

Consolidated Financial Results for the Six Months ended August 31, 2012 Seven & i Holdings Co., Ltd.

(URL http://www.7andi.com/en)

Securities Code No. 3382

President and COO: Noritoshi Murata

The Company's shares are listed on the First Section of the Tokyo Stock Exchange.

Submission date of quarterly securities report scheduled: October 12, 2012

Starting date of paying dividend: November 15, 2012

Preparation of brief summary materials for quarterly financial results: Yes

Holding of quarterly financial results presentation: Yes

Note: All amounts less than one million yen have been disregarded.

1. Business Results for the Six Months ended August 31, 2012 (from March 1, 2012 to August 31, 2012)

(1) Results of Operations (cumulative)

(Millions of yen, except per share amounts)

	Revenues from Operations		Operating Income		Ordinary Income	
Six Months ended August 31, 2012	2,450,662	4.0%	147,195	(2.0)%	147,126	(2.5)%
Six Months ended August 31, 2011	2,357,241	(7.9)%	150,186	25.9%	150,878	26.4%

	Net Income	Net Income per Share	Diluted Net Income per Share
Six Months ended August 31, 2012	66,912 26.8%	75.73 (yen)	75.68 (yen)
Six Months ended August 31, 2011	52,790 (15.4)%	59.75 (yen)	59.72 (yen)

Notes: 1. Comprehensive income:

Six Months ended August 31, 2012: 81,874 million yen [47.4%]

Six Months ended August 31, 2011: 55,547 million yen [- %]

2. Percentages represent increase (decrease) from the corresponding period in the prior fiscal year.

*Total Group sales including the sales of Seven-Eleven Japan and 7-Eleven, Inc. franchisees:

Six Months ended August 31, 2012: 4,201,170 million yen [5.6%]

Six Months ended August 31, 2011: 3,977,384 million yen [5.7%]

(2) Financial Position

(Millions of yen, except per share amounts)

	Total Assets	Net Assets	Owners' Equity Ratio	Net Assets per Share
As of August 31, 2012	4,076,055	1,910,440	44.5%	2,051.36 (yen)
As of February 29, 2012	3,889,358	1,860,954	45.4%	1,998.84 (yen)

Note: Owners' Equity (net assets excluding minority interests in consolidated subsidiaries and subscription rights to shares):

As of August 31, 2012: 1,812,440 million yen

As of February 29, 2012: 1,765,983 million yen

2. Dividends

	Dividends per Share (yen)					
Record Date	First Quarter	Second Quarter	Third Quarter	Year-end	Annual	
Year ended February 29, 2012	-	29.00	-	33.00	62.00	
Year ending February 28, 2013	-	31.00				
Year ending February 28, 2013 (forecast)			-	31.00	62.00	

Note: Revision of dividends forecast during the current quarterly period: None

3. Forecast of Business Results for the Fiscal Year ending February 28, 2013 (from March 1, 2012 to February 28, 2013)

(Millions of yen, except per share amounts)

	Reven from Ope		Opera Inco	U	Ordinary	Income	Net Inc	ome	Net Income per Share
Entire Year	5,030,000	5.1%	308,000	5.5%	308,000	5.1%	143,000	10.1%	161.85 (yen)

Notes:

- 1. Percentages represent increase (decrease) from the corresponding period in the prior fiscal year.
- 2. Revision of business results forecast during the current quarterly period: Yes
- * The forecast of total Group sales including the sales of Seven-Eleven Japan and 7-Eleven, Inc. franchisees:

Entire Year: 8,530,000 million yen [6.0%]

4. Others

- (1) Changes in significant subsidiaries during the period: None
- (2) Application of specific accounting for preparing the quarterly consolidated financial statements: None
- (3) Changes in accounting policies, changes in accounting estimates, and restatements
 - 1. Changes due to amendment of accounting standards: Yes

(Change in depreciation method for property and equipment)

In accordance with the amendment of the Corporation Tax Law, effective from the first quarter of fiscal year ending February 28, 2013, the Company and its domestic consolidated subsidiaries have changed their depreciation method for those property and equipment acquired on or after April 1, 2012.

As a result of this change, operating income, ordinary income and income before income taxes and minority interests increased by 632 million yen.

- 2. Changes due to other reasons: None
- 3. Changes in accounting estimates: Yes
- 4. Restatements: None
- (4) Number of shares outstanding (common stock)
 - 1. Number of shares outstanding at the end of period (including treasury stock)

As of August 31, 2012: 886,441,983 shares As of February 29, 2012: 886,441,983 shares

2. Number of treasury stock at the end of period

As of August 31, 2012: 2,909,523 shares As of February 29, 2012: 2,935,526 shares

3. Average number of shares during the period (cumulative quarterly consolidated period)

For the six months ended August 31, 2012: 883,528,633 shares For the six months ended August 31, 2011: 883,491,942 shares

(5) Supplementary Information

(Application of Accounting Standard for Accounting Changes and Error Corrections)

From the first quarter of the consolidated fiscal year ending February 28, 2013, the Company has applied the "Accounting Standard for Accounting Changes and Error Corrections" (ASBJ Statement No.24, December 4, 2009) and the "Guidance on Accounting Standard for Accounting Changes and Error Corrections" (ASBJ Guidance No.24, December 4, 2009) to make changes in accounting principles and correct errors from previous years.

(Application of consolidated taxation system)

From the first quarter of the consolidated fiscal year ending February 28, 2013, the parent company and its wholly owned domestic subsidiaries have applied Consolidated Taxation System.

NOTICE REGARDING QUARTERLY REVIEW PROCEDURES FOR THE QUARTERLY FINANCIAL RESULTS

This quarterly financial results statement is exempt from the quarterly review procedures based upon the Financial Instruments and Exchange Act. At the time of disclosure of this quarterly financial results statement, the quarterly review procedure based upon the Financial Instruments and Exchange Act has not been completed.

FORWARD LOOKING STATEMENTS

- 1. The forecast for the year ending February 28, 2013 is based on Seven & i Holdings' hypotheses, plans and estimates at the date of publication. It is possible that some uncertain factors will cause the Company's future performance to differ significantly from the contents of the forecast.
- 2. Brief summary for the second quarter of FY 2013 is posted on the Company's website (http://www.7andi.com/en/ir/library/kh/201302.html). The materials related to financial results which will be used on financial results presentation scheduled on October 5, 2012, will be promptly posted after the presentation.

<Reference>

Qualitative Information on Consolidated Financial Results Forecast for the Fiscal Year ending February 28, 2013 (from March 1, 2012 to February 28, 2013)

The Company has revised its consolidated financial results forecast for the fiscal year ending February 28, 2013 from the previous forecast announced on April 5, 2012. For details, please refer to "Notice Regarding Revision of Consolidated Financial Results Forecast" and "Brief Summary for the Second Quarter of FY2013" which were announced on October 4, 2012.

Consolidated financial results forecast

(Millions of yen)

	Year ending February 28, 2013		
		YOY	
Revenues from operations	5,030,000	5.1%	
Operating income	308,000	5.5%	
Ordinary income	308,000	5.1%	
Net income	143,000	10.1%	

Assumed exchange rates: U.S.\$1=80.00 yen 1yuan=12.50 yen

Revenues from operations and operating income forecast by business segment

(Millions of yen)

	Year ending February 28, 2013					
	Revenues from operations		Operating i	income		
		YOY		YOY		
Convenience store operations	1,900,000	12.4%	231,600	7.9%		
Superstore operations	2,020,000	1.4%	25,800	(20.4)%		
Department store operations	887,000	(1.5)%	11,800	18.6%		
Food services	79,000	1.2%	1,100	_		
Financial services	143,000	10.3%	35,600	5.4%		
Others	56,000	18.0%	3,600	56.2%		
Total before eliminations	5,085,000	5.1%	309,500	5.6%		
Eliminations / corporate	(55,000)	_	(1,500)	_		
Consolidated Total	5,030,000	5.1%	308,000	5.5%		

Note: Percentages represent increase (decrease) from the corresponding period in the prior fiscal year.

Attached Materials

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5. Consolidated Quarterly Financial Statements

(1) Consolidated Quarterly Balance Sheets

	February 29, 2012	August 31, 2012
	Amount	Amount
Address		
ASSETS Current assets	1,516,584	1,660,839
Cash and bank deposits	711,629	675,170
Notes and accounts receivable, trade	270,953	288,483
Trade accounts receivable - financial services	68,691	66,334
Marketable securities	43,025	191,025
Merchandise and finished goods	149,455	148,822
Work in process	359	198
	2,390	2,794
Raw materials and supplies	2,390	34,406
Prepaid expenses Deferred income taxes		
	38,905	34,494
Other Allowance for doubtful accounts	206,062	224,289
	(4,758)	(5,181)
Non-current assets	2,372,364	2,414,859
Property and equipment	1,320,174	1,373,701
Buildings and structures, net	565,192	586,699
Furniture, fixtures and equipment, net	129,438	141,979
Land	590,524	601,212
Lease assets, net	13,925	14,900
Construction in progress	16,566	24,898
Other, net	4,525	4,011
Intangible assets	333,156	344,369
Goodwill	184,305	194,095
Software	32,340	34,028
Other	116,510	116,244
Investments and other assets	719,034	696,788
Investments in securities	181,863	168,650
Long-term loans receivable	18,279	18,021
Prepaid pension cost	6,674	5,297
Long-term leasehold deposits	412,098	405,478
Advances for store construction	8,320	7,659
Deferred income taxes	40,147	38,587
Other	57,809	59,432
Allowance for doubtful accounts	(6,160)	(6,339)
Deferred assets	408	356
New organization costs	43	36
Business commencement expenses	364	320
TOTAL ASSETS	3,889,358	4,076,055

(Millions of yen)				
	February 29, 2012	August 31, 2012		
	Amount	Amount		
LIABILITIES				
Current liabilities	1,385,728	1,464,183		
Notes and accounts payable, trade	316,072	364,694		
Short-term loans	139,690	137,700		
Current portion of long-term loans	88,786	94,410		
Current portion of bonds	10,000	39,999		
Income taxes payable	58,295	42,608		
Accrued expenses	71,700	78,865		
Deposits received	116,569	126,119		
-	15,092	16,712		
Allowance for sales promotion expenses Allowance for bonuses to employees	·			
Allowance for bonuses to directors and	14,755	14,255		
corporate auditors	341	176		
Allowance for loss on future collection of	4,089	3,603		
gift certificates	4,069	3,003		
Provision for loss on disaster	1,063	213		
Deposits received in banking business	288,228	297,610		
Other	261,043	247,215		
Non-current liabilities	642,675	701,432		
Bonds	253,978	253,981		
Long-term loans	198,167	250,943		
Deferred income taxes	34,550	33,064		
Allowance for accrued pension and	3,796	3,916		
severance costs Allowance for retirement benefits to directors	3,770	3,710		
and corporate auditors	2,191	2,126		
Deposits received from tenants and	55 380	54,762		
franchised stores	55,380			
Asset retirement obligations	43,740	45,986		
Other	50,870	56,650		
TOTAL LIABILITIES	2,028,403	2,165,615		
NET ASSETS				
Shareholders' equity	1,882,287	1,920,126		
Common stock	50,000	50,000		
Capital surplus	526,886	526,875		
Retained earnings	1,312,613	1,350,399		
Treasury stock, at cost	(7,212)	(7,148)		
Total accumulated other comprehensive income	(116,303)	(107,686)		
Unrealized gains (losses) on available-for-sale	3,360	5,899		
securities, net of taxes	3,500	3,077		
Unrealized gains (losses) on hedging derivatives, net of taxes	(3)	(4)		
Foreign currency translation adjustments	(119,661)	(113,581)		
Subscription rights to shares	1,222	1,553		
Minority interests in consolidated subsidiaries	93,748	96,446		
TOTAL NET ASSETS	1,860,954	1,910,440		
TOTAL LIABILITIES AND NET ASSETS	3,889,358	4,076,055		

(2) Consolidated Quarterly Statements of Income and Consolidated Quarterly Statements of Comprehensive Income

Consolidated Quarterly Statements of Income

	Six Months ended August 31, 2011	Six Months ended August 31, 2012
	Amount	Amount
Revenues from operations	2,357,241	2,450,662
Net sales	1,974,314	2,030,994
Cost of sales	1,512,186	1,574,207
Gross profit on sales	462,127	456,786
Other operating revenues	382,926	419,668
Gross profit from operations	845,054	876,455
Selling, general and administrative expenses	694,867	729,260
Operating income	150,186	147,195
Non-operating income	5,441	5,573
Interest income	2,515	2,663
Equity in earnings of affiliates	1,275	1,154
Other	1,650	1,755
Non-operating expenses	4,750	5,642
Interest expenses	2,224	2,469
Interest on bonds	1,440	1,435
Other	1,085	1,737
Ordinary income	150,878	147,126
Special gains	6,649	983
Gain on sales of property and equipment	477	331
Gain on changes in accounting policies applied to foreign subsidiary	4,628	-
Compensation income	-	214
Other	1,543	437
Special losses	54,380	17,097
Loss on disposals of property and equipment	2,636	3,422
Impairment loss on property and equipment	3,742	9,607
Loss on disaster	23,417	-
Loss on adjustment for changes of accounting standard for asset retirement obligations	22,500	-
Other	2,082	4,067
Income before income taxes and		·
minority interests	103,148	131,012
Income taxes - current	61,254	52,710
Income taxes - deferred	(16,230)	5,107
Income taxes	45,023	57,817
Income before minority interests	58,124	73,194
Minority interests in income	5,333	6,282
Net income	52,790	66,912

Consolidated Quarterly Statements of Comprehensive Income

	Six Months ended August 31, 2011	Six Months ended August 31, 2012
	Amount	Amount
Income before minority interests	58,124	73,194
Other comprehensive income		
Unrealized gains (losses) on available-for-sale securities, net of taxes	(922)	2,544
Unrealized gains (losses) on hedging derivatives, net of taxes	169	0
Foreign currency translation adjustments	(1,816)	6,134
Share of other comprehensive income of associates accounted for using equity method	(7)	1
Total other comprehensive income	(2,576)	8,679
Comprehensive income	55,547	81,874
Comprehensive income attributable to		
Shareholders of the parent	50,163	75,530
Minority interests	5,384	6,344

(3) Consolidated Quarterly Statements of Cash Flows

		(Millions of yen)
	Six Months ended August 31, 2011	Six Months ended August 31, 2012
	Amount	Amount
Cash flows from operating activities:		
Income before income taxes and minority interests	103,148	131,012
Depreciation and amortization	66,646	73,885
Impairment loss on property and equipment	3,742	9,607
Amortization of goodwill	6,618	6,981
Interest income	(2,515)	(2,663)
Interest expenses and interest on bonds	3,664	3,904
Equity in losses (earnings) of affiliates	(1,275)	(1,154)
Gain on sales of property and equipment	(477)	(331)
Loss on disposals of property and equipment	2,636	3,422
Gain on changes in accounting policies applied to foreign subsidiary	(4,628)	-
Loss on adjustment for changes of accounting standard for asset retirement obligations	22,500	-
Decrease (increase) in notes and accounts receivable, trade	(11,867)	(17,236)
Decrease (increase) in trade accounts receivable, financial services	6,538	2,356
Decrease (increase) in inventories	(4,183)	894
Increase (decrease) in notes and accounts payable, trade	62,267	45,714
Increase (decrease) in deposits received	(14,247)	4,887
Net increase (decrease) in loans in banking business	2,800	10,000
Net increase (decrease) in bonds in banking business	2,000	30,000
Net increase (decrease) in deposits received in banking business	22,012	9,381
Net decrease (increase) in call loan in banking business	80,000	(8,800)
Net increase (decrease) in call money in banking business	8,000	24,000
Net change in ATM-related temporary accounts	2,143	(10,669)
Other	48,720	(5,248)
Sub-total	402,244	309,944
Interest and dividends received	1,726	1,819
Interest paid	(3,642)	(3,640)
Income taxes paid	(39,500)	(53,624)
Net cash provided by operating activities	360,828	254,498
Cash flows from investing activities:	,	,
Acquisition of property and equipment	(111 174)	(111,830)
Proceeds from sales of property and equipment	(111,174)	(111,830) 789
Acquisition of intangible assets	1,796 (6,027)	(7,686)
Payment for purchase of investments in securities	(93,953)	(92,500)
Proceeds from sales of investments in securities	110,725	89,022
Purchase of investments in subsidiaries resulting in change	110,723	69,022
in scope of consolidation	(18,279)	-
Payment for long-term leasehold deposits	(11,805)	(12,554)
Refund of long-term leasehold deposits	16,371	16,517
Proceeds from deposits from tenants	3,391	1,797
Refund of deposits from tenants	(3,806)	(2,267)
Proceeds from subsidy income related to urban	(3,800)	(2,207)
redevelopment project	2,545	-
Payment for succession of business	(135,794)	-
Payment for acquisution of business	(18,650)	(10,758)
Payment into time deposits	(3,666)	(2,749)
Proceeds from withdrawal of time deposits	7,928	4,006
Other	(3,517)	(2,233)
Net cash used in investing activities	(263,915)	(130,447)

	Six Months ended August 31, 2011	Six Months ended August 31, 2012
	Amount	Amount
Cash flows from financing activities:		
Net increase (decrease) in short-term loans	38,534	(1,990)
Proceeds from long-term debts	92,201	74,350
Repayment of long-term debts	(66,809)	(26,653)
Proceeds from commercial paper	181,023	-
Payment for redemption of commercial paper	(186,090)	(22,014)
Payment for redemption of bonds	(100)	-
Dividends paid	(25,630)	(29,162)
Capital contribution from minority interests	222	0
Dividends paid for minority interests	(1,981)	(3,157)
Other	(4,697)	(3,352)
Net cash provided by (used in) financing activities	26,671	(11,978)
Effect of exchange rate changes on cash and cash equivalents	313	692
Net increase (decrease) in cash and cash equivalents	123,897	112,765
Cash and cash equivalents at the beginning of period	656,747	733,707
Cash and cash equivalents at the end of period	780,644	846,473

(4) Doubts on the Premise of Going Concern

None

(5) Segment Information

I. Six Months ended August 31, 2011 (From March 1, 2011 to August 31, 2011)

1. Information on Revenues from Operations and Income (Loss) by Reportable Segment

(Millions of yen)

			Reportabl	e segments				Adjustments	Consolidated
	Convenience store operations	Superstore operations	Department store operations	Food services	Financial services	Others	Total	(Note 1)	total (Note 2)
Revenues from operations									
Revenues									
1. Customers	835,641	983,458	431,310	38,573	55,498	12,758	2,357,241	-	2,357,241
2. Intersegment	277	4,873	586	503	8,073	10,326	24,642	(24,642)	-
Total	835,919	988,331	431,897	39,076	63,572	23,085	2,381,883	(24,642)	2,357,241
Segment income (loss)	109,839	21,047	2,213	310	16,292	1,131	150,835	(648)	150,186

Notes:

- 1. The adjustments on segment income (loss) of (648) million yen are eliminations of intersegment transactions and certain expense items that are not allocated to reportable segments.
- 2. Segment income (loss) is reconciled with the operating income in the Consolidated Quarterly Statements of Income.

2. Impairment of Fixed Assets and Goodwill by Reportable Segment

No significant items to be reported.

II. Six Months ended August 31, 2012 (From March 1, 2012 to August 31, 2012)

1. Information on Revenues from Operations and Income (Loss) by Reportable Segment

(Millions of yen)

			Reportabl	e segments				Adjustments	Consolidated total (Note 2)
	Convenience store operations	Superstore operations	Department store operations	Food services	Financial services	Others	Total	(Note 1)	
Revenues from operations									
Revenues									
1. Customers	926,171	984,481	425,821	39,770	60,767	13,651	2,450,662	-	2,450,662
2. Intersegment	238	5,370	737	459	10,182	11,855	28,842	(28,842)	-
Total	926,410	989,851	426,558	40,229	70,949	25,506	2,479,505	(28,842)	2,450,662
Segment income (loss)	116,505	9,264	1,286	451	18,595	2,018	148,121	(926)	147,195

Notes:

- 1. The adjustments on segment income (loss) of (926) million yen are eliminations of intersegment transactions and certain expense items that are not allocated to reportable segments.
- 2. Segment income (loss) is reconciled with the operating income in the Consolidated Quarterly Statements of Income.

2. Impairment of Fixed Assets and Goodwill by Reportable Segment

(Major fluctuation of amount of goodwill)

Goodwill of the convenience store operation increased 14,511 million yen due to acquisition of business in North America.

(Reference)

Revenues from operations and operating income by geographic area segments are described below.

Six Months ended August 31, 2011 (From March 1, 2011 to August 31, 2011) (Millions of yen)

Operating income	137,632	11,137	1,405	150,175	11	150,186
Total	1,770,143	542,165	45,227	2,357,536	(294)	2,357,241
2. Intersegment	226	67	-	294	(294)	-
1. Customers	1,769,916	542,098	45,227	2,357,241	-	2,357,241
Revenues						
Revenues from operations						
	Japan	North America	Others	Total before eliminations	I Eliminations	Consolidated total

Six Months ended August 31, 2012 (From March 1, 2012 to August 31, 2012) (Millions of yen)

	Japan	North America	Others	Total before eliminations	Eliminations	Consolidated total
Revenues from operations						
Revenues 1. Customers 2. Intersegment	1,790,552 263	609,013 40	51,097 -	2,450,662 304	(304)	2,450,662
Total	1,790,816	609,053	51,097	2,450,967	(304)	2,450,662
Operating income	131,237	15,510	443	147,191	3	147,195

Notes:

- 1. The classification of geographic area segments is determined based on geographical distances.
- 2. "Others" consists of the business results in the People's Republic of China.

(6) Notes on Significant Changes in the Amount of Shareholders' Equity None