July 31, 2026

To whom it may concern:

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

Notice regarding Repurchase of Own Shares through the Off-Auction Own Share Repurchase Trading (ToSTNeT-3) System, and Issuance of 23rd through 27th Series Share Options Through a Third Party Allotment (Repurchase of Own Shares through a Facility Share Repurchase (Accelerated Share Repurchase))

Seven & i Holdings Co., Ltd. (the "Company") hereby announces that it has resolved, at the meeting of Board of the Directors dated July 31, 2026, to establish a facility for share repurchase under Article 156 which is applicable in accordance with Article 165, paragraph 3 of the Companies Act. The resolution also identifies that the Company will implement this repurchase through a facility share repurchase (ASR) (for details, please refer to "4. Facility Share Repurchase (ASR)" below).

In addition, in connection with the planned repurchase through a facility share repurchase (ASR), at its Board of the Directors' meeting dated the same day, the Company has resolved to issue its 23rd through 27th series share options (individually or collectively, the "Share Options") to SMBC Nikko Securities Inc. ("SMBC Nikko") through a third party allotment and the Company today entered into an agreement with SMBC Nikko regarding the allocation, etc. of the Share Options (the "Allotment Agreement"). Further, SMBC Nikko and Mitsubishi UFJ Morgan Stanley Securities Co., Ltd. are acting as the Company's joint financial advisors with respect to the share repurchase and the capital and business alliance and disposal of treasury shares through a third-party allotment disclosed in the "Notice Regarding Capital and Business Alliance and Disposal of Treasury Shares Through a Third-Party Allotment" released today, and the Company has received advice from both financial advisors in connection therewith.

For more information regarding the resolution on matters concerning the establishment of the facility for the share repurchase above, please refer to the "Notice of the Establishment of a Facility for the Repurchase of Own Shares (Under the provision of its Articles of Incorporation in accordance with Article 165, paragraph 2 of the Companies Act)" released today.

1. Reasons for the Repurchase of Own Shares

As the Company announced in the "Update on Management Initiatives" on March 6, 2025, the Company commits to repurchase JPY 2.0 trillion of capital in total to shareholders. In addition to the JPY 600 billion in share repurchases conducted in FY 2025, the Company has announced that it plans to repurchase its shares in an aggregate amount of JPY 1.4 trillion from FY 2026, totaling the repurchase to JPY 2.0 trillion by FY2030.

Based on the above, the Company has decided to implement the share repurchase, taking into comprehensive consideration its current financial condition and investment capacity to support the growth of the Company group. In addition, the Company resolved to carry out the share repurchase by adopting the facility share

Note: This document is a timely disclosure for the public announcement of the Company's repurchase of its own shares through the Off-Auction Own Share Repurchase Trading (ToSTNeT-3) system, and has not been prepared for the purpose of the solicitation of investments. This document does not constitute an offer of securities for sale in the United States. The securities referred herein have not been and will not be registered under the U.S. Securities Act of 1933, as amended, and may not be offered or sold in the United States.

repurchase (ASR), which enables the immediate repurchase of a substantial volume of its shares. The Company determined that this approach would further strengthen its commitment to shareholder returns and, ultimately, contribute to further enhancing its corporate value.

2. Repurchase method (Share Repurchase (ToSTNeT-3))

The Company will commission the purchase through the Tokyo Stock Exchange's off-auction own share repurchase trading (ToSTNet-3) system at 8:45AM on August 3, 2026, at the closing price of JPY 2,109 (including the final special quote) as of today (July 31, 2026), to repurchase 189,663,300 shares (the "Anticipated Number of Shares Repurchased") worth approximately JPY 400 billion (the "Share Repurchase (ToSTNeT-3)") (no other trading system will be used, and there will be no change to the trading time). This purchase order will be valid only during the relevant trading time.

SMBC Nikko is scheduled to place a sell order for 189,663,300 shares in the Share Repurchase (ToSTNeT-3), but the Company and SMBC Nikko will conduct an adjustment transaction (the "Adjustment Transaction") through the exercise of the Share Options or the gratuitous transfer of the Company's shares to the Company (the "Gratuitous Transfer") so that the Company's actual per-share purchase price of the shares repurchased from SMBC Nikko through a series of transactions in the Scheme (as defined below), including the Share Repurchase (ToSTNeT-3), will be equal to the average price of the Company's shares based on the all-day volume-weighted average price (the "VWAP") of the Company's common shares in regular-way transactions on the Tokyo Stock Exchange during a certain period following the Share Repurchase (ToSTNeT-3) (the "Average VWAP"; for details of the Average VWAP, please refer to "4. Facility Share Repurchase (ASR)" below). As such, the final number of shares repurchased may vary depending on the Adjustment Transaction. For details of the Adjustment Transaction, please refer to "4. Facility Share Repurchase (ASR)" below.

In addition, upon the Share Repurchase (ToSTNeT-3), SMBC Nikko will borrow shares from the stock lending market and the Company's shareholders, and acquire shares of the Company on the stock market for a certain period of time ("Market Purchase Transactions (ASR)") (the period during which the Market Purchase Transactions (ASR) are conducted is referred to as the "Market Purchase Period (ASR)")* for the purpose of returning those borrowed shares.

* Market Purchase Transactions (ASR) will be conducted at SMBC Nikko's discretion, on its own judgment and for its own account, and the Market Purchase Period (ASR) will begin on August 4, 2026 and end on June 30, 2027 at the latest. However, if SMBC Nikko notifies the Company of the occurrence of a market disruption date (which means a trading day on which SMBC Nikko reasonably determines that a certain event, such as the imposition of trading restrictions on the Company's shares, has occurred under the Allotment Agreement, and the term "trading day" means a day on which trading sessions are held on the Tokyo Stock Exchange; the same shall apply hereinafter) that requires an extension of the Exercise Period (as defined below; for details, please refer to "4. Facility Share Repurchase (ASR) <Date of the Adjustment Transaction (Exercise Period of the Share Options)>" below) of the Share Options, the Market Purchase Period (ASR) may be extended by the number of trading days equal to the required number of trading days.

3. Details of the repurchase (Share Repurchase (ToSTNeT-3))

(1) Class of shares to be repurchased:	Common stock
(2) Total number of shares to be repurchased:	189,663,300 shares (The percentage compared to the total number of shares outstanding (excluding treasury shares): 8.19%)
(3) Total purchase amount for share repurchase:	JPY 399,999,899,700
(4) Announcement of results:	The results of the transaction will be announced following the completion of the transaction at 8:45AM on August 3, 2026.

(Notes 1) The number of shares will not be changed. Depending on market trend and other factors, it is possible that no share repurchase, or a share repurchase of only a portion of the above, will be carried out.

(Notes 2) The purchase will be executed for sell orders that correspond to the Anticipated Number of Shares Repurchased.

(Reference) Details of the resolution on matters concerning the establishment of the facility for the share repurchase (released on July 31, 2026)

(1) Class of shares to be repurchased:	Common stock
(2) Total number of shares to be repurchased:	210,000,000 shares (maximum) (The percentage compared to the total number of shares outstanding (excluding treasury shares) : 9.07%)
(3) Total purchase amount for share repurchase:	JPY 400,000,000,000 (maximum)
(4) Method of repurchase:	Purchase through the off-auction own share repurchase trading (ToSTNeT-3) system on the Tokyo Stock Exchange
(5) Period of repurchase:	August 3, 2026

4. Facility Share Repurchase (ASR)

In connection with the planned repurchase of its shares, the Company has determined that, for the reasons described below, conducting the facility share repurchase (ASR) proposed by SMBC Nikko (the Share Repurchase (ToSTNeT-3) and the repurchase of own shares through a series of transactions in the Adjustment Transaction are hereinafter collectively referred to as the “Scheme”) together with the Share Repurchase (ToSTNeT-3) is the best option to satisfy the Company’s need to immediately repurchase a significant volume of its shares, and decided to implement the Share Repurchase (ToSTNeT-3) through the facility share repurchase (ASR).

Among the methods of repurchasing own shares through market purchases, there are various schemes to repurchase own shares through regular trading sessions, such as individual orders placed by the Company, discretionary account transactions by securities companies, and the use of trust companies. However, if the Company repurchases its shares on the scale it is planning this time, given the trading volume of its shares on the market, it is anticipated that any of these market purchase methods would require a certain period of time to complete the repurchase of its shares. Unlike the above methods, if a purchase is entrusted under ToSTNeT-3, the transaction would be completed in a day, but depending on the volume of sell orders placed by shareholders, the Company may not be able to repurchase its shares on the scale it is planning.

Although the Scheme requires procedures relating to the issuance of Share Options, SMBC Nikko will place a sell order for the total Anticipated Number of Shares Repurchased in the Share Repurchase (ToSTNeT-3) for its own account, and therefore the Company will be able to repurchase its shares equal to the total Anticipated Number of Shares Repurchased with a high degree of certainty, even if the sell orders placed by general shareholders are limited. Although whether SMBC Nikko will actually place a sell order is yet to be determined as of the date hereof, the Company has confirmed with SMBC Nikko that SMBC Nikko expects to be able to place a sell order for the total Anticipated Number of Shares Repurchased by borrowing shares from the stock lending market and the Company’s shareholders. In addition, the Company believes that the demand and supply of the Company’s shares will also improve as a result of the Market Purchase Transactions (ASR) by SMBC Nikko conducted after the Share Repurchase (ToSTNeT-3).

For more information regarding SMBC Nikko’s sale, please refer to an announcement to be published on the Tokyo Stock Exchange’s website (https://www.jpx.co.jp/english/markets/public/short-selling/index.html).

＜Outline of the Scheme (Facility Share Repurchase (ASR))＞

Below is the outline of the Scheme:

・ On August 3, 2026, the Company will conduct the Share Repurchase (ToSTNeT-3) for the Anticipated Number of Shares Repurchased (189,663,300 shares) worth the anticipated purchase price (approximately JPY 400 billion) at a per-share purchase price (JPY 2,109) by way of a purchase through ToSTNeT-3. In the Share Repurchase (ToSTNeT-3), SMBC Nikko will borrow shares from the stock lending market and the Company’s shareholders to place a sell order for the shares equal to the Anticipated Number of Shares Repurchased in response to the Share Repurchase (ToSTNeT-3). This will enable the Company to repurchase its shares equal to the Anticipated Number of Shares Repurchased in the Share Repurchase (ToSTNeT-3) even if the general shareholders do not place any sell orders. Under ToSTNeT-3, sell orders from general shareholders take precedence over sell orders of SMBC Nikko, a financial instruments firm, placed for its own account, and if there are sell orders from general shareholders, SMBC Nikko's sell order will be executed only for the number of shares remaining after those orders have been executed. Thus, if sell orders from the general shareholders reach the Anticipated Number of Shares Repurchased, the Share Repurchase (ToSTNeT-3) will not be conducted through SMBC Nikko's sale, and the Adjustment Transaction will not be carried out.

- After the Share Repurchase (ToSTNeT-3), SMBC Nikko plans to purchase, at its own discretion, on its own judgment and for its own account, the Company's shares on the stock market (i.e., the Market Purchase Transactions (ASR)) in order to return the number of the Company's shares it borrowed and actually sold to the Company in the Share Repurchase (ToSTNeT-3) (such number of shares is hereinafter referred to as the "Number of all Shares Sold (Nikko)").
- With respect to the shares that the Company will repurchase from SMBC Nikko through the Share Repurchase (ToSTNeT-3), the Scheme is designed to ensure that the Company's actual per-share purchase price is equal to the Average VWAP during each Adjustment Period (as defined below). Specifically, pursuant to the Allotment Agreement, the Adjustment Transaction will be conducted in accordance with the movements of the Average VWAP.
- The Market Purchase Transactions (ASR) will be conducted during the five periods (the "Adjustment Periods") into which the Market Purchase Period (ASR) is divided, based on the Anticipated Number of Shares Repurchased under the Share Repurchase (ToSTNeT-3) divided into five portions (the "Number of Shares Sold (Nikko)" or the "Number of Transaction Shares Subject to the Adjustment Period"). The details of the Adjustment Transaction to be conducted in light of the Market Purchase Transaction (ASR) corresponding to each Adjustment Period are set forth below. The Average VWAP applied in each Adjustment Period will also differ. For details, please refer to "<Adjustment Periods, Number of Transaction Shares Subject to the Adjustment Period, and Average VWAP, etc.>" below.

i. If the Average VWAP is higher than the per-share purchase price in the Share Repurchase (ToSTNeT-3) (Adjustment Transaction through the exercise of the Share Options)

- In this case, assuming that SMBC Nikko acquires shares at the Average VWAP in the Market Purchase Transactions (ASR), SMBC Nikko will not be able to purchase a sufficient number of shares to return the borrowed shares even if it uses the amount received from the Company in the Share Repurchase (ToSTNeT-3) (the "Total Received Amount (Nikko)"; and the amount corresponding to the Number of Shares Sold (Nikko) for each Adjustment Period is referred to as the "Received Amount (Nikko)") (the number of shares that can be purchased in each Adjustment Period under such assumption is hereinafter referred to as the "Number of Purchasable Shares (Average VWAP)"). As such, SMBC Nikko will acquire shares equal to the shortfall in shares by exercising the Share Options. The amount of contribution at the time of the exercise of each Share Option is JPY 1, and the number of shares to be delivered to SMBC Nikko as a result of such exercise will be calculated according to the following formula:

  Number of shares delivered upon exercise of the Share Options
  = Number of Shares Sold (Nikko) - Number of Purchasable Shares (Average VWAP)
  (Number of Purchasable Shares (Average VWAP) = Received Amount (Nikko) / Average VWAP)
  * The above number of shares delivered represents the number of shares delivered for the exercise price of JPY 1.

ii. If the Average VWAP is lower than the per-share purchase price in the Share Repurchase (ToSTNeT-3) (Adjustment Transaction through the Gratuitous Transfer)

- In this case, assuming that SMBC Nikko acquires shares at the Average VWAP in the Market Purchase Transactions (ASR), SMBC Nikko will be able to purchase, using the Received Amount (Nikko), the number of shares that exceeds the number of the Company's shares sold to the Company in the Share Repurchase (ToSTNeT-3) (i.e., the Number of Shares Sold (Nikko)) (the number of shares that can be purchased by SMBC Nikko using the Received Amount (Nikko) in each Adjustment Period under this assumption is hereinafter referred to as the "Number of Shares Purchased (Average VWAP)"). Accordingly, SMBC Nikko will issue a Non-exercise Notice (as defined below) for the Share Options, and carry out the gratuitous transfer of the Company's shares equal to such excess to the Company (i.e., the Gratuitous Transfer). The number of the Company's shares to be transferred to the Company through each Gratuitous Transfer is calculated according to the formula below:

  Number of the Company's shares subject to the Gratuitous Transfer

= Number of Shares Purchased (Average VWAP) - Number of Shares Sold (Nikko)
(Number of Shares Purchased (Average VWAP) = Received Amount (Nikko) / Average VWAP)

- If SMBC Nikko notifies the Company of its non-exercise of the Share Options (the “Non-exercise Notice”), it will not be able to exercise the Share Options from such date onward.

・ As noted above, if the Adjustment Transaction is carried out through the exercise of the Share Options, the actual number of own shares to be repurchased by the Company will be the number of shares purchased by the Company through the ToSTNeT-3 transaction less the number of shares delivered upon the exercise of the Share Options. Conversely, if the Adjustment Transaction is carried out through the Gratuitous Transfer, the actual number of own shares to be repurchased will increase by the number of shares to be acquired in accordance with the Gratuitous Transfer, which will, as a result, produce the same outcome as the case where the Company repurchases shares at the Average VWAP using the anticipated purchase amount of the Anticipated Number of Shares Repurchased under the Adjustment Transaction. Since the Adjustment Transaction will be conducted multiple times (5 times in total) for each Number of Transaction Shares Subject to the Adjustment Period, the actual number of shares ultimately repurchased through the Scheme will increase or decrease depending on the outcome of each Adjustment Transaction. In addition, if there are sell orders from general shareholders in the Share Repurchase (ToSTNeT-3), the number of own shares repurchased in the Adjustment Transaction will decrease.

If, for example, a tender offer for the Company’s common shares is commenced or announced, the Share Options may be exercised regardless of the relationship between the Average VWAP and the per-share purchase price in the Share Repurchase (ToSTNeT-3) as described above. In such case, the exercise price of the Share Options and the number of shares delivered will be adjusted to make any appropriate adjustments for the unexecuted portion of the Market Purchase Transactions (ASR) intended to return the borrowed shares, taking into consideration the number of trading days from the commencement or announcement of such tender offer to the last day of the Exercise Period (as defined below), after conducting subsequent adjustment transactions based on the average VWAP during a certain period up to the commencement or announcement of such tender offer, in accordance with the Terms and Conditions of Issuance of the Share Options (the exercise of the Share Options to which the adjusted exercise price of the Share Options, and the adjusted number of shares delivered will be applied, for example, upon the commencement or announcement of the tender offer for the Company’s common shares, is hereinafter referred to as the “Exercise of Share Options upon Tender Offer”). In addition, if the number of shares delivered is zero, SMBC Nikko will carry out a Gratuitous Transfer to the Company of such number the Company’s shares calculated in accordance with the Terms and Conditions of Issuance of the Share Options.

<Adjustment Periods, Number of Transaction Shares Subject to the Adjustment Period, and Average VWAP, etc.>

The Adjustment Period, the maximum Number of Transaction Shares Subject to the Adjustment Period, and the series numbers of the Share Options to be exercised at the time of the Adjustment Transaction are as follows. In addition, the Average VWAP applicable to the Adjustment Transaction corresponding to each Adjustment Period shall be the price obtained by multiplying the simple arithmetic average of the VWAP from the first day of each Adjustment Period through the trading day immediately preceding the exercise date of each Share Option to be exercised (or, if such Share Option is not exercised, the date of the Non-exercise Notice for such Share Option) by the applicable rate upon calculation of the Average VWAP set forth below (calculated to five decimal places, with the fifth decimal place rounded off) (however, in calculating the Average VWAP, the period from the day that is five trading days prior to the final trading day of each quarterly accounting period of the Company through the last day of such period, and any excluded market disruption event date as provided in the Terms and Conditions for Issuance of the Share Options shall be excluded from the Average VWAP calculation period). Furthermore, the actual Number of Transaction Shares Subject to the Adjustment Period for each Adjustment Period shall be the number of shares obtained by dividing the Number of all Shares Sold (Nikko) by five (provided, however, that with respect to the number of shares corresponding to Adjustment Periods (II) through (V), any fraction of less than 100 shares shall be rounded down, and such rounded-down portion shall be added to the number of shares corresponding to Adjustment Period (I)).

Adjustment Period	Number of shares subject to the Adjustment Period (Number of Shares Sold (Nikko))	Share Options to be exercised (series number)	Applicable rate upon calculation of the Average VWAP

(I) August 4, 2026 ～ November 18, 2026	37,932,900 shares (maximum)	23rd	100.55%
(II) October 1, 2026 ～ January 15, 2027	37,932,600 shares (maximum)	24th	100.90%
(III) November 19, 2026 ～March 12, 2027	37,932,600 shares (maximum)	25th	100.92%
(IV) January 18, 2027～ May 6, 2027	37,932,600 shares (maximum)	26th	101.18%
(V) March 15, 2027 ～ June 30, 2027	37,932,600 shares (maximum)	27th	101.75%

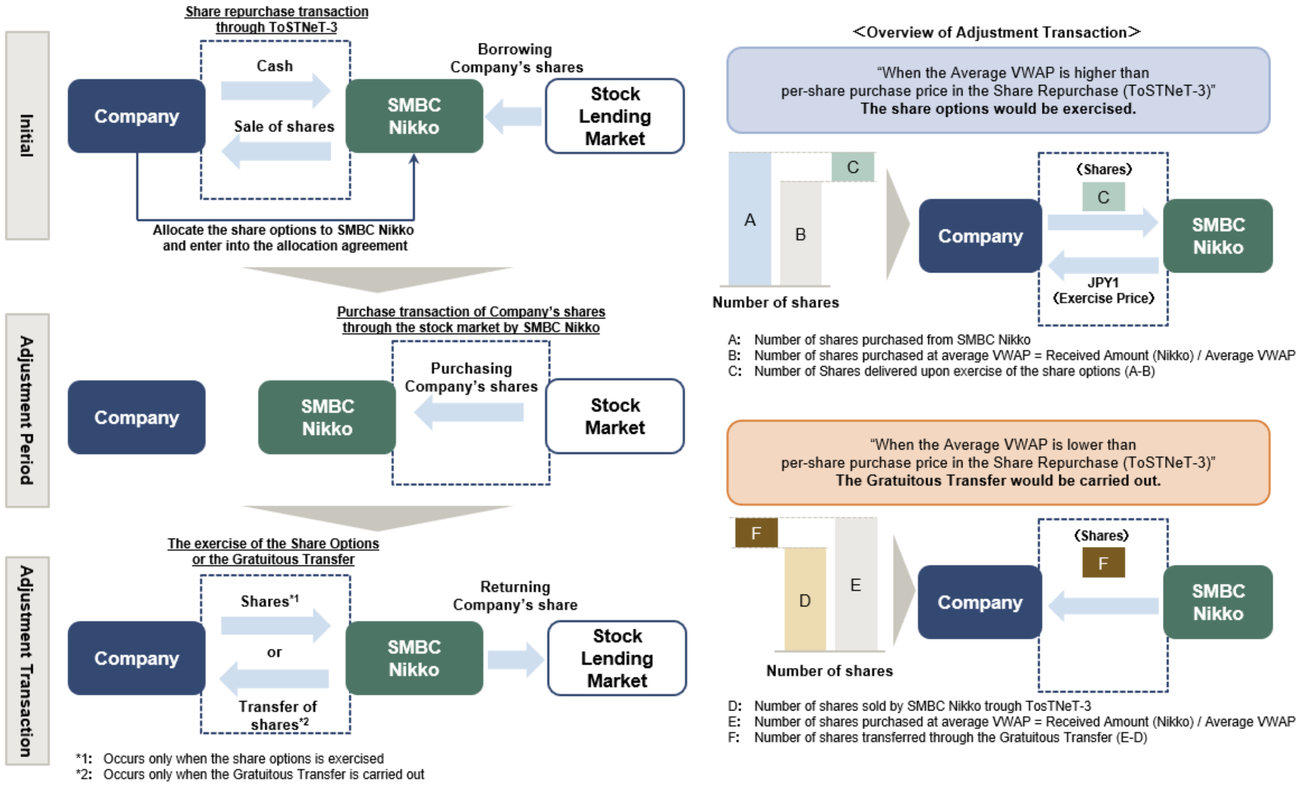
< Date of the Adjustment Transaction (Exercise Period of the Share Options)>
The above Adjustment Transaction (the exercise of the Share Options or the Gratuitous Transfer) will be, in principle, conducted during the exercise period of the Share Options (the "Exercise Period") below, as set forth in the Allotment Agreement. However, if SMBC Nikko notifies the Company of the occurrence of a market disruption date that requires an extension of the Exercise Period of the Share Options, the Exercise Period may be extended by the number of trading days equal to the required number of days, up to the final day (the 8th trading day after the last day of each Exercise Period) of the exercisable period specified in the Terms and Conditions of Issuance of the Share Options (the "Exercisable Period") at the longest, and the Share Options may be exercised on or after the first day of the Exercisable Period, regardless of the Exercise Period, in the case of the Exercise of Share Options upon Tender Offer. The final results of the Adjustment Transaction will be separately released, and the final total purchase price or the final number of shares repurchased may vary depending on such results.

If the Average VWAP equals the per-share purchase price in the Share Repurchase (ToSTNeT-3), SMBC Nikko will issue a Non-exercise Notice, and the Gratuitous Transfer will not be carried out.

Exercise Period corresponding to Adjustment Period (I) : October 2, 2026～November 19, 2026
Exercise Period corresponding to Adjustment Period (II) : November 20, 2026～January 18, 2027
Exercise Period corresponding to Adjustment Period (III) : January 19, 2027～March 15, 2027
Exercise Period corresponding to Adjustment Period (IV) : March 16, 2027～May 7, 2027
Exercise Period corresponding to Adjustment Period (V) : May 10, 2027～July 1, 2027

Furthermore, by dividing the Adjustment Period, it is expected that the effect of improving the supply-demand balance of the Company's shares through the Market Purchase Transactions (ASR) by SMBC Nikko will be smoothed out. In addition, multiple adjustment transaction opportunities corresponding to the division of the Adjustment Period mean that, in cases where the price of the Company's shares is weak during a particular Adjustment Period, the Adjustment Transaction may be conducted by means of the Gratuitous Transfer rather than by exercising the Share Options. As a result, there are potential merits such as a reduction in dilution of the Company's shares, which the Company believes will serve the interests of existing shareholders.

<Overview of the Scheme>



(Note) The above figure is intended to provide an overview of the Scheme, and since the actual Adjustment Transaction is conducted multiple times in each Exercise Period for each Number of Transaction Shares Subject to the Adjustment Period, the effective number of shares ultimately acquired through the Scheme will increase or decrease each time depending on the results of each Adjustment Transaction.