 0.1 | | - | | - | | (0.1) | | 0.2 |
| Balances at January 1, 2022 | \$ | 2.7 | \$ | 583.8 | \$ | 120.9 | \$ | - | \$ | 19.1 | \$ | 68.9 | \$ | 1.0 | \$ | 11.7 | \$ | 808.1 |
| Net income (loss) | | - | | - | | - | | - | | - | | 341.7 | | - | | (1.1) | | 340.6 |
| Other comprehensive loss | | - | | - | | - | | - | | - | | (3.3) | | - | | - | | (3.3) |
| Net payments on subscriptions | | - | | - | | - | | 1.6 | | - | | - | | - | | - | | 1.6 |
| Stock issued | | 0.1 | | 121.0 | | (120.9) | | (1.6) | | - | | 0.2 | | - | | - | | (1.2) |
| Change in noncontrolling interests | | - | | - | | - | | (0.1) | | - | | - | | - | | 0.2 | | 0.1 |
| Stock repurchased | | (0.1) | | (48.7) | | - | | - | | - | | - | | - | | - | | (48.8) |
| Patronage distributions issuable | | - | | - | | 118.1 | | - | | - | | - | | - | | - | | 118.1 |
| Patronage distributions payable | | - | | - | | - | | - | | (323.6) | | - | | - | | - | | (323.6) |
| Other | | - | | - | | - | | 0.2 | | - | | - | | - | | - | | 0.2 |
| Balances at December 31, 2022 | \$ | 2.7 | \$ | 656.1 | \$ | 118.1 | \$ | - | \$ | 19.2 | \$ | 87.2 | \$ | (2.3) | \$ | 10.8 | \$ | 891.8 |
| Net income (loss) | | - | | - | | - | | - | | - | | 326.1 | | - | | (2.7) | | 323.4 |
| Other comprehensive income | | - | | - | | - | | - | | - | | - | | 3.1 | | - | | 3.1 |
| Net payments on subscriptions | | - | | - | | - | | 1.0 | | - | | - | | - | | - | | 1.0 |
| Stock issued | | - | | 116.9 | | (118.1) | | (1.0) | | - | | 0.6 | | - | | - | | (1.6) |
| Change in noncontrolling interests | | - | | - | | - | | (0.1) | | - | | - | | (0.5) | | 0.6 | | - |
| Stock repurchased | | (0.1) | | (50.4) | | - | | - | | - | | - | | - | | - | | (50.5) |
| Patronage distributions issuable | | - | | - | | 89.7 | | - | | - | | - | | - | | - | | 89.7 |
| Patronage distributions payable | | - | | - | | - | | - | | (335.7) | | - | | - | | - | | (335.7) |
| Other | | - | | - | | - | | 0.1 | | - | | - | | - | | 0.1 | | 0.2 |
| Balances at December 30, 2023 | \$ | 2.6 | \$ | 722.6 | \$ | 89.7 | \$ | - | \$ | 19.2 | \$ | 78.2 | \$ | 0.3 | \$ | 8.8 | \$ | 921.4 |

See accompanying notes to the consolidated financial statements.

ACE HARDWARE CORPORATION
CONSOLIDATED STATEMENTS OF CASH FLOWS
(In millions)

| | Years Ended | | |
|---|---|---|---|
| | December 30, 2023 (52 Weeks) | December 31, 2022 (52 Weeks) | January 1, 2022 (52 Weeks) |
| Operating Activities | | | |
| Net income | \$ 323.4 | \$ 340.6 | \$ 330.0 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | | |
| Depreciation and amortization | 92.2 | 86.6 | 71.3 |
| Non cash lease expense | 26.9 | 17.1 | 8.8 |
| Amortization of deferred financing costs | 1.3 | 0.4 | 0.5 |
| Loss (gain) on disposal of assets, net | 5.5 | (19.8) | (10.3) |
| Provision (credit) for doubtful accounts | 6.9 | 3.0 | (0.4) |
| Other, net | 1.2 | 5.8 | - |
| Changes in operating assets and liabilities, exclusive of effect of acquisitions: | | | |
| Receivables | (55.4) | (159.6) | (31.6) |
| Inventories | 74.7 | (77.3) | (89.7) |
| Other current assets | (9.1) | 4.1 | (8.7) |
| Other long-term assets | (13.5) | (9.1) | 7.3 |
| Accounts payable and accrued expenses | (104.7) | 80.4 | 23.8 |
| Other long-term liabilities | 14.5 | 13.4 | 17.4 |
| Deferred taxes | (0.1) | (3.1) | (4.8) |
| Net cash provided by operating activities | <u>363.8</u> | <u>282.5</u> | <u>313.6</u> |
| Investing Activities | | | |
| Purchases of investment securities | (39.9) | (60.3) | (40.4) |
| Proceeds from sale of investment securities | 43.2 | 47.7 | 27.1 |
| Purchases of property and equipment | (164.6) | (92.8) | (103.4) |
| Cash paid for acquired businesses, net of cash acquired | (309.7) | (12.8) | (2.8) |
| Increase in notes receivable, net | (31.8) | (19.7) | (14.3) |
| Proceeds from sale of assets | 1.3 | 29.4 | 12.8 |
| Other, net | (0.8) | (0.6) | (1.9) |
| Net cash used in investing activities | <u>(502.3)</u> | <u>(109.1)</u> | <u>(122.9)</u> |
| Financing Activities | | | |
| Net borrowings (payments) under revolving lines of credit | 362.0 | (4.9) | (23.1) |
| Principal payments on long-term debt | (17.8) | (7.1) | (13.4) |
| Principal portion of finance lease payments | (28.3) | (16.7) | (9.6) |
| Payments of debt issuance costs | (4.4) | - | (0.3) |
| Payments of cash portion of patronage distribution | (133.1) | (121.0) | (113.8) |
| Payments of patronage refund certificates | (26.7) | (26.1) | (17.1) |
| Repurchase of stock | (10.8) | (8.0) | (5.8) |
| Purchase of noncontrolling interests | (0.4) | (0.4) | (0.4) |
| Other, net | 1.4 | 1.7 | 1.5 |
| Net cash provided by (used in) financing activities | <u>141.9</u> | <u>(182.5)</u> | <u>(182.0)</u> |
| Increase (decrease) in cash and cash equivalents | 3.4 | (9.1) | 8.7 |
| Cash and cash equivalents at beginning of period | 28.5 | 37.6 | 28.9 |
| Cash and cash equivalents at end of period | <u>\$ 31.9</u> | <u>\$ 28.5</u> | <u>\$ 37.6</u> |
| Supplemental disclosure of cash flow information: | | | |
| Interest paid | \$ 29.7 | \$ 14.5 | \$ 11.5 |
| Income taxes paid | <u>\$ 5.6</u> | <u>\$ 11.5</u> | <u>\$ 30.4</u> |

See accompanying notes to the consolidated financial statements.

ACE HARDWARE CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(In millions)

(1) Summary of Significant Accounting Policies

The Company and Its Business

Ace Hardware Corporation (“the Company”) is a wholesaler of hardware, paint and other related products. The Company also provides to its retail members (“Retailers”) value-added services such as advertising, marketing, merchandising and store location and design services. The Company’s goods and services are sold predominately within the United States, primarily to retailers that operate hardware stores and with whom the Company has a retail membership agreement. As a retailer-owned cooperative, the Company distributes substantially all of its patronage sourced income in the form of patronage distributions to Retailers based on their volume of merchandise purchases.

Ace Hardware International Holdings, Ltd. (“AIH”), is a majority-owned and controlled subsidiary of the Company with a 21.3 percent noncontrolling interest held by AIH customers. AIH shareholders do not own shares of stock in the Company nor receive patronage dividends.

Ace Retail Holdings LLC (“ARH”) is the owner of the 169-store Westlake Ace Hardware (“Westlake”) and the 66-store Great Lakes Ace Hardware (“GLA”) retail chains. As a result, the Company is also a retailer of hardware, paint and other related products.

Ace Wholesale Holdings LLC (“AWH”) owns and operates Emery Jensen Distribution. AWH is a wholesaler of hardware, paint and other related products to non-member retailers.

Ace Services Holdings LLC (“ASH”), through its subsidiaries, operates Ace Handyman Services, a franchisor of home improvement, maintenance and repair services, Ace Hardware Painting Services, a provider of home painting services, and Legacy Plumbing, Inc. and Ace Hardware Plumbing Services, providers of residential plumbing services. On April 12, 2023, Ace Heating and Cooling Services, LLC (“AHCS”), a newly-formed subsidiary of ASH merged with Unique Indoor Comfort Holdings, LLC (“UICH”), with AHCS being the surviving entity. On May 3, 2023, a subsidiary of AHCS, Unique Indoor Comfort, LLC (“UIC”), acquired Parrish Services, Inc. (“Parrish”) and on December 29, 2023, UIC acquired Climate Technologies, Inc. (“Climate”). See Note 2 for additional details regarding the acquisitions.

Basis of Presentation

The accompanying consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles (“GAAP”). The Company’s fiscal year ends on the Saturday nearest December 30. Accordingly, fiscal years 2023, 2022 and 2021 ended on December 30, 2023, December 31, 2022 and January 1, 2022, respectively. Unless otherwise noted, all references herein for the years 2023, 2022 and 2021 represent fiscal years ended December 30, 2023, December 31, 2022 and January 1, 2022, respectively. Fiscal years 2023, 2022, and 2021 consisted of 52 weeks.

Subsequent events have been evaluated through February 13, 2024, the date these statements were issued.

Principles of Consolidation

The accompanying consolidated financial statements include the accounts of the Company and its majority-owned subsidiaries. All intercompany transactions have been eliminated.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Cash, Cash Equivalents and Marketable Securities

In the normal course of business, the Company has outstanding checks that exceed the cash balances in the Company’s bank accounts, which create a book overdraft that are recorded as a liability. As of December 30, 2023 and December 31, 2022, the Company had outstanding checks in excess of bank balances totaling \$78.4 million and \$93.8 million, respectively, which have been included in accounts payable in the accompanying consolidated balance sheets. These outstanding amounts were subsequently funded through cash receipts and borrowings under the Company’s debt facilities during the following fiscal year.

The Company classifies all highly liquid investments with original maturities of three months or less as cash equivalents.

ACE HARDWARE CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)
(In millions)

The Company determines the appropriate classification of its investments in marketable securities, which are predominately held by the Company's New Age Insurance, Ltd. ("NAIL") subsidiary, at the time of purchase and evaluates such designation at each balance sheet date. All marketable securities have been classified and accounted for as available for sale. The Company may hold debt securities until maturity. In response to changes in the availability of and the yield on alternative investments as well as liquidity requirements, securities are occasionally sold prior to their stated maturities. Debt securities with maturities beyond twelve months are viewed by the Company as available to support current operations and are therefore classified as current assets in the accompanying Consolidated Balance Sheets. Marketable securities are carried at fair value based on quoted market prices, with unrealized gains and losses, net of taxes, reported as a component of Accumulated other comprehensive income ("AOCI") for debt securities, while equity securities' unrealized gain and losses are recorded as a component of Other income, net. Realized gains and losses on securities are determined using the specific identification method.

In the normal course of NAIL's operations, standby letters of credit totaling \$33.3 million and \$30.8 million at December 30, 2023 and December 31, 2022, respectively, were issued in favor of the insurance companies that reinsure a portion of NAIL's loss exposure. At December 30, 2023, NAIL has pledged substantially all of its cash and cash equivalents and marketable securities as collateral for these letters of credit. The Company maintains a multiple employer welfare arrangement ("MEWA") that offers medical insurance and other welfare benefits to employees of the Company and Retailers and their employees at participating Ace retail locations. Ace has provided a \$15.0 million standby letter of credit to the State of Vermont in connection with the MEWA. See Note 12 for more information.

Revenue Recognition

Revenue is recognized when performance obligations under the terms of contracts with our customers are satisfied; generally, this occurs with the transfer of control of merchandise or services. Revenue is measured as the amount of consideration we expect to receive in exchange for transferring goods or providing services. The Company excludes sales and usage-based taxes collected and recognizes revenues net of expected returns. Provisions for sales returns are provided at the time the related sales are recorded based on historic returns activity.

The Company's warehouse merchandise revenue originates with a single performance obligation to ship the products, and therefore the Company's performance obligations are satisfied when control of the products is transferred to the customer per the arranged shipping terms. The customer takes ownership and assumes risk of loss for warehouse merchandise upon delivery. Although products are generally shipped FOB shipping point, the Company effectively retains the responsibilities of ownership until the goods reach the customer. The Company considers shipping and handling as activities to fulfill its performance obligation for warehouse merchandise revenues. Billings for freight are accounted for as Revenues and shipping and handling costs are accounted for in Cost of revenues.

The Company has direct shipment arrangements with various vendors to deliver products to its customers without having to physically hold the inventory at the Company's warehouses, thereby increasing efficiency and reducing costs. The Company recognizes revenue for direct shipment arrangements upon delivery to the customer with contract terms that typically specify FOB destination. The Company recognizes the revenue and cost of goods sold from these arrangements on a gross basis as the principal in the transaction as the Company is primarily responsible for fulfilling the promise to customers to provide merchandise at negotiated prices with the vendors, assumes inventory risk if the product is returned by the customers, and assumes all the credit risk for the vendors with the customers.

Service revenues (advertising activities, brand building initiatives and fees for other services provided primarily to domestic Retailers) are recognized when the service is complete as this is when the Retailer has the ability to direct the use of and obtain the benefits from the service. Service revenues from the Company's residential home service businesses are recognized when the repair or installation is complete and the consumer has tendered payment. Service revenues are included in Wholesale revenues on the Consolidated Statements of Income.

Retail revenues from retail locations owned and operated by the Company and e-commerce revenues are recognized when the customer takes ownership of the products sold and assumes the risk of loss. The customer takes ownership and assumes risk of loss generally at the point of sale in our owned retail locations. The Company's e-commerce revenues come from Ace Hardware's website. For e-commerce transactions, customers choose whether to have merchandise delivered to them (using third-party parcel delivery companies) or to collect their merchandise from one of our stores ("in-store pick up"). For items delivered directly to the customer, control passes and revenue is recognized when delivery has been completed to the customer, as title has passed and we have transferred possession to the customer. For in-store pick up, control passes and revenue is recognized once the customer has taken possession of the merchandise. Any fees charged to customers for delivery are a component of the transaction price and are recognized when delivery has been completed. Payment terms for retail and e-commerce sales are at the point of sale.

ACE HARDWARE CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)
(In millions)

The Company offers its Retailers various incentive programs which provide the Retailers with certain sales allowances. The Company offers these incentive programs in anticipation of future sales to the Retailers that participate in these programs. Since the sales allowances provide future economic benefit to the Company, they are capitalized in Other assets and amortized as a reduction of revenue on a straight-line basis over the period of expected future sales to these Retailers, which is generally five years.

The following table provides a summary of revenues by sales category:

| | Years Ended | |
|--|----------------------|----------------------|
| | December 30, 2023 | December 31, 2022 |
| Warehouse merchandise | \$ 6,083.4 | \$ 6,252.1 |
| Direct shipment merchandise | 1,491.0 | 1,522.8 |
| ARH revenues | 786.4 | 787.0 |
| E-commerce | 334.0 | 312.9 |
| Service revenues | 459.0 | 322.1 |
| Amortization of sales allowances under retailer incentive programs | (22.7) | (27.1) |
| Total revenues | \$ 9,131.1 | \$ 9,169.8 |

Trade Receivables

Trade receivables from customers include amounts invoiced for the sale of merchandise, services and equipment used in the operation of customers' businesses.

Notes Receivable

The Company makes available to its Retailers various lending programs whose terms exceed one year. The notes bear interest at various rates based on market rates, the loan program or the Retailer's credit quality and are recorded at face value. Interest is recognized over the life of the note on the effective interest method. Loan origination fees were not material for any period presented.

Allowance for Expected Credit Losses

The Company estimates an allowance for credit losses related to future expected losses by using relevant information such as historical collection statistics, current customer credit information, the current economic environment, the aging of receivables, the evaluation of compliance with lending covenants and the offsetting amounts due to Retailers for stock, notes, interest and anticipated but unpaid patronage distributions. Significant past due accounts are reserved on a specific identification basis. For the remainder of the accounts, the allowance is evaluated on a pool basis for accounts with similar risk characteristics and a loss-rate for each pool is determined using current conditions and historical credit loss statistics. The Company considers accounts and notes receivable past due if invoices remain unpaid past their due date and provides for the write-off of uncollectible receivables after exhausting all commercially reasonable collection efforts.

Inventories

Wholesale inventories are valued at the lower of cost or net realizable value. Cost is determined primarily using the last-in, first-out ("LIFO") method for all inventories.

Inventories at retail locations operated by ARH locations are valued at the lower of cost or net realizable value. Inventory cost is determined using the moving average method, which approximates the first-in, first-out ("FIFO") method.

Vendor Funds

The Company receives funds from vendors in the normal course of business principally as a result of purchase volumes, sales, early payments or promotions of vendors' products. Based on the provisions of the vendor agreements in place, management develops accrual rates by estimating the point at which the Company will have completed its performance under the agreement and the amount agreed upon will be earned. Amounts accrued throughout the year can be impacted if actual purchase volumes differ from projected annual purchase volumes. At year-end, the accrual reflects actual purchases made throughout the year.

Vendor funds are treated as a reduction of inventory cost, unless they represent a reimbursement of specific, incremental and identifiable costs incurred by the Company to sell the vendor's product, in which case the costs are netted. The majority of the vendor funds that the Company receives do not meet the specific, incremental and identifiable criteria. Therefore, the Company treats a majority of these funds as a reduction in the cost of inventory as the amounts are accrued and recognizes these funds as a reduction of cost of revenues when the inventory is sold.

ACE HARDWARE CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)
(In millions)

Property and Equipment

Property and equipment are stated at cost less accumulated depreciation and amortization. Expenditures for maintenance, repairs and renewals of relatively minor items are generally charged to expense. Significant improvements or renewals are capitalized.

Depreciation expense is computed on the straight-line method based on estimated useful lives as follows:

| | |
|--------------------------|---------------|
| Buildings | 15 – 40 years |
| Leasehold improvements | Lease life |
| Warehouse equipment | 3 – 20 years |
| Transportation equipment | 5 – 10 years |
| Office equipment | 3 - 10 years |

Leasehold improvements are generally amortized on a straight-line basis over the lesser of the lease term or the estimated useful life of the asset.

The Company evaluates long-lived assets, such as property and equipment, for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset group to estimated undiscounted future cash flows expected to be generated by the asset group. If the carrying amount of an asset group exceeds its estimated future cash flows, an impairment charge is recognized in the amount by which the carrying amount of the asset group exceeds its fair value.

Goodwill and Other Intangible Assets

Goodwill represents the excess of the cost of an acquired business over the fair value of the net tangible assets acquired and identified intangible assets. Goodwill is not amortized but is tested for impairment at a reporting unit level on an annual basis or more frequently, if circumstances change or an event occurs that would more likely than not reduce the fair value of a reporting unit below its carrying amount.

The Company's other intangible assets primarily relate to trademarks, tradenames and customer relationships. The intangibles are amortized over their estimated useful lives.

See Note 8 for additional information.

Internal-Use Software

Included in fixed assets is the capitalized cost of internal-use software. The Company capitalizes costs incurred during the application development stage of internal-use software and amortizes these costs over its estimated useful life. Costs incurred related to design or maintenance of internal-use software are expensed as incurred.

Leases

At the commencement date of a lease, the Company recognizes a liability to make lease payments and an asset representing the right to use the underlying asset during the lease term. The lease liability is measured at the present value of lease payments over the lease term, including variable fees that are known or subject to a minimum floor. The Company generally does not include options to extend or terminate leases unless it is reasonably certain that the option will be exercised. The Company has lease agreements that contain both lease and non-lease components. The Company elected to not separate non-lease components from lease components for all categories. The Company utilizes the practical expedient to use a risk-free discount rate at commencement date based upon the lease term in determining the recognition of the operating and finance lease assets and liabilities. The initial valuation of the right-of-use ("ROU") asset includes the initial measurement of the lease liability, lease payments made in advance of the lease commencement date and initial direct costs incurred by the Company and excludes lease incentives.

Real estate operating leases also typically require payment of real estate taxes, common area maintenance and insurance. These components comprise the majority of variable lease costs and are excluded from the present value of lease obligations. Operating lease assets also include prepaid or accrued lease payments and are reduced by lease incentives.

Certain retail lease agreements also provide for contingent rentals based on sales performance in excess of specified minimums or on changes in the consumer price indexes. Contingent rentals, which are based upon future performance or changes in indices, are excluded from the determination of lease payments and were not material.

Leases with an initial term of 12 months or less are classified as short-term leases and are not recorded on the Consolidated Balance Sheets. The lease expense for short-term leases is recognized on a straight-line basis over the lease term.

ACE HARDWARE CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)
(In millions)

Advertising Expense

The Company expenses advertising costs when incurred. Gross advertising expenses amounted to \$297.7 million, \$263.6 million, and \$264.9 million in fiscal 2023, 2022 and 2021, respectively.

Gift Cards

The Company sells gift cards to customers through its Retailers, the Company website and select third parties. The gift cards do not expire. A liability is initially established for the value of the gift card when sold. Gift card breakage income is recognized proportionately as redemption occurs at the approximate monthly breakage rate and represents the balance of gift cards for which the Company believes the likelihood of redemption by the customer is remote. The breakage income calculation takes into account any legal obligation to remit the unredeemed portion to relevant jurisdictions. During fiscal years 2023, 2022 and 2021, the Company recognized gift card breakage income of \$3.3 million, \$3.3 million and \$1.5 million, respectively. The Company does not believe there is a reasonable likelihood that there will be a material change in the future estimates or assumptions that we use to record breakage.

Retirement Plans

The Company sponsors health benefit plans for its retired officers and a limited number of retired non-officer employees. The Company and its subsidiaries also sponsor defined contribution plans for substantially all employees. The Company's contributions under these plans are determined annually by the Board of Directors and charged to expense in the period in which it is earned by employees.

Income Taxes

The Company accounts for income taxes using the asset and liability method. Under this approach, deferred taxes are recognized for the future tax consequences of differences between the financial statement and income tax bases of existing assets and liabilities and measured based upon enacted tax laws and rates.

Self-Insurance

NAIL, the Company's wholly-owned subsidiary, operates as a captive insurance company. NAIL provides the reinsurance of property and casualty insurance policies for some Retailers and is the direct insurer for certain property and casualty insurance policies of the Company. These insurance programs are subject to varying retention levels of self-insurance. Such self-insurance relates to losses and liabilities primarily associated with property, general liability, workers' compensation, and auto liability insurance programs. Losses are accrued based upon the Company's estimates of the aggregate liability for claims incurred using certain actuarial assumptions based on Company experience and insurance industry metrics.

Concentration of Credit Risk

Credit risk pertains primarily to the Company's trade and notes receivables. The Company extends credit to its customers as part of its day-to-day operations. Management believes that as no specific receivable or group of receivables comprises a significant percentage of total trade accounts, its concentration of credit risk with respect to trade receivables is limited. Additionally, management believes that its allowance for doubtful accounts is adequate with respect to overall customer credit risks. Also, the Company's certificate of incorporation and by-laws specifically provide that the Company may set-off its obligation to make any payment to a Retailer for such Retailer's stock, notes, interest and declared and unpaid distributions against any obligation owed by the Retailer to the Company. The Company, but not the Retailer, may at its sole discretion exercise these set-off rights when any such funds become due to former Retailers with outstanding accounts and notes receivable owed to the Company and current Retailers with past due receivables owed to the Company.

Impact of New Accounting Standards

Recently issued accounting pronouncements that are not yet effective and that are not discussed below are either inapplicable to the Company or, if applicable, the Company does not expect that they will have a material impact on consolidated results of operations, consolidated financial condition, or consolidated cash flows.

ACE HARDWARE CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)
(In millions)

New Accounting Pronouncements - Adopted

In June 2016, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) No. 2016-13, “Financial Instruments – Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments” along with amendments issued in 2018. The guidance requires financial assets measured at amortized cost basis to be presented at the net amount expected to be collected. The amortized cost basis of financial assets should be reduced by expected credit losses to present the net carrying value in the financial statements at the amount expected to be collected. The measurement of expected credit losses is based on past events, historical experience, current conditions and forecasts that affect the collectability of the financial assets. Additionally, credit losses relating to available-for-sale debt securities should be recorded through an allowance for credit losses. On December 31, 2022, the Company adopted ASU 2016-13. The adoption of this ASU did not have a material impact on the Company’s consolidated financial statements other than additional disclosures.

(2) Acquisitions and Closure Activities

On April 12, 2023, AHCS, a newly-formed subsidiary of ASH merged with UICH, with AHCS being the surviving entity. On May 3, 2023, UIC, a subsidiary of AHCS, acquired Parrish. On December 29, 2023, UIC acquired Climate. Total consideration paid by the Company was \$313.7 million (including final working capital adjustments). The Company believes that the merger and acquisition will help advance the Company’s strategic plan to be a leading provider of home preservation services.

The Company accounts for all business combinations using the acquisition method to record a new cost basis for the assets acquired and liabilities assumed. The difference between the purchase price and the fair value of the assets acquired and liabilities assumed has been recorded as goodwill in the financial statements. The results of operations are reflected in the consolidated financial statements of the Company from the dates of acquisition.

As of December 30, 2023, the Company recorded a preliminary allocation of the purchase price to acquired tangible and intangible assets and liabilities assumed based on their fair value at the acquisition date. As a result, the Company recorded \$269.8 million of goodwill and \$37.3 million for the fair value of other intangible assets with varying amortization periods from 2 to 10 years. The Company expects to obtain synergies and growth from rebranding the business under the Ace brand, which will expand the Company’s residential home preservation services and enable it to compete in the sizable HVAC market. The Company believes the information gathered to date provides a reasonable basis for estimating the fair values of assets acquired and liabilities assumed, but the Company is waiting for additional information necessary to finalize those fair values. Specifically, the Company is finalizing the fair value of acquired intangible assets. Thus, the provisional measurements of fair values set forth below are subject to change. The Company expects to complete the purchase price allocation for UIC and Parrish by the end of the second quarter of 2024 and for Climate, by the end of the fourth quarter of 2024. Goodwill has an indefinite life and, therefore, is not amortized. The goodwill allocated to UIC’s disregarded entities is expected to be deductible for tax purposes.

The following table summarizes the consideration paid and the purchase price allocation at the acquisition date:

| | |
|--|-----------------|
| Fair value of assets acquired and liabilities assumed: | |
| Cash | \$ 6.8 |
| Receivables | 6.4 |
| Inventories | 5.0 |
| Other current assets | 6.4 |
| Property and equipment | 8.4 |
| Goodwill | 269.8 |
| Other intangibles | 37.3 |
| Other long-term assets | 0.6 |
| Accounts payable | (4.5) |
| Other current liabilities | (16.2) |
| Other long-term liabilities | (6.3) |
| Acquisition purchase price | <u>\$ 313.7</u> |

In addition, during the year ended December 30, 2023, ARH acquired additional retail stores for consideration of \$2.8 million, prior to working capital adjustments. These acquisitions resulted in ARH recording \$1.5 million of goodwill. During the year ended December 31, 2022, ARH acquired retail stores and ASH acquired the assets of Legacy Plumbing, Inc., a provider of residential

ACE HARDWARE CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)
(In millions)

plumbing services. Total consideration for these acquisitions was \$14.5 million. These acquisitions resulted in the Company recording \$12.2 million of goodwill. The goodwill is expected to be deductible for tax purposes.

During the year ended December 31, 2022, the Company determined that The Grommet business model was no longer viable and announced the closure of The Grommet. The business operations of The Grommet ceased during the third quarter of 2022 and the Company sold certain intangible assets for \$1.0 million. As a result of the closure and subsequent sale of intangible assets, non-recurring charges of \$9.8 million were recorded for the year-ended December 31, 2022, including a \$0.9 million charge for the write-down of inventory and a \$8.9 million charge for the impairment of assets and severance related costs.

During the year ended December 31, 2022, the Company sold its Gainesville, Georgia retail support center (“RSC”) for proceeds of \$27.1 million and recorded a pre-tax gain of \$21.7 million which is presented in Other income, net in the Consolidated Statements of Income. The Company has leased-back this RSC on a short-term basis until construction of the replacement RSC in Jefferson, Georgia is complete.

(3) Receivables, net

Receivables, net include the following amounts:

| | December 30, 2023 | December 31, 2022 |
|--------------------------------------|----------------------|----------------------|
| Trade | \$ 513.0 | \$ 499.2 |
| Vendor | 120.3 | 121.1 |
| Other | 25.0 | 17.9 |
| Notes receivable – current portion | 28.2 | 19.6 |
| Less allowance for doubtful accounts | (12.1) | (7.0) |
| Receivables, net | <u>\$ 674.4</u> | <u>\$ 650.8</u> |

The components of changes to the Receivable allowance for doubtful accounts for the years ended December 30, 2023 and December 31, 2022 were as follows:

| | December 30, 2023 | December 31, 2022 |
|---|----------------------|----------------------|
| Beginning balance | \$ 7.0 | \$ 4.3 |
| Charges to provision | 5.3 | 2.7 |
| Accounts written off, net of recoveries | (0.3) | (1.0) |
| Other | 0.1 | 1.0 |
| Ending balance | <u>\$ 12.1</u> | <u>\$ 7.0</u> |

(4) Inventories

Inventories consist of wholesale merchandise inventories held for sale to customers and retail merchandise inventory held for resale at ARH retail locations. Substantially all of the Company’s wholesale inventories are valued on the last-in, first-out (“LIFO”) method. The excess of replacement cost over the LIFO value of inventory was \$271.0 million and \$273.9 million at December 30, 2023 and December 31, 2022, respectively. Inventories at ARH retail locations are valued at the lower of cost or net realizable value. Inventory cost is determined using the moving average method, which approximates the first-in, first-out (“FIFO”) method. The Company regularly reviews its inventory and establishes a reserve for excess and obsolete inventory based on a number of factors, including historical sales, sales forecasts, obsolescence due to technology changes and defective goods.

Inventories consisted of:

| | December 30, 2023 | December 31, 2022 |
|---|----------------------|----------------------|
| Wholesale merchandise inventory (LIFO) | \$ 1,000.4 | \$ 1,076.8 |
| Retail merchandise inventory at ARH stores (FIFO) | 234.7 | 226.9 |
| Inventories | <u>\$ 1,235.1</u> | <u>\$ 1,303.7</u> |

ACE HARDWARE CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)
(In millions)

(5) Property and Equipment, net

Property and equipment, net is summarized as follows:

| | December 30, 2023 | December 31, 2022 |
|---|----------------------|----------------------|
| Land | \$ 13.3 | \$ 13.3 |
| Buildings and improvements | 294.7 | 282.3 |
| Warehouse equipment | 301.1 | 265.5 |
| Computer hardware and software and other office equipment | 509.5 | 456.9 |
| Transportation equipment | 45.9 | 42.5 |
| Leasehold improvements | 81.2 | 74.2 |
| Assets under construction | 31.3 | 13.7 |
| Property and equipment, gross | 1,277.0 | 1,148.4 |
| Accumulated depreciation and amortization | (736.0) | (684.8) |
| Property and equipment, net | \$ 541.0 | \$ 463.6 |

Depreciation and amortization expense related to property and equipment for fiscal years 2023, 2022 and 2021 was \$88.1 million, \$79.9 million and \$69.3 million, respectively.

In January 2022, the Company sold its Gainesville, Georgia RSC for proceeds of \$27.1 million and recorded a pre-tax gain of \$21.7 million.

(6) Leases

The Company leases certain warehouse and distribution space, office space, retail locations, equipment and vehicles under finance and operating leases.

The components of total lease expense for the years ended December 30, 2023 and December 31, 2022, were as follows:

| | <u>Income Statement Classification</u> | December 30, 2023 | December 31, 2022 |
|--|---|----------------------|----------------------|
| Finance lease amortization | Cost of revenues | \$ 27.6 | \$ 16.0 |
| Finance lease interest | Interest expense | 2.9 | 1.0 |
| Operating lease cost, net of sublease income | Cost of revenues, operating expenses | 117.5 | 102.6 |
| Short-term lease cost | Cost of revenues, operating expenses | 12.2 | 12.3 |
| Variable lease cost | Cost of revenues, operating expenses | 27.5 | 24.0 |
| Net lease cost | | \$ 187.7 | \$ 155.9 |

The future minimum undiscounted lease payments under operating and finance leases at December 30, 2023 are as follows:

| <u>Fiscal Year</u> | Operating Leases | Finance Leases |
|--|---------------------|-------------------|
| 2024 | \$ 115.1 | \$ 33.7 |
| 2025 | 100.4 | 30.4 |
| 2026 | 86.0 | 26.3 |
| 2027 | 75.4 | 19.4 |
| 2028 | 63.0 | 11.7 |
| Thereafter | 346.3 | 14.1 |
| Total future undiscounted lease payments | 786.2 | 135.6 |
| Less imputed interest | (94.5) | (9.6) |
| Total reported lease liability | 691.7 | 126.0 |
| Less current portion | (88.5) | (25.6) |
| Long-term lease liabilities | \$ 603.2 | \$ 100.4 |

ACE HARDWARE CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)
(In millions)

Additionally, the Company has excluded approximately \$191.6 million of payments (undiscounted basis) for leases that have not yet commenced. These leases will commence between the first quarter of 2024 and second quarter of 2024 with terms of up to fifteen years and will include a new RSC in Kansas City, MO and new stores for Westlake.

Other information related to operating and finance leases was as follows:

| | December 30, 2023 | December 31, 2022 |
|---|----------------------|----------------------|
| Cash paid for amounts included in the measurement of lease liabilities: | | |
| Operating cash flows from operating leases | \$ (112.2) | \$ (90.8) |
| Operating cash flows from finance leases | \$ (25.9) | \$ (15.6) |
| Lease assets obtained in exchange for new lease liabilities: | | |
| Operating leases | \$ 134.8 | \$ 189.5 |
| Finance leases | \$ 66.6 | \$ 33.1 |
| Weighted average remaining lease term for operating leases | 9.2 years | 9.2 years |
| Weighted average discount rate for operating leases | 2.44% | 2.03% |
| Weighted average remaining lease term for finance leases | 4.9 years | 4.7 years |
| Weighted average discount rate for finance leases | 2.79% | 1.58% |

(7) Notes Receivable, net

The Company makes available to its Retailers various lending programs whose terms exceed one year. At December 30, 2023 and December 31, 2022, the outstanding balance of the notes was \$30.2 million and \$19.7 million, respectively, of which the current portion of \$28.2 million and \$19.6 million, respectively, was recorded in Receivables, net and the long-term portion of \$0.4 million and \$0.1 million, respectively, was recorded in Other assets.

| | December 30, 2023 | December 31, 2022 |
|---|----------------------|----------------------|
| Notes receivable, gross | \$ 66.4 | \$ 48.1 |
| Less accrued patronage to be applied | (36.2) | (28.4) |
| Net of accrued patronage | 30.2 | 19.7 |
| Less current portion of notes receivable included in Receivables, net | (28.2) | (19.6) |
| Less allowance for doubtful accounts | (1.6) | - |
| Notes receivable, net | \$ 0.4 | \$ 0.1 |

For substantially all of the Company's Notes receivable, the amounts due are generally expected to be collected through the non-cash portion of the annual patronage distribution and are therefore classified as current. In the event a Retailer cancels its membership with the Company, any outstanding loans are transferred from Notes receivable to Trade receivables and are due immediately. As the non-cash portion of the patronage distribution is used to settle the Notes receivable, there are no loans that are currently past due. The patronage distribution for each Retailer can vary from year to year based on the Company's financial performance, as well as the volume of patronage-based merchandise that each Retailer purchases from the Company. The contractual maturities, assuming no patronage deductions, of the Notes receivable are as follows:

| | December 30, 2023 | December 31, 2022 |
|--------------|----------------------|----------------------|
| 0 – 4 years | \$ 14.2 | \$ 9.0 |
| 5 – 8 years | 31.8 | 20.8 |
| 9 – 10 years | 20.4 | 18.3 |
| Total | \$ 66.4 | \$ 48.1 |

ACE HARDWARE CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)
(In millions)

The Company evaluates risk on its loan portfolio by categorizing each loan into an internal risk category. The Company's risk categories include:

Low – The Retailer possesses a strong financial position, above average payment record to both Ace and other vendors, and the business is well established.

Medium – The Retailer possesses an average financial position, an average payment record to both Ace and other vendors, and the business is somewhat established.

High – The Retailer possesses a weak financial position, a substandard payment record to Ace or other vendors, or the business is somewhat new.

Based upon these criteria, the Company has classified its loan portfolio as follows:

| Corporate Credit Exposure: | December 30, 2023 | December 31, 2022 |
|----------------------------|----------------------|----------------------|
| Low risk | \$ 26.8 | \$ 16.7 |
| Moderate risk | 22.1 | 15.4 |
| High risk | 17.5 | 16.0 |
| Total | <u>\$ 66.4</u> | <u>\$ 48.1</u> |

Pursuant to the Company's Amended and Restated Certificate of Incorporation and the Company's by-laws, notes receivable (like all obligations owed to the Company by the Company's Retailers) are secured by the Company stock owned by the Retailers. For this reason, as well as the fact that substantially all of the notes receivable are repaid from the following year's annual patronage distribution, the actual risk of collection is low for the notes receivable portfolio despite many Retailers being classified as Moderate and High risk.

The Company applies a consistent practice of establishing an allowance for notes that it feels may become uncollectible by monitoring the financial strength of its Retailers. The collectability of certain notes is evaluated on an individual basis while the remaining notes are evaluated on a collective basis. Due to the nature of the notes and the collateral held by the Company, virtually all outstanding notes were collectively evaluated for impairment.

The Company has evaluated the collectability of the notes and has established an allowance for doubtful accounts of \$1.6 million for December 30, 2023 and \$1.0 million for December 31, 2022. The allowance for 2022 was reclassified to Trade receivables as substantially all notes are classified as short-term. Management records the allowance for doubtful accounts based on the above information as well as judgments made considering a number of factors, primarily historical collection statistics, current Retailer credit information, the current economic environment and the offsetting amounts due to Retailers for stock, notes, interest and declared and unpaid patronage distributions. The components of changes to the Notes receivable allowance for doubtful accounts for 2023 and 2022 were as follows:

| | December 30, 2023 | December 31, 2022 |
|---|----------------------|----------------------|
| Beginning balance | \$ - | \$ 1.0 |
| Charges to provision | 0.6 | - |
| Reclassifications from (to) accounts receivable allowance for doubtful accounts | 1.0 | (1.0) |
| Ending balance | <u>\$ 1.6</u> | <u>\$ -</u> |

Notes bear interest at various rates and are recorded at face value. Interest is recognized over the life of the note based on the outstanding balance and stated interest rate, which approximates the effective interest method. During fiscal years 2023, 2022 and 2021, \$4.6 million, \$2.2 million and \$1.6 million respectively, were recorded as interest income related to the notes.

Generally, in the event a Retailer cancels their membership with the Company, any outstanding Notes receivable, and related allowance for doubtful accounts, are transferred to trade receivables and the Retailer is billed for any unpaid principal and interest balances. In fiscal 2023 and 2022, \$8.5 million and \$11.6 million, respectively, of Notes receivable were transferred to trade receivables as an event occurred which made the notes due immediately.

ACE HARDWARE CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)
(In millions)

(8) Goodwill and Other Intangible Assets

Changes in the carrying value of goodwill were as follows:

| | |
|---|----------|
| Balance at January 1, 2022 | \$ 88.9 |
| Purchase accounting adjustment | 0.4 |
| Acquired goodwill | 12.2 |
| Balance at December 31, 2022 | \$ 101.5 |
| Acquired goodwill (See Note 2 for additional details) | 271.8 |
| Balance at December 30, 2023 | \$ 373.3 |

Impairment exists when a reporting unit's carrying value exceeds its fair value. The Company tests reporting units for impairment annually as of the first day of the fourth quarter, or more frequently if events or circumstances indicate it is more likely than not that the fair value of a reporting unit is less than its carrying value.

Identifiable intangible assets were as follows:

| | December 30, 2023 | December 31, 2022 |
|---|----------------------|----------------------|
| Trademarks and trade name | \$ 9.2 | \$ 7.8 |
| Customer relationships | 39.1 | 3.2 |
| Total identifiable intangible assets, gross | 48.3 | 11.0 |
| Less accumulated amortization | (10.7) | (6.8) |
| Identifiable intangible assets, net | \$ 37.6 | \$ 4.2 |

The trademarks and trade name are being amortized over 2-20 years. The customer relationships are being amortized over 10 years. During the second quarter of 2022, the Company determined that The Grommet business model was no longer viable and announced the closure of The Grommet. The business operations of The Grommet were ceased during the third quarter of 2022 and the intangible assets were written-off. Net amortization expense related to all intangible assets, including The Grommet asset write-off in 2022, was \$3.8 million, \$6.5 million and \$1.8 million for fiscal years 2023, 2022 and 2021, respectively. The estimated total amortization expense over the next five fiscal years is \$20.2 million.

(9) Patronage Distributions and Refund Certificates Payable

The Company operates as a cooperative organization and has paid or may pay patronage distributions to Retailers on a portion of patronage-based income derived from business done with such Retailers. Patronage distributions are allocated in proportion to the volume of purchases by Retailers during the period. The cash portion of the patronage distribution was 40 percent for all years presented.

The accrued patronage distributions composition is summarized as follows:

| | Years Ended | | |
|---|----------------------|----------------------|--------------------|
| | December 30, 2023 | December 31, 2022 | January 1, 2022 |
| Cash portion | \$ 137.1 | \$ 133.1 | \$ 120.6 |
| Class C stock | 89.7 | 118.1 | 120.9 |
| Patronage refund certificates | 68.9 | 42.4 | 25.2 |
| Patronage financing deductions | 40.0 | 30.0 | 27.4 |
| Total patronage distributions accrued for third party Retailers | \$ 335.7 | \$ 323.6 | \$ 294.1 |

Patronage distributions are allocated on a fiscal year basis with issuance in the following year.

In those instances where the maximum Class C stock requirements have been met, the non-cash portion of the patronage distribution is distributed in the form of patronage refund certificates with a five-year term and bearing interest at 4 percent.

ACE HARDWARE CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)
(In millions)

The patronage refund certificates outstanding at December 30, 2023 are payable as follows:

| | Amount |
|---|----------|
| 2024 | \$ 29.1 |
| 2025 | 15.0 |
| 2026 | 24.4 |
| 2027 | 41.3 |
| 2028 | 68.9 |
| Total patronage refund certificates payable | 178.7 |
| Less current portion | (29.1) |
| Long-term patronage refund certificates payable | \$ 149.6 |

(10) Accrued Expenses

Accrued expenses include the following components:

| | December 30, 2023 | December 31, 2022 |
|---------------------------|----------------------|----------------------|
| Salaries and wages | \$ 64.1 | \$ 84.7 |
| Insurance reserves | 28.9 | 22.3 |
| Deferred income | 8.7 | 6.9 |
| Vendor funds | 36.9 | 31.2 |
| Taxes | 24.3 | 25.3 |
| Profit sharing | 25.5 | 28.3 |
| Gift card | 23.7 | 20.6 |
| Interest | 7.8 | 6.1 |
| Advertising and marketing | 29.9 | 31.4 |
| Other | 42.2 | 42.7 |
| Accrued expenses | \$ 292.0 | \$ 299.5 |

(11) Debt

On January 24, 2023, the Company amended its existing credit facility. The January 2023 amendment extended the maturity from February 1, 2024 to January 24, 2028 and increased the capacity of the facility by \$400.0 million to \$1.1 billion. The facility is expandable to \$1.4 billion through a \$300.0 million accordion that is exercisable without the consent of existing lenders provided that the Company is not in default of the credit agreement and further provided that none of the existing lenders are required to provide any portion of the increased facility. The amendment changed the benchmark for setting interest rates from the London Interbank Bank Offered Rate (“LIBOR”) to the Secured Overnight Financing Rate (“SOFR”) and borrowings under the amended credit facility now bear interest at a rate of either 25 to 100 basis points over the prime rate or 125 to 200 basis points over SOFR, depending on the Company’s leverage ratio. The credit facility was priced at SOFR plus 125 basis points and prime plus 25 basis points at December 30, 2023. Fees on the unused portion of the line of credit range from 17.5 to 27.5 basis points depending on the Company’s leverage ratio. All other terms of the credit facility remain unchanged. As of December 30, 2023, the Company was in compliance with its covenants and had \$331.5 million in borrowings outstanding under the credit facility.

The credit facility includes a \$175.0 million sublimit for the issuance of standby and commercial letters of credit. As of December 30, 2023, a total of \$38.4 million in letters of credit were outstanding.

The credit facility allows the Company to make revolving loans and other extensions of credit to AIH in an aggregate principal amount not to exceed \$100.0 million at any time. As of December 30, 2023, there were no loans or other extensions of credit provided to AIH.

The Company’s Westlake subsidiary has a \$125.0 million asset-based revolving credit facility that expires on August 3, 2026 (“Westlake Facility”). The facility is expandable to \$150.0 million through a \$25.0 million accordion that is exercisable without the consent of existing lenders provided that the Company is not in default of the credit agreement and further provided that none of the existing lenders are required to provide a portion of the increased facility. Under this facility, Westlake has the right to issue letters of credit up to a maximum of \$7.5 million. Pursuant to an April 12, 2023 amendment, borrowings under this facility now bear interest at a rate of either the prime rate plus an applicable spread of 25 to 50 basis points or SOFR plus an applicable spread of 135 to 160 basis

ACE HARDWARE CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)
(In millions)

points, depending on Westlake’s average availability under the Westlake Facility as measured on a trailing 12-month basis. The Westlake Facility was priced at SOFR plus 135 basis points at December 30, 2023.

The Westlake Facility is collateralized by substantially all of Westlake’s tangible and intangible assets. Borrowings under the facility are subject to a borrowing base calculation consisting of certain advance rates applied to eligible collateral balances (primarily consisting of certain receivables and inventories). This agreement requires maintenance of certain financial covenants including a minimum fixed charge coverage ratio. As of December 30, 2023, Westlake was in compliance with its covenants and had \$30.5 million in borrowings outstanding under the Westlake Facility.

The Westlake Facility includes a lender-controlled cash concentration system that results in all of Westlake’s daily available cash being applied to the outstanding borrowings under their facility. Pursuant to FASB Accounting Standards Codification Section 470-10-45, “Classification of Revolving Credit Agreements Subject to Lock-Box Arrangements and Subjective Acceleration Clauses,” all borrowings under the Westlake Facility are classified as a Current maturity of long-term debt.

Total debt outstanding is comprised of the following:

| | December 30, 2023 | December 31, 2022 |
|---|----------------------|----------------------|
| Revolving Credit Facility | \$ 331.5 | \$ - |
| Westlake Facility | 30.5 | - |
| Installment notes with maturities through 2027 at a fixed rate of 6.00% | 46.3 | 38.1 |
| Total debt | 408.3 | 38.1 |
| Less maturities within one year | (49.1) | (15.1) |
| Long-term debt | <u>\$ 359.2</u> | <u>\$ 23.0</u> |

The aggregate scheduled maturities of total debt at December 30, 2023 are as follows:

| Fiscal Year | Amount |
|--------------------|-----------------|
| 2024 | \$ 49.1 |
| 2025 | 12.3 |
| 2026 | 10.0 |
| 2027 | 5.4 |
| 2028 | 331.5 |
| Total debt | <u>\$ 408.3</u> |

(12) Commitments and Contingencies

Contingencies

The Company has certain contingent liabilities resulting from litigation and claims incident to the ordinary course of business. Management believes that the probable resolution of such contingencies will not materially affect the financial position, results of operations, or liquidity of the Company. The Company expenses legal fees as they are incurred.

Other guarantees

In the normal course of business, the Company enters into commercial commitments including standby letters of credit and guarantees that could become contractual obligations. Letters of credit are issued generally to insurance agencies and financial institutions in direct support of the Company’s corporate and Retailer insurance programs as well as to international vendors for imported inventory purchases. As of December 30, 2023, the Company had outstanding standby letters of credit of \$33.3 million issued in the normal course of NAIL’s operations and commercial letters of credit of \$38.4 million issued by the Company’s credit facility.

The Company maintains the Ace Hardware Corporation Cooperative Group Health Plan (“AHP”), which is a MEWA that provides medical insurance and other welfare benefits to employees of the Company and their families and employees and families of participating Retailers.

The AHP is insured by Ace Group Insurance, Inc. (“AGI”), a Vermont-based captive insurance company. AGI is owned by a funded welfare trust (“Trust”) that serves as the mechanism for the AHP to collect, hold, invest and pay funds deposited with the AHP for the conduct of AHP operations. The Trust is not owned by the Company or any of its subsidiaries.

ACE HARDWARE CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)
(In millions)

In order to establish and provide initial capitalization of the AHP, AGI and Trust, NAIL maintained a \$15.0 million standby letter of credit in favor of AGI. The letter of credit is held by the Vermont Department of Financial Regulations (“VDFR”) and can be drawn upon at VDFR’s direction if AGI becomes illiquid. The Company believes that the likelihood of the letter of credit being drawn is remote. On March 31, 2023, the \$15.0 million standby letter of credit provided by NAIL was terminated and reissued under the Company’s credit facility.

(13) Fair Value

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. There is a three-level hierarchy for disclosure to show the extent and level of judgment used to estimate fair value measurements.

Level 1 – Investments included in this category are the Company’s Fixed income mutual funds, Equity mutual funds, Money market funds and U.S. government notes. The Company’s valuation techniques used to measure the fair values of Level 1 investments are derived from quoted market prices for identical instruments, as active markets for these instruments exist. The Company has classified its investments used to support the Company’s deferred compensation plan as Other assets as these investments are restricted solely for this purpose.

Level 2 – Investments included in this category are the Company’s Corporate fixed income securities, Mortgage-backed securities, U.S. government notes and Other debt securities. Other debt securities primarily consist of taxable municipal bonds, corporate asset-backed securities, and U.S. Agency fixed rate notes and bonds. The Company’s valuation techniques used to measure the fair values of Level 2 securities are derived from the following: non-binding market consensus prices that are corroborated by observable market data, quoted market prices for similar instruments, or pricing models, such as discounted cash flow techniques, with all significant inputs derived from or corroborated by observable market data.

Level 3 – Uses inputs that are unobservable and are supported by little or no market activity and reflect the use of significant management judgment. These values are generally determined using pricing models for which the assumptions utilize management’s estimates of market participant assumptions.

The tables below set forth, by level, the Company’s financial assets that were accounted for at fair value as of December 30, 2023 and December 31, 2022. The tables do not include cash on hand and also do not include assets and liabilities that are measured at historical cost or any basis other than fair value. The carrying values for other current financial assets and liabilities, such as accounts receivable and accounts payable, approximate fair value due to the short maturity of such instruments. Long-term notes receivable approximate fair value because the Company charges its Retailers an interest rate and a significant portion of the notes have the Company’s stock as collateral.

| Items measured at fair value on a recurring basis | Carrying Value Measured at Fair Value | | | |
|---|---|---------|---------|---------|
| | December 30, 2023 | Level 1 | Level 2 | Level 3 |
| Assets: | | | | |
| Cash equivalents: | | | | |
| Money market funds | \$ 2.5 | \$ 2.5 | \$ - | \$ - |
| Marketable securities: | | | | |
| Corporate fixed income securities | \$ 22.4 | \$ - | \$ 22.4 | \$ - |
| Mortgage-backed securities | 14.8 | - | 14.8 | - |
| U.S. government notes | 4.4 | 4.4 | - | - |
| Other | 7.8 | - | 7.8 | - |
| Total marketable securities | \$ 49.4 | \$ 4.4 | \$ 45.0 | \$ - |
| Other assets: | | | | |
| Money market funds | \$ 2.6 | \$ 2.6 | \$ - | \$ - |
| Fixed income mutual funds | 13.0 | 13.0 | - | - |
| Equity mutual funds | 14.7 | 14.7 | - | - |
| Total other assets | \$ 30.3 | \$ 30.3 | \$ - | \$ - |

ACE HARDWARE CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)
(In millions)

| Items measured at fair value on a recurring basis | Carrying Value Measured at Fair Value | | | |
|---|---|---------|---------|---------|
| | December 31, 2022 | Level 1 | Level 2 | Level 3 |
| Assets: | | | | |
| Cash equivalents: | | | | |
| Money market funds | \$ 1.4 | \$ 1.4 | \$ - | \$ - |
| Marketable securities: | | | | |
| Corporate fixed income securities | \$ 27.8 | \$ - | \$ 27.8 | \$ - |
| Mortgage-backed securities | 12.5 | - | 12.5 | - |
| U.S. government notes | 6.7 | 6.4 | 0.3 | - |
| Other | 6.3 | - | 6.3 | - |
| Total marketable securities | \$ 53.3 | \$ 6.4 | \$ 46.9 | \$ - |
| Other assets: | | | | |
| Money market funds | \$ 10.1 | \$ 10.1 | \$ - | \$ - |
| Fixed income mutual funds | 6.8 | 6.8 | - | - |
| Equity mutual funds | 8.4 | 8.4 | - | - |
| Total other assets | \$ 25.3 | \$ 25.3 | \$ - | \$ - |

The fair value of the Company's debt and equity securities were below cost by \$0.8 million and \$4.7 million at December 30, 2023 and December 31, 2022, respectively. The realized and unrealized gains and losses on equity securities are recorded to Other income, net and the realized gain or loss on debt securities are recorded in the period in which the gain or loss occurs to Other income, net in the Consolidated Statement of Income. Unrealized gains and losses on debt securities are recorded as a component of Other comprehensive income (loss), net of tax. The Company has not recorded an allowance due to the unrealized losses being driven by the market factors related to increasing interest rates as opposed to credit factors. All debt securities are expected to reach par value at their maturity dates.

Gross proceeds from the sale of money market, debt and equity securities and the related realized gains and losses for the fiscal years ended December 30, 2023, December 31, 2022 and January 1, 2022 were as follows:

| | Years Ended | | |
|-----------------------|----------------------|----------------------|-------------------|
| | December 30, 2023 | December 31, 2022 | January 1 2022 |
| Gross proceeds | \$ 43.2 | \$ 47.7 | \$ 20.2 |
| Gross realized gains | 0.5 | 1.2 | 0.4 |
| Gross realized losses | (1.2) | (3.2) | (0.2) |

Gross realized gains and losses were determined using the specific identification method. For the fiscal year ended December 30, 2023, the Company reclassified \$0.2 million of unrealized gains and \$1.1 million of unrealized losses on marketable securities that were recorded in AOCI as of December 31, 2022 into realized income. These amounts were recorded to Other income, net in the Consolidated Statements of Income.

The following table summarizes the contractual maturity distributions of the Company's debt securities at December 30, 2023. Actual maturities may differ from the contractual or expected maturities since borrowers may have the right to prepay obligations with or without prepayment penalties.

ACE HARDWARE CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)
(In millions)

| Fair value of available-for-sale debt securities | Due in One Year or Less | Due After One Year through Five Years | Due After Five Years through Ten Years | Due After Ten Years | Total |
|---|--------------------------------|--|---|----------------------------|----------------|
| Corporate fixed income securities | \$ 2.5 | \$ 7.0 | \$ 7.6 | \$ 5.3 | \$ 22.4 |
| Mortgage-backed securities | - | 0.2 | 0.2 | 14.4 | 14.8 |
| U.S. government notes | 0.6 | 2.7 | 1.0 | 0.1 | 4.4 |
| Other | 0.5 | 1.7 | 2.1 | 3.5 | 7.8 |
| Total | \$ 3.6 | \$ 11.6 | \$ 10.9 | \$ 23.3 | \$ 49.4 |

The Company's debt instruments are recorded at cost on the Consolidated Balance Sheets. The fair value of the Company's debt approximated carrying value at December 30, 2023. The estimated fair value of long-term debt is based on estimated rates for similar instruments and discounted cash flow analysis using the Company's weighted-average interest rate and is, therefore, classified as Level 3 within the fair value hierarchy.

(14) Income Taxes

Income tax expense includes the following components:

| | Years Ended | | |
|---------------------------------|--------------------------|--------------------------|------------------------|
| | December 30, 2023 | December 31, 2022 | January 1, 2022 |
| Current: | | | |
| Federal | \$ 0.1 | \$ (9.1) | \$ (13.7) |
| State | (0.9) | (2.6) | (4.2) |
| Foreign | (1.2) | (1.0) | (0.9) |
| Current income tax expense | (2.0) | (12.7) | (18.8) |
| Deferred: | | | |
| Federal | 0.9 | 3.6 | 3.6 |
| State | 0.1 | 0.1 | 0.2 |
| Deferred income tax benefit | 1.0 | 3.7 | 3.8 |
| Total income tax expense | \$ (1.0) | \$ (9.0) | \$ (15.0) |

Income tax differs from the amount computed by applying the statutory U.S. Federal income tax rate of 21 percent for fiscal years ended December 30, 2023, December 31, 2022 and January 1, 2022 to pre-tax income because of the effect of the following items:

| | Years Ended | | |
|--|--------------------------|--------------------------|------------------------|
| | December 30, 2023 | December 31, 2022 | January 1, 2022 |
| Expected tax at U.S. Federal income tax rate | \$ (68.1) | \$ (73.4) | \$ (72.4) |
| Patronage distribution deductions | 70.5 | 67.9 | 61.8 |
| Other, net expense | (3.4) | (3.5) | (4.4) |
| Income tax expense | \$ (1.0) | \$ (9.0) | \$ (15.0) |

ACE HARDWARE CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)
(In millions)

Deferred income taxes reflect the tax effects of temporary differences between the carrying amounts of existing assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Significant components of the Company's deferred tax assets and liabilities are as follows:

| | December 30, 2023 | December 31, 2022 |
|---|----------------------|----------------------|
| Deferred tax assets: | | |
| Foreign tax credits and other tax credit carryforwards | \$ 12.9 | \$ 13.3 |
| Net operating loss carryforwards | 16.8 | 3.1 |
| Unearned insurance premium and loss reserves | 1.7 | 1.7 |
| Allowance for doubtful accounts | 2.1 | 0.9 |
| Inventory reserves | 5.5 | 9.4 |
| Deferred vendor rebates | 19.0 | 18.6 |
| Accrued compensation and benefits expense | 21.1 | 19.1 |
| Amortization of intangibles | - | 0.9 |
| Net unrealized losses | 0.4 | 0.7 |
| Leased assets | 6.9 | 5.6 |
| Other reserves | 13.3 | 12.4 |
| Total deferred tax assets | 99.7 | 85.7 |
| Less valuation allowance | (18.5) | (15.1) |
| Deferred tax assets | 81.2 | 70.6 |
| Deferred tax liabilities: | | |
| Depreciation and deferred gains on property and equipment | 26.4 | 17.1 |
| Amortization of intangibles | 1.3 | - |
| Prepaid expenses and deferred income | 3.6 | 3.9 |
| Inventory valuation | 17.9 | 17.5 |
| Deferred tax liabilities | 49.2 | 38.5 |
| Net deferred tax assets | \$ 32.0 | \$ 32.1 |

Net deferred tax assets are included in Other assets on the Consolidated Balance Sheets.

At December 30, 2023, the Company has federal and state net operating loss carryforwards of \$54.5 million available for offset against future taxable income. The federal net operating loss can be carried forward indefinitely. For those states not conforming to the indefinite federal carryforward provisions, the state net operating losses can, generally, be carried forward through the 2043 tax year.

At December 30, 2023, the Company has foreign net operating loss carryforwards of \$35.8 million available for offset against future taxable income. A valuation allowance of \$8.6 million has been established against the foreign net operating losses as it is more likely than not that the benefit of the net operating losses will not be realized.

At December 30, 2023, the Company has foreign tax credits of \$2.8 million available to offset future tax expense. The foreign tax credits may be carried forward through the 2033 tax year.

At December 30, 2023, the Company has state tax credit carryforwards of \$10.1 million available to offset future state income tax expense. The state tax credits may be carried forward to tax years 2024 through 2027. A valuation allowance of \$9.9 million has been established against certain state tax credits as it is more likely than not that the benefit of the tax credits will not be realized.

The federal income tax returns of the consolidated group are subject to examination by the Internal Revenue Service ("IRS"), generally for three years after the returns are filed. The 2019 through 2023 tax years remain subject to examination by the IRS. For state purposes, the 2018 through 2023 tax years remain subject to examination.

The Company recognizes interest and penalties related to uncertain tax positions in Income tax expense. Accrued interest and penalties included in the reserve for uncertain tax positions and recognized in income tax expense are immaterial. It is reasonably possible that the total amount of unrecognized tax benefits will increase or decrease within the next twelve months. The Company currently estimates that such increases and decreases will not be significant.

ACE HARDWARE CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)
(In millions)

(15) Capital Stock

The Company's classes of stock are described below (not in millions):

| | Number of Shares at | |
|--|------------------------------|------------------------------|
| | December 30, 2023 | December 31, 2022 |
| Class A stock, voting, redeemable at par value: | | |
| Authorized | 10,000 | 10,000 |
| Issued and outstanding | 2,615 | 2,662 |
| Class C stock, nonvoting, redeemable at not less than par value: | | |
| Authorized | 10,000,000 | 10,000,000 |
| Issued and outstanding | 7,226,176 | 6,561,209 |
| Issuable as patronage distributions | 897,317 | 1,181,824 |

No dividends can be declared on any shares of any class of the Company's stock.

Upon termination of the Company's membership agreement with any retail outlet, all shares of stock of the Company held by the Retailer owning or controlling such outlet must be sold back to the Company, unless a transfer of such shares is made to another party accepted by the Company as a Retailer with respect to the same outlet. A single Class A share is issued to a Retailer only when the share subscribed has been fully paid and Class C shares are issued only when all shares subscribed with respect to a retail outlet have been fully paid. Additional stock subscribed in the accompanying consolidated financial statements represents the paid portion of stock subscribed for stores that have not opened. All shares of stock are currently issued and repurchased at par value.

(16) Retirement Plans

The Company and its subsidiaries maintain profit sharing and 401k retirement plans for substantially all employees. Amounts expensed under these plans totaled \$46.6 million, \$47.4 million and \$43.5 million during fiscal 2023, 2022 and 2021, respectively.

(17) Supplemental Disclosures of Cash Flow Information

During fiscal 2023, 2022 and 2021, accrued patronage distributions of \$42.2 million, \$31.6 million and \$28.3 million, respectively, were offset against trade receivables and notes receivable owed to the Company by its Retailers with no net impact in the Consolidated Statements of Cash Flows. In addition, the Company had \$22.4 million in patronage refund certificates which were included in Accounts payable pending payment as of December 30, 2023 and had no net impact in the Consolidated Statements of Cash Flows.

During fiscal 2023, 2022 and 2021, non-cash repurchases of stock from Retailers of \$39.7 million, \$40.8 million and \$29.4 million, respectively, were offset against trade receivables of \$5.2 million, \$16.9 million and \$5.5 million, respectively, and notes receivable of \$8.5 million, \$9.6 million and \$8.4 million, respectively. The remaining \$26.0 million, \$14.3 million and \$15.5 million, respectively, were primarily issued as notes payable with no net impact in the Consolidated Statements of Cash Flows.

The Company received \$9.8 million, \$11.3 million and \$7.8 million of property and equipment for fiscal years 2023, 2022 and 2021, respectively, prior to year-end and accrued for these items as no cash payments were made. These capital expenditures were not included in the Purchases of property and equipment in the Consolidated Statement of Cash Flows for fiscal years 2023, 2022 and 2021. The Company paid \$11.3 million, \$7.8 million and \$9.4 million for property and equipment for fiscal years 2023, 2022 and 2021 that was purchased and accrued during the years ended December 31, 2022, January 1, 2022 and January 2, 2021. These capital expenditures were included in the Purchases of property and equipment in the Consolidated Statement of Cash Flows for fiscal years 2023, 2022 and 2021.

ACE HARDWARE CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)
(In millions)

(18) Cybersecurity Event

On October 29, 2023, Ace was the subject of a targeted cybersecurity incident. Upon discovering this incident, the Company shut down most of its operating systems globally to manage the safety of its overall global systems environment. As this situation evolved, the Company worked with a group of technical forensic experts to manage the situation. While its systems were shut down, the Company had limited ability to conduct operations, including but not limited to, arranging for shipments of freight and distributing product to its member Retailers.

The security of the Company's systems, minimizing the impacts to its member Retailers, and providing its member Retailers with timely and accurate information are the highest priorities. The Company formally concluded a thorough investigation to ensure its systems were restored promptly and securely, and on a parallel track, Ace evaluated and mitigated the impact of this event on its member Retailers.

For the year-ended December 30, 2023, the Company incurred \$8.6 million of expenses related to this cybersecurity incident to investigate and remediate the matter. The Company may incur additional expenses in the future as it continues to fully assess the impact of the incident and there is a risk that new information could have an impact on Ace's business, revenues, results of operations and reputation.

(19) Summary of Quarterly Results

The following table provides a summary of quarterly results (unaudited) for the eight quarters prior to and including the quarter ended December 30, 2023:

| | 2023 | | | |
|---|-------------------|------------------|-------------------|------------------|
| | Fourth Quarter | Third Quarter | Second Quarter | First Quarter |
| Revenues | \$ 2,124.7 | \$ 2,287.6 | \$ 2,632.6 | \$ 2,086.2 |
| Gross profit | 310.4 | 408.7 | 436.2 | 322.6 |
| Operating expenses | 303.4 | 268.7 | 295.2 | 249.5 |
| Net income attributable to Ace Hardware Corporation | 2.1 | 130.5 | 126.9 | 66.6 |

| | 2022 | | | |
|--|-------------------|------------------|-------------------|------------------|
| | Fourth Quarter | Third Quarter | Second Quarter | First Quarter |
| Revenues | \$ 2,191.4 | \$ 2,231.8 | \$ 2,533.0 | \$ 2,213.6 |
| Gross profit | 264.0 | 360.6 | 401.8 | 335.0 |
| Operating expenses | 267.4 | 253.2 | 269.5 | 229.4 |
| Net (loss) income attributable to Ace Hardware Corporation | (4.0) | 100.7 | 124.9 | 120.1 |

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis summarizes the significant factors affecting Ace Hardware Corporation's ("the Company's") consolidated operating results and financial condition during the three-year period ended December 30, 2023 (the Company's fiscal years 2023, 2022 and 2021). Fiscal years 2023, 2022 and 2021 contain 52 weeks of operating results. Unless otherwise noted, all references herein for the years 2023, 2022 and 2021 represent fiscal years ended December 30, 2023, December 31, 2022 and January 1, 2022, respectively. This discussion and analysis should be read in conjunction with the consolidated financial statements and the related notes included in this annual report that have been prepared in accordance with U.S. generally accepted accounting principles ("GAAP").

Company Overview

The Company is a wholesaler of hardware and other related products and provides services and best practices for its member Retailers ("Retailers"). The overall home improvement industry is estimated to be approximately \$578 billion and consists of a broad range of products and services, including lawn and garden products, paint and sundries, certain building supplies and general merchandise typically used in connection with home and property improvement, remodeling, repair and maintenance. The industry is fragmented and competition exists between the large home improvement centers, retail hardware stores and other chains offering hardware merchandise. In addition, we face growing competition from online and multichannel retailers.

The Company's Retailers generally compete in the \$68 billion "convenience hardware" segment which is characterized by purchases primarily of products related to home maintenance and repair, including paint and related products, lawn and garden equipment, and those products less focused on large-scale building, renovation and remodeling projects. The Company believes that the following competitive strengths distinguish it from its peers and contribute to its success in the convenience hardware market: (1) strong consumer recognition of the Ace Brand; (2) well-regarded for exceptional customer service and convenience; (3) strength of distribution operations; (4) consolidated purchasing power; (5) differentiated and localized product and service offerings; and (6) a diversified network of independent retailers.

The Company strives to be the best provider of products, services and operating methods for convenience hardware retailers. The four main drivers that support that goal and the Company's efforts to grow the business are improving the store model, accelerating new store openings, increasing store projects that drive store sales and profitability and reducing the number of store closings.

Ace Hardware International Holdings, Ltd. ("AIH"), is a majority-owned and controlled subsidiary of the Company with a 21.3 percent noncontrolling interest held by AIH customers. AIH shareholders do not own shares of stock in the Company nor receive patronage dividends. AIH has wholesale distribution capabilities in Ningbo, China and Cuautitlán Izcalli, Mexico. AIH customers operate 876 stores in approximately 60 countries.

Ace Retail Holdings LLC ("ARH") is the owner of the 169-store Westlake Ace Hardware ("Westlake") and the 66-store Great Lakes Ace Hardware ("GLA") retail chains. As a result, the Company is also a retailer of hardware, paint and other related products.

Ace Wholesale Holdings LLC ("AWH") owns and operates Emery Jensen Distribution ("EJD"). AWH is a wholesaler of hardware, paint and other related products to non-member retailers.

Ace Services Holdings LLC ("ASH"), through its subsidiaries, operates Ace Handyman Services, a franchisor of home improvement, maintenance and repair services, Ace Hardware Painting Services, a provider of home painting services, and Legacy Plumbing, Inc. and Ace Hardware Plumbing Services, providers of residential plumbing services. On April 12, 2023, Ace Heating and Cooling Services, LLC ("AHCS"), a newly-formed subsidiary of ASH merged with Unique Indoor Comfort Holdings, LLC ("UICH"), with AHCS being the surviving entity. On May 3, 2023, a subsidiary of AHCS, Unique Indoor Comfort, LLC ("UIC"), acquired Parrish Services, Inc. ("Parrish") and on December 29, 2023, UIC acquired Climate Technologies, Inc. ("Climate").

Worldwide Store Count

The number of worldwide Ace retail outlets during the past three fiscal years is summarized as follows:

| | Fiscal Years | | |
|---------------------------------------|--------------|-------|-------|
| | 2023 | 2022 | 2021 |
| Retail outlets at beginning of period | 5,746 | 5,583 | 5,463 |
| New retail outlets | 222 | 232 | 206 |
| Retail outlet cancellations | (98) | (69) | (86) |
| Retail outlets at end of period | 5,870 | 5,746 | 5,583 |

Results of Operations

Comparison of the Year Ended December 30, 2023 to the Year Ended December 31, 2022

The following data summarizes the Company's performance in fiscal 2023 as compared to fiscal 2022 (in millions):

| | 2023 | | 2022 | | Favorable/ (Unfavorable) | |
|--|----------------|-------------------|----------------|-------------------|-----------------------------|---------------|
| | \$ | % of Revenues* | \$ | % of Revenues* | \$ | % |
| Revenues: | | | | | | |
| Wholesale revenues | 8,344.7 | 91.4% | 8,372.3 | 91.3% | (27.6) | (0.3%) |
| Retail revenues | 786.4 | 8.6% | 797.5 | 8.7% | (11.1) | (1.4%) |
| Total revenues | 9,131.1 | 100.0% | 9,169.8 | 100.0% | (38.7) | (0.4%) |
| Gross profit: | | | | | | |
| Wholesale gross profit | 1,121.6 | 13.4% | 1,003.5 | 12.0% | 118.1 | 11.8% |
| Retail gross profit | 356.3 | 45.3% | 357.9 | 44.9% | (1.6) | (0.4%) |
| Total gross profit | 1,477.9 | 16.2% | 1,361.4 | 14.8% | 116.5 | 8.6% |
| Operating expenses: | | | | | | |
| Wholesale operating expenses | 830.7 | 10.0% | 730.1 | 8.7% | (100.6) | (13.8%) |
| Retail operating expenses | 280.1 | 35.6% | 287.5 | 36.1% | 7.4 | 2.6% |
| Retail pre-opening expenses | 6.0 | 0.8% | 1.9 | 0.2% | (4.1) | (215.8%) |
| Total operating expenses | 1,116.8 | 12.2% | 1,019.5 | 11.1% | (97.3) | (9.5%) |
| Operating income | 361.1 | 4.0% | 341.9 | 3.7% | 19.2 | 5.6% |
| Interest expense | (38.4) | (0.4%) | (19.2) | (0.2%) | (19.2) | (100.0%) |
| Other income, net | 3.4 | 0.0% | 19.0 | 0.2% | (15.6) | (82.1%) |
| Net income attributable to Ace Hardware Corporation | 326.1 | 3.6% | 341.7 | 3.7% | (15.6) | (4.6%) |

*Wholesale gross profit and expenses are shown as a percentage of wholesale revenues. Retail gross profit and expenses are shown as a percentage of retail revenues. Non-operating items are shown as a percentage of total revenues.

A reconciliation of consolidated revenues follows (in millions):

| | Amount | % Change vs. 2022 |
|--|-------------------|----------------------|
| 2022 Revenues | \$ 9,169.8 | |
| <i>Wholesale Merchandise Revenues change based on new and cancelled domestic Ace stores:</i> | | |
| Revenues increase from new stores added since January 2022 | 207.2 | 2.3% |
| Revenues decrease from stores cancelled since January 2022 | (43.5) | (0.5%) |
| Decrease in wholesale merchandise revenues to comparable domestic Ace stores | (333.8) | (3.7%) |
| Increase in wholesale service revenues from domestic Ace stores | 14.2 | 0.2% |
| Decrease in AWH wholesale revenues | (20.1) | (0.2%) |
| Decrease in AIH wholesale revenues | (7.6) | (0.1%) |
| Increase in ASH service revenues | 109.0 | 1.2% |
| Increase in Acehardware.com revenues | 31.5 | 0.3% |
| Decrease in ARH retail revenues | (0.6) | (0.0%) |
| Other revenue changes, net | 5.0 | 0.1% |
| 2023 Revenues | \$ 9,131.1 | (0.4%) |

Consolidated revenues for the year ended December 30, 2023 totaled \$9.1 billion, a decrease of \$38.7 million, or 0.4 percent, as compared to the prior year.

Total wholesale revenues were \$8.3 billion for fiscal 2023, a decrease of \$27.6 million or 0.3 percent, as compared to the prior year. Decreases were seen across many departments with plumbing, grilling and outdoor power equipment showing the largest declines. New domestic Ace stores are defined as stores that were activated from January 2022 through December 2023. In 2023, the Company had an increase in wholesale merchandise revenues from new domestic Ace stores of \$207.2 million. This increase was partially offset by a decrease in wholesale merchandise revenues due to domestic Ace store cancellations of \$43.5 million. As a result, the Company realized a net increase in wholesale merchandise revenues of \$163.7 million related to the impact of both new Ace stores affiliated with the Company and from stores that cancelled their membership in 2022 and 2023. Wholesale merchandise revenues to comparable

domestic Ace stores decreased \$333.8 million compared to the prior year. Warehouse sales represented 78.2 percent of wholesale merchandise revenue in 2023 compared to 78.3 percent in 2022, while direct ship sales were 21.8 percent, up from 21.7 percent in 2022.

AWH wholesale revenues were \$458.5 million during fiscal 2023. This is a decrease of \$20.1 million from fiscal 2022, which was primarily due to lower sales to AWH's paint, hardware and e-commerce customers.

AIH wholesale revenues were \$216.0 million during fiscal 2023. This is a decrease of \$7.6 million from fiscal 2022 due entirely to a decline in sales to AIH's largest customer.

ASH wholesale revenues were \$125.7 million during fiscal 2023. This is an increase of \$109.0 million from fiscal 2022 due to the acquisition of UICH during the second quarter of 2023, which contributed \$99.5 million of incremental revenues during fiscal 2023.

Total retail revenues were \$786.4 million, a decrease of \$11.1 million, or 1.4 percent, as compared to the prior year. Retail revenues were negatively impacted by the closure of The Grommet during the third quarter of 2022, resulting in the absence of revenues from Ace Ecommerce Holdings ("AEH") in 2023, compared with \$10.5 million in the prior year. ARH revenues decreased \$0.6 million or 0.1 percent from the prior year. The Westlake chain experienced a 1.8 percent decrease in same-store-sales while the GLA chain experienced a 4.2 percent decrease in same-store-sales in fiscal 2023. The new stores opened by Westlake and GLA in 2022 and 2023 contributed \$17.8 million of incremental revenues during fiscal 2023.

Wholesale gross profit for fiscal 2023 was \$1.1 billion, an increase of \$118.1 million from fiscal 2022. The wholesale gross margin percentage was 13.4 percent of wholesale revenues in fiscal 2023, up from 12.0 percent in fiscal 2022. The increase in wholesale gross margin percentage was primarily due to the reversal of last-in, first-out ("LIFO") from an expense in fiscal 2022 when vendor prices were rising, to LIFO income in fiscal 2023 when inflation moderated and inventory levels declined.

Retail gross profit for fiscal 2023 was \$356.3 million, a decrease of \$1.6 million from fiscal 2022. The retail gross margin percentage was 45.3 percent of retail revenues in fiscal 2023, up from 44.9 percent in fiscal 2022. This increase in gross margin percentage primarily resulted from vendor funds earned related to new store openings. For ARH, retail gross profit as reported in the Ace financial statements is based on the Ace wholesale acquisition cost of product, not ARH's acquisition cost which includes a markup from the Company.

Wholesale operating expenses increased \$100.6 million, or 13.8 percent in fiscal 2023, as compared to fiscal 2022. This increase is primarily due to the acquisition of UICH during the second quarter of 2023, which contributed \$49.5 million of incremental operating expenses in fiscal 2023, increased lease expense driven by additional warehouse space, increased marketing and advertising expenses, increased depreciation expense and higher health insurance expenses. As a percentage of wholesale revenues, wholesale operating expenses increased to 10.0 percent of wholesale revenues in fiscal 2023 from 8.7 percent of wholesale revenues in fiscal 2022.

Retail operating expenses decreased \$7.4 million, or 2.6 percent in fiscal 2023, as compared to fiscal 2022. This decrease was driven by the closure of The Grommet during the third quarter of 2022, resulting in the absence of operating expenses from AEH in fiscal 2023. Retail operating expenses as a percentage of retail revenue decreased to 35.6 percent of retail revenues in fiscal 2023 from 36.1 percent in fiscal 2022.

Retail pre-opening expenses increased \$4.1 million in fiscal 2023 due to an increase in new stores opened by Westlake and GLA in 2023 compared to 2022.

Interest expense increased \$19.2 million compared to fiscal 2022 due to increased borrowings for the acquisition of UICH and higher interest rates.

Other income, net decreased \$15.6 million compared to fiscal 2022 due to the \$21.7 million non-recurring gain on sale of the Company's retail support center ("RSC") located in Gainesville, Georgia during 2022 and \$8.6 million of expenses incurred in 2023 related to a cybersecurity incident that took place during the fourth quarter; partially offset by a \$8.0 million decrease in income tax expense.

Comparison of the Year Ended December 31, 2022 to the Year Ended January 1, 2022

The following data summarizes the Company's performance in fiscal 2022 as compared to fiscal 2021 (in millions):

| | 2022 | | 2021 | | Favorable/ (Unfavorable) | |
|--|----------------|-------------------|----------------|-------------------|-----------------------------|---------------|
| | \$ | % of Revenues* | \$ | % of Revenues* | \$ | % |
| Revenues: | | | | | | |
| Wholesale revenues | 8,372.3 | 91.3% | 7,782.2 | 90.6% | 590.1 | 7.6% |
| Retail revenues | 797.5 | 8.7% | 812.0 | 9.4% | (14.5) | (1.8%) |
| Total revenues | 9,169.8 | 100.0% | 8,594.2 | 100.0% | 575.6 | 6.7% |
| Gross profit: | | | | | | |
| Wholesale gross profit | 1,003.5 | 12.0% | 932.6 | 12.0% | 70.9 | 7.6% |
| Retail gross profit | 357.9 | 44.9% | 361.8 | 44.6% | (3.9) | (1.1%) |
| Total gross profit | 1,361.4 | 14.8% | 1,294.4 | 15.1% | 67.0 | 5.2% |
| Operating expenses: | | | | | | |
| Wholesale operating expenses | 730.1 | 8.7% | 682.8 | 8.8% | (47.3) | (6.9%) |
| Retail operating expenses | 287.5 | 36.1% | 269.9 | 33.2% | (17.6) | (6.5%) |
| Retail pre-opening expenses | 1.9 | 0.2% | 2.9 | 0.4% | 1.0 | 34.5% |
| Total operating expenses | 1,019.5 | 11.1% | 955.6 | 11.1% | (63.9) | (6.7%) |
| Operating income | 341.9 | 3.7% | 338.8 | 4.0% | 3.1 | 0.9% |
| Interest expense | (19.2) | (0.2%) | (14.4) | (0.2%) | (4.8) | (33.3%) |
| Other income, net | 19.0 | 0.2% | 6.3 | 0.0% | 12.7 | 201.6% |
| Net income attributable to Ace Hardware Corporation | 341.7 | 3.7% | 330.7 | 3.8% | 11.0 | 3.3% |

*Wholesale gross profit and expenses are shown as a percentage of wholesale revenues. Retail gross profit and expenses are shown as a percentage of retail revenues. Non-operating items are shown as a percentage of total revenues.

A reconciliation of consolidated revenues follows (in millions):

| | Amount | % Change vs. 2021 |
|--|-------------------|----------------------|
| 2021 Revenues | \$ 8,594.2 | |
| <i>Wholesale Merchandise Revenues change based on new and cancelled domestic Ace stores:</i> | | |
| Revenues increase from new stores added since January 2021 | 230.3 | 2.7% |
| Revenues decrease from stores cancelled since January 2021 | (52.8) | (0.6%) |
| Increase in wholesale merchandise revenues to comparable domestic Ace stores | 311.5 | 3.7% |
| Increase in wholesale service revenues from domestic Ace stores | 62.4 | 0.7% |
| Increase in AWH wholesale revenues | 52.4 | 0.6% |
| Decrease in AIH wholesale revenues | (48.6) | (0.6%) |
| Increase in Acehardware.com revenues | 29.9 | 0.3% |
| Increase in ARH retail revenues | 10.3 | 0.1% |
| Decrease in AEH retail revenues | (24.8) | (0.3%) |
| Other revenue changes, net | 5.0 | 0.1% |
| 2022 Revenues | \$ 9,169.8 | 6.7% |

Consolidated revenues for the year ended December 31, 2022 totaled \$9.2 billion, an increase of \$575.6 million, or 6.7 percent, as compared to the prior year.

Total wholesale revenues were \$8.4 billion for fiscal 2022, an increase of \$590.1 million or 7.6 percent, as compared to the prior year. Increases were seen across a majority of departments with outdoor power equipment, plumbing and paint showing the largest gains. New domestic Ace stores are defined as stores that were activated from January 2021 through December 2022. In 2022, the Company had an increase in wholesale merchandise revenues from new domestic Ace stores of \$230.3 million. This increase was partially offset by a decrease in wholesale merchandise revenues due to domestic Ace store cancellations of \$52.8 million. As a result, the Company realized a net increase in wholesale merchandise revenues of \$177.5 million related to the impact of both new Ace stores affiliated with the Company and from stores that cancelled their membership in 2021 and 2022. Wholesale merchandise revenues to comparable domestic Ace stores increased \$311.5 million compared to the prior year as a result of estimated wholesale price inflation of 11.5 percent.

Warehouse sales represented 78.3 percent of wholesale merchandise revenue in 2022 compared to 79.2 percent in 2021, while direct ship sales were 21.7 percent, up from 20.8 percent in 2021.

AWH wholesale revenues were \$478.6 million during fiscal 2022. This is an increase of \$52.4 million from fiscal 2021, which was primarily due to inflation, new customers and higher sales to AWH's hardware and e-commerce customers.

AIH wholesale revenues were \$223.6 million during fiscal 2022. This is a decrease of \$48.6 million from fiscal 2021 due entirely to a \$48.7 million decline in sales to AIH's largest customer.

Total retail revenues were \$797.5 million, a decrease of \$14.5 million, or 1.8 percent, as compared to the prior year. The closure of The Grommet in the third quarter of 2022 drove a \$24.8 million decrease in retail sales. Retail revenues from ARH were \$787.0 million during fiscal 2022, an increase of \$10.3 million or 1.3 percent. This increase was the result of inflation and the new stores added by the Westlake and GLA retail chains in 2021 and 2022, which was mostly offset by lower transaction counts.

Wholesale gross profit for fiscal 2022 was \$1.0 billion, an increase of \$70.9 million from fiscal 2021. The wholesale gross margin percentage was unchanged at 12.0 percent of wholesale revenues in both fiscal 2022 and 2021. An increase in LIFO expense driven by vendor price inflation was offset by increased vendor funds earned for the year.

Retail gross profit for fiscal 2022 was \$357.9 million, a decrease of \$3.9 million from fiscal 2021. The closure of The Grommet in the third quarter of 2022 drove a \$10.0 million decrease in retail gross profit. The retail gross margin percentage was 44.9 percent of retail revenues in fiscal 2022, a slight increase from 44.6 percent in fiscal 2021. This increase in gross margin percentage primarily resulted from product mix and the absence of the liquidation of personal protective equipment that took place during 2021. For ARH, retail gross profit as reported in the Ace financial statements is based on the Ace wholesale acquisition cost of product, not ARH's acquisition cost which includes a markup from the Company.

Wholesale operating expenses increased \$47.3 million, or 6.9 percent in fiscal 2022, as compared to fiscal 2021. The increase is due to higher distribution costs resulting from higher wholesale revenues and an increase in lease expense driven by additional warehouse space to support increased demand. As a percentage of wholesale revenues, wholesale operating expenses decreased slightly to 8.7 percent in fiscal 2022 from 8.8 percent in fiscal 2021.

Retail operating expenses increased \$17.6 million, or 6.5 percent in fiscal 2022, as compared to fiscal 2021. Included in this increase is a non-recurring charge of \$9.9 million related to the closure of The Grommet during the third quarter, for the impairment of assets and severance related costs. The remaining increase was driven by an increase in store payroll along with expenses incurred related to the new stores opened in 2021 and 2022. Retail operating expenses as a percentage of retail revenue increased to 36.1 percent in fiscal 2022 from 33.2 percent in fiscal 2021. Excluding the non-recurring charge, retail operating expenses as a percent of retail revenue was 34.8 percent in fiscal 2022.

Retail pre-opening expenses decreased \$1.0 million in fiscal 2022 due to fewer new stores opened by Westlake and GLA in 2022 compared to 2021.

Interest expense increased \$4.8 million or 33.3 percent compared to fiscal 2021 due to higher interest rates during fiscal 2022.

Other income, net increased \$12.7 million compared to fiscal 2021 as a result of the \$21.7 million gain on sale of the Company's RSC located in Gainesville, Georgia during 2022, compared to the \$10.2 million gain on sale of the Company's RSC located in Tampa, Florida during 2021.

Liquidity and Capital Resources

The Company believes that existing cash balances, along with the existing lines of credit and long-term financing, will be sufficient to finance the Company's working capital requirements, debt service, patronage distributions, capital expenditures, share redemptions from Retailer cancellations and growth initiatives for at least the next 12 months.

The Company's borrowing requirements have historically arisen from, and are expected to continue to arise from, seasonal working capital needs, debt service, capital improvements and acquisitions, patronage distributions and other general corporate purposes. In the past, the Company has met its operational cash needs using cash flows from operating activities and funds from its revolving credit facilities. The Company currently estimates that its cash flows from operating activities and working capital, together with its lines of credit, will be sufficient to fund its short-term liquidity needs. Actual liquidity and capital funding requirements depend on numerous factors, including operating results, general economic conditions and the cost of capital.

On January 24, 2023, the Company amended its existing credit facility. The January 2023 amendment extended the maturity from February 1, 2024 to January 24, 2028 and increased the capacity of the facility by \$400.0 million to \$1.1 billion. The facility is expandable to \$1.4 billion through a \$300.0 million accordion that is exercisable without the consent of existing lenders provided that the Company is not in default of the credit agreement and further provided that none of the existing lenders are required to provide any portion of the increased facility. The amendment changed the benchmark for setting interest rates from the London Interbank Bank Offered Rate ("LIBOR") to the Secured Overnight Financing Rate ("SOFR") and borrowings under the amended credit facility now bear interest at a rate of either 25 to 100 basis points over the prime rate or 125 to 200 basis points over SOFR, depending on the Company's leverage ratio. The credit facility was priced at SOFR plus 125 basis points and prime plus 25 basis points at December 30, 2023. Fees on the unused portion of the line of credit range from 17.5 to 27.5 basis points depending on the Company's leverage ratio. All other terms of the credit facility remain unchanged. As of December 30, 2023, the Company was in compliance with its covenants and had \$331.5 million in borrowings outstanding under the credit facility.

The credit facility includes a \$175.0 million sublimit for the issuance of standby and commercial letters of credit. As of December 30, 2023, a total of \$38.4 million in letters of credit were outstanding.

The credit facility allows the Company to make revolving loans and other extensions of credit to AIH in an aggregate principal amount not to exceed \$100.0 million at any time. As of December 30, 2023, there were no loans or other extensions of credit provided to AIH.

The Company's Westlake subsidiary has a \$125.0 million asset-based revolving credit facility that expires on August 3, 2026 ("Westlake Facility"). The facility is expandable to \$150.0 million through a \$25.0 million accordion that is exercisable without the consent of existing lenders provided that the Company is not in default of the credit agreement and further provided that none of the existing lenders are required to provide a portion of the increased facility. Under this facility, Westlake has the right to issue letters of credit up to a maximum of \$7.5 million. Pursuant to an April 12, 2023 amendment, borrowings under this facility now bear interest at a rate of either the prime rate plus an applicable spread of 25 to 50 basis points or SOFR plus an applicable spread of 135 to 160 basis points, depending on Westlake's average availability under the Westlake Facility as measured on a trailing 12-month basis. The Westlake Facility was priced at SOFR plus 135 basis points at December 30, 2023.

The Westlake Facility is collateralized by substantially all of Westlake's tangible and intangible assets. Borrowings under the facility are subject to a borrowing base calculation consisting of certain advance rates applied to eligible collateral balances (primarily consisting of certain receivables and inventories). This agreement requires maintenance of certain financial covenants including a minimum fixed charge coverage ratio. As of December 30, 2023, Westlake was in compliance with its covenants and had \$30.5 million in borrowings outstanding under the Westlake Facility.

The Westlake Facility includes a lender-controlled cash concentration system that results in all of Westlake's daily available cash being applied to the outstanding borrowings under their facility. Pursuant to Financial Accounting Standards Board ("FASB") Accounting Standards Codification Section 470-10-45, "Classification of Revolving Credit Agreements Subject to Lock-Box Arrangements and Subjective Acceleration Clauses," all borrowings under the Westlake Facility are classified as a Current maturity of long-term debt.

As of December 30, 2023, total debt was \$408.3 million and was comprised of \$362.0 million borrowed on lines of credit and \$46.3 million owed to former Retailers. As of December 31, 2022, total debt of \$38.1 million was entirely comprised of amounts owed to former Retailers.

Cash Flows

The Company had \$31.9 million and \$28.5 million of cash and cash equivalents at December 30, 2023 and December 31, 2022, respectively. Following is a summary of the Company's cash flows from operating, investing and financing activities for fiscal years 2023 and 2022, respectively (in millions):

| | 2023 | 2022 |
|--|----------|----------|
| Cash provided by operating activities before changes in assets and liabilities | \$ 457.4 | \$ 433.7 |
| Net changes in assets and liabilities | (93.6) | (151.2) |
| Net cash provided by operating activities | 363.8 | 282.5 |
| Net cash used in investing activities | (502.3) | (109.1) |
| Net cash provided by (used in) financing activities | 141.9 | (182.5) |
| Net change in cash and cash equivalents | \$ 3.4 | \$ (9.1) |

The Company's operating activities generated \$363.8 million of cash in fiscal 2023 compared to \$282.5 million in fiscal 2022. Excluding the impact of net changes in assets and liabilities, cash provided by operating activities increased \$23.7 million from \$433.7 million in fiscal 2022 to \$457.4 million in fiscal 2023. Despite a \$17.2 million decrease in net income, higher non-cash operating expenses in 2023 and a non-operating gain in 2022 resulted in higher cash provided by operations in 2023.

The net change in assets and liabilities used \$93.6 million of cash in fiscal year 2023 compared to \$151.2 million used in fiscal year 2022. Accounts payable and accrued expenses decreased \$104.7 million during fiscal 2023 compared to an increase of \$80.4 million during fiscal 2022. Inventories decreased \$74.7 million during fiscal 2023 compared to an increase of \$77.3 million during fiscal 2022. These decreases were primarily due to lower vendor purchases driven by lower sales volume and an effort to reduce overstock inventory in fiscal 2023. Accounts receivable increased \$55.4 million during fiscal 2023 despite the slight sales decline in 2023 as notes receivable and past due balances from Retailers increased. This compares to an increase of \$159.6 million during fiscal 2022 when sales grew 6.7 percent.

Net cash used for investing activities was \$502.3 million in fiscal 2023 compared to \$109.1 million in fiscal 2022. Investing activities in fiscal 2023 consisted of \$309.7 million in cash paid for acquisitions to support the growth of the Ace Home Services business and \$164.6 million in capital expenditures. Investing activities in 2022 primarily consisted of \$92.8 million in capital expenditures, \$60.3 million for the purchases of investment securities, a portion of which was used to support the Company's deferred compensation plan, and \$12.8 million in cash paid for acquisitions; partially offset by \$29.4 million of cash proceeds from the sale of assets, which included the sale of the Gainesville RSC, and \$47.7 million of proceeds from the sale of investment securities.

Net cash provided by financing activities was \$141.9 million in fiscal 2023 compared to the use of \$182.5 million in fiscal 2022. During 2023, the Company had \$362.0 million of net borrowings under its revolving credit facilities, paid \$133.1 million for the cash portion of the 2022 patronage distribution, made principal payments on finance leases of \$28.3 million, paid \$26.7 million on patronage refund certificates and made payments on long-term debt of \$17.8 million. During 2022, the Company paid \$121.0 million for the cash portion of the 2021 patronage distribution, paid \$26.1 million on patronage refund certificates, made principal payments on finance leases of \$16.7 million and made payments on long-term debt of \$7.1 million.

Off-Balance Sheet Arrangements

The Company has certain other guarantees, as further described in the Notes to the Consolidated Financial Statements – Note 12 – Commitments and Contingencies. The Company believes the likelihood of any such payment under these guarantees is remote.

Application of Critical Accounting Policies and Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses in the consolidated financial statements. On an ongoing basis, the Company evaluates its estimates and judgments based on historical experience and various other factors that are believed to be reasonable under the circumstances. Actual results may differ from these estimates, and these estimates would vary under different assumptions or conditions. Management believes these estimates and assumptions are reasonable.

The Company annually reviews its financial reporting and disclosure practices and accounting policies to ensure that they provide accurate and comprehensive information relative to the current economic and business environment. The Company's significant accounting policies are described in the Notes to the Consolidated Financial Statements. The following represents those critical accounting policies which involve a relatively higher degree of judgment, estimation and complexity and where materially different amounts could be reported under different conditions or using different assumptions.

Valuation of Inventories When necessary, the Company provides allowances to adjust the carrying value of inventories to the lower of cost or market, including costs to sell or dispose of surplus or damaged/obsolete inventory, and for estimated shrinkage. Estimates of the future demand for the Company's products are key factors used by management in assessing the net realizable value of the inventories. While management believes that the estimates used are appropriate, an unanticipated decline in revenues at retail outlets or a significant decline in demand for products in selected product categories could result in valuation adjustments.

Vendor Funds The Company receives funds from vendors in the normal course of business principally as a result of purchase volumes, revenues or promotions of vendors' products. Based on the provisions of the vendor agreements in place, management develops accrual rates by estimating the point at which the Company will have completed its performance under the agreement and the amount agreed upon will be earned. Amounts accrued throughout the year can be impacted if actual purchase volumes differ from projected annual purchase volumes, especially in the case of programs that provide for increased funding when graduated purchase volumes are met. At year-end, the accrual reflects actual purchases made throughout the year.

Vendor funds are treated as a reduction of inventory cost, unless they represent a reimbursement of specific, incremental and identifiable costs incurred by the customer to sell the vendor's product, in which case the costs would be netted. The majority of the vendor funds that the Company receives do not meet the specific, incremental and identifiable criteria. Therefore, the Company treats a majority of these funds as a reduction in the cost of inventory as the amounts are accrued and recognized as a reduction of cost of revenues when the inventory is sold.

Allowance for Expected Credit Losses The Company estimates an allowance for credit losses related to future expected losses by using relevant information such as historical collection statistics, current customer credit information, the current economic environment, the aging of receivables, the evaluation of compliance with lending covenants and the offsetting amounts due to Retailers for stock, notes, interest and anticipated but unpaid patronage distributions. Significant past due accounts are reserved on a specific identification basis. For the remainder of the accounts, the allowance is evaluated on a pool basis for accounts with similar risk characteristics and a loss-rate for each pool is determined using current conditions and historical credit loss statistics. The Company considers accounts and notes receivable past due if invoices remain unpaid past their due date and provides for the write-off of uncollectible receivables after exhausting all commercially reasonable collection efforts. While the Company believes it has appropriately considered known or expected outcomes, its customers' ability to pay their obligations, including those to the Company, could be adversely affected by declining revenues at retail resulting from such factors as contraction in the economy or competitive conditions in the wholesale and retail industry including increased competition from omni-channel retailers, discount stores, chain stores and other mass merchandisers.

Insurance Reserves Insurance reserves for claims related to the Company's self-insured property, general liability, workers' compensation and auto liability insurance programs are dependent on assumptions used in calculating such amounts. These assumptions include projected ultimate losses and confidence levels of the reserve requirement and consider historical loss levels and other factors. While management believes that the assumptions used are appropriate, differences in actual claims experience or changes in assumptions may affect the Company's insurance reserves.

Goodwill Goodwill represents the excess of the cost of an acquired business over the fair value of net tangible assets acquired and identified intangible assets. Goodwill is not amortized but is tested for impairment at a reporting unit level on an annual basis or more frequently, if circumstances change or an event occurs that would more likely than not reduce the fair value of a reporting unit below its carrying amount.

Qualitative factors may be assessed to determine whether it is more likely than not that the fair value of the reporting unit is less than its carrying amount. If an election is made to not perform the qualitative assessment, or the qualitative assessment indicates that the carrying amount is more likely than not higher than the fair value, goodwill is tested for impairment. If the fair value of a reporting unit exceeds its carrying amount, goodwill of the reporting unit is considered not impaired. If the carrying amount of a reporting unit exceeds its fair value, an impairment loss shall be recognized in an amount equal to that excess.

Significant judgment is applied when goodwill is assessed for impairment. This judgment includes developing cash flow projections, selecting appropriate discount rates, identifying relevant market comparables, incorporating general economic and market conditions and selecting an appropriate control premium. The income approach is based on discounted cash flows, which are derived from internal forecasts and economic expectations for each respective reporting unit.

The Company tests reporting units for impairment annually as of the first day of the fourth quarter, or more frequently if events or circumstances indicate it is more likely than not that the fair value of a reporting unit is less than its carrying value. No goodwill impairment charge was recorded during fiscal years 2023 and 2022.

Impact of New Accounting Standards

Recently issued accounting pronouncements that are not yet effective and that are not discussed below are either inapplicable to the Company or, if applicable, the Company does not expect that they will have a material impact on consolidated results of operations, consolidated financial condition, or consolidated cash flows.

New Accounting Pronouncements - Adopted

In June 2016, the FASB issued Accounting Standards Update (“ASU”) No. 2016-13, “Financial Instruments – Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments” along with amendments issued in 2018. The guidance requires financial assets measured at amortized cost basis to be presented at the net amount expected to be collected. The amortized cost basis of financial assets should be reduced by expected credit losses to present the net carrying value in the financial statements at the amount expected to be collected. The measurement of expected credit losses is based on past events, historical experience, current conditions and forecasts that affect the collectability of the financial assets. Additionally, credit losses relating to available-for-sale debt securities should be recorded through an allowance for credit losses. On December 31, 2022, the Company adopted ASU 2016-13. The adoption of this ASU did not have a material impact on the Company’s consolidated financial statements other than additional disclosures.

Qualitative and Quantitative Disclosure About Market Risk

Inflation and Changes in Prices The Company’s business is not generally governed by contracts that establish prices substantially in advance of the receipt of goods or services. As vendors increase or decrease their prices for merchandise supplied to the Company, the Company generally increases or decreases the price to its customers in an equal amount plus the normal handling charge on such amounts. The U.S. economy has experienced a significant increase in inflation as the prices of raw materials and freight negatively impacted the costs the Company pays to acquire products. For the most part, the Company was able to offset the effect of increased costs by passing along cost increases to the Company’s customers. Although inflation has slowed, the Company is unable to ensure that a future increase in inflation will be able to be passed on to its customers through increased prices. If these increases cannot be passed to our customers, our financial condition, results of operations, liquidity, and cash flows may be negatively affected.

Foreign Currency Although the Company has international operating entities, its exposure to foreign currency rate fluctuations is not significant to its financial condition and results of operations.

Customer Credit Risk The Company is exposed to the risk of financial non-performance by customers. The Company’s ability to collect on sales to its customers is dependent on the liquidity of its customer base. Volatility in credit markets may reduce the liquidity of the Company’s customer base. To manage customer credit risk, the Company monitors historical collection statistics, current retailer credit information, the current economic environment, the aging of receivables, the evaluation of compliance with lending covenants and the offsetting amounts due to Retailers for stock, notes, interest and anticipated but unpaid patronage distributions. From certain customers, the Company also obtains collateral as considered necessary to reduce risk of loss. The Company does not believe the loss of any single customer would have a material adverse effect on its results of operations.

Interest Rate Volatility The Company has exposure to fluctuations in interest rates on its floating rate debt. The Company believes that its exposure to interest rate fluctuations is not significant to its financial condition and results of operations.

Certain Other Risks

The Company relies extensively on information technology systems, some of which are managed or provided by third-party service providers, to analyze, process, store, manage and protect transactions and data. In managing the business, the Company also relies heavily on the integrity of, security of and consistent access to this data for information such as customer data, merchandise planning and inventory replenishment, supplier purchases, sales to Retailers, warehousing, distribution, inventory control, and various corporate-level financial and other functions including communication with the Retailers. The Company’s systems and the systems managed by third parties are subject to damage or interruption from a number of causes, including power outages; computer and telecommunications failures; computer viruses; security breaches or cyber-attacks. Although the Company and the third-party service providers seek to maintain the Company’s respective systems effectively and to successfully address the risk of compromise of the integrity, security and consistent operations of these systems, such efforts may not be successful. If the Company’s or our service providers’ systems are damaged, breached or cease to function properly, this could significantly disrupt the Company’s operations and be costly, time consuming and resource-intensive to remedy.

The Company and its third-party system providers receive, collect and store personally identifiable, confidential, proprietary and other information from our vendors, customers and employees so that they may, among other things, purchase products or services and enroll in promotional programs. Any breach of the Company’s or its third-party system providers’ security could result in significant costs to protect any customers, vendors, employees, and other parties whose personal data is compromised. Loss of customer, supplier, employee or other business information could disrupt operations, damage the Company’s reputation and expose the Company to claims

from customers, vendors, financial institutions, regulators, payment card associations, employees and others, any of which could have a material adverse effect on the Company, its financial condition and results of operations.

The Company imports inventory from manufacturers outside the United States, particularly in Asia. Importing involves risks including duties, tariffs, quotas on imported merchandise and potential disruptions resulting from geopolitical problems in countries from which merchandise is imported. Our ability to manage the importing of goods from overseas, their production, timing of deliveries and U.S. Customs-related compliance is an important component of our merchandising strategy. Geopolitical issues and military conflicts outside of the United States may increase the likelihood of supply chain interruptions and have a negative impact on our import activities.

The Company continues to monitor these risks but cannot reasonably predict the long-term impacts of these evolving developments.

Disclosure Regarding Forward-Looking Statements

This document includes certain forward-looking statements about the expectations of the Company. Although the Company believes these statements are based on reasonable assumptions, actual results may vary materially from stated expectations. Such forward-looking statements may be identified by the use of forward-looking words or phrases such as “anticipate,” “believe,” “expect,” “intend,” “may,” “planned,” “potential,” “should,” “will,” “would,” “project,” “estimate,” “ultimate,” or similar phrases. Actual results may differ materially from those indicated in the Company’s forward-looking statements and undue reliance should not be placed on such statements.

Factors that could cause materially different results include, but are not limited to, weather conditions, natural disasters, civil unrest; pandemics; acts of terrorism; fair value accounting adjustments; inventory valuation; health care costs; insurance costs or recoveries; legal costs; borrowing needs; interest rates; credit conditions; economic and market conditions; increases in fuel costs; accidents, leaks, equipment failures, ransomware attacks, cybersecurity incidents, technology disruptions and other operating risks; legislative actions; change in tax laws and tax rulings or audit results; asset sales; effective integration of acquired businesses; significant unplanned capital needs; changes in accounting principles, interpretations, methods, judgments or estimates; performance of major customers; reliance on third-party transporters, suppliers and contractors and interruption of product supply or increases in product costs; labor relations, increased labor costs and continued access to qualified labor.

Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this report. The Company undertakes no obligation to publicly release any revision to these forward-looking statements to reflect events or circumstances after the date of this report.

FIVE YEAR SUMMARY OF EARNINGS AND DISTRIBUTIONS

| | Years Ended | | | | |
|--|------------------------------------|------------------------------------|----------------------------------|----------------------------------|------------------------------------|
| | December 30, 2023 (52 Weeks) | December 31, 2022 (52 Weeks) | January 1, 2022 (52 Weeks) | January 2, 2021 (53 Weeks) | December 28, 2019 (52 Weeks) |
| Revenues | \$ 9,131.1 | \$ 9,169.8 | \$ 8,594.2 | \$ 7,762.7 | \$ 6,071.2 |
| Cost of revenues | 7,653.2 | 7,808.4 | 7,299.8 | 6,549.2 | 5,178.6 |
| Gross profit | 1,477.9 | 1,361.4 | 1,294.4 | 1,213.5 | 892.6 |
| Total operating and other expenses, net | 1,151.8 | 1,019.7 | 963.7 | 895.9 | 752.2 |
| Net income attributable to Ace Hardware Corporation | \$ 326.1 | \$ 341.7 | \$ 330.7 | \$ 317.6 | \$ 140.4 |

Distribution of net income:

| | | | | | |
|--|----------|----------|----------|----------|----------|
| Patronage distributions to third party Retailers | \$ 335.7 | \$ 323.6 | \$ 294.1 | \$ 275.4 | \$ 172.5 |
| Net (loss) income of non-patronage activities | (9.6) | 18.1 | 36.6 | 42.2 | (32.1) |
| Net income attributable to Ace Hardware Corporation | \$ 326.1 | \$ 341.7 | \$ 330.7 | \$ 317.6 | \$ 140.4 |

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL STATEMENTS

The consolidated financial statements presented in this Annual Report have been prepared with integrity and objectivity and are the responsibility of the management of Ace Hardware Corporation. These consolidated financial statements have been prepared in conformity with U.S. generally accepted accounting principles and properly reflect certain estimates and judgments based upon the best available information.

The Company maintains a system of internal accounting controls, which is supported by an internal audit program and is designed to provide reasonable assurance, at an appropriate cost, that the Company's assets are safeguarded and transactions are properly recorded. This system is continually reviewed and modified in response to changing business conditions and operations and as a result of recommendations by the internal and external auditors. In addition, the Company has distributed to employees its policies for conducting business affairs in a lawful and ethical manner.

The consolidated financial statements of the Company have been audited by Ernst & Young LLP, independent accountants. Their accompanying report is based upon audits conducted in accordance with auditing standards generally accepted in the United States of America.

The Audit and Finance Committee of the Board of Directors meets periodically with the independent auditors and with the Company's internal auditors, both privately and with management present, to review accounting, auditing, internal control and financial reporting matters. The Audit and Finance Committee recommends to the full Board of Directors the selection of the independent auditors and regularly reviews the internal accounting controls, the activities of the outside auditors and internal auditors and the financial condition of the Company. Both the Company's independent auditors and the internal auditors have free access to the Audit and Finance Committee.

February 13, 2024

/s/ John Venhuizen

John Venhuizen

President and Chief Executive Officer

/s/ William M. Guzik

William M. Guzik

Executive Vice President,

Chief Financial Officer and Chief Risk Officer

/s/ Steven G. Locanto

Steven G. Locanto

Vice President, Controller

MEMBERSHIP INFORMATION

Membership Application, Agreements and Stock Subscription

Membership Application and Agreements. All Retailers have membership agreements with us that entitle them to purchase merchandise and services from us at prices lower than the prices the Company charges other customers. Membership agreements entered prior to January 1, 2004, granted Retailers a license to use some of our trademarks. After January 1, 2004, new Retailers are granted a license to use some of our trademarks under a separate Ace brand agreement. Generally, Retailers whose membership agreements are dated August 1993 or later are subject to “general member standards,” “Ace brand standards,” “member operational requirements” and other important requirements.

Only prospects who submit membership applications to us for designated retail outlets that we choose to accept may become Ace Retailers and purchase our stock. If you apply to become an Ace Retailer, you must complete and submit for each store location a membership application that contains extensive information about yourself and your proposed location, as well as the actual membership agreement, a stock subscription agreement for the purchase of our stock and a number of other agreements and instruments that we require. These include the Ace brand agreement if you propose to operate your store using the Ace name.

You must also pay a \$5,000 membership application processing fee. If we accept your application, we execute your stock subscription agreement and your membership agreement and, if applicable, your Ace brand agreement.

Ace Officers Control Membership. All membership decisions are subject to Officer approval. We employ various field sales personnel who contact and solicit existing and prospective Retailers and promote our business and programs; however, these individuals are not allowed to accept new Retailers. We may pay commissions or other incentives to our personnel in connection with the acceptance of new Retailers or the opening of new stores.

Stock Subscription Amount and Terms of Payment. To become a Retailer, you are required to subscribe for \$5,000 of our stock per member store. For a first store location, the subscription is for one share of Class A voting stock at a price of \$1,000 per share (par value) plus 40 shares of Class C non-voting stock at a price of \$100 per share (par value). The subscription for shares for each additional store location owned or controlled by the same Retailer consists entirely of 50 shares of Class C nonvoting stock at a price of \$100 per share. Billing for such shares in full will occur 30 days after the store’s activation date, and the certificates for these shares will be issued at that time. You must promptly pay in full for your share purchases.

Use of Proceeds. We use the proceeds that we receive from sales of our stock mainly for general working capital purposes, including the purchase of merchandise for resale, and capital expenditures. We reserve the right to use such proceeds for any other proper corporate purpose, as well.

Termination of Membership upon Transfer of Shares. Unless we expressly consent to the continuation of your membership, it will automatically terminate if you attempt to transfer any of your shares of Ace stock (whether purchased or received as patronage distributions) to someone else. Your membership will also terminate if we repurchase your shares.

Retailer Assessments and Charges

In addition to the stock subscription amount and the membership application processing fee described above, we assess additional fees for both mandatory and optional services and programs. Our service and program offerings, and their respective fees, are listed below. All programs and fees are subject to change upon notice. Some of the services or programs listed below may not be available to our Individually Branded Retailers, or we may charge such Retailers different fees than those shown below. We also provide resources that enable you to operate your store, such as fixtures, signage, uniforms, marketing and advertising services, technology and communications products, office and retail store supplies, financial services, professional services, facility services, and construction/capital projects. You are not required to purchase or use any of the goods or services offered. You will contract directly with the vendor for the goods and services you purchase. In most instances, you will pay the vendor directly, but some vendors may bill through Ace.

| Type of Fee (1) | Amount | Due Date | Remarks |
|---------------------------|---|-----------------------|--|
| Late Payment | 0.77% of the past due bi-weekly billing statement balance. | 10 days after billing | Payable on all overdue amounts. See further explanation in Note (2) below. |
| Low Volume Service Charge | \$100 per bi-weekly billing period if annual volume purchased is less than \$200,000. | 10 days after billing | Payable if you fail to make the \$200,000 minimum annual purchases. See further explanation in Note (3) below. |

| Type of Fee (1) | Amount | Due Date | Remarks |
|---------------------------|--|---|---|
| Freight Charge | The freight rate is billed as a fixed percentage of your warehouse purchases. | 10 days after billing | Changes to freight percentages will be calculated and communicated as needed. |
| Fuel Surcharge | A 0.25% fuel charge applies to all deliveries. The surcharge is adjusted (i.e., increased or decreased) weekly, 0.25% for every five-cent change (increase or decrease) in US, National Average price for diesel fuel. | 10 days after billing | The fuel surcharge percentage is applied to the net freight charge. |
| Core Retail Services | \$307.50 per month for all parent stores and \$128.25 per month for each branch store. There will be a 2.5% increase in the Core Services Fee each year. | 10 days after billing | See further explanation in Note (4) below. |
| Restocking Fees | Varies. Warehouse restocking fees due to Retailer ordering error are based on your percentage of claims to purchases as described in note (5) below. | 10 days after billing | Retailer error is tracked as a percent of sales and calculated based on a rolling 12 months. |
| Regulatory | Varies by state and product (e.g., paint recycling fee). | 10 days after billing | Ace may be required by state law to collect and remit regulatory fees on your behalf based on certain product purchases from Ace. |
| Business Insurance | Will vary depending upon coverage purchased. Estimated annual cost of required coverage: \$2,500 - \$30,000. | 11-month installment plan with 2 months' premium paid in month 1 and balance equally billed monthly over the next 10 months | Business insurance is required and may be purchased from our affiliate Ace Insurance Agency, Inc., or from unaffiliated third parties. See further explanation in Note (6) below. |
| Annual Brand Assessment | Store's first calendar year: \$6,000 flat fee per store. Subsequent years: 2% of prior year purchases subject to minimum and maximum assessments described in Note (7) below. | 10 days after billing | See further explanation in Note (7) below. |
| Local Lift Max Assessment | Varies. See Note (8) below. | 10 days after billing | See further explanation in Note (8) below. |
| Local Lift Program | Varies. | 10 days after billing | Participation is optional. See further explanation in Note (9) below. |

| Type of Fee (1) | Amount | Due Date | Remarks |
|---|--|--|--|
| Computer Hardware and Software for Point of Sale ("POS") System Computer Hardware and Software Maintenance | \$35,000 - \$75,000. You will also incur charges for ongoing computer hardware and software maintenance services. Costs for these services will vary depending on the services selected by you but are estimated to be \$700 per month. If you use a point-of-sale system from Epicor Software Corporation, you will also pay \$7.50 per payment device, per month, for transactional security (i.e., point to point encryption). If you use a different point of sale vendor, the fee for point-to-point encryption will vary. | Varies, depending upon the vendor you contract with | See further explanation in Note (10) below. We require that all merchandise orders be submitted to us through an electronic ordering process. You may purchase or lease (using your choice of leasing companies) or finance a computer system. |
| Store Planning Services | Minimum \$7,000 flat fee for Full Services Package. Additional fees will vary depending on project scope. | Completion of project or 180 days from start of fixture plan (26 equal installments for existing Retailers upon request) | Store planning services are mandatory under certain new store incentive plans. |
| Ace Bankcard Program | \$35 annual fee per store. A monthly non-qualified fee will be assessed to your statement based on card type and volume. | 10 days after billing | This program is optional. |
| Customer Check Verification Service (Telecheck) | 1% of the face value of your customer's check. | 10 days after billing (if billed through Ace) | This service is optional. This service is available from Ace or from third parties (e.g., VISA, MasterCard, etc.). |
| Ace Rewards® Program | \$850 initial fee; \$75 per month, per store thereafter. Additional fees for direct mail per piece (\$0.34 - \$0.48) apply. Each participating store is required to participate in all mandatory promotions under the program. | 10 days after billing | Provided your technology is capable. |

| Type of Fee (1) | Amount | Due Date | Remarks |
|--|--|---|--|
| Ace Gift Card Program | \$41 - \$67.50 fee for display and \$30 for sign kit plus \$0.25 per blank (inactivated) card stock. For stores using Eagle/Epicor POS systems, there will be a \$175 set up fee. If you have another POS provider, there may or may not be additional fees. There is a 10% marketing fee per transaction for redemption on Gift Card Mall gift cards. | 10 days after billing | This program is optional. |
| Regional Advertising | Will vary depending on regional advertising programs. | 10 days after billing | This service is optional, and the program is market-specific. See further explanation in Note (11) below. |
| Ace Marketing Muscle | Will vary based on the services utilized. | 10 days after billing | This service is optional. An online portal for Retailers to customize local advertising and order printed supplies. |
| Group Preprint Program | Price varies by page count and group participation plus freight. | 10 days after billing | This program is optional. See further explanation in Note (11) below. |
| Monthly Sign Kit Program | \$200 per month per store for full kit; \$100 for mini-kit. | 10 days after billing | This program is a recommended component of our overall marketing and advertising plan. The sign kit includes all point of purchase signage supporting Ace's consumer marketing plan. |
| Helpful Experience Program (Mystery Shop, Customer Experience, Employee Engagement) | For each in-store, competitor BOPIS and Curbside mystery shop the fee is \$48. For each phone mystery shop the fee is \$17. Employee Engagement and Customer Experience Surveys are sold as a bundle for \$30/month. | 10 days after billing | This program is optional. The á la carte fee is assessed each month after the mystery shop service is completed. The bundled fee is assessed each month after customer surveys are returned. |
| Visual Merchandising Services | Price varies depending on project scope. All projects are set to bid to ensure lowest possible cost based on location and timeframes. | Project is billed upon completion. 10 days after billing | Services are provided by unaffiliated third parties. |

| Type of Fee (1) | Amount | Due Date | Remarks |
|--|--|--------------------------|--|
| Ace Rental Place | Will vary depending upon the rental equipment offered, fixtures needed, maintenance/repair shop needs and any optional exterior signs selected. Cost of implementation ranges between \$55,000 - \$130,000. | 10 days after billing | This program is optional. |
| SAVINGSsource® | Will vary depending on services utilized. | 10 days after billing | These services are optional. See further explanation in Note (12) below. |
| Mango Report | \$48 per month (single or main store) \$38 per month each additional store. | 10 days after billing | This service is optional. |
| Business to Business | Will vary depending upon implementation method, marketing material and signage purchased to promote business to business. | 10 days after billing | This program is optional. |
| Retail Loss Prevention | Will vary depending upon equipment or services utilized. Estimated cost range per service is \$500 - \$5,000. Costs do not include expenses for meeting rooms, travel, lodging, meals or tax where applicable. | As incurred or as agreed | These services and products are optional. See further explanation in Note (13) below. |
| Training Programs (Pre-Opening and Continuing) | The cost will vary depending upon the type of training, duration, and location of sessions. Price does not include expenses for meeting rooms, travel, lodging, meals, or tax where applicable. | Upon receipt of bill | Training programs are mandatory under certain new store incentive agreements. Other training programs are optional. |
| National Accounts Program | Varies by Account. | Varies by Account | Participation is optional. See further explanation in Note (14) below. |
| Ace Handyman Services Rebate Program | Varies. Member funds a 10% rebate on items equal or less than \$49.99 purchased by Ace Handyman Services franchise owners and their employees. | Monthly | See further explanation in Note (15) below. |
| Costs and Attorney's Fees | Will vary under circumstances. | As incurred | Payable upon your failure to comply with the Membership Agreement, Brand Agreement and/or other agreements you enter into with us. |

| Type of Fee (1) | Amount | Due Date | Remarks |
|--------------------|--------------------------------|-------------|---|
| Indemnification | Will vary under circumstances. | As incurred | You may have to reimburse us if we are held liable for claims arising from your store's operations. |
| Liquidated Damages | \$10,000 per month. | As incurred | Payable on the first day of each month during which, for a period of one or more days, you fail to remove all Ace identification, signs, decals, displays or other materials bearing the Ace trademarks from your store after the termination of your membership. Such payments will continue until the first day of the month following the month in which all such Ace identification has been permanently removed from your store. |

Notes:

- (1) Except as to fees designated as optional or voluntary, all fees are imposed by and, unless otherwise noted, payable to us. All fees are nonrefundable. Fees that we impose are subject to change upon notice to you.
- (2) Late payment fees apply on a national basis at the rate stated (i.e., 0.77 percent), except in Texas and Georgia, where the applicable bi-weekly percentage rates are 0.384 percent and 0.692 percent, respectively. Service charges are assessed on all past due balances according to the following guidelines: i) electronic payments must be initiated by 2 p.m. CST on Tuesday following the due date to avoid a past due service charge; and ii) manual checks must be posted in the bank lockbox by the bank cut-off time on Wednesday following the due date to avoid a past due service charge. Past due balances as of the end of day Wednesday will be assessed the past due service charge at the rate of 0.77 percent (with the same exceptions of 0.384 percent and 0.692 percent in Texas and Georgia, respectively). Certain charges are exempt from past due service charges where mandated by the state.
- (3) You must pay a low volume service charge if your purchases from us during a calendar year are less than our minimum purchase levels. The charge currently applies on a bi-weekly basis if your annual purchases from us are less than \$200,000. If your purchases are less than \$200,000 in any given year, a \$100 low volume service charge is billed to each of your bi-weekly billing statements during the following year. New stores must be active for a full calendar year before this charge is applicable. The minimum purchase threshold, as well as the amount and manner of calculating the low volume service charge, can be changed by our Board of Directors. Failure to meet our minimum purchase levels constitutes cause for termination of the membership agreement.
- (4) Core Retail Services simplifies the billing process by bundling several important programs or services into one monthly charge. These include:
 - ACENET: Our primary communications portal. ACENET provides back office and catalog applications such as product search, ordering, defective and returned goods processing, training, Ace statements, and numerous other applications.
 - Safety Data Sheets (SDS): Communicates the hazards of hazardous chemicals. Access is available 24/7 with unlimited single requests included.
 - Training Core Charge: This fee helps to fund the Ace Learning Place and the creation of educational content, certain no-additional-charge strategic training, and courses in Ace Management.
 - NRHA Membership: Because Ace is a member of the North American Retail Hardware Association ("NRHA"), Ace Retailers have access to NRHA online training and resources. From this site, Retailers can access member newsletters, project brochures, NRHA studies and a variety of associate training tools including the Basic and Advanced Courses in Hardware Retailing.
 - Retail Pricing: Retailers have access to an assortment of pricing-related services designed to improve gross margin dollars and enhance price image. These include pricing services such as Tailored Pricing and Tailored Hotsheets, and the ongoing pricing research needed for establishing and maintaining suggested Ace retail prices.
 - Store Systems: This core fee helps to fund the development and maintenance of technology and innovation to improve store operations, which includes, for example, the Ace Retailer Mobile App and Retail Analytics Dashboard.

- E-Commerce: This core fee helps to fund the development, maintenance, and support of Ace's e-commerce platform which includes, for example, www.acehardware.com, the Ace consumer mobile app, and Product Sync, an application to allow for the selling of non-Ace SKUs on acehardware.com.

(5) Restocking fees due to Retailer error are as follows:

| Percentage of claims to purchase | Restock Fee |
|----------------------------------|-----------------------------|
| Less than 0.75% | 0% |
| 0.75 to 1.49% | 10% (covers handling) |
| 1.5 to 2.0% | 20% (covers handling + 10%) |
| Greater than 2% | 30% (covers handling + 20%) |

- (6) We must be named as a loss payee party on your store's contents-insurance coverage. Your store must also have automotive and general liability insurance, each with no less than a \$1 million combined single limit, naming us as an additional insured. Your store's general liability insurance must also have a limit of no less than \$2 million in the aggregate. Your store must also carry statutory workers' compensation insurance and furnish evidence of insurance that is acceptable to us. Your store's insurance must be written with a carrier with an AM Best Key Rating of at least an A- and must provide us with at least 10 days' notice of cancellation. You must provide evidence of such insurance to Ace's Corporate Risk Management Department annually.
- (7) The amount of the initial brand assessment for a new store activated in 2024 is a flat fee of \$6,000. If the new store is activated by Ace in the first three (3) calendar year quarters, the flat fee brand assessment will be billed on the store's bi-weekly statement issued on or after the date that is sixty (60) days following the date of the new store's activation. The store's annual brand assessment for subsequent years will be calculated based upon 2 percent of purchases made during the prior year, subject to the minimum and maximum assessments set forth below, which will be billed annually in twenty-six (26) equal installments on the store's bi-weekly statement from February to January.

If a new store is activated in the fourth calendar quarter, the billing of the \$6,000 flat fee brand assessment will be deferred until the following year. In addition, a brand assessment charge of \$6,000 for the calendar year following activation will be aggregated with the flat fee brand assessment for a total assessment of \$12,000, which will be billed in twenty-six (26) equal installments on its bi-weekly statement starting in February of the year following activation. Thereafter, the annual brand assessment will be calculated based upon 2 percent of purchases made during the prior year, subject to the minimum and maximum assessments which will be billed annually in twenty-six (26) equal installments on the store's bi-weekly statement from February to January. The annual minimum assessment is \$6,270 and the maximum assessment is \$13,600. The annual brand assessment, including, without limitation, the minimum and maximum assessment, is subject to change by our Board of Directors.

- (8) There are eight different Local Lift Max tiers. A store's tier will be determined annually and is based on consumer internet search demand and the total dollar investment the store would be required to make to achieve a greater search presence in internet search results.

If a new Ace store or an existing non-Ace Hardware store is converted to an Ace Hardware store and is open and active on acehardware.com, in the first three (3) calendar year quarters, the store will pay a prorated annual assessment of the lowest tier until the end of the calendar year. For subsequent years, the store's Local Lift Max tier will be based on the store's consumer internet search demand and the total dollar investment the store would be required to make to achieve a greater search presence in internet search results. If a new store opens in the fourth calendar quarter, the store will pay zero dollars for the remainder of the calendar year and will be placed in a Local Lift Max tier the following year based on the store's consumer internet search demand and the total dollar investment the store would be required to make to achieve a greater search presence in internet search results.

If an existing Ace store, undergoes a change of ownership, the new owner will resume the monthly equal installments already established for the store.

| Local Lift Max Tiers Total Annual Assessment |
|---|
| \$5,000 |
| \$8,000 |
| \$12,000 |
| \$17,000 |
| \$22,000 |
| \$27,000 |
| \$32,000 |
| \$37,000 |

Any changes to your store's Local Lift Max tier will be communicated by October 1st for the following year. In 2024, the Local Lift Max Assessment will be billed in 20 installments beginning March 29, 2024, which will be billed on the store's bi-weekly statement. In 2025 and in subsequent years, the annual assessment will be billed annually in twenty-six (26) equal installments on the store's bi-weekly statement from January to December.

- (9) Local Lift is an optional program, above and beyond the Local Lift Max assessment, that allows you to add your own local marketing budget and enroll in Google® Local paid search campaigns. Pricing will vary by market and there is an initial three-month commitment and a minimum monthly budget of \$250. In addition to your advertising spend, there is a one-time set up fee of \$59. There are flat rate support fees based on the number of stores you have in the campaign and a management fee based on how many overall locations are participating in the Ace Local Lift program.
- (10) If you are opening a new store that is not a branch store or a conversion, and you do not also own an existing separate business that uses a point-of-sale computer system, we require that you purchase or lease or finance your point-of-sale computer system from Epicor Software Corporation.
- (11) Participation in a regional advertising group is voluntary and each store decides whether or not to participate. Retailers from time to time form regional advertising groups that work together and contribute monies to fund regional marketing programs including television, radio (terrestrial & streaming,) digital, social and regional events. We retain the right to form, change, dissolve or merge groups of regional or local members for the purpose of advertising from time to time. Our role in regional and local advertising is to help the Retailers develop optional annual advertising strategies and plans. Ace bills the participating Retailers on a quarterly basis and assists in the planning and execution of the advertising campaign.
- (12) SavingSource® is group discount/purchasing program. We negotiate discount programs with unaffiliated vendors to enable you to obtain discounts on purchase of goods and services, such as technology and communications products, office and retail store supplies, professional services, facility services, and construction and capital projects. You are not required to purchase or use any of the goods or services offered. You will contract directly with the vendor for the goods and services you purchase. Most vendors will bill you directly; however, in some instances a vendor may bill you through Ace.
- (13) Retail Loss Prevention is a part of the Property/Loss Prevention Department. Participation in the programs or services or purchase of products offered is optional, most of which are offered by unaffiliated third-party vendors. Prices will vary depending upon the equipment desired or level of service requested. In-store consulting, auditing, training, and investigations are available for fees beginning at \$500, with fees increasing for additional services, if any, that you request. All in-store investigations are provided by unaffiliated third-party vendors and are billed directly to you by the vendor. General consulting, auditing, training and services through the Professional Retailer Services program will be billed directly to your store's statement.
- (14) The National Account Program is a business to business ("B2B") program. This is a negotiated discount/pricing program for national account B2B customers that shop at a Retailer's store. The terms of the negotiated discount/pricing offered to a B2B national account will vary by account. Retailers are automatically enrolled in the program but may opt out of the program in its entirety.
- (15) The Ace Handyman Services Rebate Program participation is available to Retailers that have not opted out of the National Accounts Program. Participating Retailers fund a 10 percent rebate to Ace Handyman Services franchise owners on items priced at \$49.99 or less purchased at the participating store or corresponding acehardware.com webpage. Rebates will be processed monthly in arrears and Ace will debit your store statement the appropriate rebate amount on a monthly basis.

Patronage Distributions

We operate as a Retailer-owned cooperative. As a cooperative, we derive the majority of our revenues from transactions with our Retailers who are entitled to purchase merchandise and services from us. On an annual basis, we currently distribute substantially all of our net earnings (other than non-patronage income as described below) to our Retailers in the form of patronage distributions consisting of cash, capital stock and Patronage Refund Certificates. The amount of patronage distributions each Retailer receives annually is based upon our net earnings and the volume of the patronage-based merchandise, if any, he or she purchases from us in the previous year.

Membership Interests. Under our cooperative structure, to become a member of Ace, a Retailer must subscribe to purchase one share of Class A common stock. Only our Class A common stock has voting rights, and each of our Retailers may hold only one share of Class A common stock. New Retailers and Retailers opening new stores are also required to subscribe for shares of Class C common stock, and additional shares of Class C common stock historically have been issued annually as part of the Company's patronage distribution. As is typical for a cooperative, Ace's common stock represents only the Retailers' participation and membership interests in Ace and does not entitle holders to participate, as stockholders, in the earnings of Ace or realize Ace's value as an enterprise to the extent that it exceeds the aggregate stated par value of our outstanding common stock.

Favorable Corporate Tax Treatment. Generally, under Subchapter T of the Internal Revenue Code, we can deduct from our income for federal income tax purposes the entire amount of the patronage we distribute each year so long as we pay (or make available

in the case of an allocation against any indebtedness owed to us) at least 20 percent of the patronage in cash. A similar deduction also is generally available for state income taxes. The cash payments and stated dollar amounts of Class C common stock and Patronage Refund Certificates comprising the patronage distributions we make to each Retailer must be included in a Retailer's gross income for federal income tax purposes. However, Retailers operating in partnership, proprietorship or S Corporation form may be eligible for a deduction under IRC Section 199A of up to 20 percent of qualified business income, subject to certain limitation.

Form of Patronage Distributions. Historically, patronage has been distributed in three currencies – cash, shares of Class C stock and, if the Retailer has met the Company's stock requirements, interest-bearing five-year Patronage Refund Certificates. Patronage distributions are made annually according to a specific plan that is adopted by our Board of Directors. This plan can be changed from time to time by the Board as it deems appropriate.

Since 2011, the first 40 percent of the patronage distribution is made in cash for all Retailers. The cash portion of any patronage distribution payable to a past due or terminated Retailer is generally applied against the Retailer's indebtedness or other obligations to us, if any. The remainder is distributed in shares of Class C common stock until the Retailer meets the stock requirement. The stock requirement is equal to 20 percent of the most recent year purchases from the Company's RSCs (warehouses), including without limitation, bulletin, store-traffic-opportunity-program ("STOP") and private label liquid paint products plus 4 percent of the most recent year purchases shipped directly from the vendor to the Retailer without any physical "handling" by the Company (i.e., dropship and less-than-truckload-plus ("LTL Plus") purchases) (See "Patronage Distributions Determinations"). Once the stock requirement has been satisfied, the remainder of the distribution is made in the form of a Patronage Refund Certificate. For any Retailer that has an outstanding loan due to us that is eligible to be satisfied from patronage distributions, any current amounts due (including principal and interest) are paid from the non-cash portion of the patronage distribution before Class C common stock or Patronage Refund Certificates are issued.

Patronage Distribution Determinations. The total patronage income available for distribution to Retailers is determined after various expenses, including interest expense, and is based on net earnings on patronage business that we do with Retailers. Patronage distributions are allocated separately on each of our three basic categories of sales: handled sales (which include warehouse sales and bulletin sales), direct shipment sales and private label paint sales. The Company also maintains a fourth category of patronage-eligible sales (i.e., under the LTL Plus and STOP programs), for which the products' pricing incorporates the value of an 'upfront' dividend. Accordingly, this fourth category of sales generally operates at a break-even. However, were a net loss to occur with respect to this category (or any of the others), such loss would be offset against the profits of the primary handled sales pool in accordance with the Company's By-laws. Distribution percentage allocations are made with reference to our net earnings from each of the respective patronage pools.

The total patronage distributions distributed to Retailers are based on net earnings on patronage business that we do with Retailers, calculated in accordance with U.S. GAAP. Our computation of patronage distributions excludes all of our income and expenses from activities that are not directly related to patronage transactions. The excluded items primarily consist of (1) profits or losses generated from non-shareholder Retailers, and (2) profits or losses realized from our Ace Insurance Agency, Inc., New Age Insurance Ltd., Ace Incentives, Inc., Ace Hardware International Holdings, Ltd. and subsidiaries, Ace Retail Holdings LLC and subsidiaries, Ace Wholesale Holdings LLC and subsidiaries, and Ace Services Holdings LLC and subsidiaries.

Patronage distributions are usually paid to Retailers within four months after the close of Ace's fiscal year; however, the Internal Revenue Code permits distributions of patronage as late as eight and one-half months after the close of Ace's fiscal year, and Ace may elect to distribute the annual patronage distribution at such later time.

DESCRIPTION OF CAPITAL STOCK

Dividend Rights

Our Certificate of Incorporation and By-laws prohibit us from declaring dividends on any shares of any class of our stock. However, we may distribute shares of Class C Stock to you as a part of your annual patronage distribution based on your purchases.

Voting Rights

Our Class A Stock is voting stock. Class C Stock is non-voting, except that Retailers can vote upon any increase or decrease in the number of authorized shares of that class, any change in the par value of those shares, or anything that would change the power, preferences or special rights of that class so as to adversely affect its shares. Any class of stock that has the right to vote has one vote per share. Cumulative voting of shares for the election of directors or on other matters is not allowed.

Liquidation Rights

If Ace voluntarily or involuntarily liquidates, our net assets after paying or providing for our liabilities (including Patronage Refund Certificates) will be distributed among the shareholders of all classes of our issued and outstanding stock. In that case, holders of Class C Stock would first receive the total amounts that we would have had to pay to repurchase all outstanding shares of that class at

the price previously set by our Board of Directors. Were our net assets not sufficient to pay that amount, then each outstanding share of Class C Stock would share in the distribution of our net assets in the proportion which its purchase or redemption price would bear to the total available for payment. Next, our net assets would be distributed equally to each Class A stockholder up to the par value of \$1,000 per Class A share. Any remaining net assets would be distributed among the shareholders of all classes of stock proportionally in accordance with the amounts already allocated to them.

Preemptive Rights

Stockholders have no preemptive or similar rights to purchase shares of our stock or any securities that we might offer.

Redemption Provisions

Shares of Class A Stock are not redeemable. Shares of Class C Stock that have been issued as patronage distributions may be redeemed by the Company at any time. The redemption price for Class C Stock cannot be less than its \$100 par value per share. Were we to redeem stock as discussed above, we would mail notices to each stockholder at least 30 days before the redemption date. If fewer than all of the outstanding Class C shares were being redeemed, then the number of shares and the method of redemption, whether by lot or prorata or some other way, would be determined by our Board of Directors.

Limitations on Ownership of Stock

Our Retailers own all of our outstanding shares of capital stock. Membership in Ace is limited to approved Retailers in hardware and related products who have membership agreements with us. These are the only persons eligible to own or purchase shares of any class of our stock.

No Retailer is allowed to own more than one share of our Class A voting stock, no matter how many store locations that Retailer owns or controls. This ensures that each Class A stockholder in our cooperative has equal voting power. We treat a Retailer that is a corporation, partnership or similar entity as being controlled by someone else if at least 50 percent of the capital stock (or 50 percent of the profit shares) of that Retailer is owned or controlled by another person or entity.

Other Restrictions and Rights

There is no market for the sale or trading of our stock, and the redemption prices last established by our Board of Directors have not been adjusted since 1974 when Ace first became a cooperative.

(a) As security for your indebtedness to Ace, we retain a first lien upon all your shares of Ace stock and all amounts that you pay us under your Stock Subscription Agreement before your shares are issued. Your interest in your Ace stock and the amounts paid under your Stock Subscription Agreement are always offset by the amount of any indebtedness that you owe us. We will not transfer any of your shares or any funds in your stock subscription account unless you are free from all indebtedness to us. When we repurchase shares from a terminated member as described in section (h) below, the cash portion we would normally pay toward those shares is first applied toward any indebtedness that the terminated member owed to us. The portion of the purchase price of those shares that we would normally pay with an installment note would then be applied toward any indebtedness that remained.

(b) You are not allowed to transfer your shares of our stock or to sell, assign or pledge them, or to post them as collateral or give lien rights in them to anyone other than Ace without our prior consent. If we refuse to consent to a transfer or assignment of your stock to another hardware retailer, then we must purchase that stock back from you as described in section (h) below. You are not entitled to make a transfer or assignment to anyone who is ineligible to become a Retailer of Ace. In other words, approved transfers can only be made to other Retailers who either have Membership Agreements with us or whom we are willing to accept as Retailers. Were you to propose to transfer the ownership of your store location to another Ace Retailer, or to someone whom we are willing to accept as a Retailer, you would have the option of either (i) selling or transferring to that person the same number of shares that we would have been required to offer him or her as a Retailer for that store location, or (ii) selling those shares back to us. However, there are certain types of transfers of your business where you do not have the option of selling those shares back to us. These situations involve (x) any transfer which is not complete, unconditional and irrevocable; (y) any transfer to an entity in which you retain an ownership interest; or (z) any transfer to your spouse.

(c) If your membership terminates for your store location, we must repurchase your shares of Ace stock. Our repurchase obligation is subject to our first lien and our right to set off your indebtedness to us as described in section (a) above. If your stock has not yet been paid for and your shares have not yet been issued, we would instead refund the amounts that you paid under your Stock Subscription Agreement, again subject to our first lien and offset rights described in section (a) above. Your membership can be

terminated by a formal notice of termination, and it can also be terminated automatically under our By-laws in each of the following three situations without a formal notice:

- (i) If your store permanently closes or ceases business, unless your store is relocated with our consent to another location, or unless your store is being acquired by another Ace Retailer or by someone whom we are willing to accept as a Retailer for operation under the same membership at another location;
- (ii) If an individual holder of our shares or a member of a partnership that is a holder of our shares dies, except where the store location having the Ace membership continues, with our consent, to be operated by the deceased person's estate, heirs or partnership successors. Changes in the legal form of ownership of the Retailer store from an individual proprietorship or partnership to a corporation or from a partnership to an individual proprietorship are not considered significant in these cases;
- (iii) If a court or other official body rules that a Retailer is insolvent, or the Retailer assigns the business to be operated for the benefit of creditors, or a voluntary or involuntary bankruptcy or similar petition is filed under the U.S. Bankruptcy Code regarding the Retailer or the store or business unit for which our shares of stock are held.

(d) Under Delaware corporate law, we are not allowed to repurchase any of our shares if the value of our net assets is less than the aggregate par value of the outstanding shares of our capital stock or would be reduced below that amount by virtue of the repurchase.

(e) We do not need to consent to a transfer of shares of Ace stock that occurs when the shares are held jointly with others and the ownership of the shares automatically passes under law to the survivor(s), nor are we obligated to repurchase the shares in that case, unless the store location either (i) permanently closes, or (ii) stops being operated as a Retailer of Ace.

(f) If you hold your Ace membership in the form of a corporation (the "member corporation"), you must give us written notice of any proposal where the holders of 50 percent or more of the voting stock of the member corporation propose to sell or transfer all of their shares of capital stock (both voting and non-voting) of that member corporation. If there is a member corporation but another corporation (the "controlling company") holds 80 percent or more of the voting stock of the member corporation, then you must also give us written notice if the holders of 50 percent or more of the voting stock of the controlling company propose to sell or transfer all of their shares of capital stock (both voting and non-voting) in the controlling company. In these cases, when the sale or transfer occurs, the corporation whose shares were sold or transferred can either keep all the shares of Ace stock that it owns for the member corporation or sell all of those shares of Ace stock back to us. If it chooses to sell all of the shares of Ace stock back to us, it must give us notice within 15 days after the effective date of the sale or transfer and then the memberships for all of the store locations represented by that stock are considered terminated by the Retailer's voluntary action. Once terminated in this way, any store location that wishes to continue being a Retailer must submit a new application for our acceptance. However, there are certain types of transfers of their own company stock by the shareholders of member corporations that do not result in an obligation by Ace to buy back the shares. These situations involve (i) any transfer which is not complete, unconditional and irrevocable; (ii) any transfer to an entity in which the person making the transfer retains an ownership interest; or (iii) any transfer to the spouse of the person making the transfer.

(g) The price that we pay when we repurchase shares of Ace stock is as follows:

- (i) For Class A Stock, the \$1,000 par value of the shares;
- (ii) For Class C Stock, the per share price last set by our Board of Directors, currently \$100 per share. This price may not be less than the \$100 par value of each of these shares.

As described above, any indebtedness owed us is set off against such proceeds.

(h) When we repurchase our stock from a terminated Retailer, we pay the repurchase amount in the following manner:

- (i) we pay cash for the share of Class A stock and shares of Class C stock that the terminating Retailer subscribed for in connection with entering into a Membership Agreement and for which shares the terminating Retailer has already paid cash to us; and
- (ii) we issue a non-negotiable, 4-year installment note with an interest rate of 6 percent per annum for a principal amount equal to the amount of the purchase price to be paid by us for (a) shares of Class C stock which exceeds the amount the terminating Retailer paid for such shares in cash, and (b) any shares of Class C stock issued to the terminating Retailer as part of a patronage distribution.

(i) If the repurchase price of a terminating Retailer's capital stock as described above is not enough to satisfy all of such terminating Retailer's indebtedness to Ace, we will apply the face value of the terminating Retailer's Patronage Refund Certificates against such remaining indebtedness as permitted by our By-laws. The terminating Retailer will receive cash for any remaining amount of any Patronage Refund Certificates used for this purpose.

(j) We do not have any conversion rights, sinking fund provisions, or liability to further calls or assessments for any shares of our stock.

FEDERAL INCOME TAXES

The following summaries are based on the Internal Revenue Code of 1986, as amended (the “Code”), legislative history, administrative pronouncements, judicial decisions and final, proposed and temporary Treasury Regulations, changes to any of which may affect the tax consequences that are described below. Any such changes may apply retroactively. You should consult with your own tax advisor with regard to the application of the United States federal income tax laws to your particular situation, as well as any tax consequences to you arising under the laws of any state, local or foreign taxing jurisdiction.

Status of Class A and Class C Shares

If your membership were to terminate for all of your Retailer store locations, and we were to repurchase your shares of Ace stock, that repurchase would include your one share of Class A voting stock. Any such repurchase of such share of Class A Stock would be at its \$1,000 par value, the amount you paid for it. You would not realize taxable income from our repurchase of that share.

If we redeem or repurchase your shares of Class C Stock, you could realize taxable income under the Code if the price we paid were to exceed the \$100 par value. This could occur if our Board of Directors were to set a higher purchase price for Class C shares at some future date. In this event, unless you still owned our stock for other store locations that remained Retailers, the taxable income you realized at the time of our redemption or repurchase of your Class C shares might qualify for capital gains treatment.

If you were to continue to own shares of Ace stock for other store locations after we redeemed or repurchased your shares for one or more of your locations, the amount we paid you for the redeemed or repurchased shares might be treated as a distribution under the Code and taxed to you as ordinary or dividend income. In that case, the income tax basis of your remaining Ace shares would be increased by an amount equal to your basis in the redeemed or repurchased shares.

“Unstated interest” that is taxable income to you under Section 483 of the Code could occur if your membership is terminated and you receive a four-year installment note from us in partial payment for your stock. (See “Description of Capital Stock – Other Restrictions and Rights.”) This would most likely happen if the interest rate payable on the note you received (currently 6 percent) were less than the “applicable federal rate” in effect as of the date of such note.

Tax Treatment of Patronage Distributions

The shares of Class C non-voting stock and the Patronage Refund Certificates that we use to pay patronage distributions are “qualified written notices of allocation” within the meaning of Sections 1381 through 1388 of the Code. These Sections of the Code deal with the income tax treatment of cooperatives and their patrons. The dollar amount stated on a qualified written notice of allocation must be included in the gross income of the person to whom the notice is issued, even though this dollar amount may not actually be paid to the person in the same year that it is taxed.

We receive a deduction for federal income tax purposes for the patronage distributions we pay to patrons (that is, to our eligible and qualifying Retailers) in the form of qualified written notices of allocation if we pay (or apply against any indebtedness that a patron owes us) not less than 20 percent of each patron’s total patronage distribution in cash and the patron has consented to including the written notice of allocation at its stated dollar amount in his or her gross income for the taxable year in which he or she receives it. We must also make our patronage distributions to patrons within eight and one-half months after the end of the taxable year.

If you become a “Retailer” by owning one share of Class A voting stock, you are deemed under the Company’s By-laws to have consented to include in your gross income the amounts specified in the written notices of allocation that we distribute to you. Pursuant to the Stock Subscription Agreement, Retailers who have subscribed but not yet fully paid for shares of our stock are also deemed to have consented to include in their gross income the dollar amounts of the written notices of allocation distributed to them.

We may be required to backup withhold for federal income tax purposes with respect to your patronage distribution if (i) you have not provided us with a taxpayer identification number, (ii) we are notified by the IRS that your taxpayer identification number is incorrect, or (iii) we are notified by the IRS to subject your patronage distribution to backup withholding. In all instances where we are required to backup withhold, the amount subject to backup withholding is limited to the amount of the patronage distribution treated as paid in cash.

The portion of the patronage distribution that the Company pays you in cash may not be sufficient, depending upon your income tax bracket, to pay all of your income tax on your patronage distribution.

RISKS OF MEMBERSHIP

There are a number of risks that one should consider carefully before making a decision to open an Ace store. Some of the more important of those risks are described below. There may be other features, risks and benefits particularly relevant to you that are not summarized here. See additional risk factors discussed in the financial statements.

Risks Associated With Retail Businesses Generally

Success is highly dependent on your individual skills as an independent business person, including your ability to relate to, deal with and "sell to" retail consumers, and generally your ability to lead and manage your store(s). Your success is also dependent on the level of effort you and your store associates put forth.

Success is also dependent on numerous other variables including merchandise selection and pricing, customer service, consumer preferences, store location and appearance, competition, store operations, labor and other costs, lease terms and costs, interest rates, etc. Some but not all of these variables are within your control.

The retail environment is intensely competitive with many purveyors offering consumers a vast range of different products. In addition, internet-based shopping portals are taking an ever-growing share of consumer wallets, placing additional pressures on traditional brick-and-mortar retailers.

Risks Associated With the Retail Hardware Business

The retail hardware business is highly fragmented and intensely competitive. Our Retailers' competitors include many large companies that have substantially greater market presence, name recognition and financial, marketing and other resources than we do. They also include independent retail hardware stores, some of which are affiliated with other retailer-based hardware cooperatives but others of which are not. These stores often have a strong local following. (See "Ace's Business – Competition.")

Sales of hardware and home improvement goods historically depend to some extent on consumers' discretionary spending. An economic downturn in your local area, or in general, could reduce your customers' willingness or ability to purchase the products you sell. This could cause your business and financial results to suffer.

It is relatively easy for other competitors to enter your market. Increased competition could also occur if existing competitors expand their operations in your market, or adopt innovative pricing strategies, store formats or retail sales methods. Any of these developments could adversely affect your market share, sales and profitability.

Newly opened hardware stores can generally expect to experience negative cash flow and pre-tax losses during their early years as business develops and grows.

Risks Specifically Related to the Ace Retail Hardware Business

While many new stores open each year, and most have done so successfully, a significant number of Ace Retailers terminate their membership every year. A total of 76, 52, and 78 retail outlets terminated their membership in Ace in 2023, 2022 and 2021, respectively. These terminations include both stores that closed permanently and stores that left for a new supplier.

We believe that our trademarks and other proprietary rights are important to our success and our Retailers' competitive position. Our failure or inability to adequately protect these rights could adversely affect the value of our brands and, in turn, the value of your store's Ace branding.

The Ace brand can be adversely affected by negative publicity about product quality or by operating issues at Ace or at one or more Ace-branded stores. All Ace-branded stores (with the exception of the 235 stores owned and operated by ARH, as of December 30, 2023) are owned by our Retailers, not by Ace. Moreover, third parties could file lawsuits against Ace asserting claims for injuries or damages allegedly caused by products sold by us or by one of our Retailers, or other claims. Any one or more of these developments could have an adverse effect on the Ace brand and image and, in turn, on your business results.

Risks Particularly Associated With Your Prospective Store

Although we may have provided you with preliminary information (e.g., retail sales forecasts, site analyses, demographic data, target penetration surveys and similar information) regarding one or more potential sites for your store and the market in which it is or will be located, you assume all responsibility for evaluating and investigating the commercial viability of your store, including its location, the market in which it is located, and your site's lease or purchase terms.

The proforma financial statement and other financial projections (collectively "Projections") that may be prepared for your store are estimates only and are not guarantees of your store's future performance. It is your responsibility to determine whether these Projections are reasonable. Your store's actual financial results are likely to differ from those indicated in the Projections and may do so substantially.

The design and layout of your store can be expected to have a significant effect on its success or failure. While Ace can assist you with store design and layout, you assume responsibility for all aspects of your store's design and layout, including, without limitation, compliance with applicable laws, such as the Americans With Disabilities Act.

The assortment and prices of products you offer for sale in your store can be expected to have a significant effect on its success or failure. While Ace can assist you with recommended product assortment and pricing, you assume responsibility for all aspects of your store's product assortment and pricing.

We cannot predict the amount of funds that you will need in connection with the construction or conversion remodeling of your store or the ongoing operation of your business. You assume full responsibility for determining the amount and source of funds required to open and operate your store.

You will enjoy financial benefits if your store succeeds. However, if your store fails, you might lose your entire investment in the business. You may also owe others amounts in excess of the amount you invested, due to obligations you made to your landlord, your bank(s) and your suppliers, including Ace. We may repurchase merchandise from our Retailers, but only in very limited circumstances and never in bulk.

Risks Associated With Ace as Wholesaler and Primary Supplier

You depend on Ace to anticipate and respond in a timely manner to changing consumer demand and preferences regarding hardware, paint and related home-improvement products. These products must appeal to a broad range of consumers whose preferences cannot be predicted with certainty and are subject to change. Additionally, Ace typically makes commitments to purchase products from our suppliers several months in advance of the proposed delivery. If we misjudge the market and fail to purchase the right products in the right quantities, you may not be able to obtain from us the types or quantities of merchandise best suited to your store location. This could cause your sales to decline and your financial results to suffer.

If our suppliers do not provide us with sufficient quantities of products, we may not be able to offer you competitively priced merchandise in the quantities or assortment that you desire. Although Ace purchases merchandise from approximately 3,700 suppliers and no such supplier represents more than 4.7 percent of our total purchases, our dependence on our principal suppliers involves risk. Ace does not have long-term agreements with our suppliers and cannot guarantee that we will be able to maintain our relationships with them. If there is a disruption in our supply sources, we may not be able to obtain the merchandise that you desire for your customers.

We import a significant portion of our inventory from manufacturers outside the United States, particularly in Asia. Importing involves risks including potential disruptions resulting from economic, social and political problems in countries from which merchandise is imported, and duties, tariffs and quotas on imported merchandise. Ace's ability to manage the importing of goods from overseas, their production, timing of deliveries and U.S. Customs-related compliance is an important component of our merchandising strategy. If we fail to manage our import activities well, you may not be able to purchase from us the products that your customers want to buy from you.

Ace needs to maintain substantial buying power in order to provide you with quality products at a competitive price so you can do the same for your customers. This requires Ace to continue to have a large number of Retailers who purchase in large quantities from Ace. If a significant number of our Retailers were to leave our cooperative for any reason, or were to remain as Retailers but significantly reduce their purchases from us, Ace's ability to purchase in high volume would be negatively affected. This reduction in our buying volume could reduce our leverage with our suppliers, resulting in higher supplier prices to Ace and, in turn, higher prices for the merchandise you purchase from us.

As a wholesaler, Ace must maintain a highly developed and efficient warehouse and distribution network which, in turn, requires Ace's continued investment in facilities, technology, trucking and other equipment. Although we expect that our ongoing operations will enable us to make such investments, there is no guarantee that we will be able to do so.

Risks Associated With Being a Member of the Ace Hardware Cooperative

Although we distribute "patronage distributions" or "patronage rebates" to our Retailers based on the volume of business done with them, we are prohibited from declaring dividends on shares of Ace stock. Your ability to transfer these shares is limited and there is no trading market for them. If you have a store location that is a Retailer of our cooperative and it permanently closes or if your Ace membership is terminated, you can sell your shares only to a new Ace Retailer we approve as a Retailer for your particular store location. If you do not sell your shares in this way, we must repurchase them at par value. We do not expressly set aside any funds to purchase these shares and repurchases can be made only as permitted under Delaware corporate law. Therefore, except for the voting rights which Class A stock has, our stock has financial value to you only if your membership terminates or if Ace is liquidated.

If you become an Ace Retailer, you must report the total amount of your patronage distributions from us as gross income on your federal income tax return. Therefore, your taxable income will include not only the cash portion of your distribution, but also the stated dollar amount of any shares of Class C Stock and Patronage Refund Certificates or the fair market value of any other property included in your patronage distributions. A minimum of 20 percent of your total annual patronage distributions must be paid in cash, unless this cash portion has been applied against your indebtedness to us. Depending on your income tax bracket, this cash portion may

not be sufficient to pay all of your income tax liability on your patronage distributions. (See “Membership Information – Patronage Distributions” and “Federal Income Taxes – Tax Treatment of Patronage Distributions.”)

Our Board of Directors has the authority to establish reasonable reserves, thereby reducing or even eliminating the amount of our net earnings available for distribution as patronage distributions. Our Board of Directors also has the authority to change the patronage distribution plan and, if they were to do so, the cash portion of your patronage distribution could be adversely affected.

Risks Associated With Your Prospective Store and Ace as a Wholesaler

We rely extensively on information technology systems, some of which are managed or provided by third-party service providers, to analyze, process, store, manage and protect transactions and data. In managing our business, we also rely heavily on the integrity of, security of and consistent access to this data for information such as customer data, merchandise planning and inventory replenishment, supplier purchases, sales to Retailers, warehousing, distribution, inventory control, and various corporate-level financial and other functions including communication with our Retailers. Our systems and the third-party systems on which we rely are subject to damage or interruption from a number of causes, including power outages; computer and telecommunications failures; computer viruses; security breaches or cyber-attacks. Although we and our third-party service providers seek to maintain our respective systems effectively and to successfully address the risk of compromise of the integrity, security and consistent operations of these systems, such efforts may not be successful. If our or our service providers’ systems are damaged, breached or cease to function properly, this could significantly disrupt our operations and be costly, time consuming and resource-intensive to remedy. Any disruption in the operation of these management information systems, or our failure or inability to continue to upgrade, integrate and expend capital on them, could have a material adverse effect on Ace’s ability to sell merchandise and provide cost-effective services to you, and, in turn, on your ability to order and obtain merchandise, operate your POS system at retail and/or manage and track your inventory levels.

Ace, our third-party system providers and our individual retail stores receive, collect and store personally identifiable, confidential, proprietary and other information from our vendors, customers and employees so that they may, among other things, purchase products or services and enroll in promotional programs.

Cyber threats are rapidly evolving and those threats and the means for obtaining access to information in digital and other storage media are becoming increasingly sophisticated. Any breach of Ace’s, our third-party system providers’ or our individual retail stores’ security could result in significant costs to protect any customers, vendors, employees, and other parties whose personal data is compromised. Loss of customer, supplier, employee or other business information could disrupt operations, damage Ace’s reputation and expose Ace to claims from customers, vendors, financial institutions, regulators, payment card associations, employees and others, any of which could have a material adverse effect on Ace, its financial condition and results of operations.