



SEVEN&i HLDGS. Co., Ltd.

June 19, 2025

To whom it may concern:

Company name: Seven & i Holdings Co., Ltd.
Representative: Stephen Hayes Dacus
Representative Director & President
(Code No. 3382 / Prime Market of the Tokyo Stock Exchange)

Notice Regarding Transfer of Subsidiary Shares and Resulting Change of Subsidiaries

Seven & i Holdings Co., Ltd. (the “Company”) hereby announces that SEVEN-ELEVEN JAPAN CO., LTD. (the “SEVEN-ELEVEN JAPAN”), Ito-Yokado Co., Ltd., and York-Benimaru Co., Ltd. which are wholly owned subsidiaries of the Company (hereinafter referred to as “the Company’s Subsidiaries”) have decided to tender some or all of their shares in Seven Bank, Ltd. (“Seven Bank”) in response to the share repurchase announced by Seven Bank on June 19, 2025 (the “Transfers”). As a result, Seven Bank and its subsidiaries will become equity method affiliates of the Company and will be excluded from its consolidated subsidiaries.

1. Purpose of the Transfers

On March 9, 2023, the Company announced the “Update to the Medium-Term Management Plan and the Results of the Group Strategy Reevaluation” and we have updated our “Ideal Group Image for 2030” to “a world-class retail group centered around its food that leads retail innovation through global growth strategies centered on the 7-Eleven business and proactive utilization of technology.” In line with this management policy, the Company has announced to reduce its shareholding in Seven Bank to less than 40% and deconsolidate Seven Bank as part of a fundamental business portfolio transformation to focus on the domestic and international convenience store business in “Seven & i Holdings Announces Plan to Unlock Shareholder Value Through Leadership Changes and Transformational Capital and Business Initiatives” and “Update on Management Initiatives” on March 6, 2025.

The Company discussed with Seven Bank and considered all possible measures that would enable sustainable growth while maintaining synergies in the businesses for both the Company and Seven Bank. As a result, based on the judgment that Seven Bank will be able to collaborate with a broader range of partners, develop high value-added businesses, and achieve further growth by establishing a management structure with more autonomy than ever before, and it will also contribute to enhancing the corporate value and shareholder value of Seven Bank by enabling the flexible implementation of various capital policies in response to changes in the business environment, Seven Bank announced that it will purchase its own shares on June 19, 2025 (the “Share Buyback”) and the Company’s Subsidiaries have decided to tender some or all of the shares of Seven Bank held by each of them in response to the Share Buyback.

Although Seven Bank and its subsidiaries will be excluded from the Company’s consolidated subsidiaries as a result of the Share Buyback, the Company believe that the Company will be able to retain synergies with the financial business and further focus on the convenience store business to accelerate growth and maximize corporate and shareholder value by continuing to hold a certain amount of Seven Bank shares through SEVEN-ELEVEN JAPAN.

2. Outline of the Transfers

The Company’s Subsidiaries plan to sell some or all of the Seven Bank shares in the Off-Auction Own Share Repurchase Trading System of the Tokyo Stock Exchange (ToSTNeT-3) at the closing price (including the final special quote) on June

19, 2025. As a result of the Transfers, the shareholding ratio of Seven Bank held by SEVEN-ELEVEN JAPAN will become 39.9%. In the event that deconsolidation cannot be achieved solely through such sale due to trading conditions in the Off-Auction Own Share Repurchase Trading System (ToSTNeT-3), the ratio of Seven Bank's shares held by SEVEN-ELEVEN JAPAN will be 39.9% by choosing a sale method other than the Off-Auction Own Share Repurchase Trading System (ToSTNeT-3).

3. Outline of the subsidiary to be transferred (as of March 31, 2025)

(1)	Name	Seven Bank, Ltd.	
(2)	Location	1-6-1 Marunouchi, Chiyoda-ku, Tokyo	
(3)	Title and name of representative	Masaaki Matsuhashi, President and Representative Director	
(4)	Description of business	Domestic and overseas ATM operation business, credit card and electronic money business, etc.	
(5)	Stated capital	30,724 million yen	
(6)	Date of establishment	April 10, 2001	
(7)	Consolidated net assets	282,489 million yen	
(8)	Consolidated total assets	1,495,977 million yen	
(9)	Major shareholders and shareholding ratio	SEVEN-ELEVEN JAPAN CO., LTD.	38.59%
		The Master Trust Bank of Japan, Ltd. (Trust account)	7.95%
		Ito-Yokado Co., Ltd.	3.99%
		York-Benimaru Co., Ltd.	3.82%
(10)	Relationship with the Company	Capital relationship	SEVEN-ELEVEN JAPAN CO., LTD., Ito-Yokado Co., Ltd., and York-Benimaru Co., Ltd., the Company's subsidiaries, hold the shares of Seven Bank.
		Personal relationship	One employee of the Company concurrently serves as an officer of Seven Bank.
		Business relationship	Seven Bank has entered into agreements with SEVEN-ELEVEN JAPAN CO., LTD., Ito-Yokado Co., Ltd., and York-Benimaru Co., Ltd., (the Company's Subsidiaries), regarding the installation and management of Seven Bank's ATM.

4. Scheduled date of change

June 24, 2025

*A notification will be provided upon completion of the Transfer.

5. Future Outlook

The impact of the Transfers on the Company's consolidated financial results for the fiscal year ending February 28, 2026 is expected to be immaterial. In our consolidated financial results for the fiscal year ending February 28, 2026, we will record the results of Seven Bank and its subsidiaries through the second quarter as consolidated subsidiaries. We will promptly announce any matters that should be disclosed in the future.