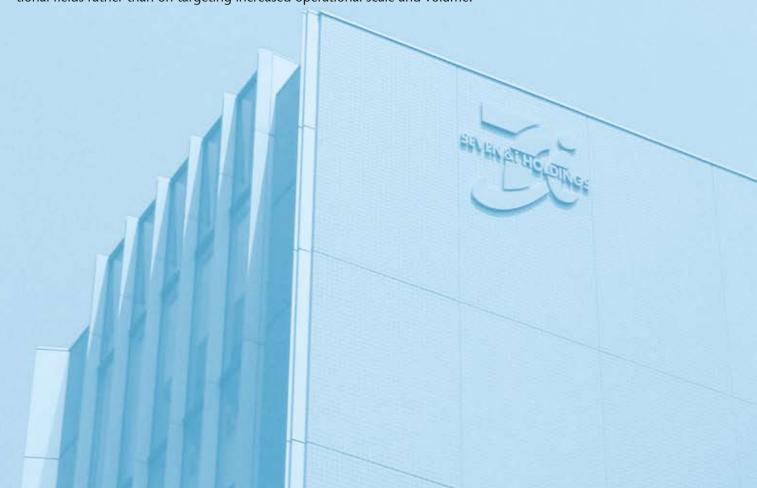


Seven & i Holdings Co., Ltd., is a holding company that was established on September 1, 2005, through a stock transfer by Seven-Eleven Japan Co., Ltd., Ito-Yokado Co., Ltd., and Denny's Japan Co., Ltd.

The Company oversees approximately 100 operating companies, principally retail businesses, and has seven core operational areas that are closely connected to the daily lives of its customers—convenience stores, superstores, supermarkets, department stores, food services, financial services, and IT/services.

From its base in Japan and North America, the Company operates a network of approximately 20,000 stores that extends around the world (including convenience store area licensees, approximately 35,000 stores). With revenues from operations of approximately ¥5.8 trillion, Seven & i Holdings is one of Japan's leading retail groups.

By leveraging Group synergies, centered on our seven core operational areas, we are working to create "a new, comprehensive lifestyle industry" that will continue to meet the diverse needs of individual customers. While focusing on its core retail businesses, the Company is working to promote innovation throughout its operations, with an emphasis on strengthening the quality of its existing operational fields rather than on targeting increased operational scale and volume.



CONTENTS

Highlights of Our Progress for Future Growth	2
Financial Highlights	4
To Our Shareholders and Investors	6
An Interview with the President	7
Special Feature:	12

TAKING ANOTHER STEP FORWARD

Overview of Medium-Term Management Plan Taking on the Challenge of New Businesses

- (1) Seven Premium
- (2) Global Strategy
- (3) Card Operations Strategy

At a Glance
Review of Operations
Convenience Store Operations
Superstore Operations
Department Store Operations
Food Services
Financial Services
Corporate Social Responsibility (CSR)
Corporate Governance
Board of Directors and Auditors
Executive Officers
Financial Section
Financial Summary of Principal Group Companies74
Principal Subsidiaries
Investor Information











FORWARD-LOOKING STATEMENTS

This annual report contains certain statements based on Seven & i Holdings' current plans, estimates, strategies, and beliefs; all statements that are not historical fact are forward-looking statements. These statements represent the judgments and hypotheses of the Company's management based on currently available information. It is possible that the Company's future performance will differ significantly from the contents of these statements. Accordingly, there is no assurance that the forward-looking statements in this annual report will prove to be accurate.

Ι

HIGHLIGHTS OF OUR PROGRESS FOR FUTURE GROWTH

With the goal of creating "a new, comprehensive lifestyle industry," Seven & i Holdings has prepared to fully leverage synergies by clarifying its core operational areas, expanding into new fields of business, and bolstering its existing operations.

November 2005

7-Eleven, Inc., in the United States, was made a wholly owned subsidiary.

JUNE 2006



Millennium Retailing, Inc., was made a wholly owned subsidiary through a stock-for-stock exchange. January 2007

Seven & i Food Systems Co., Ltd., was established.

March 2007

The introduction of Seven-Eleven Japan's Sixth-Generation Total Information System was completed.

THE LOFT CO., LTD., was made a subsidiary through a stock acquisition.



JULY 2007

Akachan Honpo Co., Ltd., was made a subsidiary through a stock acquisition.



Seven Bank started a new service enabling cash cards and credit cards issued overseas to be used for yen withdrawals and to check account balances at the bank's ATMs.

2005 2006

2007

September 2005

Seven & i Holdings Co., Ltd., was established.



November 2006

The Group Merchandising Reform Project was launched.

September 2006

York-Benimaru Co., Ltd., was made a wholly owned subsidiary through a stock-for-stock exchange.

August 2006

Chicago-based White Hen Pantry, Inc., of the United States, was acquired by 7-Eleven, Inc.

July 2006

The Company cancelled 427,509,908 shares of treasury stock.

JUNE 2007

Seven Cash Works Co., Ltd., a new company that will provide operating cash (change) services, was established.

May 2007

The Seven Premium line of new private-brand products was launched.



APRIL 2007

The introduction of *nanaco* electronic money was started.



Group and Capital Structure Initiatives

Operating and Sales Initiatives

Store Information

November 2007

Sales of *Seven Premium* household goods were started.

Ito-Yokado opened Ario Nishiarai.



Beijing Wang fu jing Yokado Commercial opened Pu Huang Yu store as its 2nd food supermarket in Beijing, China.

FUJIKOSHI CO., LTD., which operates food supermarkets, was made a subsidiary through a stock acquisition.

February 2008

The Company cancelled 11,329,000 shares of treasury stock (acquired from Seven-Eleven Japan on January 11, 2008).

Seven Bank was listed on the Jasdaq Securities Exchange.



March 2008

Ito-Yokado opened Ario Otori.

Sogo Hachioji was reopened after a full-scale remodeling.

The introduction of *nanaco* at Ito-Yokado stores was started.



2008

September 2007

Denny's Japan, Famil, and York Bussan were merged into Seven & i Food Systems.

SEIBU Tokorozawa was reopened after a full-scale remodeling.

Hua Tang Yokado Commercial opened You An Men store as its 7th superstore in Beijing, China.



August 2007
Sales of Seven Premium
products were started at
Seven-Eleven Japan stores.

January 2008

SEVEN & i FINANCIAL GROUP CO., LTD., was established to oversee financial services-related management operations.

DECEMBER 2007

Chengdu Ito-Yokado opened Jin Hua store as its 3rd superstore in Chengdu, Sichuan Province, China.



NitteleSeven Co., Ltd., was established by Nippon Television Network Corporation, Dentsu Inc., and Seven & i Holdings.

The introduction of *nanaco* at Denny's restaurants was started.

APRIL 2008
SEVEN-ELEVEN CHINA Co., Ltd., was established.

QUICPay postpaid electronic money was introduced at all Seven-Eleven Japan stores.

Seven-Eleven Japan began preparations to open stores in Toyama, Fukui, and Ishikawa prefectures in the Hokuriku region.

Seven-Eleven Japan began to open smallscale satellite stores at special locations, such as universities and office buildings.

