

December 26, 2023



News Release

Company name: GLORY LTD.
 Representative: Motozumi Miwa, President
 Headquarters: 3-1, Shimoteno 1-chome, Himeji,
 Hyogo, JAPAN
 Securities Code: 6457
 Stock Exchange: Tokyo (Prime)
 Accounting Term: March

Acquisition of Shares of Flooid Topco Limited

GLORY LTD. (the “Company”) hereby announces that, at its Board of Directors meeting held on December 26, 2023, a resolution was passed to enter into a share purchase agreement through its overseas subsidiary, Glory Global Solutions (International) Ltd. headquartered in Basingstoke UK, to acquire 100% of the outstanding shares of Flooid Topco Limited headquartered in Coventry England (“Flooid”), a provider of cloud-based unified commerce platform (“UCP”) to the retail industry* (the “Acquisition”).

* Unified commerce platform is a system that integrates multiple sales channels into a single platform, streamlining the purchasing process in both physical stores and online, thereby offering consumers a seamless shopping experience.

1. Purpose of the Acquisition

The Company has been promoting its 2023 Medium-Term Plan in an effort to realize its Long-Term Vision 2028 : ‘*We enable a confident world*’. Under the Plan, we are actively investing management resources in strengthening our overseas business, which we consider an important growth strategy, and in expanding our business beyond the provision of cash technology solutions, to diversify the business of the Company group (the “Group”).

Flooid focusses on helping retailers deliver seamless experiences across all customer touchpoints with a powerful cloud-native, hardware-agnostic, UCP for global markets, especially North America and UK. Driving traditional point of sale, self-checkout, mobile POS, self-order and pay kiosks and convertible lane from a single platform, Flooid software handles pricing, payment, receipts, taxation, promotions, coupons, orders, deliveries, and more, regardless of store format or segment.

The acquisition of Flooid will be a significant strategic step for the Group. We believe that by adding Flooid to the Group, we can enhance our existing retail solutions portfolio, and also expand our revenue streams driven by a SaaS model. Furthermore, Flooid’s core values, which include providing customers with enhanced operational efficiency, cost reduction, a seamless customer experience, and a positive environmental impact, align closely with the Group’s existing solutions. As we aim to strengthen our presence in existing overseas retail and F&B sectors, we believe that enhancing our software business by providing UCP will lead to further expansion of our business.

Additionally, the Company expects synergies from the Acquisition, including the expansion of sales of each company’s products through combined sales channels of both companies. Particularly, the Acquisition will also enable Flooid to leverage the global presence and sales channels in the Group’s cash technology solution business, thereby accelerating growth in sectors such as retail and restaurants.

The Acquisition is subject to the approval of Flooid’s shareholders and the conclusion of the share purchase agreement (“SPA”).

2. Outline of Glory Global Solutions (International) Ltd.

(1) Company name	Glory Global Solutions (International) Ltd.
(2) Address of Headquarters	Infinity View, 1 Hazelwood, Lime Tree Way, Chineham, Basingstoke, Hampshire, U.K.
(3) Representative	CEO Akihiro Harada
(4) Principal business	Management of sales and maintenance businesses of the Company's products in overseas
(5) Paid-in capital	USD 239 million

3. Outline of Flooid

(1) Company name	Flooid Topco Limited		
(2) Address of Headquarters	Pcms House Torwood Close, Westwood Business Park, Coventry, England		
(3) Representative	CEO Diane Palmquist		
(4) Principal business	Developing a cloud Software based on the Unified Commerce Platform (UCP) and selling it as SaaS to major retailers		
(5) Paid-in capital	GBP 2,222		
(6) Established date	October 17, 2017		
(7) Total number of shares issued	Ordinary Shares 9,922,218		
(8) Major shareholders and percentage of total share held	Inflexion Buyout Fund IV General Partner Guernsey Limited 63.0% Flooid EBT Limited 7.5% Individuals including management team (28 persons in total) 29.5%		
(9) Relationship with the Company	Capital relationship: None Personal relationship: None Transaction relationship: None		
(10) Consolidated financial condition and results of operations of Flooid for the last three years (For each cell, upper figures in millions of GBP and lower figures in millions of JPY)			
	December 31, 2020	December 31, 2021	December 31, 2022
Net assets	-82 -15,170	-112 -20,720	-140 -25,900
Total assets	79 14,615	69 12,765	61 11,285
Net assets per share	-68 GBP -12,580 JPY	-93 GBP -17,205 JPY	-117 GBP -21,645 JPY
Revenue	43 7,955	39 7,215	45 8,325
Operating profit	-35 -6,475	-10 -1,850	-5 -925
Profit before tax	-49 -9,065	-29 -5,365	-30 -5,550
Net income	-49 -9,065	-30 -5,550	-28 -5,180
Net income per share	-41 GBP -7,625 JPY	-25 GBP -4,625 JPY	-23 GBP -4,255 JPY
Dividend per share	-	-	-

* For the purpose of this document, exchange rate of JPY 185 = 1 GBP is used.

4. Outline of the entity from which the shares are to be acquired

4-1

(1) Name of the entity	Inflexion Buyout Fund IV (No.1) Limited Partnership and Inflexion Buyout Fund IV (No.2) Limited Partnership
(2) Head office	Floor 2, Trafalgar Court Les Banques St Peter Port Guernsey
(3) Jurisdiction of establishment	GUERNSEY
(4) Purpose of establishment	Private equity Funds
(5) Established date	April 8, 2014
(6) Total commitment of the funds	GBP 650 million
(7) Investors	Not disclosed at the request of relevant parties
(8) Relationship with the Company	Capital relationship: None Personal relationship: None Transaction relationship: None

4-2

(1) Name of the entity	Inflexion Supplemental Fund IV (No.1) Limited Partnership and Inflexion Supplemental Fund IV (No.2) Limited Partnership
(2) Head office	Floor 2, Trafalgar Court Les Banques St Peter Port Guernsey
(3) Jurisdiction of establishment	GUERNSEY
(4) Purpose of establishment	Private equity Funds
(5) Established date	June 15, 2015
(6) Total commitment of the funds	GBP 250 million
(7) Investors	Not disclosed at the request of relevant parties
(8) Relationship with the Company	Capital relationship: None Personal relationship: None Transaction relationship: None

5. Number of shares to be acquired, acquisition price and number of shares before and after acquisition

(1) Number of shares before the acquisition	Ordinary Shares 0 (Shareholding ratio 0%)
(2) Number of shares to be acquired	Ordinary Shares 9,922,218 (100% of the outstanding shares)
(3) Total acquisition price	Total acquisition priceGBP 145 million (26,800 million JPY) Advisory fees, etc.GBP 3.1 million (600 million JPY) Total (estimated amount)GBP 148 million (27,400 million JPY) The acquisition price includes the consideration for the acquisition of the shares plus the amount of net interest-bearing debt. The acquisition price is subject to price adjustments as stipulated in the share purchase agreement, and the amount may vary.
(4) Number of shares after the acquisition	Ordinary Shares 9,922,218 (100% of the outstanding shares)

6. Schedule

(1) Approval by board of directors of the Company	December 26, 2023
(2) Signing of SPA	December 26, 2023
(3) Date of Transfer of shares	Not yet determined (subject to satisfaction of conditions precedent of SPA)

7. Financial Impact

The financial impact of the acquisition to the Group's consolidated accounts is now being investigated. We will promptly announce if an event occurs that requires disclosure.

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About GLORY LTD.

GLORY LTD., headquartered in Himeji, Japan, is a pioneer in the development and manufacture of cash handling machines and systems. GLORY provides a variety of products built on its leading-edge recognition/identification and mechatronics technology, such as cash handling machines, cash management systems, vending machines, and automatic service equipment. Committed to meeting society's wide-ranging needs, GLORY serves the financial, retail, vending machine, amusement and gaming industries in more than 100 countries. For more information, please visit GLORY Group website at <https://corporate.glory-global.com/>.

Contact:

Shigenobu Nishida
General Manager
Corporate Communications Department
Management Strategy Headquarters
Tel: +81-79-297-3131