Toshiba TEC annonce le projet d'acquisition de la division d'IBM « Retail Store Solution »

Cet accord permet la création d'une entité mondiale de solutions magasins et de terminaux de point de vente de premier ordre

Selon les termes de cet accord, Toshiba TEC devient un « IBM Premier Business Partner » dans le cadre de Smarter Commerce

Le montant de la transaction est estimé à 850 millions de dollars. Cette transaction devrait être effective dans le courant du deuxième trimestre ou au début du troisième trimestre

Toshiba TEC to Acquire IBM's Retail Store Point-of-Sale Solutions Business;

Agreement Allows Both to Tap Growing Smarter Commerce Opportunity

·   Creates world's leading retail Point-of-Sale systems and solutions business

·   Multi-year Business Partner agreement between IBM and Toshiba TEC would integrate retail store solutions for Smarter Commerce

·   Transaction of approximately US$850 million; Deal expected to close late in second quarter or early in third quarter of 2012

ARMONK, NY & TOKYO – 17 Apr 2012: IBM (NYSE: IBM), the leader in Smarter Commerce, and Toshiba TEC Corporation (TSE:6588), Japan's leading maker of point-of-sale systems and related technology for retailers, today announced a definitive agreement under which Toshiba TEC will acquire IBM's Retail Store Solutions (RSS) business, which offers retail point-of-sale solutions worldwide. Upon completion of the transaction, Toshiba TEC would become the world's foremost retail point- of-sale systems company, offering hardware, software and integrated in-store solutions, and will team with IBM to bring the Smarter Commerce experience to retailers and their customers worldwide.

The purchase price is approximately US$850M (JPY: 68B).

As part of the transaction, Toshiba TEC will enter into a multi-year agreement with IBM in which Toshiba TEC will become an IBM Premier Business Partner for Smarter Commerce. This agreement will help ensure that IBM's portfolio of enterprise-level Smarter Commerce solutions and services, which extend from the corporate data center to the local retail store, and Toshiba TEC's customer-facing retail store point-of-sale (POS) solutions are available to customers worldwide to meet the growing demand for multi-channel commerce.

It is expected that upon completion of the deal, Toshiba TEC, a subsidiary of Toshiba Corporation, will acquire RSS's overall business operation functions globally, including development, sales and related in-store

maintenance. Toshiba TEC's retail store point-of-sale solutions operation will benefit from a worldwide distribution and sales network, enhanced product and solution selection for customers and decades of innovation by both companies.

The transaction is expected to close late in the second quarter or early in the third quarter of 2012 subject to the satisfaction of regulatory requirements and customary closing conditions. Subsequent closings will occur subject to similar conditions, local agreements and the information and consultation process in applicable countries.

Retailers, including those with global store operations, will benefit from accelerated development of new products and solutions for regional and geographic needs. Toshiba TEC customers also will benefit from a "one-stop retail store solution" providing comprehensive support --planning, maintenance and services -- to help them accelerate new store deployments worldwide.

In 2011, IBM announced a major Smarter Commerce initiative that helps businesses automate and infuse intelligence into their procurement, marketing, sales and customer service functions to better serve today's empowered online consumer in the era of mobile and social networks. In a time when brands can be built or broken across the Web within minutes --- and customers expect the same quality experience from all channels --- businesses need to adapt with technology that quickly responds or even anticipates customer needs across any sales channel at any time.

"*Together, IBM and Toshiba TEC represent the broadest multi-channel offerings worldwide*," said **Craig Hayman, general manager, Industry Solutions, IBM Software Group**. *"The pace of retail expansion requires a strategy to serve this dynamic marketplace. This acquisition by Toshiba TEC creates not only the world's leading point-of-sale company, but also a key business partner for IBM in its strategically important Smarter Commerce initiative. Retailers can invest with confidence in the proven abilities of these two leaders to deliver multi-channel commerce to more demanding consumers who want the same experience shopping online, in-store, mobile, social or by any other means."*

"*The opportunities in retail store solutions are expected to grow by increasing demand in POS systems. In addition, demand for multi-channel integration and enhancement of store back office management accelerates further expansion of sales,*" said **Mamoru Suzuki, president and CEO, Toshiba TEC** . "*Toshiba TEC will become the world's foremost point-of-sale provider capable of providing products and services at the same level of high quality. It also will allow Toshiba TEC to expand its global point-of-sales business through a combination of the competitive product lineup and worldwide network proven by Toshiba TEC's and Retail Store Solutions' history of the business.*"

The acquisition will enable Toshiba TEC to seek expanded opportunities to deliver new value to customers, including mass merchandisers, specialty and convenience stores and fast food restaurants. Toshiba TEC also expects to generate new retail business opportunities based on synergies with its printing solutions business combined with the RSS sales network.

"*Toshiba warmly welcomes this agreement,*" said **Norio Sasaki, president and CEO, Toshiba** . "*Toshiba TEC enjoys a strong presence in retail store solutions in Asia-Pacific, including Japan, and we are confident that this acquisition will support expansion in North America, Europe and the emerging economies. I also expect this*

significant step to support innovation and the creation of new business opportunities for Toshiba Group."

While the transaction is being completed, the companies will continue to operate independently. After the transaction closes, IBM will continue to provide maintenance services to RSS clients under a multi-year services agreement. Retail Store Solutions customer service and product availability will continue as usual as the RSS operations are integrated.

Additional Transaction Details

A new holding company will be established in Japan. This company will hold the equity of a number of companies organized in countries around the world. Toshiba TEC will acquire an 80.1 percent stake in this holding company and in order to promote a smooth transfer, IBM will hold a 19.9 percent stake in the holding company. Eventually, the holding company will become a wholly owned subsidiary of Toshiba TEC. The new companies, including the holding company, will continue to operate Retail Store Solutions' business worldwide as Toshiba TEC's core retail point-of-sale solution affiliates.

Steven D. Ladwig, currently general manager, IBM Retail Store Solutions, will become the chief executive officer (CEO) of the new US company with headquarters in Raleigh, North Carolina.

A portion of the aggregate purchase price will be paid on the closing date and on the first anniversary of the closing. The remaining portion will be paid on the third anniversary in exchange for IBM's 19.9 percent equity interest.

The Retail Store Solutions revenue in 2011 was approximately (US)$1.15 billion with approximately 1,000 employees worldwide plus maintenance specialists. Over time, maintenance specialists are expected to join the new companies subject to local business conditions and completion of local information and consultation processes.

###

About Toshiba TEC

More information about Toshiba TEC may be found at **http://www.toshibaTEC.co.jp/en/**

About IBM

More information about IBM may be found at:

http://www.ibm.com/smarterplanet/us/en/smarter_commerce/overview/

More information about the transaction may be found
at **http://www.ibm.com/products/retail/announcement/index.html**