



July 1, 2025

To whom it may concern:

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

**(Progress of Matters for Disclosure) Notice Regarding the Transfer of Subsidiaries due to  
Execution of Agreement on a Company Split (Absorption-type Split)  
at the Company's Subsidiary**

Seven & i Holdings Co., Ltd. (“the Company”) announced in the “Notice Regarding the Transfer of Subsidiaries due to a Company Split (Absorption-type Split) at the Company's Subsidiary” (“Previous Disclosure”) dated March 6, 2025, that the Company resolved that the rights and obligations relating to the head office functions, subsidiary management functions of a total of 29 companies—comprising 22 of our consolidated subsidiaries and 7 equity-method affiliates engaged in the Group's food supermarket, specialty store, and other businesses and all other businesses held by YORK Holdings Co., Ltd. (“YORK HD”), which includes all shares of 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. held directly by YORK HD—would be transferred to K.K. BCJ-96 (“SPC (2)”), which is 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 (“Absorption-type Split”).

At a meeting of Board of Directors held today, YORK HD approved execution of the absorption-type split agreement related to the Absorption-type Split (“Absorption-type Split Agreement”), and entered into the Absorption-type Split Agreement as of today. Please be informed that as a result, the matters that were undecided in the Previous Disclosure have been finalized as follows.

As notified in the Previous Disclosure, the Company and Hirohisa Ito, Junro Ito, and 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% after the Absorption-type Split becomes effective.

Item numbers in this document are in line with the Previous Disclosure, and the meanings of the terms used herein shall be in accordance with the definitions set forth in the Previous Disclosure, unless otherwise specified. In addition, in the following, newly confirmed matters that were undecided in the Previous Disclosure are underlined, and unchanged parts have been omitted.

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	<u>July 1, 2025</u>
Date of conclusion of the absorption-type split agreement for the Absorption-type Split	<u>July 1, 2025</u>
Effective date of the Absorption-type Split	September 1, 2025 (tentative)

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

There will be no increase or decrease in the capital of YORK HD and SPC (2) as a result of the Absorption-type Split.