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Document for submission:	Extraordinary report
Authority:	Director-General of the Kanto Finance Bureau
Filing date:	June 1, 2022
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:	+81-3-6238-3000 (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:	+81-3-6238-3000 (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 17th Annual Shareholders' Meeting held on May 26, 2022, this extraordinary report is to be submitted pursuant to 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 26, 2022

(2) Contents of the resolution items

(Company proposal)

Item No. 1: Appropriation of retained earnings

Matters concerning year-end dividends

¥52 per share of the Company's common stock

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

1. Reason for amendment

Since the revised provisions provided for in the proviso to Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) are to be enforced on September 1, 2022, the Company will make the following changes to its Articles of Incorporation in preparation for the introduction of the system for providing informational materials for the Shareholders' Meeting in electronic format.

(1) Article 16, paragraph (1) in "Proposed amendments" below will stipulate that the Company shall take measures for providing information that constitutes the content of shareholders' meeting reference materials, etc. in electronic format.

(2) Article 16, paragraph (2) in "Proposed amendments" below will establish the provision to limit the scope of the items to be stated in the paper-based documents to be delivered to shareholders who requested the delivery of paper-based documents.

(3) Since the provisions for Internet Disclosure and Deemed Provision of Shareholders' Meeting Reference Materials, Etc. (Article 16 of the current Articles of Incorporation) will no longer be required, they will be deleted.

(4) Accompanying the aforementioned establishment and deletion of provisions, supplementary provisions regarding the effective date, etc. will be established.

2. Details of amendments

The proposed amendments are as follows:

(Underlined portions indicate amendments)

Current provisions of the Articles of Incorporation	Proposed amendments
<p data-bbox="161 365 722 465"><u>Article 16 (Internet Disclosure and Deemed Provision of Shareholders' Meeting Reference Materials, Etc.)</u></p> <p data-bbox="205 472 793 824"><u>When the Company convenes a shareholders' meeting, if it discloses information that is to be stated or presented in the shareholders' meeting reference materials, business report, financial statements, consolidated financial statements, accounting audit report and audit report through the Internet in accordance with the provisions prescribed by the Ministry of Justice Order, it may be deemed that the Company has provided this information to shareholders.</u></p> <p data-bbox="333 831 604 862"><Newly established></p> <p data-bbox="341 1368 596 1400"><Newly established></p>	<p data-bbox="1054 365 1182 396"><Deleted></p> <p data-bbox="810 831 1437 898"><u>Article 16 (Measures, etc. for Providing Information in Electronic Format)</u></p> <p data-bbox="810 904 1430 1077">1. <u>When the Company convenes a shareholders' meeting, it shall take measures for providing information that constitutes the content of shareholders' meeting reference materials, etc. in electronic format.</u></p> <p data-bbox="810 1084 1445 1364">2. <u>Among items for which the measures for providing information in electronic format will be taken, the Company may exclude all or some of those items designated by the Ministry of Justice Order from statements in the paper-based documents to be delivered to shareholders who requested the delivery of paper-based documents by the record date of voting rights.</u></p> <p data-bbox="810 1370 1142 1402"><u>(Supplementary Provisions)</u></p> <p data-bbox="810 1408 1450 1671">1. <u>The amendment of Article 16 of the Articles of Incorporation shall be effective from September 1, 2022, the date of enforcement of the revised provisions provided for in the proviso to Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) (hereinafter referred to as the "Date of Enforcement").</u></p> <p data-bbox="810 1677 1450 1906">2. <u>Notwithstanding the provisions of the preceding paragraph, Article 16 (Internet Disclosure and Deemed Provision of Shareholders' Meeting Reference Materials, Etc.) of the Articles of Incorporation shall remain effective regarding any shareholders' meeting held on a date within six months from the Date of Enforcement.</u></p> <p data-bbox="810 1912 1450 2074">3. <u>These Supplementary Provisions shall be deleted on the date when six months have elapsed from the Date of Enforcement or three months have elapsed from the date of the shareholders' meeting in the preceding paragraph, whichever is later.</u></p>

Item No. 3: Election of fifteen (15) Directors

The Directors are elected as follows: Ryuichi Isaka, Katsuhiro Goto, Junro Ito, Yoshimichi Maruyama, Fumihiko Nagamatsu, Joseph Michael DePinto, Kunio Ito, Toshiro Yonemura, Tetsuro Higashi, Yoshiyuki Izawa, Meyumi Yamada, Jenifer Simms Rogers, Paul Yonamine, Stephen Hayes Dacus and Elizabeth Miin Meyerdirk.

(Note) Chinese characters of the name of Mr. Yoshiyuki Izawa contain a character other than those that can be used according to the provisions of “Guidelines for Cabinet Office Ordinance on Special Provisions, etc. for Procedures by Use of Electronic Data Processing System for Disclosure” and “Specifications on document files to be submitted” (Planning and Coordination Bureau, Financial Services Agency), and such characters are substituted by those that can be used on the electronic disclosure system (EDINET).

Item No. 4: Election of three (3) Audit & Supervisory Board Members

The Audit & Supervisory Board Members are elected as follows: Nobutomo Teshima, Kazuhiro Hara, and Mitsuko Inamasu.

Item No. 5: Partial revision of performance-based and stock-based compensation for Directors

(3) Number of proxy votes of approval/dissent/abstention 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	
				Approval rate	Result
Item No. 1	7,674,657	1,640	14,031	98.30%	Approved
Item No. 2	7,674,743	1,530	14,031	98.30%	Approved
Item No. 3					
Ryuichi Isaka	7,395,521	280,748	14,031	94.73%	Approved
Katsuhiro Goto	7,502,721	173,551	14,031	96.10%	Approved
Junro Ito	7,504,996	171,276	14,031	96.13%	Approved
Yoshimichi Maruyama	7,531,254	145,018	14,031	96.47%	Approved
Fumihiko Nagamatsu	7,525,459	145,175	19,669	96.39%	Approved
Joseph Michael DePinto	7,511,771	164,501	14,031	96.22%	Approved
Kunio Ito	7,630,807	45,470	14,031	97.74%	Approved
Toshiro Yonemura	7,620,134	56,140	14,031	97.60%	Approved
Tetsuro Higashi	7,625,597	50,677	14,031	97.67%	Approved
Yoshiyuki Izawa	7,657,954	18,320	14,031	98.09%	Approved
Meyumi Yamada	7,529,566	146,699	14,031	96.44%	Approved
Jenifer Simms Rogers	7,642,916	33,354	14,031	97.90%	Approved
Paul Yonamine	7,439,965	236,294	14,031	95.30%	Approved
Stephen Hayes Dacus	7,672,362	3,915	14,031	98.27%	Approved
Elizabeth Miin Meyerdirk	7,672,475	3,802	14,031	98.28%	Approved
Item No. 4					
Nobutomo Teshima	7,595,026	75,147	20,120	97.28%	Approved
Kazuhiro Hara	7,673,652	2,612	14,031	98.29%	Approved
Mitsuko Inamasu	7,673,676	2,588	14,031	98.29%	Approved
Item No. 5	7,663,961	12,078	14,274	98.17%	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 such 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 such shareholders in attendance.

Item No. 4 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 such shareholders in attendance.

Item No. 5 to be approved based on the majority of the voting rights of shareholders in attendance who are able to exercise their voting rights.

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

Since the total number of voting rights exercised in advance prior to the day before this Annual Shareholders' Meeting and the number of voting rights 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 passage of the resolution items, the resolutions were thereby enacted in accordance with the Companies Act and, as a result, some of the votes were not included in the count.

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