

<TRANSLATION FOR REFERENCE PURPOSES ONLY>

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Document for submission:	Extraordinary report
Authority:	Director-General of the Kanto Finance Bureau
Filing date:	June 3, 2020
Company name:	Seven & i Holdings Co., Ltd.
Company name in English:	Seven & i Holdings Co., Ltd.
Name and title of representative:	Ryuichi Isaka, Representative Director and President
Location of head office:	8-8 Nibancho, Chiyoda-ku, Tokyo
Tel number:	(03) 6238-3000 (operator)
Name of contact:	Hidekazu Nakamura, Executive Officer, Senior Officer of the Accounting Department
Nearest contact site:	8-8 Nibancho, Chiyoda-ku, Tokyo
Tel number:	(03) 6238-3000 (operator)
Name of contact:	Hidekazu Nakamura, Executive Officer, Senior Officer of the Accounting Department
Place for inspection:	Tokyo Stock Exchange, Inc. (2-1 Nihonbashi Kabutocho, Chuo-ku, Tokyo)

1. Reason for submission

Since the resolution items were passed at the Company's 15th Annual Shareholders' Meeting held on May 28, 2020, this extraordinary report is to be submitted based on the provisions of Article 24-5, paragraph (4) of the Financial Instruments and Exchange Act and Article 19, paragraph (2), item (ix)-2 of the Cabinet Office Order on the Disclosure of Corporate Affairs, Etc.

2. Particulars of the report

(1) Date of the shareholders' meeting: May 28, 2020

(2) Contents of the resolution items

(Company proposal)

Item No. 1: Appropriation of retained earnings

Matters concerning year-end dividends

¥51 per share of the Company's common stock

Item No. 2: Partial amendment of the Articles of Incorporation

1. Reason for amendment

(1) For more rapid decision-making responding to changes in the business environment and to strengthen the management supervisory function of the Board of Directors, the Company will change the maximum number of Directors provided in Article 19 of the current Articles of Incorporation from 18 to 15.

(2) In order to enable a flexible response to the operation of the Board of Directors, the Company will change the convener and chairman of the Board of Directors provided in Article 23 of the current Articles of Incorporation to the Director predetermined by the Board of Directors.

2. Details of amendments

The proposed amendments are as follows:

(Underlined portions indicate amendments)

Current provisions of the Articles of Incorporation	Proposed amendments
<p>Article 19 (Number of Directors) The number of Directors shall not exceed <u>18</u>.</p>	<p>Article 19 (Number of Directors) The number of Directors shall not exceed <u>15</u>.</p>
<p>Article 20-22 (Omitted)</p>	<p>Articles 20-22 (Unchanged)</p>
<p>Article 23 (Convener and Chairman of the Board of Directors' Meetings) 1. Unless otherwise provided by law, <u>the President and Director</u> shall convene the Board of Directors' meetings and act as chairman thereat. 2. If the office of <u>the President and Director</u> is vacant or he/she is unable to so act, one of the other Directors shall convene the Board of Directors' meetings and act as chairman thereat in the order predetermined by the Board of Directors.</p>	<p>Article 23 (Convener and Chairman of the Board of Directors' Meetings) 1. Unless otherwise provided by law, <u>the Director predetermined by the Board of Directors</u> shall convene the Board of Directors' meetings and act as chairman thereat. 2. If the office of <u>the Director determined per the preceding paragraph</u> is vacant or he/she is unable to so act, one of the other Directors shall convene the Board of Directors' meetings and act as chairman thereat in the order predetermined by the Board of Directors.</p>

Item No. 3: Election of thirteen (13) Directors

The Directors are elected as follows: Ryuichi Isaka, Katsuhiro Goto, Junro Ito, Kimiyoshi Yamaguchi, Yoshimichi Maruyama, Fumihiko Nagamatsu, Shigeki Kimura, Joseph M. DePinto, Yoshio Tsukio, Kunio Ito, Toshiro Yonemura, Tetsuro Higashi, Kazuko Rudy.

(3) Number of votes of approval/dissent/abstention by expression of intent for the resolution items, requirements for the resolution items to be approved, and results of the resolutions

(Company proposal)

Resolution items	Approval	Dissent	Abstention	Voting results	
				Resolution rate	Result
Item no. 1	7,610,177	1,803	2,422	99.04%	Approved
Item no. 2	7,608,003	3,951	2,430	99.01%	Approved
Item no. 3					
Ryuichi Isaka	7,390,897	219,781	3,030	96.19%	Approved
Katsuhiko Goto	7,257,015	349,443	7,253	94.44%	Approved
Junro Ito	7,347,527	258,931	7,253	95.62%	Approved
Kimiyoshi Yamaguchi	7,347,909	258,549	7,253	95.63%	Approved
Yoshimichi Maruyama	7,343,400	263,058	7,253	95.57%	Approved
Fumihiko Nagamatsu	7,347,447	259,011	7,253	95.62%	Approved
Shigeki Kimura	7,288,495	317,963	7,253	94.85%	Approved
Joseph M. DePinto	7,347,733	258,725	7,253	95.62%	Approved
Yoshio Tsukio	7,555,666	55,627	2,422	98.33%	Approved
Kunio Ito	7,554,394	56,899	2,422	98.31%	Approved
Toshiro Yonemura	7,199,979	411,314	2,422	93.70%	Approved
Tetsuro Higashi	7,557,489	53,804	2,422	98.35%	Approved
Kazuko Rudy	7,557,614	53,679	2,422	98.36%	Approved

Note: The requirements for the resolution items to be approved are as follows.

Item No. 1 to be approved based on the majority of the voting rights of shareholders in attendance who are able to exercise their voting rights.

Item No. 2 to be approved based on the attendance of shareholders who hold one-third or more of the voting rights of shareholders who are able to exercise their voting rights and two-thirds or more of the votes of the shareholders in attendance.

Item No. 3 to be approved based on the attendance of shareholders who hold one-third or more of the

voting rights of shareholders who are able to exercise their voting rights, and the majority of votes of the shareholders in attendance.

(4) Reason for not counting some of the votes of the shareholders who attended the General Shareholders Meeting in the number of votes

Since the total amount of advance votes up to the day before this Annual Shareholders Meeting and the number of votes for and against each resolution item of some of the shareholders, who were in attendance on the day of the meeting, met the requirements for approval of the resolution item, the resolution was passed in accordance with the Companies Act and, as a result, some of the votes were not included in the count.