



June 20, 2025

To whom it may concern:

Company name     Seven Bank, Ltd.  
Representative     Masaaki Matsuhashi, President and Representative  
                                 Director  
                                 (Security code: 8410, Tokyo Stock Exchange Prime Market)  
Contact               Ken Shimizu, Managing Executive Officer and  
                                 General Manager of Planning Division  
                                 (Tel: 03-3211-3041)

**Notice Concerning Results of Acquisition of Treasury Stock Through the Off-Auction Own Share Repurchase Trading System (ToSTNeT-3), Completion of Acquisition of Treasury Stock, and Change of the Parent Company**

As for the acquisition of treasury stock communicated yesterday, June 19, 2025, Seven Bank, Ltd. (the “Company”) hereby announces that it made a repurchase today as follows. With this repurchase, the acquisition of treasury stock based on the resolution at the Board of Directors meeting held on June 19, 2025 was completed.

Furthermore, the Company also announces that its parent company will be changed as a result of the aforementioned acquisition of treasury stock.

**I. Results of the Acquisition of Treasury Stock**

**1. Reason for the acquisition of treasury stock**

In the current Medium-Term Management Plan (FY2021 to FY2025), the Company has set out the basic policy for financial strategy of achieving both proactive investment for future growth and stable shareholder returns.

In the meantime, in “Seven & i Holdings Announces Plan to Unlock Shareholder Value Through Leadership Changes and Transformational Capital and Business Initiatives” and “Update on Management Initiatives,” which were released on March 6, 2025, Seven & i Holdings Co., Ltd., the parent company of the Company, has announced that, as part of the transformational capital and business initiatives, it commits to exit its ownership of the Company by selling down its ownership stake in the Company to below 40%.

In this context, the Company was informed by Seven & i Holdings Co., Ltd. that the said company intended to sell part or all of shares in the Company held by three wholly-owned subsidiaries, namely SEVEN-ELEVEN JAPAN CO., LTD., Ito-Yokado Co., Ltd. and York Benimaru Co., Ltd.

Upon receiving this notification, the Company carefully considered the matter in consultation with Seven & i Holdings Co., Ltd. The Company has judged that if the Company becomes no longer a consolidated subsidiary of Seven & i Holdings Co., Ltd. through the sale, independence and neutrality of the Company's management will be further enhanced due to termination of the parent-subsidary listing relationship, and therefore this will contribute to an increase in the corporate value.

In addition, upon also examining impacts of the sale on supply and demand in the stock market and the Company's share price and on its financial conditions, capital policies, etc., the Company has concluded that its acquisition of the shares in the Company held by the above three companies as treasury stock will allow for avoidance of the impact of the sale of the shares on the market as well as for agile implementation of various capital policies, contributing to enhancement of its capital efficiency as well. Also, as the method of acquiring treasury stock, the Company implemented the purchase through the Tokyo Stock Exchange off-auction own share repurchase trading system (ToSTNeT-3) (hereinafter referred to as the "Acquisition of Treasury Stock"), as this way is considered to allow for prompt completion of acquisition procedures while providing opportunities to sell its shares at a market price to all the shareholders.

## 2. Details of the acquisition

|                                     |   |
|-------------------------------------|---|
| (1) Class of shares acquired        | Common stock of the Company   |
| (2) Total number of shares acquired | 193,987,300 shares  |
| (3) Total value of shares acquired  | 50,824,672,600 yen  |
| (4) Date of acquisition             | June 20, 2025   |
| (5) Method of acquisition           | Repurchase through the Tokyo Stock Exchange off-auction own share repurchase trading system (ToSTNeT-3) |

(For reference)

Details of the resolution on the acquisition of treasury stock at the Board of Directors meeting held on June 19, 2025

|   |  |
|---|--|
| (1) Class of shares to be acquired        | Common stock of the Company  |
| (2) Total number of shares to be acquired | Up to 200,000,000 shares<br>(Ratio of treasury stock to be acquired to shares outstanding [excluding treasury stock]: 17.0%) |
| (3) Total value of shares to be acquired  | Up to 52.4 billion yen   |

## **II. Change of the Parent Company**

### **1. Background to the change of the parent company**

Upon the Company's acquisition of treasury stock through the off-auction own share repurchase trading system (ToSTNeT-3) described in I. above, the three companies, SEVEN-ELEVEN JAPAN CO., LTD., Ito-Yokado Co., Ltd. and York Benimaru Co., Ltd., tendered part or all of their shares in the Company in response to the Acquisition of Treasury Stock. All these three companies are wholly-owned subsidiaries of Seven & i Holdings Co., Ltd., the parent company of the Company.

The Company hereby announces as follows that the number of shares indirectly held by Seven & i Holdings Co., Ltd. in the Company will change due to this tender, resulting in a change of the parent company.

### **2. Scheduled date of change**

June 24, 2025

### 3. Overview of the shareholder to change

|                                   |   |   |  |
|-----------------------------------|---|---|--|
| (1)                               | Name  | Seven & i Holdings Co., Ltd.  |  |
| (2)                               | Address   | 8-8, Nibancho, Chiyoda-ku, Tokyo, Japan   |  |
| (3)                               | Title and name of the presentative  | Stephen Hayes Dacus, President & Representative Director  |  |
| (4)                               | Business description  | The planning, management and operation of Group companies centering on a wide variety of business operations, including convenience stores, superstores, supermarkets, specialty stores, food services, financial services and IT services (pure holding company) |  |
| (5)                               | Capital   | 50 billion yen (as of February 28, 2025)  |  |
| (6)                               | Date of establishment   | September 1, 2005   |  |
| (7)                               | Consolidated net assets   | 4,217,400 million yen (fiscal year ended February 28, 2025)   |  |
| (8)                               | Consolidated total assets   | 11,386,100 million yen (fiscal year ended February 28, 2025)  |  |
| (9)                               | Major subsidiaries and ratio of shareholding (as of the end of February 2025) | The Master Trust Bank of Japan, Ltd. (trust account) 15.86%   |  |
|                                   |   | Ito-Kogyo Co., Ltd. 8.16%   |  |
|                                   |   | Custody Bank of Japan, Ltd. (trust account) 5.37%   |  |
|                                   |   | STATE STREET BANK AND TRUST COMPANY 505001 2.19%  |  |
|                                   |   | NIPPON LIFE INSURANCE COMPANY 2.03%   |  |
|                                   |   | JP MORGAN CHASE BANK 385632 1.94%   |  |
|                                   |   | MITSUI & CO., LTD. 1.87%  |  |
|                                   |   | SMBC Nikko Securities Inc. 1.83%  |  |
|                                   |   | STATE STREET BANK WEST CLIENT — TREATY 505234 1.68%   |  |
| JP MORGAN CHASE BANK 385864 1.29% |   |   |  |
| (10)                              | Relationships between the Company and the shareholder                         | Capital relationship  | Seven & i Holdings Co., Ltd. is the parent company holding 46.44% of shares of the Company before the change.  |
|                                   |   | Personal relationship   | Mr. Tsuyoshi Kobayashi, Director of the Company, also served as Managing Executive Officer of Seven & i Holdings Co., Ltd. until May 27, 2025. In addition, he serves as Chairman and Representative Director of Seven Financial Service Co., Ltd., a wholly-owned subsidiary of Seven & i Holdings Co., Ltd.<br><br>The Company has accepted one secondee from Seven & i Holdings Co., Ltd. and six secondees from SEVEN-ELEVEN JAPAN CO., LTD., which is a wholly-owned subsidiary of Seven & i Holdings Co., Ltd. |
|                                   |   | Business relationship   | The Company has an agreement with SEVEN-ELEVEN JAPAN CO., LTD., Ito-Yokado Co., Ltd. and York Benimaru Co., Ltd., which are wholly-owned subsidiary of Seven & i Holdings Co., Ltd., on installation of ATMs and administrative operations, and has paid fees for the installation of ATMs to the said company in compensation for these services. In addition, there is also a deposit transaction relationship.  |

4. Number of voting rights (number of shareholdings) held by the shareholder and ratio of voting rights held before and after the change

Seven & i Holdings Co., Ltd.

|   | Attributes               | Number of voting rights (ratio of voting rights held) |                             |                             |
|---|--------------------------|---|-----------------------------|-----------------------------|
|   |                          | Directly held   | Jointly held                | Total                       |
| Before the change<br>(as of March 31, 2025) | Parent company           | -   | 5,456,000 units<br>(46.44%) | 5,456,000 units<br>(46.44%) |
| After the change                            | Other affiliated company | -   | 3,916,127 units<br>(39.92%) | 3,916,127 units<br>(39.92%) |

(Note) 1. The ratio of voting rights held before the change was calculated based on the total number of voting rights of 11,747,430 units as of March 31, 2025.

2. The ratio of voting rights held after the change was calculated based on 9,807,557 units, which was derived by deducting 1,939,873 units, the number of voting rights pertaining to shares subject to the acquisition of treasury stock as of June 20, 2025, from 11,747,430 units, the number of voting rights stated in (Note) 1 above.

3. The ratio of voting rights held is rounded down to two decimal places.

5. Whether or not there is a change of any unlisted parent company, etc. subject to disclosure

Not applicable.

6. Future outlook

The impact of this change on the Company's operating results is insignificant.

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