



29 June 2022

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Notice Regarding Share Acquisition of SHiDAX CORPORATION

Oisix ra Daichi Inc. (hereafter the Company) hereby announces that it has resolved to acquire the first series of Class B preferred shares or common stock issued by SHiDAX CORPORATION (hereafter SHiDAX).

1. Purpose of Share Acquisition

Until now, the Company and the SHiDAX Group have been considering business alliances in various businesses (in particular, the food service business, including the group catering business for medical facilities, senior citizen facilities, nursery schools, business establishments, etc.).

We aim to further promote this alliance by acquiring shares this time.

2. Summary of Shares will be acquired

(1) Type of share	One of the following • The SHiDAX CORPORATION first series of Class B preferred shares • SHiDAX CORPORATION Common shares
(2) Total number of shares to be acquired	One of the following • Class B preferred shares: 4,000 shares • Common stock: 14,762,298 shares (diluted shareholding 26.5% as is Jun 29 th)
(3) Acquisition Value	8,000,000,000 yen
(4) Date of Acquisition	Scheduled for late August to early September of 2022
(5) Shares acquisition destination (Hereafter Class B primary preferred shareholders)	Unison Capital Partners IV, LPS And Unison Capital Partners IV(F), L.P.

As additional information, a shareholder of SHiDAX, which has entered into a shareholders agreement with Class B primary preferred shareholders, has exercised his right to demand a sale to Class B primary preferred shareholders, which names us as the transferee.

The Class B Preferred Shares have a "Right to Request Acquisition with Common Shares Consideration". If the Put Option with Common Stock Consideration is exercised by Class B primary preferred shareholders prior to the Company's acquisition, the Company will acquire common shares. If converted into Common Shares, the Company's shareholding will be equivalent to 26.5% (after dilution).

3. Future Procedures

The Company will acquire the Class B Preferred Shares (or common shares if converted) in the future through the procedures required by law, in consultation with Class B primary preferred shareholders and SHiDAX.

The Company will promptly announce any matters that we decide to disclose or that become necessary to disclose in the future.

Appendix) Summary of the first series of Class B preferred shares

(1)	Date of issuance	July 16, 2019
(2)	Total number of shares issued	4,000 shares
(3)	Right to Request Acquisition with Common Shares Consideration	<ul style="list-style-type: none">• Exercisable after June 30, 2022 (immediately exercisable in the event of breach of contractual obligations, etc.)• Initial conversion price: 273 yen (number of Common Shares after conversion: 14,762,298 shares)• The lower revised item (from June 2021 onwards) lower limit of the conversion price: 190 yen
(4)	Preferential dividend	Preferred dividend rate 3.0% per annum

For details of "The SHiDAX CORPORATION first series of Class B preferred shares," please refer to the release "Notice of Capital and Business Alliance and Issuance of Preferred Shares by Third Party Allotment, Partial Amendments to Articles of Incorporation and Reduction of Amount of Capital and Capital Reserve" disclosed by SHiDAX on May 17, 2019.

Release link (Japanese only)

<https://www.shidax.co.jp/cms/wp-content/uploads/2019/09/1217.pdf>

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