



March 6, 2025

To whom it may concern:

Company Name: Seven & i Holdings Co., Ltd.
Representative: Ryuichi Isaka,
President & Representative Director
(Code No. 3382 / Prime Market of the Tokyo Stock Exchange)

Notice Regarding the Transfer of Subsidiaries due to a Company Split (Absorption-type Split) at the Company's Subsidiary

Seven & i Holdings Co., Ltd. (“the Company”) hereby announce that the Company resolved that the rights and obligations relating to the head office functions, subsidiary management functions of a total of 29 companies (“SST Business Group Split Companies”)—comprising 22 of our consolidated subsidiaries and 7 equity-method affiliates engaged in the Group's food supermarket, specialty store, and other businesses (“SST Business Group”) and all other businesses held by YORK Holdings Co., Ltd. (“YORK HD”), which includes all shares of the Transferred Companies (collectively referring to Ito-Yokado Co., Ltd., York-Benimaru Co., Ltd., THE LOFT CO., LTD., Akachan Honpo Co., Ltd., Seven & i Food Systems Co., Ltd., Seven & i Create Link Co., Ltd., and SHELL GARDEN CO., LTD.; the same applies hereinafter) held directly by YORK HD—would be transferred to K.K. BCJ-96 (“SPC (2)”), which will be newly established as a wholly-owned subsidiary of K.K. BCJ-95 (“SPC (1)”), an acquisition purpose company established by Bain Capital Private Equity, L.P. and its affiliates (collectively, “Bain Capital”) through an absorption-type split for a consideration of estimated 814.7 billion yen(*) (“Absorption-type Split”) and that the Company would respectively enter into various agreements related to the Transaction (as defined below) (collectively, “Definitive Agreements”) at a meeting of its Board of Directors held today and as a result of them changes are expected in our subsidiaries.

As described in “2. Overview of the Transaction” below, the Company and Mr. Yasuhisa Ito, Mr. Junro Ito, and Mr. Koichiro Otaka (collectively, “Founder Family”) plan to invest in SPC (1) so that the Company's shareholding ratio will be 35.07%, Bain Capital's will be 60.00%, and the Founder Family's will be 4.93% (“Capital Contribution”) after the Absorption-type Split becomes effective (series of transactions, including the Absorption-type Split, is referred to as the “Transaction”).

As the Absorption-type Split will be conducted by the Company's subsidiary, certain disclosure items and details are omitted.

- * This amount is the current estimate calculated based on the enterprise value agreed in the Definitive Agreements and adjustment in it for such as estimated cash and deposits as of the estimated effective date of the Absorption-type Split and the final amount will be determined through adjustments provided in the Definitive Agreements.

1. Purpose of the Transaction

In the pursuit of the best interests of the Company's shareholders and other stakeholders through the optimization of the group structure, the Company announced in “The Discussions in Our Board and Strategy Committee Recommendations

and Our Group's Action Plans Toward the Maximization of Corporate and Shareholder Value” dated April 10, 2024 that the Company would begin considering an IPO of the SST Business Group as soon as practically possible, as one workable option to realize SST Business Group’s sustainable growth beyond fundamental transformation, on the basis that the Company will continue to retain a certain shareholding of the SST business and collaborate between convenience store business and the SST business in the area of food products development.

Subsequently, in the “Notice Regarding the Establishment of an Intermediate Holding Company” dated October 10, 2024, the Company announced its intention to conduct organizational restructuring by establishing YORK HD Co., Ltd., whose major role entails planning the corporate strategies, managing, and supporting the SST Business Group. The Company has also announced to convert YORK HD into an equity method affiliate by bringing in a strategic partner. The Company has been seeking a strategic partner to strengthen the growth strategy of the SST Business Group, whose growth story differs from the convenience store businesses.

The Transaction aligns with such management policy of the Company and broader strategic efforts. The Company places the utmost importance on achieving the sustainable growth of the SST Business Group and carried out a rigorous selection process to identify the best partner. After thoroughly evaluating multiple candidates, the Company has chosen Bain Capital as the optimal partner. The Company has engaged in extensive discussions with Bain Capital to maximize value for its shareholders and stakeholders. As a result, the Company determined that leveraging Bain Capital’s expertise in the consumer and retail industry and financial strength, backed by its strong investment track record as one of the world’s leading private equity fund, will contribute to the sustainable growth of the SST Business Group.

Bain Capital intends to engage in discussions with respective SST Business Group Split Companies regarding the SST Business Group’s specific business management policies following the Transaction. Its goal is to maximize the potential value of the SST Business Group by optimizing the profit structure, whose initiative the Company is currently promoting, and effectively utilizing the SST Business Group’s real estate assets, with the ultimate aim of achieving an IPO.

As announced on the same day in the press release entitled “Seven & i Holdings Announces Plan to Unlock Shareholder Value Through Leadership Changes and Transformational Capital and Business Initiatives,” the Company resolved the policy that the Company will use the proceeds obtained from both the Transaction and other significant measures to execute a large-scale share buyback (“the Share Buyback”), aiming to enhance shareholder returns at a meeting of its Board of Directors held today. Through the Transaction and other respective measures including the Share Buyback, the Company will further promote growth strategies with a focus on convenience store business.

The Company has appointed Mitsubishi UFJ Morgan Stanley Securities Co., Ltd. as its financial advisor in connection with the Transaction and upon determination of the “Seven & i Holdings Announces Plan to Unlock Shareholder Value Through Leadership Changes and Transformational Capital and Business Initiatives” announced on the same day.

2. Overview of the Transaction

First, in advance of the effective date of the Absorption-type Split, the Founder Family will make a cash contribution to SPC (1) and will receive an allocation of common shares of SPC (1).

Additionally, through the Absorption-type Split, YORK HD will, subject to certain conditions, transfer its the rights and obligations relating to the head office functions, management functions of SST Business Group Split Companies and all other businesses (including all shares of the Transferred Companies held by YORK HD) to SPC (2) in exchange for a split consideration of 814.7 billion yen (Step (1)). At the same time, YORK HD will transfer part of its right to claim payment for the cash consideration of the Absorption-type Split (hereinafter referred to as the “Cash Consideration Payment Claim for the Absorption-type Split”) to the Company, while SPC (1) will assume part of the debt related to the Cash Consideration Payment Claim for the Absorption-type Split in exchange for shares of SPC (2).

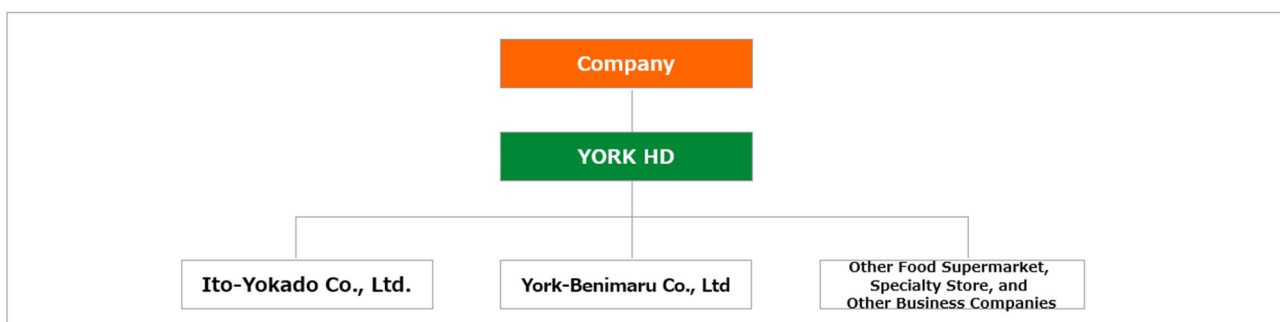
Additionally, concurrently with Step (1), the Company will make a contribution in kind of a portion of the Cash

Consideration Payment Claim for the Absorption-type Split to SPC (1) and will receive an allocation of common shares of SPC (1) (Step (2)).

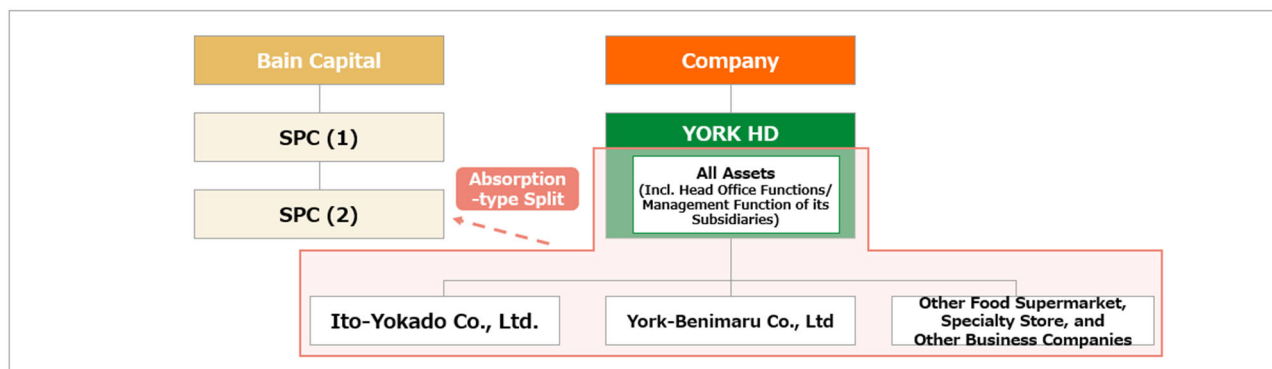
As a result, the shareholding ratios of SPC (1) will be 35.07% for the Company, 60.00% for Bain Capital, and 4.93% for the Founder Family. SPC (2) will serve as an intermediate holding company for the SST Business Group Split Companies. Step(1) and (2) will be carried out at the same timing.

<Reference: Diagram of the Transaction>

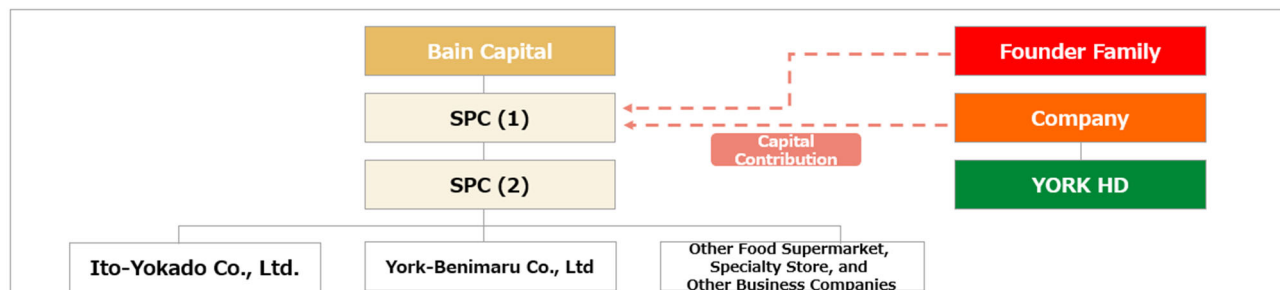
<Step 0: Before the Transaction >



<Step (1): Transfer of Rights and Obligations Relating to the Head Office Functions, Management Functions of its Subsidiaries and All Other Businesses held by YORK HD (Including All Shares of the Transferred Companies Held by YORK HD)>

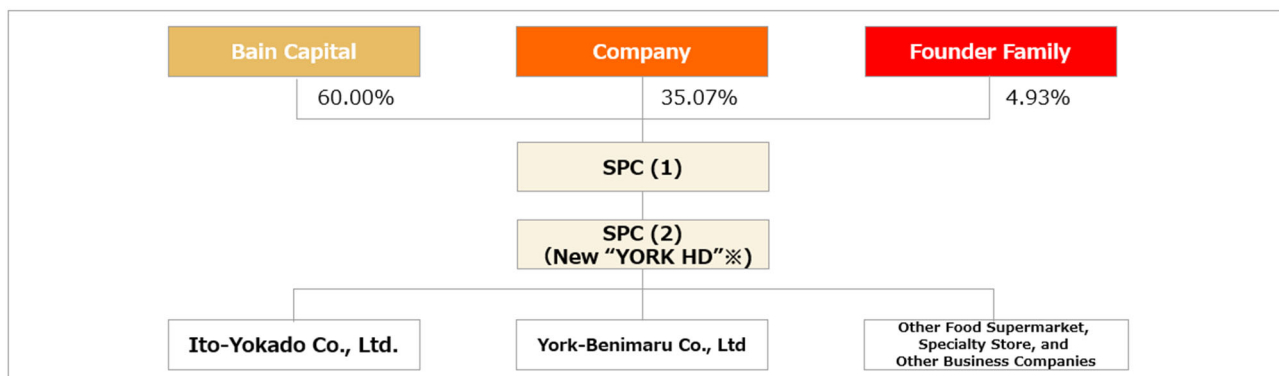


<Step (2): Investment by the Company and Founder Family (Same Timing as Step (1)※)>



※Actually, investment by the Founder Family is expected to be conducted prior to the effective date of the Absorption-type Split.

< Step (3): After Completion of the Investment (Same Timing as Step (1)) >



※The company name of SPC (2) is scheduled to change to “YORK Holdings Co., Ltd.” on the effective date of the Absorption-type Split.)

3. Summary of the Absorption-type Split

(1). Schedule of the Transaction, including the Absorption-type Split

Date of the YORK HD Board of Directors' resolution regarding the conclusion of the absorption-type split agreement for the Absorption-type Split	July 1, 2025 (tentative)
Date of conclusion of the absorption-type split agreement for the Absorption-type Split	July 1, 2025 (tentative)
Effective date of the Absorption-type Split	September 1, 2025 (tentative)

(2). Method of the Absorption-type Split

The Absorption-type Split will be conducted with YORK HD as the splitting company, and SPC (2) as the succeeding company.

(3). Details of the share allocation with respect to the Absorption-type Split

As consideration for the Absorption-type Company Split, rather than issuing shares, SPC (2) will deliver 814.7 billion yen (estimated amount(*)) to YORK HD as monetary consideration. As stated in “2. Overview of the Transaction” above, YORK HD plans to assign its Cash Consideration Payment Claim for the Absorption-type Split to the Company.

* This amount is the current estimate calculated based on the enterprise value agreed in the Definitive Agreements and adjustment in it for such as estimated cash and deposits as of the estimated effective date of the Absorption-type Split and the final amount will be determined through adjustments provided in the Definitive Agreements..

(4). Treatment of stock acquisition rights and bonds with stock acquisition rights associated with the Absorption-type Split

Not applicable.

(5). Increase or decrease in capital due to the Absorption-type Split

To be determined.

(6). Rights and obligations to be succeeded by the succeeding company

SPC (2) will assume the rights and obligations stipulated in the Absorption-type Split agreement for the Absorption-type Split on the agreement’s effective date.

(7). Prospects for debt repayment

The amount of the assets and debts to be assumed by SPC (2) has not been confirmed yet, but given the current asset, liabilities, and net asset of SPC (2) and its assumed succeeding asset, liabilities, net asset, the Company have determined that there are no issues regarding the prospects for debt repayment by SPC (2), the succeeding company.

(8). Overview of the companies involved in the Absorption-type Split (as of March 6, 2025)

	Splitting Company	Succeeding company
(i) Company name	YORK Holdings Co., Ltd.	K.K. BCJ-96 (The company name is scheduled to change to “YORK Holdings Co., Ltd.” on the effective date of the Absorption-type Split.)
(ii) Original Location	8-8, Nibancho, Chiyoda-ku, Tokyo	5F, Palace Building 1-1-1 Marunouchi Chiyoda-ku, Tokyo
(iii) Title and name of Representative	Chairman & Executive Director: Junro Ito President & Representative Director: Seiichiro Ishibashi	Representative Director, Yuji Sugimoto
(iv) Date of establishment	October 11, 2024	February 26, 2025
(v) Area of operation	Planning, management, and operation of corporate groups centered on various businesses, including supermarkets and specialty stores	1. To control and manage the business activities of companies by owning shares or equities of such companies; and 2. Any business incidental or related to Item 1 above
(vi) Accounting period	End of February	End of January
(vii) Stated capital	100 million yen	5,000 yen
(viii) Total number of shares issued	300	10,000
(ix) Shareholders and their percentage holdings	Seven & i Holdings Co., Ltd. 100.0%	K.K. BCJ-95 100.0%

(Note) As the splitting company was established on October 11, 2024, and the succeeding company was established on February 26, 2025, neither of them has completed a fiscal year.

(9). Status after the Absorption-type Split

There will be no changes to the company name, original location, titles and names of representatives, area of operation, stated capital, or accounting period of YORK HD as a result of the Absorption-type Split.

As described in “(8) Overview of the companies involved in the Absorption-type Split” under “3. Summary of the Absorption-type Split” above, SPC (2) is planning to change the Company name to “YORK Holdings Co., Ltd.” on the effective date of the Absorption-type Split and planning to elect a person designated the Company as a representative director after the effectuation of both of the Absorption-type Company Split and the Capital Contribution. In addition, after the Absorption-type Split, SPC (2) is planning to change its area of operation into “Planning, management, and operation of corporate groups centered on various businesses, including supermarkets and specialty stores.”

As of today, there are no plans to change the original location, stated capital, or accounting period of SPC (2) as a result of the Absorption-type Split.

4. Transfer of subsidiaries (and sub-subsidiaries)

(1). Reason for and method of transfer

YORK HD, a subsidiary of the Company, will transfer all shares in the Transferred Companies that it holds to SPC

(2) through the Absorption-type Split. As a result, 22 consolidated subsidiaries of the Company under the SST Business Group will no longer be classified as subsidiaries (or sub-subsidiaries) of the Company.

(Note) The Transferred Companies other than Ito-Yokado Co., Ltd. (hereinafter referred to as “Ito-Yokado”), York-Benimaru Co., Ltd. (hereinafter referred to as “York-Benimaru”) and Hua Tang Yokado Commercial Co., Ltd. (hereinafter referred to as “Hua Tang Yokado”) have been omitted from the list because the minor criteria of the timely disclosure standards apply to them.

(2). Overview of the subsidiaries (and sub-subsidiaries) to be transferred (as of February 28, 2025)

(a) Ito-Yokado

(i)	Company name	Ito-Yokado Co., Ltd.
(ii)	Original location	8-8 Nibancho, Chiyoda-ku, Tokyo
(iii)	Title and name of representative	Tetsuya Yamamoto, President & Representative Director
(iv)	Date of establishment	March 1, 2006
(v)	Area of operation	General retail and supermarket businesses
(vi)	Stated capital	41,000 million yen

(b) York-Benimaru

(i)	Company name	York-Benimaru Co., Ltd.
(ii)	Original location	5-42 Yashima-machi, Koriyama City, Fukushima Prefecture
(iii)	Title and name of representative	Koichiro Otaka, President & Representative Director
(iv)	Date of establishment	June 12, 1947
(v)	Area of operation	Supermarket business
(vi)	Stated capital	9,927 million yen

(c) Hua Tang Yokado

(i)	Company name	Hua Tang Yokado Commercial Co., Ltd.
(ii)	Original location	QIANHEJIAYUAN THE NORTH 4TH ROAD, CHAOYANG DIST. BEIJING, CHINA
(iii)	Title and name of representative	Huang Ya Mei, Chairperson
(iv)	Date of establishment	September 29, 1997
(v)	Area of operation	Supermarket business
(vi)	Stated capital	102,391 thousand USD

(3). Outline of the Transferee Company

As described in “(8) Overview of the companies involved in the Absorption-type Split” under “3. Summary of the Absorption-type Split” above.

(4). Number of shares to be transferred, transfer price, and status of shares held before and after the Transfer

(a) Ito-Yokado

(i)	Number of shares held before the Transfer	401,626,016 shares (voting right ownership ratio: 100.0%)
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(ii)	Number of shares to be transferred	401,626,016 shares (voting right ownership ratio: 100.0%)
(iii)	Transfer price	As stated in “(3) Details of the share allocation with respect to the Absorption-type Split” under “3. Summary of the Absorption-type Split” above.
(iv)	Number of shares held after the Transfer	0 shares (voting right ownership ratio: 0.0%) * Ito-Yokado is scheduled to become an equity-method affiliate of the Company due to the Company’s planned investment in SPC (1).

(b) York-Benimaru

(i)	Number of shares held before the Transfer	50,634,535 shares (voting right ownership ratio: 100.0%)
(ii)	Number of shares to be transferred	50,634,535 shares (voting right ownership ratio: 100.0%)
(iii)	Transfer price	As stated in “(3) Details of the share allocation with respect to the Absorption-type Split” under “3. Summary of the Absorption-type Split” above.
(iv)	Number of shares to be held after the Transfer	0 shares (voting right ownership ratio: 0.0%) * York-Benimaru is scheduled to become an equity-method affiliate of the Company due to the Company’s planned investment in SPC (1).

(c) Hua Tang Yokado

(v)	Percentage holdings of shares before the Transfer	100.0%
(vi)	Ratio of shares to be transferred	100.0%
(vii)	Transfer price	As stated in “(3) Details of the share allocation with respect to the Absorption-type Split” under “3. Summary of the Absorption-type Split” above.
(viii)	Percentage holdings of shares after the Transfer	0 shares (voting right ownership ratio: 0.0%) * Hua Tang Yokado is scheduled to become an equity-method affiliate of the Company due to the Company’s planned investment in SPC (1).

(5). Schedule for the transfer

As stated in “(1) Schedule of the Transaction, including the Absorption-type Split” under “3. Summary of the Absorption-type Split” above.

5. Future outlook

The Company is currently assessing the impact of the Transaction on the consolidated business forecast for FY2025. Any matter arising in the future that should be disclosed will be announced promptly by the Company.