



30 January 2018

Company Name: Oisix.daichi Inc.
Representative: Kohey Takashima
Representative Director & CEO
Securities Code: 3182, TSE Mothers
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Notice Regarding Acquisition of Shares of Radishbo-ya Co., Ltd (Subsidiarization)

Oisix.daichi Inc. (hereafter the Company) hereby announces that the Board of Directors, at a meeting held on 30 January 2018, has resolved to acquire shares of Radishbo-ya Co., Ltd. (hereafter Radishbo-ya) and exact its subsidiarization.

NOTICE

1. Purpose of Share Acquisition

The EC industry in recent years has seen still further penetration of smartphones and a continued diversification of sales channels utilizing such tools as SNS. At the same time, we are seeing ever shifting consumer needs that accompany changes to lifestyles and values as demonstrated by the expansion in two-income households and the rising awareness of health issues. As regards to the main business of the Company – food with high consideration for health, awareness among consumers for security and safety remains high.

Under such circumstances, the Company, in December 2016, came to agreement with Daichi wo Mamoru Kai Co., Ltd toward management integration via merger. Subsidiarization via stock swap was implemented in March 2017 and on 1 October 2017, in an effort to maximize synergistic effects, a full merger of the two entities was implemented. Today, the combined company seeks to firmly establish the uniqueness and competitive advantages both the Oisix and Daichi wo Mamoru Kai brands.

Meanwhile, Radishbo-ya has a roughly 30-year history and robust network of contract producers in the area of membership-type food delivery services. Radishbo-ya provides to its members uncompromised security and safety in fresh produce, livestock, fishery, and additive-free processed food products.

In the name of securing food safety, both the Company and Radishbo-ya have rigorous standards as regards to food production and the handling of food products. But importantly, both companies find further common ground in their focus on providing consumers with only the highest of quality food products.

It was against this backdrop that the Company, beginning in autumn 2017, began discussions with the parent of Radishbo-ya, NTT DOCOMO, Inc. (hereafter DOCOMO), pertaining to the possibility of collaborative business opportunities especially where they relate to DOCOMO's Smart Life business. It was through such discussions that the two companies came to the conclusion that expansion of the food business realm, the creation of new markets, and acceleration of future business efforts would be well served by consolidating the food delivery resources of the Company and Radishbo-ya and by efficiently reorganizing the two companies' assets in customer, producer and logistics networks. Hence, it was ultimately agreed that the Company would acquire the Radishbo-ya shares owned by DOCOMO thereby marking the creation of a new group company.

As regards to discussions regarding collaborative businesses with DOCOMO, please refer to "Resolution of Basic Agreement Regarding Business Alliance with NTT DOCOMO and Subscription of New Shares via Third-party Allocation."

2. Summary of Company whose Shares will be Acquired

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(1)	Company Name	Radishbo-ya Co., Ltd.		
(2)	Location (Head Office)	3-20-2 Nishi-Shinjuku, Shinjuku-ku, Tokyo		
(3)	Name and Title of the Representaive	Toshinari Kunieda - Representative Director and CEO		
(4)	Business Description	Membership based delivery service of organic, low-chemical, non-additive foods.		
(5)	Capital	JPY 869 Million (as of 28 February 2017)		
(6)	Year of Establishment	11 May 1992		
(7)	Major Shareholders & Ownership (%)	NTT DOCOMO, Inc. (100%)		
(8)	Relationship between Listed Entity and Current Company	Capital Relations	No relevant capital relations.	
		HR Relations	No relevant human resource relations.	
		Business Relations	No relevant business relations.	
(9)	3-Year Consolidated Business Performance / Financial Standing of Current Company (Unit: JPY Millions)			
	Fiscal Year	FY 02/2015	FY 02/2016	(Ref.) FY 02/2018 (3Q Cumulative)
	Net Assets	1,568	286	295 Δ271
	Total Assets	8,835	6,621	5,435 4,006
	Net Assets/ Share (JPY)	156,813	28,600	29,592 Δ27,120
	Sales	20,849	22,327	19,786 14,100
	Operating Profit	205	657	15 Δ533
	Recurring Profit	225	693	44 Δ524
	Net Profit	172	Δ1,307	9 Δ567
	Net Profit/ Share (JPY)	17,236	Δ130,774	991 Δ56,713
	Dividend / Share (JPY)	—	—	— —

3. Summary of Company from which Stock will be Acquired

(1)	Company Name	NTT DOCOMO, Inc.
(2)	Location (Head Office)	2-11-1 Nagata-cho, Chiyoda-ku, Tokyo
(3)	Name & Title of the Representative	Kazuhiro Yoshizawa - Representative Director and CEO
(4)	Business Description	Telecommunications, Smart Life Business, Other

(5)	Capital	JPY 949,679 Million (as of 31 March 2017)	
(6)	Date of Establishment	14 August 1991	
(7)	Consolidated Net Assets	JPY 5,561,146 Million (FY 03/2017)	
(8)	Total Assets	JPY 7,453,074 Million (FY03/2017)	
(9)	Major Shareholders and Percent Ownership (as of 31 March 2017).	Nippon Telegraph & Telephone Corporation	63.32%
		The Master Trust Bank of Japan, Ltd. (Trust Account)	1.85%
		Japan Trustee Services Bank, Ltd. (Trust Account)	1.68%
		Barkclays Securities Japan Ltd.	1.03%
		State Street Bank and Trust Company	0.85%
		(Standing Proxy: Hong Kong Shanghai Bank – Tokyo Branch (Custodial Dept)	
		Japan Trustee Services Bank, Ltd. (Trust Account 5)	0.69%
		State Street Bank West Client – Treaty 505234	0.58%
		(Standing Proxy: Mizuho Bank, Ltd. – Settlement Sales Dept.)	
		The Bank of New York Mellon as Depositary Bank for DR Holders	0.54%
		(Standing Proxy: The Bank of Tokyo-Mitsubishi UFJ, Ltd.)	
		Japan Trusty Services Bank, Ltd. (Trust Account 9)	0.54%
		Japan Trusty Services Bank, Ltd. (Trust Account 1)	0.52%
(10)	Relationship between Listed Entity and Current Company	Capital Relations	No relevant capital relations.
		HR Relations	No relevant human resource relations.
		Business Relations	No relevant business relations.
		Relations with Related Third-Parties	No relevant relations.

4. Number of Shares to be Acquired, Acquisition Value, and Holdings Before and After Transaction

(1)	Holdings Prior to Transaction	0 Shares (Voting Rights: 0 Shares)
(2)	Shares to be Acquired	10,000 Shares (Voting Rights: 10,000 Shares)
(3)	Acquisition Value	JPY 1,000 Million
(4)	Holdings Post Transaction	10,000 Shares (Voting Rights: 10,000 Shares, % of Voting Rights: 100%)

※ As regards to Acquisition Value, the services of an independent third-party assessor was used to secure such data as stock valuation in the name of fairness and validity/ suitability. Also, the Company has come to agreement with DOCOMO that as part of the agreement to acquire shares, DOCOMO will renounce all claims to monetary loans extended to Radishbo-ya.

5. Schedule of Events

(1)	Board of Director Resolution	30 January 2018
(2)	Conclusion of Contract	30 January 2018
(3)	Transfer of Shares	28 February 2018 (Tentative)

※ The current transfer of shares is conditional on securing necessary approval from related regulatory authorities.

6. Note Regarding New Management Structure

An extraordinary meeting of general shareholders is scheduled for Radishbo-ya on 28 February 2018. At that meeting, the current representative director and CEO, Mr. Toshinari Kunieda, will relinquish his

director responsibilities. In his place, a new representative director and CEO, Mr. Kohey Takashima (representative director and CEO of the Company), will be assigned on 28 February 2018.

7. Earnings Outlook

It is not anticipated that business contributions from Radishbo-ya will be reflected in the Company's consolidated business results for the fiscal year-ending March 2018. At the same time, it is anticipated that certain costs relating to research and/or processing of the acquisition of shares will emerge. The Company is currently assessing any potential impact to current year consolidated earnings and will make expeditious disclosure should there be a need for revisions.

(Reference)

Current Year Consolidated Financial Forecast (as of 11 May 2017)

(Unit : JPY Millions)

	Sales	Operating Profit	EBITDA	Net Profit Attributable to Owners of Parent
Current Yr Forecast (FY03/2018)	38,000	670	1,390	390

End