



大地を守る会  
DAICHI WO MAMORU KAI

Oisix Inc.  
Daichi wo Mamoru Kai Co., Ltd.

27 February 2017

## Oisix and Daichi wo Mamoru Kai Notice Regarding Approval of Stock Swap Toward Merger

Oisix Inc. (hereafter Oisix – HQ Shinagawa, Tokyo/ President & CEO – Kohei Takashima) and Daichi wo Mamoru Kai Co., Ltd. (hereafter DWMK – HQ Chiba City, Chiba/ President & CEO – Kazuyoshi Fujita) have concluded a resolution for a stock swap (hereafter Stock Swap) toward management integration scheduled for autumn 2017 via merger (hereafter Merger), and have agreed to the Stock Swap Agreement.

At the Extraordinary General Meeting of Oisix shareholders held today, the “Stock Swap Agreement Approval” resolution was passed as per below. Noted that on 23 February 2017, at the Extraordinary General Meeting of DWMK shareholders, the Stock Swap Agreement pertaining to the Stock Swap was also approved and passed. As such, the Stock Swap is expected to become effective as of 31 March 2017.

With the Merger, the combined sales of the two companies amounts to JPY 33.7 billion (FY2015, Actual) positioning the combined entity into the top spot (Graph A) within the natural food category of the expanding food delivery business. Going forward, the two companies will combine their respective strengths, and through business means seek to resolve the social challenges in the realm of food. In essence, we aim for “the society where many people enjoy their dietary habits.”

### ■ Oisix: Outline of Extraordinary General Meeting of Shareholders

- (1) Date of Meeting: 27 February 2017 (Mon) 10:30AM
- (2) Location: Kyurian 1<sup>st</sup> Floor Small Hall, 5-18-1, Higashi-ohi, Shinagawa-ku, Tokyo, Japan
- (3) Outcome of Resolutions:
  - Resolution 1 - Approval of the Stock Swap Agreement
  - Resolution 2 - Appointment of Two Directors
  - Both resolutions approved without amendment.

### ■ Oisix: Appointment of New Directors

The following two individuals are scheduled to become new directors of Oisix as of 1 April 2017.

- Kazuyoshi Fujita: Daichi wo Mamoru Kai - President & CEO
- Kazuya Nobe: Lawson Inc. - Executive Officer, Executive Vice President of Marketing and Merchandising

Currently, DWMK conducts wholesale of product to Lawson stores. Going forward, with the above appointments, consideration will be given to expansion of Oisix sales channels via Lawson, for such Oisix products as time-saving “Kit Oisix” as well as Oisix PB products.

Additionally, by leveraging the expertise of Mr. Fujita of DWMK – a pioneer in organic food delivery, and by adding the 40-year history and traditions of DWMK to Oisix – an Internet venture company, the aim is to reinforce organizational structures and make more robust networks with food producers.

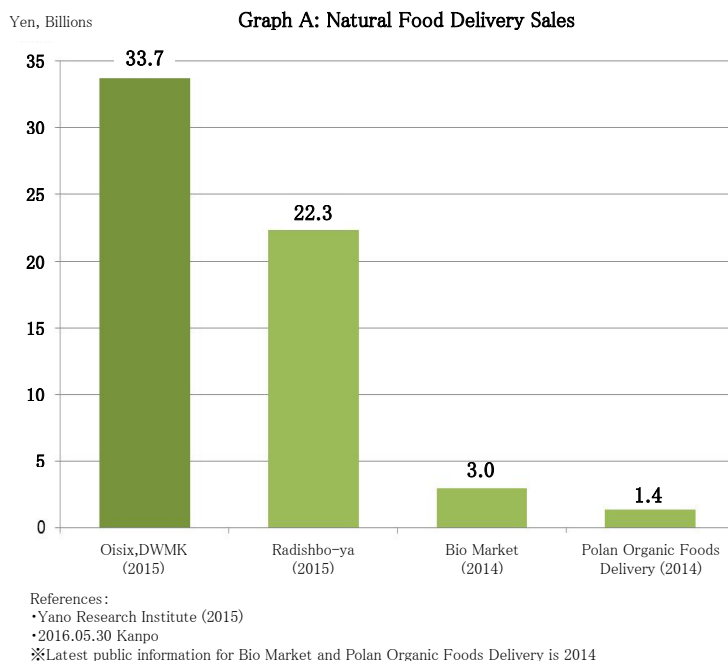
## ■ Background to Merger: Driving the market via Leadership in Natural Food Delivery

On the back of such factors as increasing consciousness toward food safety & security and rising labor force participation of women, consumer needs have become increasingly diversified with changes to lifestyle values. As such, the food delivery market has continued to expand.

It is under such circumstances that the Merger creates the leading company in the natural food delivery category.

The Merger allows for such synergistic benefits as reinforcement of management structures, sharing of top-rate producer networks and marketing expertise, and efficiencies arising out of sharing of supply chains. The combined companies aim for still higher rates of growth.

Lastly, it is the intention of the two merging entities to continue, post-Merger, with the “Oisix” service catering to primarily the 30–45 year-old population, and the “Daichi Delivery” service catering mainly to those over 40.



## ■ Seconding of Directors from Oisix to Daichi wo Mamoru Kai

The following two individuals are scheduled to be appointed as Directors of DWMK on 1 April 2017. With these appointments, reinforcement of e-commerce and marketing activities at DWMK is planned.

- Kohei Takashima: Oisix – President and CEO
- Ayumu Shingu: Oisix – Executive Officer

## ■ Reference: Event Schedule Relating to Merger

- |  |                         |
|--|-------------------------|
| (1) Extraordinary General Meeting of Shareholders regarding the Stock Swap (DWMK)  | 23 February 2017        |
| (2) Extraordinary General Meeting of Shareholders regarding the Stock Swap (Oisix) | 27 February 2017        |
| (3) Expected Effective Date of the Stock Swap (both Companies)                     | 31 March 2017 (planned) |
| (4) Expected completion of the Merger  | Autumn 2017 (planned)   |

### For Questions Please Contact Us

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