

# Consolidated Financial Results for the Three Months ended May 31, 2014 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: July 14, 2014

Starting date of paying dividend: -

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 Three Months ended May 31, 2014 (from March 1, 2014 to May 31, 2014)

### (1) Results of Operations (cumulative)

(Millions of yen, except per share amounts)

	<b>Revenues from Operations</b>		Operating In	ncome	Ordinary	Income
Three Months ended May 31, 2014	1,472,114	7.9%	77,478	5.1%	77,294	4.9%
Three Months ended May 31, 2013	1,364,939	13.1%	73,692	9.5%	73,681	10.1%

	Net Incom	ne e	Net Income	e per Share	Diluted Ne per Sl	
Three Months ended May 31, 2014	39,520	5.6%	44.70	(yen)	44.67	(yen)
Three Months ended May 31, 2013	37,433	14.9%	42.37	(yen)	42.34	(yen)

Notes: 1. Comprehensive income:

Three Months ended May 31, 2014: 28,790 million yen [(62.4)%]

Three Months ended May 31, 2013: 76,484 million yen [37.1%]

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

Three Months ended May 31, 2014: 2,463,440 million yen [ 8.1%]

Three Months ended May 31, 2013: 2,279,820 million yen [11.8%]

### (2) Financial Position

(Millions of yen, except per share amounts)

	Total Assets	Net Assets	Owners' Equity Ratio	Owners' Equity per Share
As of May 31, 2014	5,015,500	2,217,199	41.7%	2,368.53 (yen)
As of February 28, 2014	4,811,380	2,221,557	43.6%	2,371.92 (yen)

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

As of May 31, 2014: 2,093,945 million yen

As of February 28, 2014: 2,095,746 million yen

### 2. Dividends

	Dividends per Share (yen)					
Record Date	First Quarter	Second Quarter	Third Quarter	Year-end	Annual	
Year ended February 28, 2014	-	33.00	-	35.00	68.00	
Year ending February 28, 2015	-					
Year ending February 28, 2015 (forecast)		35.00	-	35.00	70.00	

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

<sup>\*</sup>Group's total sales include the sales of Seven-Eleven Japan and 7-Eleven, Inc. franchisees:

### 3. Forecast of Business Results for the Fiscal Year ending February 28, 2015 (from March 1, 2014 to February 28, 2015)

(Millions of yen, except per share amounts)

	Revent from Oper		Opera Inco	_	Ordinary	Income	Net Inc	ome	Net In per S	
Interim Period	3,040,000	8.3%	170,000	3.3%	169,000	2.5%	83,500	0.2%	94.45	(yen)
Entire Year	6,130,000	8.8%	356,000	4.8%	354,000	4.4%	184,000	4.7%	208.13	(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: None
- \*The forecast of Group's total sales include the sales of Seven-Eleven Japan and 7-Eleven, Inc. franchisees:

Interim Period: 5,050,000 million yen [6.3%] Entire Year: 10,200,000 million yen [6.3%]

### 4. Others

(1) Changes in significant subsidiaries during the period:

(changes in specific subsidiaries accompanying change in scope of consolidation): Yes Added: none Excluded: one company (Seven Net Shopping Co., Ltd.)

- (2) Application of specific accounting for preparing the quarterly consolidated financial statements: None
- (3) Changes in accounting policies, accounting estimates or restatements
  - 1. Changes due to amendment of accounting standards: None
  - 2. Changes due to other reasons: None
  - 3. Changes in accounting estimates: None
  - 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 May 31, 2014: 886,441,983 shares

As of February 28, 2014: 886,441,983 shares

2. Number of treasury stock at the end of period

As of May 31, 2014: 2,370,548 shares

As of February 28, 2014: 2,876,349 shares

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

As of May 31, 2014: 884,050,849 shares As of May 31, 2013: 883,548,039 shares

### 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, 2015 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 first quarter of FY 2015 will be posted on the Company's website (http://www.7andi.com/en/ir/library/kh/201502.html). The presentation materials related to financial results which will be used on financial results presentation planned to be held on July 3, 2014, will be posted as soon as possible after the presentation.

### **Attached Materials**

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### **5. Consolidated Quarterly Financial Statements**

### (1) Consolidated Quarterly Balance Sheets

	February 28, 2014	May 31, 2014
	Amount	Amount
ASSETS		
Current assets	1,899,556	2,083,703
Cash and bank deposits	792,986	840,573
Notes and accounts receivable, trade	327,072	339,011
Trade accounts receivable - financial services	66,230	68,145
Marketable securities	150,000	220,000
Merchandise and finished goods	198,847	195,533
Work in process	210	12
Raw materials and supplies	3,060	3,753
Prepaid expenses	42,984	47,766
Deferred income taxes	40,812	39,115
Other	282,880	335,727
Allowance for doubtful accounts	(5,529)	(5,935)
Non-current assets	2,911,623	2,931,622
Property and equipment	1,709,990	1,729,237
Buildings and structures, net	749,201	755,178
Furniture, fixtures and equipment, net	232,991	238,936
Land	681,651	681,790
Lease assets, net	18,491	16,049
Construction in progress	25,171	35,008
Other, net	2,482	2,275
Intangible assets	467,947	459,544
Goodwill	277,943	268,860
Software	43,428	45,332
Other	146,576	145,351
Investments and other assets	733,685	742,839
Investments in securities	189,102	203,455
Long-term loans receivable	17,868	17,934
Prepaid pension cost	31,822	32,149
Long-term leasehold deposits	402,878	399,565
Advances for store construction	591	638
Deferred income taxes	32,836	31,334
Other	65,552	64,510
Allowance for doubtful accounts	(6,966)	(6,748)
Deferred assets	200	174
New organization costs	14	10
Business commencement expenses	186	163
TOTAL ASSETS	4,811,380	5,015,500

	1	(Millions of ye
	February 28, 2014	May 31, 2014
	Amount	Amount
LIABILITIES		
Current liabilities	1,628,167	1,838,099
Notes and accounts payable, trade	383,972	434,396
Short-term loans	116,147	115,910
Current portion of long-term loans	100,775	95,770
Current portion of bonds	20,000	20,000
Income taxes payable	62,625	15,925
Accrued expenses	97,543	101,800
Deposits received	154,795	279,919
Allowance for sales promotion expenses	16,909	17,886
Allowance for bonuses to employees	14,773	25,738
Allowance for bonuses to Directors and	·	
Audit & Supervisory Board Members	372	32
Allowance for loss on future collection of	2,932	2,768
gift certificates		
Provision for sales returns	205	172
Deposits received in banking business	403,062	407,453
Other	254,051	320,324
Non-current liabilities	961,656	960,201
Bonds	364,987	364,988
Long-term loans	332,485	335,392
Deferred income taxes	51,220	53,962
Allowance for accrued pension and	6,853	6,759
severance costs Allowance for retirement benefits to Directors		2,
and Audit & Supervisory Board Members	2,019	2,024
Deposits received from tenants and	55,046	54,764
franchised stores	·	
Asset retirement obligations	60,376	60,780
Other	88,666	81,529
TOTAL LIABILITIES	2,589,823	2,798,301
NET ASSETS		
Shareholders' equity	2,081,295	2,091,776
Common stock	50,000	50,000
Capital surplus	526,850	527,470
Retained earnings	1,511,555	1,520,166
Treasury stock, at cost	(7,109)	(5,860
Total accumulated other comprehensive income	14,450	2,169
Unrealized gains (losses) on available-for-sale securities, net of taxes	10,672	12,336
Unrealized gains (losses) on hedging derivatives, net of taxes	(6)	(207
Foreign currency translation adjustments	3,785	(9,958
Subscription rights to shares	1,944	1,880
Minority interests in consolidated subsidiaries	123,866	121,373
TOTAL NET ASSETS	2,221,557	2,217,199
TOTAL LIABILITIES AND NET ASSETS	4,811,380	5,015,500

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

**Consolidated Quarterly Statements of Income** 

	Three Months ended May 31, 2013	Three Months ended May 31, 2014
	Amount	Amount
Revenues from operations	1,364,939	1,472,114
Net sales	1,143,734	1,224,535
Cost of sales	907,083	963,580
Gross profit on sales	236,650	260,955
Operating revenues	221,205	247,578
Gross profit from operations	457,855	508,534
Selling, general and administrative expenses	384,163	431,055
Operating income	73,692	77,478
Non-operating income	3,907	2,796
Interest income	1,326	1,495
Equity in earnings of affiliates	1,300	155
Other	1,280	1,146
Non-operating expenses	3,918	2,980
Interest expenses	1,631	1,619
Interest on bonds	758	670
Other	1,527	690
Ordinary income	73,681	77,294
Special gains	229	600
Gain on sales of property and equipment	206	351
Gain on sales of investments in securities	9	242
Other	13	7
Special losses	6,517	6,945
Loss on disposals of property and equipment	2,673	2,299
Impairment loss on property and equipment	2,211	1,055
Special expenses related to consumption		2,029
tax rate change	-	2,029
Other	1,631	1,561
Income before income taxes and minority interests	67,394	70,950
Total Income taxes	26,789	29,344
Income taxes - current	25,442	23,267
Income taxes - deferred	1,347	6,076
Income before minority interests	40,604	41,606
Minority interests in net income of consolidated subsidiaries	3,170	2,085
Net income	37,433	39,520

### **Consolidated Quarterly Statements of Comprehensive Income**

	Three Months ended May 31, 2013	Three Months ended May 31, 2014
	Amount	Amount
Income before minority interests	40,604	41,606
Other comprehensive income		
Unrealized gains (losses) on available-for-sale securities, net of taxes	2,670	1,609
Unrealized gains (losses) on hedging derivatives, net of taxes	1	(375)
Foreign currency translation adjustments	33,155	(14,011)
Share of other comprehensive income of associates accounted for using equity method	53	(38)
Total other comprehensive income	35,880	(12,816)
Comprehensive income	76,484	28,790
Comprehensive income attributable to Shareholders of the parent	72,426	27,239
Minority interests	4,057	1,550

### (3) Consolidated Quarterly Statements of Cash Flows

		(Millions of yen)
	Three Months ended May 31, 2013	Three Months ended May 31, 2014
	Amount	Amount
Cash flows from operating activities:		
Income before income taxes and minority interests	67,394	70,950
Depreciation and amortization	35,105	41,344
Impairment loss on property and equipment	2,211	1,055
Amortization of goodwill	4,474	4,772
Interest income	(1,326)	(1,495)
Interest expenses and interest on bonds	2,390	2,289
Equity in losses (earnings) of affiliates	(1,300)	(155)
Gain on sales of property and equipment	(206)	(351)
Loss on disposals of property and equipment	2,673	2,299
Decrease (increase) in notes and accounts receivable, trade	(30,751)	(12,550)
Decrease (increase) in trade accounts receivable, financial services	(588)	(1,915)
Decrease (increase) in inventories	(4,876)	1,560
Increase (decrease) in notes and accounts payable, trade	47,730	52,325
Increase (decrease) in deposits received	63,371	119,046
Net increase (decrease) in loans in banking business	(6,900)	(4,000)
Net increase (decrease) in corporate bonds in banking business	55,000	-
Net increase (decrease) in deposits received in banking business	6,447	4,391
Net decrease (increase) in call loan in banking business	5,000	3,000
Net increase (decrease) in call money in banking business	1,400	46,000
Net change in ATM-related temporary accounts	(5,756)	(28,463)
Other	9,760	4,371
Sub-total	251,253	304,476
Interest and dividends received	745	898
Interest paid	(2,370)	(2,308)
Income taxes paid	(40,696)	(70,902)
Net cash provided by operating activities	208,932	232,164
Cash flows from investing activities:		
Acquisition of property and equipment	(84,430)	(69,871)
Proceeds from sales of property and equipment	2,448	1,605
Acquisition of intangible assets	(4,340)	(6,412)
Payment for purchase of investments in securities	(35,996)	(12,002)
Proceeds from sales of investments in securities	36,191	290
Payment for purchase of investments in subsidiaries	_	(256)
Payment for long-term leasehold deposits	(8,187)	(6,601)
Refund of long-term leasehold deposits	14,537	11,281
Proceeds from deposits from tenants	1,022	819
Refund of deposits from tenants	(1,769)	(1,034)
Payment for time deposits	(770)	(832)
Proceeds from withdrawal of time deposits	2,495	2,554
Other	(2,214)	(621)
Net cash used in investing activities	(81,012)	(81,081)
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	Three Months ended May 31, 2013	Three Months ended May 31, 2014
	Amount	Amount
Cash flows from financing activities:		
Net increase (decrease) in short-term loans	(20,600)	(237)
Proceeds from long-term debts	37,500	17,400
Repayment of long-term debts	(18,074)	(13,321)
Proceeds from commercial paper	93,836	9,557
Payment for redemption of commercial paper	(75,162)	(9,557)
Proceeds from issuance of bonds	99,700	-
Dividends paid	(28,548)	(30,494)
Dividends paid for minority interests	(622)	(365)
Other	(3,078)	(1,695)
Net cash provided by (used in) financing activities	84,950	(28,713)
Effect of exchange rate changes on cash and cash equivalents	4,102	(2,266)
Net increase (decrease) in cash and cash equivalents	216,973	120,101
Cash and cash equivalents at beginning of period	800,087	921,432
Cash and cash equivalents at end of period	1,017,061	1,041,534

### (4) Doubts on the Premise of Going Concern

None

### (5) Segment Information

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

Three Months ended May 31, 2013 (From March 1, 2013 to May 31, 2013)

(Millions of yen)

	Reportable 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	601,046	494,505	211,596	19,472	32,563	5,754	1,364,939	-	1,364,939
2. Intersegment	121	2,231	322	219	6,815	6,634	16,343	(16,343)	-
Total	601,167	496,737	211,918	19,691	39,379	12,388	1,381,283	(16,343)	1,364,939
Segment income (loss)	53,196	7,408	672	286	11,220	1,022	73,806	(113)	73,692

#### Notes:

- 1. The adjustments on segment income (loss) of (113) 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.

### Three Months ended May 31, 2014 (From March 1, 2014 to May 31, 2014)

(Millions of yen)

	Reportable segments								Adjustments	Consolidated
	Convenience store operations	Superstore operations	Department store operations	Food services	Financial services	Mail order services	Others	Total	(Note 1)	total (Note 2)
Revenues from operations										
Revenues										
1. Customers	644,972	506,726	216,310	20,137	36,359	41,670	5,938	1,472,114	-	1,472,114
2. Intersegment	177	1,707	517	57	7,535	43	7,264	17,302	(17,302)	-
Total	645,149	508,433	216,827	20,195	43,895	41,713	13,202	1,489,417	(17,302)	1,472,114
Segment income (loss)	59,284	7,492	1,538	41	10,902	(2,192)	809	77,876	(397)	77,478

### Notes:

- 1. The adjustments on segment income (loss) of (397) 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.

### (Reference)

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

Three Months ended May 31, 2013 (From March 1, 2013 to May 31, 2013) (Millions of yen)

Operating income (loss)	70,900	3,469	(689)	73,681	10	73,692
Total	899,688	436,456	29,013	1,365,158	(219)	1,364,939
Revenues 1. Customers 2. Intersegment	899,495 193	436,430 25	29,013	1,364,939 219	(219)	1,364,939
Revenues from operations	Japan	North America	Others	Total before eliminations	Eliminations	Consolidated total

Three Months ended May 31, 2014 (From March 1, 2014 to May 31, 2014) (Millions of yen)

	Japan	North America	Others	Total before eliminations	I Eliminations	Consolidated total
Revenues from operations						
Revenues						
1. Customers	975,165	462,224	34,724	1,472,114	-	1,472,114
2. Intersegment	225	38	225	489	(489)	-
Total	975,391	462,262	34,950	1,472,604	(489)	1,472,114
Operating income (loss)	74,829	3,132	(485)	77,475	2	77,478

### Notes:

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

### (6) Notes on Significant Changes in the Amount of Shareholders' Equity $_{\mbox{\scriptsize None}}$