

Message from the Chairman and the President

To our shareholders

Thank you for your continued interest in Seibu Holdings.

“Meet challenges” is the action guideline we set up in our Group Vision, which forms the Seibu Group’s backbone, and the most important guideline for us. The Seibu Group will “meet challenges” to realize a new growth story centered on the general real estate business.

We have formulated the new “Seibu Group’s Long-term Strategy to 2035” with the aim of achieving the outcome (desired state) of “Resilience & Sustainability: Creating Invaluable Space and Time, Ensuring Safety and Security,” with our sights set to FY2035. To achieve it, we are making a steady making progress in initiatives based on the six material issues (key topics) set up in the long-term strategy, by formulating the “Medium-Term Management Plan (FY2024-2026)” for three years. Going forward, we will accelerate investment in human capital who will be the driving force for realizing the long-term strategy, and strengthen development of an environment where we can secure, retain, and develop human capital who lead the business growth, where they are encouraged to meet challenges and grow, and where everyone can find job satisfaction.

As CEO, I will look at the future from a longer and broad perspective, and strive to achieve a sustainable growth and further increase both corporate value and shareholder value of the Company with an awareness of its capital efficiency.

I would like to ask all our shareholders to continue their steadfast support for the Seibu Group.

GOTO Takashi
Chairman and Representative Director
Chairman and CEO

I would like to express my heartfelt appreciation for our shareholders’ continued understanding and support for the Seibu Group’s activities.

In the “Seibu Group’s Long-term Strategy to 2035” formulated with our eyes set to FY2035 and the three-year plan “Medium-Term Management Plan (FY2024-2026),” we set a goal of achieving sustainable growth centered on the Real Estate business, made steady progress in capital recycling such as securitization of Tokyo Garden Terrace Kioicho, and implemented organizational restructuring with the aim of making a leap forward to become a general real estate company. In the Hotel and Leisure business and the Urban Transportation and Regional business, we have made a significant move ahead to the growth strategy that pursues the competitiveness of each business. Going forward, we will further improve capital efficiency by using the injection of cash flow from securitization for value-up investment in major hotels, redevelopment of areas along Seibu Railway lines, and development of resort areas.

As for shareholder returns, we will conduct a share repurchase of ¥70.0 billion utilizing the injunction of cash flow from securitization of Tokyo Garden Terrace Kioicho, and increase annual dividends from the previous fiscal year to ¥40 per share for the current fiscal year. We will aim to provide stable dividends and raise dividends through profit increase by making progressive dividends of at least 2.0% of DOE in principle, while placing priority on growth investments that will lead to the enhancement of our corporate value in accordance with the shareholder return policy set up in the Long-term Strategy.

I would like to ask you to continue giving your steadfast support to the Seibu Group.

NISHIYAMA Ryuichiro
President and Representative Director
President and COO

3. Purpose of the Meeting

Matters to be reported:

1. Business Report, Consolidated Financial Statements and Audit Reports for the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board, for the 20th Fiscal Year (From April 1, 2024 to March 31, 2025)
2. Non-consolidated Financial Statements for the 20th Fiscal Year (From April 1, 2024 to March 31, 2025)

Matters to be resolved:

- Proposal No. 1: Dividends of surplus
- Proposal No. 2: Election of fourteen (14) Directors
- Proposal No. 3: Election of one (1) Audit & Supervisory Board Member
- Proposal No. 4: Revision of the amount of remuneration for Directors
- Proposal No. 5: Revision of the share-based remuneration system for Directors

4. Other Matters Concerning the Meeting

1. If you vote more than once, either using the voting form or via the internet, only the last vote will be deemed as valid. Moreover, if you vote more than once both through the voting form and via the Internet, the vote cast via the Internet will be deemed as valid.
2. If there is no indication of approval or disapproval for any of the proposals on the voting form, it will be treated as a vote for approval.

- ⊙ If there are changes to the items for which measures for providing information in electronic format are to be taken, the Company will post the content of changes on the websites where the matters are posted.

Methods of Exercising Voting Rights

There are the following three methods of exercising your voting rights at the Annual General Meeting of Shareholders.

1. Exercise of voting rights in attendance at the Annual General Meeting of Shareholders

You are kindly requested to present the enclosed voting form to the receptionist.

If unable to attend the General Meeting of Shareholders, you may designate one (1) proxy shareholder with voting rights of the Company to attend the meeting on your behalf, provided that written proof of that individual's right of proxy is submitted.

Date and Time **Tuesday, June 24, 2025, at 10:00 a.m. (Japan Standard Time)**
(The reception desk is scheduled to open at 9:00 a.m.)

Venue **Kusunoki Hall, Seibu Daini Building (8th floor)**
1-11-2 Kusunokidai, Tokorozawa-shi, Saitama

2. Exercise of voting rights via the internet

Please input your approval or disapproval of the proposals on the website for exercising voting rights designated by the Company.

Deadline for Exercise **5:00 p.m. on Monday, June 23, 2025**
(You must complete inputting by 5:00 p.m.)

2-1 How to exercise voting rights by scanning the QR code (Smart Voting)

(1) Please scan the QR code printed on the lower right corner of the enclosed Document for the Exercise of Voting Rights and tap the "Go to Voting Site" button on the top of the screen.

(2) Please input your approval or disapproval of the proposals in accordance with the instructions on the screen.

* Voting using the QR code is available only once. In order to revote, please read "2-2 How to enter Voter Code/Password" below.

* "QR Code" is a registered trademark of DENSO WAVE INCORPORATED.

2-2 How to enter Voter Code/Password

Please access the website for exercising voting rights (<https://soukai.mizuho-tb.co.jp/>) (in Japanese) designated by the Company, and after entering your "voter code" and "password" printed on the right piece of the enclosed Document for the Exercise of Voting Rights, input your approval or disapproval of the proposals according to the instructions on the screen. You will need to change your password when accessing the website for the first time.

3. Exercise of voting rights by mailing the Document for the Exercise of Voting Rights

Please indicate your approval or disapproval of the proposals on the enclosed Document for the Exercise of Voting Rights and mail the document without putting stamps.

Deadline for Exercise **5:00 p.m. on Monday, June 23, 2025**
(The mail must arrive by 5:00 p.m.)

Please use the contact number below if you have any difficulties when following "2. Exercise of voting rights via the internet" using a smartphone or personal computer.

The Stock Transfer Agency Department of
Mizuho Trust & Banking Co., Ltd.

Internet Help Dial: 0120-768-524 (toll-free in Japan, from 9:00 a.m. to 9:00 p.m.)

Use of electronic voting platform (for institutional investors)

If you are a nominee shareholder such as a trust bank (including a standing proxy), you are, by making an application for using the voting platform in advance, entitled to use the Electronic Voting Platform operated by ICJ, Inc. established by the Tokyo Stock Exchange, etc., as a method for exercising your voting rights.

You can contribute to a brighter society/future by exercising your voting rights online

The mailing costs saved with Smart Voting are donated to the L-FRIENDS FOUNDATION.

We at the Seibu Group promote Sustainability Action* initiatives. As one of such initiatives, the Seibu Lions has established the L-FRIENDS FOUNDATION to take initiatives such as solving various problems in local communities through L-FRIENDS activities (local revitalization, support for children, promotion of baseball and environmental assistance).

If you exercise your voting rights via the internet, using “Smart Voting” etc., as explained in “2. Exercise of voting rights via the internet,” we will donate part of the mailing costs saved to the Fund.

To help create a brighter society and future, we strongly encourage our shareholders to use “Smart Voting” when exercising their voting rights.

What is L-FRIENDS FOUNDATION?

The L-FRIENDS FOUNDATION is an initiative to support L-FRIENDS activities conducted by the baseball team, by reserving part of funds earned raised through sales of charity goods and charity auctions. The Company donated the mailing costs saved with “Smart Voting” for the 19th Annual General Meeting of Shareholders to the “L-FRIENDS FOUNDATION.” That donation was used to partly fund the cost of creating Lions Original baseball caps presented to 1st year elementary school children in Saitama prefecture that were distributed to approximately 50,000 students in April 2025.

We remain committed to continuing this initiative in the future, in close cooperation with supporters.

* In accordance with its Group Vision, which provides each individual employee of the Group with guidelines for behavior, the Group aims to achieve sustainable and dynamic growth by pursuing initiatives that help make society more sustainable through its wide-ranging businesses and services. We call our efforts to realize a sustainable society “Sustainability Actions.”

Instructions for Livestreaming the General Meeting of Shareholders

We are livestreaming the 20th Annual General Meeting of Shareholders through the Internet

We will provide live transmission as follows through the internet for shareholders so that the Annual General Meeting of Shareholders can be viewed from home or elsewhere and we kindly request your participation.

Date and Time of Livestream	Tuesday, June 24, 2025, from 10:00 a.m. (Japan Standard Time) until the conclusion of the General Meeting of Shareholders *The website for the livestream of the general meeting of shareholders is expected to be posted around 9:30 a.m.
How to view	<div>1. Via smartphone or tablet<ol style="list-style-type: none">(1) Please scan the QR code printed on the lower right corner of the enclosed Document for the Exercise of Voting Rights.(2) Please tap the “Go to website for the livestream of the general meeting of shareholders” button.(3) The “website for the livestream of the general meeting of shareholders” will open. Please follow the instructions on the screen to view the livestream.</div> <div>2. Via personal computer<ol style="list-style-type: none">(1) Please access the website for the livestream from the website for exercising voting rights (https://smart-sr.m041.mizuho-tb.co.jp/SA) (in Japanese) and log in to the website using your “voter code” and “password” printed on the right piece of the enclosed Document for the Exercise of Voting Rights.(2) Please click the “website for the livestream of the general meeting of shareholders” button. Then, please follow the instructions on the screen to view the livestream.</div>
<ul style="list-style-type: none">● Even if exercising your voting rights beforehand, you may view the live broadcast on the day.● If there are changes such as the method of viewing the live broadcast, we will update with the latest information on the Company’s website (https://www.seibuholdings.co.jp/ir/stock/meeting/) (in Japanese).● Due care will be taken not to include identifiable features of shareholders in attendance on the day, but please be advised that there may be unavoidable circumstance where this does occur. We ask for your understanding in advance.● Please understand that we are unable to accept contributions such as questions with the live broadcast.● Sharing the “voter code” and “password” with third parties to view the live broadcast, recording, taping and displaying images of the live broadcast, etc. is prohibited.● Image and sounds may malfunction depending on your PC environment and internet connection, etc.● Any transmission charges, etc. incurred in viewing shall be borne by the shareholder.	
Inquiries	For any inquiries, please contact below: The Stock Transfer Agency Department of Mizuho Trust & Banking Co., Ltd. Dial: 0120-288-324 (toll-free in Japan, weekdays from 9:00 a.m. to 5:00 p.m.)

Reference Documents for the General Meeting of Shareholders

Proposal No. 1: Dividends of surplus

In the “Seibu Group’s Long-term Strategy to 2035 and Medium-term Management Plan (FY 2024–2026),” we have set forth stable and continuous enhancement of shareholder returns while prioritizing growth investment that leads to an increase in corporate value as the dividend policy. Based on such policy, we adopt a progressive dividends approach with a minimum DOE of 2.0% starting with this plan, thereby aiming to deliver stable dividend payments and raise dividends through higher earnings.

Regarding the year-end dividends for the 20th fiscal year, we are increasing our dividends by using part of the funds obtained in excess of our plans from the securitization of Tokyo Garden Terrace Kioicho and decided to pay a year-end dividend of ¥25.00 per share.

If this proposal is approved and passed as proposed, the amount of annual dividend per share (interim dividend of ¥15.00, year-end dividend of ¥25.00) for the fiscal year ended March 31, 2025 will be ¥40, an increase of ¥15.00 from the previous fiscal year.

(1) Type of dividend property

Cash

(2) Allotment of dividend property and its total amount

¥25.00 per Company’s common share

Total: ¥7,919,737,400

(3) Effective date of dividends from surplus

June 25, 2025

Proposal No. 2: Election of fourteen (14) Directors

Upon the conclusion of this General Meeting of Shareholders, the terms of office of all the fourteen (14) Directors will expire. Accordingly, it is hereby proposed that fourteen (14) Directors be elected.

The candidates for Director are as follows:

For the Company's Policies and Procedures for Nomination of Candidates for Director, and the Independence Standards for Outside Directors and Outside Audit & Supervisory Board Members, please refer to pages 27-28.

Candidate number	Name		Current position and responsibilities in the Company	
1	GOTO Takashi	Male	Chairman and Representative Director and CEO	Reelection
2	NISHIYAMA Ryuichiro	Male	President and Representative Director and COO Compliance Dept.	Reelection
3	ISHIHARA Masayuki	Male	Director, Business Strategy Dept. II, Business Strategy Dept. III	Reelection
4	FURUTA Yoshinari	Male	Director, IR Dept., Accounting Dept., Finance Dept.	Reelection
5	YAMAZAKI Kimiyuki	Male	Director, Internal Audit and Internal Control Dept., IT Systems Dept.	Reelection
6	OGAWA Shuichiro	Male	Director	Reelection
7	KANEDA Yoshiki	Male	Director	Reelection
8	SAITO Tomohide	Male	Director	Reelection
9	GOTO Keiji	Male	Director	Reelection Outside Independent
10	TSUJIHIRO Masafumi	Male	Director	Reelection Outside Independent
11	ARIMA Atsumi	Female	Director	Reelection Outside Independent
12	KOBAYASHI Yoko	Female	Director	Reelection Outside Independent
13	TAKAHASHI Masami	Male	Director	Reelection Outside Independent
14	IKEDA Yuichi	Male	Director	Reelection Outside Independent

Notes for all the fourteen candidates:

1. The age of each candidate is as of June 24, 2025.
2. The number of the Company's shares that each candidate holds is current as of March 31, 2025 and includes the number of shares held under the name of the Executive Shareholding Association.
3. The Company has entered into a directors and officers liability insurance policy as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company, and a summary of the said policy is indicated on page 57. Each of the candidates for Director is an insured under the policy at their current position and will continue to be such if their reelection is approved under this proposal. In addition, when the policy is renewed, the Company plans to renew the policy with the same terms for each candidate.

Notes for six candidates for Outside Director:

1. The Company and its Outside Directors Mr. GOTO Keiji, Mr. TSUJIHIRO Masafumi, Ms. ARIMA Atsumi, Ms. KOBAYASHI Yoko, Mr. TAKAHASHI Masami, and Mr. IKEDA Yuichi have concluded agreements limiting the liability of the Outside Directors for damages under Article 423, paragraph (1) of the Companies Act of Japan, to the minimum amount stipulated in Article 425, paragraph (1) thereof. If reelection of the six is approved, the Company will continue the said agreements with them.
2. The Company has designated Mr. GOTO Keiji, Mr. TSUJIHIRO Masafumi, Ms. ARIMA Atsumi, Ms. KOBAYASHI Yoko, Mr. TAKAHASHI Masami, and Mr. IKEDA Yuichi as independent officers in accordance with the rules and regulations of the Tokyo Stock Exchange, and has registered them as such with the Exchange. If reelection of the six is

approved, they will be registered as independent directors again.

The composition of the Board of Directors and each committee following the conclusion of the 20th General Meeting of Shareholders and the skill and experience of each Director

If Proposal No. 2 is approved and passed as proposed, the composition of the Board of Directors and each committee and the skills and experience of each Director will be as follows.

Name	Composition of each committee after the 20th General Meeting of Shareholders				Corporate management	Finance/ accounting	Personnel/ labor/ human capital development	Legal/ risk management
	Chairperson of the Board of Directors	Nomination Advisory Committee	Remuneration Advisory Committee	Corporate Governance Council				
GOTO Takashi				○	○	○	○	○
NISHIYAMA Ryuichiro	★			○	○			○
ISHIHARA Masayuki					○	○		○
FURUTA Yoshinari					○	○		○
YAMAZAKI Kimiyuki					○			○
OGAWA Shuichiro					○		○	○
KANEDA Yoshiki					○		○	
SAITO Tomohide					○	○		○
GOTO Keiji		★	○	○				○
TSUJIHIRO Masafumi		○	★	○	○			
ARIMA Atsumi		○	○	★	○	○	○	
KOBAYASHI Yoko		○	○	○	○			○
TAKAHASHI Masami		○	○	○	○			
IKEDA Yuichi		○	○	○		○		○

Name	Sustainability	DX/ Marketing	Real estate	Hotel & Leisure	Urban transportation and railway lines	Capital allocation	Capital markets & IR
GOTO Takashi	○					○	○
NISHIYAMA Ryuichiro	○	○				○	○
ISHIHARA Masayuki	○		○			○	○
FURUTA Yoshinari						○	○
YAMAZAKI Kimiyuki		○			○		
OGAWA Shuichiro	○				○		
KANEDA Yoshiki	○	○		○			
SAITO Tomohide	○	○	○				
GOTO Keiji	○						
TSUJIHIRO Masafumi		○					
ARIMA Atsumi	○					○	○
KOBAYASHI Yoko	○	○					
TAKAHASHI Masami		○					
IKEDA Yuichi							○

*The above list does not represent all the knowledge and experience of each Director.

*“★” indicates the chairperson of each committee, etc.

Ratio of Outside Directors in each committee if Proposal No. 2 is approved and passed as originally proposed

	Board of Directors		Nomination Advisory Committee		Remuneration Advisory Committee		Corporate Governance Council	
Independent Outside Directors	6/14 persons	42.9%	6/6 persons	100%	6/6 persons	100%	6/8 persons	75.0%

Candidate number	Name (Date of birth)	Career summary and position		Number of Company shares owned
1	Reelection GOTO Takashi February 15, 1949 (76 years old) Number of Years in office: 19 years (upon the conclusion of this General Meeting of Shareholders)	Apr. 1972	Joined The Dai-Ichi Kangyo Bank, Ltd. (currently Mizuho Financial Group, Inc.)	61,613
		Jun. 2000	Managing Officer of The Dai-Ichi Kangyo Bank, Ltd.	
		Sept. 2000	Managing Officer of Mizuho Holdings, Inc.	
		Apr. 2001	Executive Managing Officer of Mizuho Holdings, Inc.	
		Mar. 2003	Executive Managing Officer of Mizuho Financial Group, Inc. Executive Managing Director of Mizuho Corporate Bank, Ltd. (currently Mizuho Bank, Ltd.)	
		Apr. 2004	Vice President and Director of Mizuho Corporate Bank, Ltd.	
		Feb. 2005	Special Adviser of Seibu Railway Co., Ltd.	
		May 2005	President and Representative Director of the company	
		Feb. 2006	Director of Prince Hotels, Inc. (currently SEIBU REAL ESTATE INC.) President and Representative Director of Seibu Holdings Inc. President and Chief Executive Officer of the Company	
		Jun. 2010	Director and Chairman of Seibu Railway Co., Ltd. (present)	
Apr. 2022	Director of SEIBU PRINCE HOTELS WORLDWIDE INC. Director and Chairman of SEIBU REALTY SOLUTIONS INC. (currently SEIBU REAL ESTATE INC.) (present)			
Apr. 2023	Chairman and Representative Director of Seibu Holdings Inc. (present) Chairman and CEO of the Company (present)			
Apr. 2025	Director and Chairman of SEIBU PRINCE HOTELS WORLDWIDE INC. (present)			
Attendance to the meetings of the Board of Directors in FY2024: 21/21 (100%)		Important concurrent positions outside the Company Director and Chairman of Seibu Railway Co., Ltd. Director and Chairman of SEIBU PRINCE HOTELS WORLDWIDE INC. Director and Chairman of SEIBU REAL ESTATE INC.		
[Reason for nomination as Director and expected roles] Mr. GOTO Takashi has showed strong leadership even under a rapidly changing business environment and contributed significantly to improving the Group’s corporate value by engaging in dialogue with shareholders and investors with a proactive stance, while drawing on his abundant prior experience and knowledge. After taking office of CEO, he formulated the growth strategy centered on the Real Estate business from a broad perspective in formulating the mid- to long-term strategy for years from FY2024, and is steadily achieving the results. We are certain that he will continue to contribute to improving the medium- to long-term corporate value and shareholder value of the Seibu Group. Accordingly, we nominate him as a Director.				
[Message to shareholders from the Director candidate] While the global economy is facing geopolitical issues and other uncertainties in the future, the Company will adjust to the external and management environment that is rapidly diversifying and becoming more sophisticated, and implement the “growth strategy centered on the Real Estate Business” that leverages the Group’s strength, based on “Resilience and Sustainability” as the keywords. The Group adheres to its social mission and fulfills its responsibilities to society as it pursues its wide-ranging business activities as a corporate group with a high public profile, by resolving issues for realizing a sustainable society including environmental matters. As CEO, based on the long-term strategy and human capital strategies formulated from viewing the future from a broad perspective, I will face rapid changes in social values and listen to stakeholders with sincerity, and create invaluable space and time for our customers as I strive to sustainably increase corporate value and shareholder value.				

* There is no special interest between Mr. GOTO Takashi and the Company.

Candidate number	Name (Date of birth)	Career summary and position		Number of Company shares owned
2	Reelection NISHIYAMA Ryuichiro August 30, 1964 (60 years old) Number of Years in office: 11 years (upon the conclusion of this General Meeting of Shareholders)	Apr. 1987	Joined The Dai-Ichi Kangyo Bank, Ltd. (currently Mizuho Financial Group, Inc.)	20,145
		Oct. 2009	General Manager, Corporate Communication Office of Seibu Holdings Inc.	
		Apr. 2010	General Manager, Corporate Communication Department of the Company	
		Apr. 2013	Managing Officer, General Manager, Corporate Communication Department of the Company Managing Officer, General Manager, Corporate Communication Department of Seibu Railway Co., Ltd.	
		Jun. 2013	Director and Senior Managing Officer, General Manager, Corporate Communication Department of the company	
		Jun. 2014	Director of Seibu Holdings Inc. Senior Managing Officer, General Manager, Corporate Communication Department of the Company	
		Apr. 2017	Director and Executive Managing Officer of Prince Hotels, Inc. (currently SEIBU REAL ESTATE INC.)	
		Nov. 2017	Director and Senior Managing Officer of the Company	
		Apr. 2021	Director and Senior Managing Officer, Executive General Manager, Corporate Planning Department of the Company	
		Apr. 2022	Director and Executive Managing Officer, Executive General Manager, Corporate Planning Department of the Company	
		Apr. 2023	Director and Executive Managing Officer of SEIBU PRINCE HOTELS WORLDWIDE INC. President and Representative Director of Seibu Holdings Inc. (present) President and COO, Executive General Manager, Corporate Planning Department of the Company	
		Apr. 2024	President and COO of the Company (present) <u>Responsibilities in the Company</u> Compliance Dept.	
Attendance to the meetings of the Board of Directors in FY2024: 21/21 (100%)		Important concurrent positions outside the Company None		
[Reason for nomination as Director and expected roles] Through his wealth of experiences and knowledge in corporate communication, administration, and corporate planning, Mr. NISHIYAMA Ryuichiro has been striving for implementation and realization of various initiatives as President and Representative Director, and COO. In addition, from a perspective of implementing management strategies based on capital market trends, he is proactively engaging in dialogue with shareholders and investors. For the current Medium-Term Management Plan, he is fulfilling his responsibility to implement various business strategies, human capital strategies, and digital management, even in the unpredictable business environment. We are certain that he will continue to contribute to improving the medium- to long-term corporate value of the Seibu Group. Accordingly, we nominate him as a Director.				
[Message to shareholders from the Director candidate] By steadily implementing the current Medium-Term Management Plan and Long-term Strategy and elevating business management, I will flexibly adapt to various changes in the environment and improve resilience. Even in the current era of VUCA, I will promote the uniquely Seibu long-term strategy centered on the Real Estate business that improves competitiveness of each business through capital recycling, aiming at improvement of social value and shareholder value. In addition, under the unchanging basic stance of the “Group Vision,” I will work to meet the expectations of all stakeholders, including shareholders. Moreover, by providing our customers with dreams and hope and inspiration through brushing up expertise as a company growing sustainably with customers and local communities, and contributing to the realization of an enriched and sustainable society, I will work to improve corporate value of the Group.				

* There is no special interest between Mr. NISHIYAMA Ryuichiro and the Company.

Candidate number	Name (Date of birth)	Career summary and position		Number of Company shares owned
3	Reelection ISHIHARA Masayuki July 21, 1965 (59 years old) Number of Years in office: 1 year (upon the conclusion of this General Meeting of Shareholders)	Apr. 1989	Joined The Nikko Securities Co., Ltd. (currently SMBC Nikko Securities Inc.)	56
		Nov. 2001	General Manager, Fixed Income Management Department of Nikko Asset Management Co., Ltd.	
		Aug. 2005	Director and Executive Vice President, CIO (Chief Investment Officer), Global Head of Fixed Income Management of Nikko Asset Management Americas, Inc.	
		Aug. 2008	COO of Asset Management, General Manager of Asset Management Planning of Nikko Asset Management Co., Ltd.	
		Apr. 2010	General Manager, Passive Management of the company	
		Jan. 2013	General Manager of Risk Management Division, CRO (Chief Risk Officer) of the company	
		Jun. 2016	Representative Director and President, CEO of PAG Real Estate Investment Management Co., Ltd.	
		Sept. 2017	Executive Director of PAG PRIVATE REIT, Inc. (currently Takara Leben Real Estate Investment Corporation)	
		Feb. 2018	Representative Director and Chairman, CEO of Takara PAG Real Estate Investment Management Co., Ltd. (currently MIRARTH Real Estate Advisory Inc.)	
		Apr. 2024	Advisor of Seibu Holdings Inc.	
	Jun. 2024	Director of the Company (present) Senior Managing Officer of the Company		
	Apr. 2025	Executive Managing Officer of the Company (present)		
		<u>Responsibilities in the Company</u> Business Strategy Dept. II, Business Strategy Dept. III		
Attendance to the meetings of the Board of Directors in FY2024: 16/16 (100%)*		Important concurrent positions outside the Company None		
[Reason for nomination as Director and expected roles] Mr. ISHIHARA Masayuki has extensive experience and knowledge in investment business related to stocks, bonds and real estate, and asset management business through his experience in fixed income operations at securities companies, investment management operations at asset management companies, and real estate investment operations of listed J-REIT (Japanese real estate investment trust). After assuming the position of the Company’s Director, he oversees the Real Estate Business of the Group, leading the securitization of Tokyo Garden Terrace Kioicho, which marked a significant step forward of the capital recycling business. In addition, he also took office of officer in charge of the Hotel and Leisure business in April 2025. We are certain that he will contribute to the development and improved capital efficiency of the Seibu Group. Accordingly, we nominate him as a Director.				
[Message to shareholders from the Director candidate] Under the Seibu Group’s Long-term Strategy and the Medium-term Management Plan which are in their second year, both the Real Estate business and the Hotel and Leisure business I am responsible for are entering important phases. In the Real Estate business, I will enhance the expertise of each company and make steady progress in the development projects in urban and resort areas under the new four-company structure. In the Hotel and Leisure business, I will pay close attention to inbound needs and implement measures that will meet the expectation of consumers and further increase the customer satisfaction. Please stay tuned to future developments in the Real Estate business and the Hotel and Leisure business of the Seibu Group.				

* There is no special interest between Mr. ISHIHARA Masayuki and the Company.

* Activities for Mr. ISHIHARA Masayuki cover only the Board of Directors meetings held after his appointment on June 21, 2024.

Candidate number	Name (Date of birth)	Career summary and position		Number of Company shares owned
4	Reelection FURUTA Yoshinari December 31, 1966 (58 years old) Number of Years in office: 3 years (upon the conclusion of this General Meeting of Shareholders)	Apr. 1990 Jul. 2009 Jun. 2014 Jun. 2016 Jun. 2018 Jun. 2021 Apr. 2022 Jun. 2022 <u>Responsibilities in the Company</u> IR Dept., Accounting Dept., Finance Dept.	Joined The Japan Development Bank (currently Development Bank of Japan Inc.) Director, Shanghai Office of DBJ Business Investment Inc. Branch Manager, Hokuriku Branch of Development Bank of Japan Inc. General Manager, Corporate Finance Department, Division 2 of Development Bank of Japan Inc. General Manager, Credit Analysis Department of Development Bank of Japan Inc. Executive Officer, General Manager, Credit Analysis Department of Development Bank of Japan Inc. Advisor of Seibu Holdings Inc. Director of the Company (present) Senior Managing Officer of the Company (present)	3,008
	Attendance to the meetings of the Board of Directors in FY2024: 21/21 (100%)	Important concurrent positions outside the Company None		
	[Reason for nomination as Director and expected roles] Mr. FURUTA Yoshinari has experience in a wide range of domestic and overseas positions at a financial institution, including taking charge of corporations, being stationed overseas, serving as branch manager, and serving as general manager of the Credit Analysis Department, and was also involved in management as an Executive Officer. After assuming the position of the Company’s Director responsible for accounting, finance, and IR, he has realized stable financing by working to ensure accurate disclosure of financial information and strengthen our financial position as well as promoted IR activities to obtain appropriate evaluation of the Company from shareholders and investors. We are certain that he will continue to promote initiatives to support sustainable and strong growth of the Seibu Group by applying the abundant practical experience he has accumulated to date. In this way, we expect he will help to enhance the corporate value of the Group over the medium to long term. Accordingly, we nominate him as a Director.			
	[Message to shareholders from the Director candidate] I will support safe and secure operation of the business foundation that bolsters various living scenes, including urban transportation networks, hotels, and leisure facilities by reinforcing financial strength. As the external environment surrounding management is changing significantly, financial strategies are even more important in order to prioritize and implement investment in growth that will enhance the corporate value while considering future outlook. I will meet the expectation for growth through disclosure of financial and non-financial information and dialogue with shareholders and investors.			

* There is no special interest between Mr. FURUTA Yoshinari and the Company.

Candidate number	Name (Date of birth)	Career summary and position		Number of Company shares owned
5	Reelection YAMAZAKI Kimiyuki July 14, 1966 (58 years old) Number of Years in office: 2 years (upon the conclusion of this General Meeting of Shareholders)	Mar. 1992	Joined Seibu Railway Co., Ltd.	7,461
		Apr. 2015	General Manager, Internal Audit Department of the company	
		Mar. 2016	General Manager, Internal Audit and Internal Control Department of the company	
		Apr. 2019	General Manager, Information Systems Department of Seibu Holdings Inc.	
		Apr. 2021	Managing Officer, General Manager, Information Systems Department of the Company Managing Officer of Seibu Railway Co., Ltd. Managing Officer of Prince Hotels, Inc. (currently SEIBU REAL ESTATE INC.)	
		Apr. 2022	Executive Managing Officer of Seibu Railway Co., Ltd. Executive Managing Officer, General Manager, Information Systems Department of SEIBU PRINCE HOTELS WORLDWIDE INC.	
		Jun. 2023	Director of Seibu Holdings Inc. (present) Senior Managing Officer, General Manager, Information Systems Department of the Company (present) Director and Executive Managing Officer of Seibu Railway Co., Ltd. (present) Director and Executive Managing Officer, General Manager, Information Systems Department of SEIBU PRINCE HOTELS WORLDWIDE INC. (present) <u>Responsibilities in the Company</u> Internal Audit and Internal Control Dept., IT Systems Dept.	
Attendance to the meetings of the Board of Directors in FY2024: 21/21 (100%)		Important concurrent positions outside the Company Director of Seibu Railway Co., Ltd. Director of SEIBU PRINCE HOTELS WORLDWIDE INC.		
<p>[Reason for nomination as Director and expected roles]</p> <p>As the person responsible for IT systems, Mr. YAMAZAKI Kimiyuki has contributed to improving operational efficiency and productivity including integrating information systems departments of major Group companies and promoting the group-wide standardization of management-related operations. In addition, he has been responsible for the Internal Audit and Internal Control Dept. from April. “Digital management” as well as internal audit and internal controls are essential for value creation of the Group. We are certain that he will further enhance the functions of information systems and the internal control system drawing on his wealth of business experience and knowledge that was developed by such experience. In this way, he will help to enhance the corporate value of the Group. Accordingly, we nominate him as a Director.</p>				
<p>[Message to shareholders from the Director candidate]</p> <p>Digital technologies that advance daily are necessary and indispensable for all business operations. It is not too much to say that the quality of operations depends on how effective we can use of digital technologies. For example, even manual hospitality services to customers, which apparently contradict digital technologies, can be further improved if they are supported based on data. I will do my best to make the Group even more attractive to all stakeholders by utilizing the latest technologies in all business operations of the Group. In addition, I will focus on internal audit and J-SOX and closely monitor business operations to ensure appropriate business operations.</p>				

* There is no special interest between Mr. YAMAZAKI Kimiyuki and the Company.

Candidate number	Name (Date of birth)	Career summary and position		Number of Company shares owned
6	Reelection OGAWA Shuichiro February 15, 1966 (59 years old) Number of Years in office: 8 years (upon the conclusion of this General Meeting of Shareholders)	Mar. 1989	Joined Seibu Railway Co., Ltd.	11,925
		May 2007	Director, General Manager, Compliance Office of Seibu Lions, Inc.	
		Jun. 2008	Director of the company	
		Apr. 2010	Director, General Manager, Corporate Planning Department of the company	
		Jun. 2010	General Manager, Transportation Department of Seibu Railway Co., Ltd.	
		Jan. 2015	Managing Officer, General Manager, Transportation Department of the company	
		Jun. 2016	Director and Senior Managing Officer, General Manager, Transportation Department of the company	
		Apr. 2017	Managing Officer, General Manager, Personnel Department of Seibu Holdings Inc. Director and Senior Managing Officer of Prince Hotels, Inc. (currently SEIBU REAL ESTATE INC.)	
		Jun. 2017	Director of Seibu Holdings Inc. Senior Managing Officer, General Manager, Personnel Department of the Company	
		Apr. 2019	Director and Executive Managing Officer of Prince Hotels, Inc.	
		Apr. 2022	Director and Executive Managing Officer, General Manager, Personnel Department of Seibu Holdings Inc. Director and Executive Managing Officer of Seibu Railway Co., Ltd. Director and Executive Managing Officer of SEIBU PRINCE HOTELS WORLDWIDE INC.	
		Apr. 2023	Executive Director of Seibu Holdings Inc. Director and Executive Vice President of Seibu Railway Co., Ltd.	
		Jun. 2023	Director of Seibu Holdings Inc. (present) President and Representative Director of Seibu Railway Co., Ltd. (present)	
Attendance to the meetings of the Board of Directors in FY2024: 21/21 (100%)		Important concurrent positions outside the Company President and Representative Director of Seibu Railway Co., Ltd.		
[Reason for nomination as Director and expected roles] As the person responsible for personnel and administration, Mr. OGAWA Shuichiro realized diverse working style adjusted to changes in the business environment and promoted measures for the development of a human resource management system, thereby contributing to increasing the corporate value of the Group. After assuming the position of President of Seibu Railway Co., Ltd., he has promoted management reforms toward more efficient and sustainable management structure, while continuing safe and secure transportation as the basics of the Urban Transportation and Regional business. We are certain that he will continue to strive to improve services and enhance value along railway lines aiming to be the customers' railway of choice, while adapting to the changes in the business environment such as low birthrate and ageing population, and thereby contribute to enhancing the medium- to long-term corporate value of the Group. Accordingly, we nominate him as a Director.				
[Message to shareholders from the Director candidate] Seibu Railway will provide all businesses and services with its top priority placed on "safety and security," without change in future. While continuously adhering to these basics, I will promote urban development centered on stations and enhancement of the railway network collaborating, with all stakeholders of the communities and societies along our railway lines, and thereby work proactively on value enhancement and sustainable development along railway lines.				

* There is no special interest between Mr. OGAWA Shuichiro and the Company.

Candidate number	Name (Date of birth)	Career summary and position		Number of Company shares owned
7	Reelection KANEDA Yoshiki October 5, 1961 (63 years old) Number of Years in office: 2 years (upon the conclusion of this General Meeting of Shareholders)	Apr. 1985	Joined Tokyu Hotels International Co., Ltd.	3,261
		Apr. 1999	General Manager, Finance Department of Pan Pacific Hotels and Resorts Pte. Ltd. (Singapore headquarters)	
		May 2001	Director and Executive Vice President of Pan Pacific Hotels And Resorts America Inc. (San Francisco)	
		Nov. 2010	Joined Seibu Holdings Inc.	
		Jan. 2016	Managing Officer of Prince Hotels, Inc. (currently SEIBU REAL ESTATE INC.), Supervisory General Manager of Sunshine City, Supervisory General Manager of Shinjuku, Supervisory General Manager of Kawagoe, and Supervisory General Manager of Oiso and Kamakura	
		Apr. 2016	Managing Officer, Supervisory General Manager of Tokyo Metropolitan Area of the company	
		Aug. 2017	Managing Officer in charge of Business Development Department of the company	
		Apr. 2022	Director and Executive Managing Officer of SEIBU PRINCE HOTELS WORLDWIDE INC.	
		Apr. 2023	Director and Executive Vice President of the company	
		Jun. 2023	Director of Seibu Holdings Inc. (present) President and Representative Director of SEIBU PRINCE HOTELS WORLDWIDE INC. (present)	
Attendance to the meetings of the Board of Directors in FY2024: 21/21 (100%)		Important concurrent positions outside the Company President and Representative Director of SEIBU PRINCE HOTELS WORLDWIDE INC.		
[Reason for nomination as Director and expected roles] Mr. KANEDA Yoshiki has experience engaging in operations and management of hotels in Japan and overseas, having served at the business planning department, and as Supervisory General Manager of SEIBU PRINCE HOTELS WORLDWIDE INC. and Director of its overseas subsidiary. Utilizing his extensive experience in outsourced operations of hotels, he has enhanced the hotel management system specializing in operations. After assuming the position of President of the company, he has been promoting new hotel openings and expansion of business areas. We are certain that he will continue his effort to achieve a structure of 250 hotels in Japan and overseas, aiming to establish a “global hotel chain with its origins in Japan,” and thereby contribute to enhancing the medium- to long-term corporate value of the Group. Accordingly, we nominate him as a Director.				
[Message to shareholders from the Director candidate] I will surely capture the inbound demand, which is steadily increasing in Japan, strategically strengthen branding, profitability and human capital of Prince Hotel, thereby establish competitive advantages in the industry. In addition, I will improve performance of business locations operated under the management contract (MC) and expand network of hotel chain in Japan and overseas, thereby increase the corporate value of the Group.				

* There is no special interest between Mr. KANEDA Yoshiki and the Company.

Candidate number	Name (Date of birth)	Career summary and position	Number of Company shares owned
8	<p>Reelection</p> <p>SAITO Tomohide</p> <p>November 28, 1965 (59 years old)</p> <p>Number of Years in office: 3 years (upon the conclusion of this General Meeting of Shareholders)</p>	<p>Apr. 1990 Joined The Sumitomo Trust and Banking Company, Limited (currently Sumitomo Mitsui Trust Bank, Limited)</p> <p>May 2005 Joined Showajisyo Inc.</p> <p>Apr. 2007 Joined Seibu Holdings Inc.</p> <p>Jul. 2009 General Manager, Commercial and Building Operations Department and Development and Planning Department of Seibu Properties Inc. (currently SEIBU REAL ESTATE INC.)</p> <p>Apr. 2010 General Manager, Development and Planning Department of the company</p> <p>Jul. 2011 General Manager, Development and Planning Department No.2 of the company</p> <p>Apr. 2013 General Manager, Leasing Business Division of the company</p> <p>Jun. 2014 Director, General Manager, Leasing Business Division of the company</p> <p>Apr. 2015 Director, General Manager, Leasing Business Division and General Manager, Commercial and Building Operations Department of the company</p> <p>Jun. 2015 Director and Managing Officer, General Manager, Leasing Business Division and General Manager, Commercial and Building Operations Department of the company</p> <p>Apr. 2016 Director and Senior Managing Officer, General Manager, Leasing Business Division of the company</p> <p>Apr. 2018 Director and Executive Managing Officer of the company</p> <p>Apr. 2021 Director and Executive Vice President of the company</p> <p>Apr. 2022 Director, Senior Managing Officer of SEIBU REALTY SOLUTIONS INC. (currently SEIBU REAL ESTATE INC.)</p> <p>Jun. 2022 Director of Seibu Holdings Inc. (present) President and Representative Director of SEIBU REALTY SOLUTIONS INC. (present)</p> <p>Nov. 2024 President and Representative Director of SEIBU REAL ESTATE PROPERTY MANAGEMENT INC. (present)</p>	11,674
		<p>Attendance to the meetings of the Board of Directors in FY2024: 21/21 (100%)</p>	
		<p>Important concurrent positions outside the Company</p> <p>President and Representative Director of SEIBU REAL ESTATE INC.</p> <p>President and Representative Director of SEIBU REAL ESTATE PROPERTY MANAGEMENT INC.</p>	
		<p>[Reason for nomination as Director and expected roles]</p> <p>Drawing on his extensive career and knowledge, Mr. SAITO Tomohide has been leading the management and business of SEIBU REALTY SOLUTIONS INC. as President of the company, and the restructuring of the Real Estate business in the Group. In the new structure where functions and roles within the Real Estate business have been clarified, he has started businesses as President of SEIBU REAL ESTATE INC. and SEIBU REAL ESTATE PROPERTY MANAGEMENT INC. We are certain that he will accelerate the transition to a business model that pursues capital efficiency and grows through both ownership-type business and capital recycling, and thereby contribute to a sustainable growth of the Seibu Group. Accordingly, we nominate him as a Director.</p>	
		<p>[Message to shareholders from the Director candidate]</p> <p>In spring of this year, the Real Estate business got a new start in the four-company structure. SEIBU REAL ESTATE INC. and SEIBU REAL ESTATE PROPERTY MANAGEMENT INC. will aggressively meet challenges to fulfil their roles as the center of the Seibu Group's growth strategy, the former as a comprehensive developer that makes hidden value of real estate properties visible through development, and the latter as a professional that provides high-quality services drawing on its track record of managing various real estate properties.</p>	

* There is no special interest between Mr. SAITO Tomohide and the Company.

Candidate number	Name (Date of birth)	Career summary and position		Number of Company shares owned
9	Reelection Outside Independent GOTO Keiji July 30, 1959 (65 years old) Number of Years in office: 10 years (upon the conclusion of this General Meeting of Shareholders)	Apr. 1982	Joined the National Police Agency	26,480
		Jun. 1992	Assistant Counsellor of Cabinet Secretariat of Cabinet Legislation Bureau	
		Apr. 2001	Director, Community Safety Department of Osaka Prefectural Police Headquarters	
		Jan. 2003	Director, Police Administration Department of Aichi Prefectural Police Headquarters	
		Aug. 2004	Counsellor of Cabinet Secretariat (in charge of security and crisis management)	
		Aug. 2005	Registered as attorney at law Joined Nishimura & Partners (currently Nishimura & Asahi)	
		Mar. 2006	Outside Audit & Supervisory Board Member of Hakuyosha Co., Ltd.	
		Jul. 2008	Established Goto Compliance Law Firm	
		Apr. 2009	Outside Audit & Supervisory Board Member of Prince Hotels, Inc. (currently SEIBU REAL ESTATE INC.)	
		May 2012	Outside Audit & Supervisory Board Member of Central Security Patrols, Co., Ltd.	
		Jun. 2013	Outside Director of Prince Hotels, Inc.	
		Jun. 2015	Outside Director of Seibu Holdings Inc. (present)	
		Jun. 2016	Director of Prince Hotels, Inc. Outside Corporate Auditor of Fukuda Denshi Co., Ltd. (present)	
		Apr. 2022	Director of SEIBU PRINCE HOTELS WORLDWIDE INC.	
May 2023	Outside Director (Audit & Supervisory Committee Member) of Central Security Patrols, Co., Ltd. (present)			
Attendance to the meetings of the Board of Directors in FY2024: 20/21 (95.2%)		Important concurrent positions outside the Company Outside Director (Audit & Supervisory Committee Member) of Central Security Patrols, Co., Ltd. Outside Corporate Auditor of Fukuda Denshi Co., Ltd. Attorney		
[Reason for nomination as Outside Director and expected roles] As an attorney, Mr. GOTO Keiji possesses a high degree of expertise, abundant experience, and deep insight with respect to corporate legal affairs. Amid addressing rapid changes in external environment and management environment in recent years, the Company receives advice concerning the legality of each measure and the impact on reputation, while also receiving advice from him in promoting risk management and sustainability actions. He also worked for the improvement of transparency in the process to select candidates for Directors as Chairperson of the Nomination Advisory Committee. We believe that his opinions from a broad perspective backed by his knowledge, experience, and other attributes, can be applied to the Company’s management, thereby helping us to maximize our medium- to long-term corporate value, so we nominate him as an Outside Director.				
[Message to shareholders from the Outside Director candidate] The Seibu Group has a variety of ongoing operations and projects that are expected to grow in the future. As an Outside Director, I will actively express my opinions, assuming various risks, from an independent standpoint at the meeting of the Board of Directors and on other occasions to contribute to sustainable growth and medium- to long-term enhancement of corporate value, making use of my experience. I also intend to work for the further promotion of the Sustainability Actions being pushed forward by Seibu Group by proactively exchanging opinions with many employees and keeping SDGs and enhancement and strengthening of human capital in mind. In addition, as Chairperson of the Company’s Nomination Advisory Committee, I will strive to further strengthen corporate governance.				

* There is no special interest between Mr. GOTO Keiji and the Company.

* Mr. GOTO was an Outside Audit & Supervisory Board Member of the Company's consolidated subsidiary Prince Hotels, Inc. from April 2009 to May 2010, an Outside Director of the company from June 2013 to June 2016 and a non-executive Director at that company from June 2016 to March 2022. In addition, he was a non-executive Director at the Company's consolidated subsidiary SEIBU PRINCE HOTELS WORLDWIDE INC. from April 2022 to April 2023.

Candidate number	Name (Date of birth)	Career summary and position		Number of Company shares owned
10	Reelection Outside Independent TSUJIHIRO Masafumi July 5, 1958 (66 years old) Number of Years in office: 7 years (upon the conclusion of this General Meeting of Shareholders)	Apr. 1981	Joined DIAMOND, Inc.	2,262
	Apr. 2001	Editor-in-Chief of DIAMOND, Inc.		
	Sept. 2004	Director of Marketing Bureau of DIAMOND, Inc.		
	Jun. 2006	Director of DIAMOND, Inc.		
	Jun. 2014	Outside Director of Prince Hotels, Inc. (currently SEIBU REAL ESTATE INC.)		
	Apr. 2015	Professor, Faculty of Economics at Teikyo University (present)		
	Apr. 2018	Director of Seibu Railway Co., Ltd.		
	Jun. 2018	Outside Director of Seibu Holdings Inc. (present)		
	Apr. 2020	Director of Prince Hotels, Inc.		
	Apr. 2022	Director of SEIBU PRINCE HOTELS WORLDWIDE INC. Director of SEIBU REALTY SOLUTIONS INC. (currently SEIBU REAL ESTATE INC.)		
	Apr. 2023	Chairman of Department of Contemporary Business at Teikyo University Junior College (present)		
	Attendance to the meetings of the Board of Directors in FY2024: 21/21 (100%)	Important concurrent positions outside the Company Professor, Faculty of Economics at Teikyo University Chairman of Department of Contemporary Business at Teikyo University Junior College		
	[Reason for nomination as Outside Director and expected roles] Mr. TSUJIHIRO Masafumi possesses a high degree of expertise, abundant experience and keen insight with respect to Japanese economy and corporate management, gained through his longstanding experience as Editor-in-Chief of an economics magazine and his current position as Professor, Faculty of Economics at Teikyo University. Amid the need to address rapid changes in external environment and management environment in recent years, his expert opinions and advice on DX strategies and marketing including related to management judgments and corporate direction based on economic trends contributes to facilitate the Company’s Board of Directors and promote the sustainable growth of the Company. He also led discussions for the new remuneration system for officers as Chairperson of the Remuneration Advisory Committee. We believe that he can help us to maximize the medium- to long-term corporate value of the Seibu Group. Accordingly, we nominate him as an Outside Director.			
	[Message to shareholders from the Outside Director candidate] In order to increase corporate value and achieve sustainable growth based on the medium- to long-term plans, the Seibu Group must adopt to drastic changes in economic and management environment and diversification of value in the society. To achieve this, it is essential to allocate or review management resources appropriately and utilize them effectively, as well as to collaborate with external parties to accelerate open innovation. I will contribute my knowledge of competitive strategy theory and DX to promote these initiatives under accurate business judgment flexibly and with a sense of speed.			

* There is no special interest between Mr. TSUJIHIRO Masafumi and the Company.

* Mr. TSUJIHIRO was an Outside Director of the Company's consolidated subsidiary Prince Hotels, Inc. from June 2014 to March 2018 and was a non-executive Director at that company from April 2020 to March 2022. In addition, he was a non-executive Director of Seibu Railway Co., Ltd., a consolidated subsidiary of the Company, from April 2018 to April 2023, and was a non-executive Director of SEIBU PRINCE HOTELS WORLDWIDE INC., and SEIBU REALTY SOLUTIONS INC., which are consolidated subsidiaries of the Company, from April 2022 to April 2023.

Candidate number	Name (Date of birth)	Career summary and position		Number of Company shares owned
11	Reelection Outside Independent ARIMA Atsumi August 11, 1962 (62 years old) Number of Years in office: 4 years (upon the conclusion of this General Meeting of Shareholders)	Apr. 1986	Joined The Dai-Ichi Kangyo Bank, Ltd. (currently Mizuho Financial Group, Inc.)	4,522
		Apr. 2013	General Manager of ALC Advisory of Mizuho Bank, Ltd.	
		Apr. 2014	Executive Officer, General Manager of Corporate Advisory of Mizuho Bank, Ltd.	
		Apr. 2016	Executive Officer, General Manager of Global Sales Department of Mizuho Bank, Ltd.	
		Dec. 2017	Resigned from Mizuho Bank, Ltd.	
		Apr. 2019	Outside Director of Seibu Railway Co., Ltd. Outside Director of Prince Hotels, Inc. (currently SEIBU REAL ESTATE INC.)	
		May 2020	Outside Director of Takashimaya Company, Limited (present)	
		Jun. 2021	Outside Director of Seibu Holdings Inc. (present) Director of Seibu Railway Co., Ltd. Director of Prince Hotels, Inc.	
		Apr. 2022	Director of SEIBU PRINCE HOTELS WORLDWIDE INC. Director of SEIBU REALTY SOLUTIONS INC. (currently SEIBU REAL ESTATE INC.)	
		11	Attendance to the meetings of the Board of Directors in FY2024: 21/21 (100%)	
[Reason for nomination as Outside Director and expected roles] Ms. ARIMA Atsumi has a wealth of knowledge and experience in global affairs from her career to date, which includes having served as an executive officer at a megabank. Amid addressing rapid changes in external environment and management environment in recent years, the Company receives advice from her in proposing and executing management strategies and plans, implementing measures, fostering human capital, and ensuring diversity and sustainability, as well as advice taking account of the perspective of general shareholders and investors on the Company’s IR activities. She is also contributing to the further promotion of corporate governance as Chairperson of the Corporate Governance Council. The Company believes that her opinions from a broad perspective backed by her knowledge and experience can be applied to the Company’s management, thereby helping us to further maximize the Seibu Group’s medium- to long-term corporate value, so we nominate her as an Outside Director.				
[Message to shareholders from the Outside Director candidate] In the previous fiscal year, we have formulated the medium-term growth strategy for the real estate, hotels, and railway businesses by back-casting from the outcome (desired state) in 2035, and implemented various measures as the first year of the plan. In particular, we had extensive discussions on how to maximize the sales price and use regarding the securitization of Tokyo Garden Terrace Kioicho. I believe we were able to allocate capital in a balanced manner between future growth and shareholder returns, and improving compensation for employees who will drive future growth. As Outside Director and Chairperson of the Company’s Corporate Governance Council, I will support challenges taken in the field by monitoring properly execution status and results of strategies to secure the effects of our growth investments, and paying attention to the allocation of management resources and the decision-making structure. Through these actions, I will live up to expectations from various stakeholders.				

* Having been an Outside Director of the Company's consolidated subsidiaries Seibu Railway Co., Ltd. and Prince Hotels, Inc. since April 2019, Ms. ARIMA became a non-executive Director of both companies in June 2021, serving at Prince Hotels, Inc. until March 2022 and at Seibu Railway Co., Ltd. until April 2023. In addition, she was a non-executive Director of SEIBU PRINCE HOTELS WORLDWIDE INC., and SEIBU REALTY SOLUTIONS INC., which are consolidated subsidiaries of the Company, from April 2022 to April 2023. Furthermore, Ms. ARIMA was until December 2017 an executive officer at the Company's specified related operator Mizuho Bank, Ltd., but more than seven years have passed since she retired from the bank. Therefore, the Company has judged that this does not have an impact on Ms. ARIMA's independence.

Candidate number	Name (Date of birth)	Career summary and position		Number of Company shares owned
12	Reelection Outside Independent KOBAYASHI Yoko May 24, 1955 (70 years old) Number of Years in office: 1 year (upon the conclusion of this General Meeting of Shareholders)	Apr. 1978	Joined Nippon Telegraph and Telephone Public Corporation (currently Nippon Telegraph and Telephone Corporation)	112
	Aug. 2002	General Manager of OCN service division, Consumer & Office Department of NTT Communications Corporation		
	Aug. 2006	General Manager of OCN service division, Netbusiness Department of the company		
	Jun. 2008	Director, General Manager of Channel Sales, Corporate Business Department of the company		
	Jun. 2010	President and CEO of NTT Com CHEO CORPORATION		
	Jun. 2014	Audit & Supervisory Board Member of NTT Communications Corporation		
	Jun. 2020	Outside Director of Obayashi Corporation		
	Jun. 2024	Outside Director of Seibu Holdings Inc. (present)		
	Attendance to the meetings of the Board of Directors in FY2024: 15/16 (93.8%)*	Important concurrent positions outside the Company None		
	[Reason for nomination as Outside Director and expected roles] Ms. KOBAYASHI Yoko has a wealth of knowledge and experience in entry into new business and ICT strategy, having served in multiple positions at NTT group companies, including President and CEO. The Company believes that her opinions from a broad perspective backed by her knowledge and experience can be applied to the Company’s management, thereby helping us to enhance the management and supervisory functions of corporate governance and to further maximize the medium- to long-term corporate value of the Group, so we nominate her as an Outside Director.			
[Message to shareholders from the Outside Director candidate] The DX strategy employed by the Seibu Group is an initiative that utilizes the latest technology to provide the highest quality safe and secure service to customers, realizes enhanced productivity and sustainable growth for companies, and is resistant to cyberattacks. I will provide regarding DX promotion utilizing the knowledge of ICT operations, new business, and digital management I have gained at NTT group companies. Furthermore, I will utilize my experience as officer at multiple companies to monitor the outcomes of the business model transformation and growth strategy to contribute to the enhancement of corporate value of the Seibu Group.				

* There is no special interest between Ms. KOBAYASHI Yoko and the Company.

* Activities for Ms. KOBAYASHI Yoko cover only the Board of Directors meetings held after her appointment on June 21, 2024.

Candidate number	Name (Date of birth)	Career summary and position		Number of Company shares owned
13	Reelection Outside Independent TAKAHASHI Masami September 11, 1959 (65 years old) Number of Years in office: 1 year (upon the conclusion of this General Meeting of Shareholders)	Apr. 1984	Joined Dentsu Young & Rubicam Inc. (currently Dentsu Runway Inc.)	56
		Sept. 1986	Joined Leo Burnett-Kyodo K.K.	
		Sept. 1996	Joined Coca-Cola (Japan) Company, Limited	
		Apr. 1999	Joined Electronic Arts Inc.	
		Sept. 2004	Marketing Executive Director of The Walt Disney Company (Japan) Ltd.	
		Aug. 2015	Vice President in charge of marketing, Warner Bros. Japan LLC	
		Sept. 2016	President and Japan Representative of the company	
		Aug. 2020	Representative Member, Person of Performance of Duty of Warner Bros. Studio Japan LLC	
		Jan. 2021	Japan Representative (Country Manager) of Warner Media, LLC	
		Oct. 2021	Representative Director and President of Turner Japan K.K.	
		Jun. 2022	Japan Representative (Country Manager) of Warner Bros. Discovery, Inc.	
		Jun. 2024	Outside Director of Seibu Holdings Inc. (present)	
	Attendance to the meetings of the Board of Directors in FY2024: 16/16 (100%)*		Important concurrent positions outside the Company None	
[Reason for nomination as Outside Director and expected roles] Mr. TAKAHASHI Masami successfully restructured new business and brand business in advertising agencies in Japan and the US, Coca-Cola (Japan) Company, Limited, and The Walt Disney Company (Japan) Ltd., etc. He also has knowledge and experience as a corporate manager, including having served as President and Japan Representative of Warner Bros. Japan LLC to oversee all business of the company in Japan. The Company believes that his opinions from a broad perspective backed by such diverse knowledge and experience can be applied to the Company's management, thereby helping us to enhance the management and supervisory functions of corporate governance and to further maximize the medium- to long-term corporate value of the Group, so we nominate him as an Outside Director.				
[Message to shareholders from the Outside Director candidate] As uncertainty increases in the social and economic conditions around the world, the Seibu Group, which conducts a diverse range of businesses including real estate, hotels, tourism, railway, and a baseball team, will transform these changes into strengths to realize sustained growth alongside society. Furthermore, in order to strengthen our financial base and enhance corporate and shareholder value, I am committed to contributing to the realization of our growth strategy from an independent, the enhancement of human resources necessary to achieve it, and further improvement in the quality of corporate governance. I also intend to contribute to the enhancement of our brand value, essential for sustainable medium- to long-term business growth.				

* There is no special interest between Mr. TAKAHASHI Masami and the Company.

* Activities for Mr. TAKAHASHI Masami cover only the Board of Directors meetings held after his appointment on June 21, 2024.

Candidate number	Name (Date of birth)	Career summary and position		Number of Company shares owned
14	Reelection Outside Independent IKEDA Yuichi October 2, 1959 (65 years old) Number of Years in office: 1 year (upon the conclusion of this General Meeting of Shareholders)	Apr. 1982	Joined Ministry of Finance	0
		Jul. 2010	Deputy Director-General of the Planning and Coordination Bureau (in charge of disclosure), Financial Services Agency	
		Aug. 2011	Deputy Commissioner of the Planning and Coordination Bureau (in charge of disclosure), Financial Services Agency	
		Jul. 2012	Financial Instruments and Exchange Official, Kanto Local Finance Bureau and Deputy Commissioner of the Planning and Coordination Bureau (in charge of planning and market), Financial Services Agency	
		Jun. 2013	Deputy Commissioner of the Planning and Coordination Bureau (in charge of Supervisory Bureau), Financial Services Agency	
		Jul. 2014	Director-General of the Planning and Coordination Bureau, Financial Services Agency	
		Aug. 2018	Executive Director, Bank of Japan	
		Sept. 2021	Outside Director of HOUSE DO Co., Ltd. (currently, &Do Holdings Co., Ltd.)	
		Jun. 2024	Outside Director of Seibu Holdings Inc. (present)	
		Attendance to the meetings of the Board of Directors in FY2024: 14/16 (87.5%)*		
[Reason for nomination as Outside Director and expected roles] Mr. IKEDA Yuichi has a wealth of experience and knowledge from his past career, having held key positions at the Ministry of Finance, the Financial Services Agency, and the Bank of Japan over many years. The Company believes that his opinions backed by his knowledge and experience in the financial and capital markets, which he has cultivated in the heart of Japan’s finance and economy, can be applied to the Company’s management, thereby helping us to enhance the Company’s superiority in the capital market and to further maximize the medium- to long-term corporate value of the Seibu Group, so we nominate him as an Outside Director.				
[Message to shareholders from the Outside Director candidate] As a corporate group engaged in a highly public business, the Group’s philosophy is to contribute to regional and social development and environmental preservation, and to provide safe and comfortable services. At the same time, we are working towards transforming our business model, having formulated the “Seibu Group’s Long-term Strategy to 2035” with the aim of sustainably enhancing corporate value through ROIC management conscious of capital cost. I will strive to ensure effective governance to steadily advance these reforms.				

* There is no special interest between Mr. IKEDA Yuichi and the Company.

* Activities for Mr. IKEDA Yuichi cover only the Board of Directors meetings held after his appointment on June 21, 2024.

Reference

● Policies and Procedures for Nomination of Candidates for Director

When nominating candidates for the position of Director, the Board of Directors nominates candidates for reelection following deliberation of whether the individual deserves to be reelected on the basis of his/her contribution to corporate value and other aspects of the Company during his/her term of office. New candidates for election are nominated following deliberation of whether the individual has outstanding character and insight, and is a talented individual who can contribute to increasing corporate value. In addition, the Board of Directors deliberates on whether the overall Board of Directors has the knowledge, experience, and ability to fulfill its roles and responsibilities effectively, and forms a decision, giving consideration also to diversity, including the gender, nationality, career history, and age of each candidate.

The Board of Directors makes decisions after having consulted with the Nomination Advisory Committee chaired by an independent Outside Director and composed entirely of independent Outside Directors, to ensure objectivity and transparency concerning the decision of candidates for the position of Director.

- **Seibu Holdings' Independence Standards for Outside Directors and Outside Audit & Supervisory Board Members**

The Company will determine to be independent any person who, in addition to meeting the independence standards specified by the Tokyo Stock Exchange, does not fall under any of the following:

- (1) a person who executes business (“executive”) of “a business partner where consolidated net sales to the business partner account for 2% or more of the Company’s consolidated net sales in any of the last three fiscal years”;
- (2) an executive of “a business partner where net sales to the Company account for 2% or more of the business partner’s net sales in any of the last three fiscal years”;
- (3) an executive of “a lender from which the Company borrows funds that account for 2% or more of the Company’s consolidated total assets in any of the last three fiscal years”;
- (4) an executive of “a major shareholder or investor of the Company with an equity ownership interest of 10% or more in any of the last three fiscal years”;
- (5) a consultant, accounting professional, or legal professional who receives remuneration of more than ¥10 million a year from the Company in any of the last three fiscal years;
- (6) a person who receives donation or subsidies from the Company in the annual average amount of more than ¥10 million over the last three fiscal years or an executive of such an organization; and
- (7) a spouse or relative within the second degree of kinship of a Director, etc. of the Company and its consolidated subsidiaries.

Proposal No. 3: Election of one (1) Audit & Supervisory Board Member

Upon the conclusion of this General Meeting of Shareholders, the term of office of one (1) Audit & Supervisory Board Member, NAKAMURA Hitoshi will expire. Accordingly, it is hereby proposed that one (1) Audit & Supervisory Board Member be elected.

As for the submission of this proposal, the consent of the Audit & Supervisory Board has been obtained.

The candidate for Audit & Supervisory Board Member is as follows:

Name (Date of birth)	Career summary and position	Number of Company shares owned
<p>New candidate</p> <p>FUKUDA Masaaki</p> <p>October 13, 1965 (59 years old)</p> <p>Number of Years in Office: - years</p>	<p>Mar. 1988 Joined Seibu Railway Co., Ltd.</p> <p>Jun. 2009 General Manager, Administration Department of the company</p> <p>Jun. 2010 Managing Officer, General Manager, Administration Department of the company</p> <p>Jul. 2015 Managing Officer of the Company General Manager, Administration Dept. of Seibu Holdings Inc.</p> <p>Jun. 2016 Director and Senior Managing Officer of Seibu Railway Co., Ltd.</p> <p>Apr. 2017 Director and Senior Managing Officer, General Manager, Plan Administration Department of the company</p> <p>May 2019 Director and Executive Managing Officer, General Manager, General Affairs Department of Seibu Construction Co., Ltd.</p> <p>Apr. 2023 Director, Executive Managing Officer, General Manager, Administration Department of SEIBU REALTY SOLUTIONS INC. (currently SEIBU REAL ESTATE INC.)</p> <p>Apr. 2024 Director and Executive Managing Officer of the company (present)</p>	7,030
<p>Attendance to the meetings of the Board of Directors in FY2024: —</p> <p>Attendance to the meetings of the Audit & Supervisory Board in FY2024: —</p>	<p>Important concurrent positions outside the Company None</p>	
<p>[Reason for nomination as Audit & Supervisory Board Member]</p> <p>Mr. FUKUDA Masaaki has served as General Manager of Administration Dept. at the Company and as Director and General Manager of General Affairs Department at Seibu Railway, SEIBU REALTY SOLUTIONS, and Seibu Construction. In addition, he also oversaw the Plan Administration Department as Director, Railway at Seibu Railway. He has extensive experience and broad understanding of the Group's overall operations. Accordingly, we nominate him as an Audit & Supervisory Board Member.</p>		
<p>[Message to shareholders from the Audit & Supervisory Board Member candidate]</p> <p>I will maintain an impartial and objective attitude to fulfill my duties while remaining conscious of my role as full-time Audit & Supervisory Board Member to ensure that the Group earns the trust of a variety of stakeholders and society at large, and sustainably enhance corporate value while ensuring soundness.</p>		

- * The Company has entered into a directors and officers liability insurance policy as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company, and a summary of the said policy is indicated on page 57. Mr. FUKUDA is an insured under the policy at his current position and will continue to be such if his election is approved under this proposal. In addition, when the policy is renewed, the Company plans to renew the policy with the same terms.
- * There is no special interest between Mr. FUKUDA Masaaki and the Company.
- * The age of Mr. FUKUDA is as of June 24, 2025.
- * The number of the Company's shares that Mr. FUKUDA holds is current as of March 31, 2025 and includes the number of shares held under the name of the Executive Shareholding Association.

Proposal No. 4: Revision of the amount of remuneration for Directors

The remuneration system for the Company's Directors (excluding Outside Directors; hereinafter the same applies throughout this proposal) consists of "basic remuneration" and "share-based remuneration" (annual incentive and long-term incentive).

At the 19th Annual General Meeting of Shareholders held on June 21, 2024, it was approved that the total amount of basic remuneration for the Company's Directors shall be no more than ¥720 million per year (including ¥180 million per year for Outside Directors). Meanwhile, at the 14th Annual General Meeting of Shareholders held on June 21, 2019, it was approved that the Company shall introduce a share-based remuneration system called the "Board Benefit Trust (BBT)" for Directors, separately from the basic remuneration, and that a maximum amount of ¥750 million (¥300 million for annual incentive and ¥450 million for long-term incentive) shall be placed in trust to fund share acquisition for three fiscal years for Directors. This structure remains in effect to this day.

Based on the "Seibu Group's Long-term Strategy to 2035," the Company aims to pursue capital efficiency and maximize social and shareholder value by drastically changing course to a growth strategy that pursues competitiveness in each of its businesses, such as the Hotel and Leisure business and the Urban Transportation and Regional business, while keeping the Real Estate business as the central pillar of its strategy. Accordingly, the Company proposes a revision to the remuneration system for officers with the aim of improving corporate governance through raising commitment and motivation for achievement of performance as well as securing and retaining talented management professionals for advancing the Group's path toward future growth. This revision will implement a shift to a remuneration system that is more closely linked to business performance and reflects remuneration levels of competitors in the context of acquiring business and human capital. The revision for the amount of remuneration for Directors will be addressed in this proposal, while the revision of the share-based remuneration system will be addressed in Proposal No. 5, "Revision of the share-based remuneration system for Directors."

This revision reflects advice from the Remuneration Advisory Committee, which is chaired by an independent Outside Director and composed entirely of independent Outside Directors. In determining the new system, practices by competitors to acquire businesses and human capital, the social roles and responsibilities taken on by the Group, and changes in the business environment were taken into consideration. As such, it is hereby proposed to revise the total annual monetary remuneration comprising basic remuneration and the short-term performance-linked remuneration newly established by this revision of the remuneration system for officers (hereinafter the combination of base remuneration and short-term performance-linked remuneration shall be referred to as the "Monetary Remuneration" throughout this proposal and Proposal No. 5) to be no more than ¥1,000 million per year (including no more than ¥180 million per year for Outside Directors). Outside Directors are not eligible to receive short-term performance-linked remuneration and will continue to receive only basic remuneration. As in the past, the amount of remuneration for Directors does not include the employee's salary for Directors who serve concurrently as employees.

This proposal shall become effective contingent upon the approval of Proposal No. 5, "Revision of the share-based remuneration system for Directors," as originally proposed. If both this proposal and Proposal No. 5 are approved, the remuneration system for the Company's Directors will comprise "Monetary Remuneration" and "share-based remuneration."

The Company has decided on the "Remuneration Policy for Directors of Seibu Holdings" at a meeting of the Board of Directors following consultation with the Remuneration Advisory Committee. If this proposal and Proposal No. 5 are approved, the Company plans to revise this policy at the Board of Directors meeting to be held after the conclusion of this General Meeting of Shareholders. Given the purpose of the revision of remuneration system for officers, its reasonableness in comparison to compensation levels and trends at competitors in the context of business and human capital acquisition, the effectiveness of incentives in driving performance, the Remuneration Advisory Committee has advised that this revision to remuneration amount is reasonable and has been resolved by the Board of Directors. Accordingly, the contents of this proposal is considered to be appropriate. (For an overview of the revised remuneration system for the Company's Directors should this proposal and Proposal No. 5 be approved, please refer to <Reference: Overview of Revision to Director Remuneration System> on pages 35-38.)

Currently, the number of Directors is fourteen (14) (including six (6) Outside Directors). If Proposal No. 2, "Election of fourteen (14) Directors" is approved as originally proposed, the number of Directors will remain unchanged.

Proposal No. 5: Revision of the share-based remuneration system for Directors

1. Reason for the proposal and basis for its appropriateness

As explained in Proposal No. 4, the remuneration system for the Company's Directors (excluding Outside Directors; hereinafter the same applies throughout this proposal) consists of "basic remuneration" and "share-based remuneration" (annual incentive and long-term incentive).

At the 19th Annual General Meeting of Shareholders held on June 21, 2024, it was approved that the total amount of basic remuneration for the Company's Directors shall be no more than ¥720 million per year (including ¥180 million per year for Outside Directors). Meanwhile, at the 14th Annual General Meeting of Shareholders held on June 21, 2019, it was approved that the Company shall introduce a share-based remuneration system called the "Board Benefit Trust (BBT)" (hereinafter referred to as the "BBT Plan") for Directors, separately from the basic remuneration, and that a maximum amount of ¥750 million (¥300 million for annual incentive and ¥450 million for long-term incentive) shall be placed in trust to fund share acquisition for three fiscal years for Directors. This structure remains in effect to this day.

Additionally, as explained in Proposal No. 4, the Company is considering a revision to the remuneration system for officers to implement a shift to a remuneration system that is more closely linked to business performance and reflects remuneration levels of competitors in the context of acquiring business and human capital. In conjunction with this revision, the Company proposes a revision to the BBT Plan to further strengthen the link between Director compensation and the medium- to long-term value of the Company's shares (hereinafter, the revised BBT Plan is referred to as the "Plan").

This proposal, which is separate from the request for approval of the remuneration amount for Directors in Proposal No. 4, requests the approval of the specific calculation method and details regarding the amount of remuneration, etc., to be paid to the Company's Directors in accordance with the Plan. Specifically, it requests approval for amending the evaluation period and timing of provision for annual incentive (the revised name will be performance-linked portion) under the BBT Plan and stipulating a specific calculation method and details of remuneration, etc. amounts under the Plan without setting a maximum amount for the money the Company contributes as funds to a trust in consideration of impact of share price fluctuations on the number of shares to be acquired through a trust. Additionally, the names for annual incentive and long-term incentive will be changed to performance-linked portion and fixed portion by position respectively. Details of the Plan are to be entrusted to the Board of Directors, as outlined in 2. below.

This proposal shall become effective contingent upon the approval of Proposal No. 4, "Revision of the amount of remuneration for Directors," as originally proposed. If both this proposal and Proposal No. 4, "Revision of the amount of remuneration for Directors," are approved, the remuneration system for the Company's Directors will comprise "Monetary Remuneration" and "share-based remuneration."

The Company has decided on the "Remuneration Policy for Directors of Seibu Holdings" at a meeting of the Board of Directors following consultation with the Remuneration Advisory Committee, which is chaired by an independent Outside Director and composed entirely of independent Outside Directors. If Proposal No. 4 and this proposal are approved, the Company plans to revise this policy at the Board of Directors meeting to be held after the conclusion of this General Meeting of Shareholders. Given the purpose of the revision of remuneration system for officers, its reasonableness in comparison to compensation levels and trends at competitors in the context of business and human capital acquisition, the effectiveness of incentives in the medium- to long-term improvement of performance, the Remuneration Advisory Committee has advised that the Plan is reasonable and has been resolved by the Board of Directors. Accordingly, the contents of this proposal is considered to be appropriate. (For an overview of the revised remuneration system for the Company's Directors should Proposal No. 4 and this proposal be approved, please refer to <Reference: Overview of Revision to Director Remuneration System> on pages 35-38.)

There are currently fourteen (14) Directors, and, excluding six (6) Outside Directors, eight (8) Directors will be subject to the Plan. If Proposal No. 2, "Election of fourteen (14) Directors" is approved as originally proposed, there will be no change to the number of Directors subject to the Plan.

2. Specific calculation method and details of remuneration, etc. amounts under the Plan

(1) Description of the plan

The Plan is a share-based remuneration system under which, using the money the Company contributes as funds, the Company's shares are to be acquired by the trust (hereinafter "Trust") and the Company's shares and the amount of cash equivalent to the market price of the Company's shares (hereinafter referred to as the "Company's Shares, etc.") are to be provided through the Trust to Directors in accordance with the officer stock benefit rules (performance-linked portion) and the officer stock benefit rules (fixed portion by position) stipulated by the Company (hereinafter collectively referred to as the "Officer Stock Benefit Rules"). The Plan shall consist of a system through which Directors receive the Company's Shares, etc. upon their retirement as Directors, based on their respective position, the achievement of performance targets for three fiscal years, etc. (hereinafter referred to as "Performance-linked Payments") and a system through which Directors receive the Company's Shares, etc. upon their retirement as Directors depending on their respective positions (hereinafter referred to as the "Fixed Payments by Position"). The Plan will be introduced with Directors (excluding Outside Directors) from certain Company subsidiaries also being subject to it (however, Fixed Payments by Position only). This section lists the specific calculation method and details of remuneration, etc. amounts for Company Directors under the Plan that is subject to this proposal.

(2) Persons eligible for the Plan

Directors of the Company other than Outside Directors

(3) Trust amount

Subject to the approval of this proposal, the Company will contribute, as stated below, the funds necessary for the Trust to acquire, in advance, a reasonably estimated number of share required for the delivery of the Company's Shares, etc. as set forth in (5) and (6) below. As stipulated in (4) below, the Trust shall acquire the Company's shares using the money that is contributed by the Company as funds. The Company's shares acquired by the Trust using money previously contributed by the Company as funds and money that remain in the trust property shall remain allocated as a source of benefits under the Plan after the resolution of approval at this General Meeting of Shareholders.

In addition, in order to ensure that this serves as an appropriate incentive for improving the Company's medium- to long-term corporate value, and taking into consideration the impact of fluctuations in the share price on the number of shares to be acquired by the Trust, the Company will not set an upper limit on the amount of money that it will contribute to the Trust.

Following the approval of this proposal and until the termination of the Plan, the Company will, in principle, for the three fiscal years beginning in April 2025 and each subsequent three-year period (hereinafter referred to as the "Applicable Period"), estimate the number of shares reasonably required for payments to Directors based on the Plan, and make additional contributions to the Trust of the funds deemed necessary for the advance acquisition of such shares by the Trust.

Provided, however, if, at the time of such additional contributions, there remain the Company's shares (excluding the Company's shares corresponding to the points granted to Directors but not yet given to Directors for each of the Applicable Periods to date) and money (hereinafter referred to as the "Remaining Shares, etc.") in the trust assets, the Remaining Shares, etc. shall be used as funds for payments under the Plan during the subsequent Applicable Period, and the additional contribution amount shall be calculated taking into account the Remaining Shares, etc. When the Company determines additional contributions, we will make an appropriate disclosure in a timely manner.

(4) Method for acquiring the Company's shares and the number thereof

The Trust shall acquire the Company's shares through a securities exchange market or by subscribing to the disposition of the Company's treasury shares using the money contributed by the Company in the manner set forth in (3) above as funds.

The maximum number of the Company's Shares, etc. acquired by the Trust for Company Directors for each Applicable Period (three fiscal years) is 375,000 shares.

(5) Calculation method for the number of the Company's Shares, etc. to be provided to Directors and the maximum number thereof

(a) Performance-linked Payments

Directors are granted base points annually in accordance with the officer stock benefit rules (performance-linked portion) based on their position, and such base points are adjusted taking into consideration the achievement of performance targets for the three fiscal years, etc.

(b) Fixed Payments by Position

Directors are granted a number of points annually based on their position in accordance with the officer stock benefit rules (fixed portion by position).

(c) Maximum number of points

Points granted to Directors will be converted into one share of the Company's stock at the time of provision of the Company's Shares, etc. described in (6) below. (However, if, after the approval of this proposal, a stock split, allotment of shares without contribution, or consolidation of shares, etc. is carried out, the maximum number of points, the number of points already granted, or the conversion ratio shall be adjusted in a reasonable manner.) The number of points of Directors, which become the basis for the provision of the Company's Shares, etc., described in (6) below, shall be defined as the number of aggregated points granted to the Directors by the time of definition of each of the beneficial interests, upon classifying the points into those for the Performance-linked Payments pursuant to (a) above and those for the Fixed Payments by Position pursuant to (b) above (the points defined for the Performance-linked Payments shall be hereinafter referred to as the "Defined Number of Points for Performance-linked Payments" and the points defined for the Fixed Payments by Position shall be hereinafter referred to as the "Defined Number of Points for Fixed Payments by Position"). The maximum number of points to be granted to Company Directors each confirmed Applicable Period shall be 375,000 points in total, combining the amounts stated in (a) and (b) above. Note that the total number of shares resulting from the combination of these points and unexercised stock options represents approximately 0.146% of the total issued shares of the Company (as of March 31, 2025, after deducting treasury shares).

(6) Provision of the Company's Shares, etc. and specific calculation method of the amount of remuneration, etc.

(a) Performance-linked Payments

If, when a Director retires, such Director has satisfied the beneficiary requirements stipulated in the officer stock benefit rules (performance-linked portion), such Director will receive from the Trust, after retirement, a distribution of shares, in principle, with respect to the Company's shares in a number corresponding to the "Defined Number of Points for Performance-linked Payments," as set forth in (5) above, by carrying out certain beneficiary certification procedures; Provided, however, that, if the requirements stipulated in the officer stock benefit rules (performance-linked portion) are fulfilled, such Director receives, regarding a certain portion, an amount of money equivalent to the market value of the Company's shares in lieu of provision of the Company's shares. The Trust may sell the Company's shares in order to provide money to such Director.

In addition, all or part of the points granted may be forfeited by a resolution of the Board of Directors in cases provided for in the officer stock benefit rules (performance-linked portion), such as when a resolution is passed at a general meeting of shareholders to dismiss a Director for justifiable reasons.

The amount of remuneration, etc. for Directors is basically determined by multiplying the total number of points granted to Directors by the book value per share of the Company's shares held by the Trust at the time of point allocation. However, in the event of a stock split, allotment of shares without contribution, consolidation of shares, or similar actions affecting the Company's shares, reasonable adjustments will be made taking into consideration the relevant ratios or factors. Furthermore, in accordance with the provisions of officer stock benefit rules (performance-linked portion), if Directors become eligible for a specific cash amount under exceptional circumstances, that amount will be included in the remuneration, etc. to be awarded to Directors, provided that it is deemed reasonable to do so.

(b) Fixed Payments by Position

If, when an Director retires, such Director has satisfied the beneficiary requirements stipulated in the officer stock benefit rules (fixed portion by position), such Director will receive from the Trust, after retirement, a distribution of shares, in principle, with respect to the Company's shares in a number corresponding to the "Defined Number of Points for Fixed Payments by Position," as set forth in (5) above, by carrying out certain beneficiary certification procedures; Provided, however, that, if the requirements stipulated in the officer stock benefit rules (fixed portion by position) are fulfilled, such Director receives, regarding a certain portion, an amount of money equivalent to the market value of the Company's shares in lieu of provision of the Company's shares. The Trust may sell the Company's shares in order to provide money to such Director.

In addition, all or part of the points granted may be forfeited by a resolution of the Board of Directors in cases provided for in the officer stock benefit rules (fixed portion by position), such as when a resolution is passed at a general meeting of shareholders to dismiss a Director for justifiable reasons.

The amount of remuneration, etc. for Directors is basically determined by multiplying the total number of points granted to Directors by the book value per share of the Company's shares held by the Trust at the time of point allocation. However, in the event of a stock split, allotment of shares without contribution, consolidation of shares, or similar actions affecting the Company's shares, reasonable adjustments will be made taking into consideration the relevant ratios or factors. Furthermore, in accordance with the provisions of officer stock benefit rules (fixed portion by position), if Directors become eligible for a specific cash amount under exceptional circumstances, that amount will be included in the remuneration, etc. to be awarded to Directors, provided that it is deemed reasonable to do so.

(7) Exercise of voting rights

In accordance with the instructions from a trust administrator, the Trust shall not exercise any voting rights attached to the Company's shares in the Trust's account. By adopting this approach, the Company intends to ensure the neutrality towards the management of the Company with respect to the exercise of the voting rights attached to the Company's shares in the Trust's account.

(8) Treatment of dividends

The Trust will receive the dividends from the Company's shares held in the Trust's account and allot such dividends to the payment of the acquisition price for the Company's shares, the trust fees for the trustee of the Trust and others. If the Trust is terminated, the dividends, etc. remaining in the Trust at that time will be distributed to Directors then in office in proportion to the number of points held by each Director in accordance with the provisions of the Officer Stock Benefit Rules.

(9) Treatment upon termination of the trust

The Trust will terminate if the Company's shares are delisted or the Officer Stock Benefit Rules are repealed or otherwise discontinued.

It is expected that all of the Company's shares in the residual assets of the Trust upon its termination will be acquired without consideration by the Company and cancelled in accordance with a resolution of the Board of Directors. Any money in the residual assets of the Trust upon its termination will be distributed to the Company except for the portion distributed to Directors as per (8) above.

<Reference: Overview of Revision to Director Remuneration System>

Based on the “Seibu Group’s Long-term Strategy to 2035,” the Company aims to pursue capital efficiency and maximize social and shareholder value by drastically changing course to a growth strategy that pursues competitiveness in each of its businesses, such as the Hotel and Leisure business and the Urban Transportation and Regional business, while keeping the Real Estate business as the central pillar of its strategy. Accordingly, the Company resolved, at a Board of Directors meeting held on May 14, 2025, to revise the remuneration system for officers with the aim of improving corporate governance through raising commitment and motivation for achievement of performance as well as securing and retaining talented management professionals for advancing the Group’s path toward future growth. This revision will implement a shift to a remuneration system that is more closely linked to business performance and reflects remuneration levels of competitors in the context of acquiring business and human capital, and is conditional upon the approval of Proposal No. 4 and Proposal No. 5 as originally proposed. The overview is as follows.

1. Remuneration system and remuneration levels

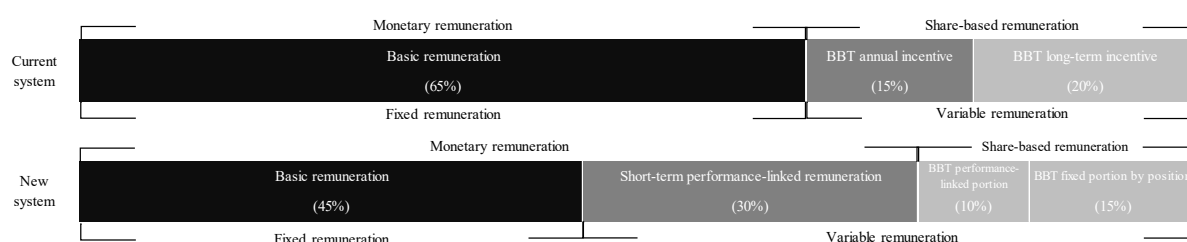
Under the new system, remuneration for Directors (excluding Outside Directors) shall consist of monetary remuneration and share-based remuneration. Monetary remuneration shall consist of basic remuneration (fixed remuneration) determined based on position, etc., and short-term performance-linked remuneration (STI) that varies depending on the performance of each fiscal year. Share-based remuneration (LTI) shall consist of two components: the BBT performance-linked portion, which is granted in the form of the Company’s shares, etc. upon the Director’s retirement, based on his or her position, the achievement of performance targets over three fiscal years, etc.; and the BBT fixed portion by position, which is granted in the form of the Company’s shares, etc. upon the Director’s retirement, based on his or her position. Regarding remuneration levels, taking into consideration levels of competitors in the context of acquiring business and human capital, the Company increases the amounts in the current system by introducing new short-term performance-linked remuneration. The remuneration of Outside Directors continues to consist of basic remuneration only, in view of their roles and independence.

(Reference Table 1) Structure of the current and new systems

Current system	Composition	Basic remuneration	Share-based remuneration	
	Name	Basic remuneration	BBT annual incentive	BBT long-term incentive
	Positioning	Fixed remuneration	Short-term performance-linked remuneration (STI)	Medium- to long-term performance-linked remuneration (LTI)
	Payment method	Money	Shares	
	Volatility	—	Linked to single-year performance and share price	Linked to share price * Number of points is fixed
	Fluctuation range	—	0 to 100%	—
	Payment period	Every month	Finalization of points and share grant: Once a year	Finalization of points: Once a year Shares grant: Upon retirement

New system	Composition	Monetary remuneration		Share-based remuneration	
	Name	Basic remuneration	Short-term performance-linked remuneration	BBT performance-linked portion	BBT fixed portion by position
	Positioning	Fixed remuneration	Short-term performance-linked remuneration (STI)	Medium- to long-term performance-linked remuneration (LTI)	
	Payment method	Money		Shares	
	Volatility	—	Single-year performance	Linked to performance of three fiscal years and share price	Linked to share price * Number of points is fixed
	Fluctuation range	—	0 to 150%	0 to 100%	—
	Payment period	Every month	Once a year	Finalization of points: Every 3 years Shares granted: Upon retirement	Finalization of points: Once a year Shares granted: Upon retirement

(Reference Chart 2) Illustration of the remuneration composition ratio



* The remuneration composition ratio is calculated based on the base amounts

2. Monetary remuneration

(1) Basic remuneration

Fixed remuneration determined based on the position of each Director, paid monthly in cash.

(2) Short-term performance-linked remuneration

Indicators appropriate to the roles of each Director will be set and the amount to be paid will be determined based on the achievement status of each indicator. The overall evaluation will be calculated as follows within a range of 0 to 150%, and then multiplied by the base amount for each position to determine the payment amount by individual. Payments will be made in cash in a lump sum after the end of each fiscal year.

(Reference Table 3) Calculation methods for evaluation indicators and overall evaluation of short-term performance-linked remuneration

Chairman and Director / Chairman and Director, Chairman and CEO / President and Director / President and Director, President and CEO

Evaluation indicators	Evaluation ratio	Evaluation coefficient	Overall evaluation
Operating profit	50%	0 to 150%	Sum of evaluation ratios for each indicator × evaluation coefficients
ROE	50%		

Director (concurrently serving as president of core three companies)

Evaluation indicators	Evaluation ratio	Evaluation coefficient	Overall evaluation
Operating profit	20%	0 to 150%	Sum of evaluation ratios for each indicator × evaluation coefficients
ROE	20%		
Operating profit by segment	40%		
Individual assessment by Representative Director	20%		

Other Directors

Evaluation indicators	Evaluation ratio	Evaluation coefficient	Overall evaluation
Operating profit	40%	0 to 150%	Sum of evaluation ratios for each indicator × evaluation coefficients
ROE	40%		
Individual assessment by Representative Director	20%		

- * The core three companies refer to Seibu Railway Co., Ltd., SEIBU PRINCE HOTELS WORLDWIDE INC., and SEIBU REAL ESTATE INC. Short-term performance-linked remuneration for Directors (who also serve as presidents of the core three companies) will be paid by each core company.

3. Share-based remuneration

(1) BBT performance-linked portion

With the aim of linking Director remuneration with medium- to long-term corporate value and share value, the base points set for each position are multiplied by the evaluation coefficient (0-100%) determined in (i) and (ii) below to define the points to be granted, and the Directors will receive shares of the Company upon retirement. A certain percentage of the number of shares to be received will be paid in cash equivalent to their fair market value.

- 80% of evaluation: Calculate the TSR (total shareholder return) for the three years for the Company and its competitors, compare the TSR of the Company with its competitors, rank them in order of highest TSR, and assign the percentages in the table below corresponding to the Company's TSR ranking.
- 20% of evaluation: Achievement status of ESG indicators and non-financial KPIs such as CO₂ emissions and employee engagement scores

(Reference Table 4) TSR ranking and evaluation coefficient

Industry	Real estate								Railway							
Evaluation ratio	50%								30%							
Compared with	Mitsui Fudosan Co., Ltd., Mitsubishi Estate Co., Ltd., Sumitomo Realty & Development Co., Ltd., Tokyu Fudosan Holdings Corporation, Nomura Real Estate Holdings, Inc., Tokyo Tatemono Co., Ltd., and Hulic Co., Ltd. (seven companies)								Tobu Railway Co., Ltd., Sotetsu Holdings, Inc., Tokyu Corporation, Keikyu Corporation, Odakyu Electric Railway Co., Ltd., Keio Corporation, and Keisei Electric Railway Co., Ltd. (seven companies)							
Evaluation coefficient	1st	2nd	3rd	4th	5th	6th	7th	8th	1st	2nd	3rd	4th	5th	6th	7th	8th
	50%	42%	35%	28%	21%	14%	7%	0%	30%	24%	20%	16%	12%	8%	4%	0%

(Reference Table 5) Evaluation period for BBT performance-linked portion

	FY2025	FY2026	FY2027	FY2028	FY2029	FY2030	• • •	Upon retirement
FY2025 portion	← Evaluation period →			Finalization of points				Shares grant
FY2026 portion		← Evaluation period →			Finalization of points			
FY2027 portion			← Evaluation period →		Finalization of points			

(2) BBT fixed portion by position

There are no changes in details of the current system of the BBT long-term incentive. Base points will be awarded annually based on position, and shares of the Company will be received upon retirement. A certain percentage of the number of shares to be received will be paid in cash equivalent to their fair market value.

Business Report

(From April 1, 2024 to March 31, 2025)

1. Status of the corporate group

(1) Progress and results of operations

1) Review of the fiscal year ended March 31, 2025

In the fiscal year ended March 31, 2025, in response to megatrends and recent changes in the business environment, the Seibu Group has newly formulated “Seibu Group’s Long-term Strategy to 2035” (hereinafter, “Long-term Strategy”), which consists of growth strategies centered on the Real Estate business, in order to maximize social value and corporate value by leveraging the strengths of the Group. We have set “Resilience & Sustainability” as our outcome for 2035, and aim to be a corporate group that “creates invaluable space and time, ensuring safety and security.”

In the fiscal year ended March 31, 2025, as the first year of the “FY2024-FY2026 Seibu Group’s Medium-term Management Plan” positioned as the “planting phase” of the long-term strategy, we pursued management that focused on stock price and capital cost. With the aim of achieving sustainable and sound growth going forward, the following four initiatives were advanced.

<Key Initiatives in the Long-term Strategy and the Medium-term Management Plan>



As for “(1) Achieving sustainable growth centered on the Real Estate business,” SEIBU REALTY SOLUTIONS INC. (company name changed to SEIBU REAL ESTATE INC. on April 1, 2025) conducted securitization of Tokyo Garden Terrace Kioicho on February 28, 2025, To maximize the profitability and increase corporate value of the entire Seibu Group through promotion of the capital recycling business. As part of establishing a framework to realize the Group’s capital recycling model, we established SEIBU REAL ESTATE ASSET MANAGEMENT INC., which has asset management functions, on October 1, 2024, and real estate operations company SEIBU REAL ESTATE PROPERTY MANAGEMENT INC. on November 15, 2024 to provide high-quality services that integrate PM/BM/CM in a one-stop manner. In addition, to establish a framework that will fully operationalize the Group’s capital recycling process, we entered into a basic partnership agreement with Morgan Stanley Capital K.K. (hereinafter, “MSC”) and real estate funds (hereinafter, “PRIME Asia”) managed or advised by MSC or its affiliates.

Furthermore, to optimize our business portfolio, we introduced Seibu ROIC* in the fiscal year ended March 31, 2025 as a key metric for assessing capital efficiency.

* $\text{Operating profit} \times 0.7 / (\text{Property, plant and equipment and intangible assets}^* + \text{Real estate for sale})$

*The amount excludes advances received on contribution for construction (reduction of non-current assets)

Regarding “(2) Capturing inbound demand, continuing raising price, and building a structure of 250 hotels in Japan and abroad to improve profitability in Hotel and Leisure business,” in addition to steady efforts such as capturing strong inbound demand in the domestic hotel market and implementing price increases, we have welcomed ABE Hirohide of H.A. Advisors Ltd as an executive advisor to support our planned structure of 250 hotels. In addition, on June 18, 2024, SEIBU PRINCE HOTELS WORLDWIDE INC. opened the Prince Smart Inn Nagoya Sakae.

Furthermore, with the aim of strengthening customer engagement and cross-referrals within the Hotel and Leisure division, SEIBU PRINCE HOTELS WORLDWIDE INC. has integrated its domestic membership program with those of its overseas subsidiaries, Seibu Prince Hotels Worldwide Asia Pacific Pty Ltd based in Australia and Prince Resorts Hawaii Inc., a governance company in Hawaii, U.S. As a result, the shared global membership program “Seibu Prince Global Rewards” was launched, and the operation of both the Seibu Prince Global Rewards program and its accompanying app began on April 25, 2024.

With regard to “(3) Prioritizing growth investments that lead to an increase in corporate value while ensuring stable and continuous enhancement of shareholder returns,” the Company’s dividend policy is to adopt a progressive dividends approach with a minimum DOE of 2.0%, thereby aiming to deliver stable dividend payments and raise dividends through higher earnings. For the fiscal year ended March 31, 2025, with a focus on providing long-term and consistent returns to shareholders, the Company has set the annual dividend at 40 yen per share (an interim dividend of 15 yen and a year-end dividend of 25 yen).

In addition, we will implement share repurchases in a flexible manner in consideration of the balance sheet situation. With a view to enhancing capital efficiency (balance sheet control and improvement of ROE and EPS), we implemented a share repurchase of ¥70.0 billion on December 13, 2024.

Regarding “(4) Strengthening corporate governance as a foundation for implementing new long-term strategies and medium-term management plans,” we have taken steps to strengthen the structure of the Real Estate business by appointing ISHIHARA Masayuki as a Director on June 21, 2024 with the aim of enhancing corporate governance. Also effective June 21, 2024, KOBAYASHI Yoko, TAKAHASHI Masami, and IKEDA Yuichi were appointed as outside Directors, increasing the ratio of outside directors.

Furthermore, the Company assessed its relationship with NW Corporation Inc. (hereinafter “NW”), the Company’s largest shareholder. During the fiscal year ended March 31, 2025, we acquired additional shares of NW, making it a consolidated subsidiary of the Company.

To summarize our management results for the fiscal year ended March 31, 2025, such factors as capturing firm inbound tourist demand in domestic hotel operations, favorable sales from non-commuter passes in railway operations, and the securitization of Tokyo Garden Terrace Kioicho, leading to operating revenue of ¥901,131 million, up ¥423,532 million, or 88.7%, year on year. Operating profit was ¥292,735 million, an increase of ¥245,023 million, or 513.6%, year on year, due to increased revenue. EBITDA was ¥347,125 million, an increase of ¥245,257 million, or 240.8%, year on year.

Ordinary profit was ¥287,639 million, an increase of ¥244,639 million, or 568.9%, year on year, and profit attributable to owners of parent was ¥258,182 million, an increase of ¥231,191 million, or 856.6%, year on year, due to increased revenue and the acquisition of additional shares of NW, making it a consolidated subsidiary of the Company.

2) Operating results by segment for the fiscal year ended March 31, 2025

(Millions of yen)

Segment	Operating revenue			Operating profit			EBITDA		
	For the year ended March 31, 2025	Change from previous year	Change (%)	For the year ended March 31, 2025	Change from previous year	Change (%)	For the year ended March 31, 2025	Change from previous year	Change (%)
Real Estate	480,608	401,528	507.8	237,617	224,900	—	248,118	223,882	923.8
Hotel and Leisure	241,259	13,149	5.8	18,640	(840)	(4.3)	33,708	(1,359)	(3.9)
Urban Transportation and Regional	152,667	3,841	2.6	11,315	(1,977)	(14.9)	33,962	(683)	(2.0)
Other	51,297	6,423	14.3	2,064	627	43.6	6,625	962	17.0
Total	925,832	424,942	84.8	269,637	222,709	474.6	322,415	222,801	223.7
Adjustments	(24,701)	(1,409)	—	23,097	22,314	—	24,709	22,455	996.4
Consolidated	901,131	423,532	88.7	292,735	245,023	513.6	347,125	245,257	240.8

- Notes: 1. Adjustments mainly consist of elimination of inter-company transactions.
2. EBITDA is calculated by adding depreciation and amortization of goodwill to operating profit.
3. From the fiscal year ended March 31, 2025, to remodel the pet business together with DAY ONE INC., which was made a consolidated subsidiary in April 2024, the segment of Seibu Pet Care Co., Ltd. was changed from “Hotel and Leisure” to “Other.” To facilitate year-on-year comparison, the figures for the previous fiscal year have been restated to conform with the changed segment structure.

Real Estate

Leasing operations, etc.

Performance in the fiscal year under review

In development and leasing operations, Emi Terrace Tokorozawa opened on September 24, 2024, marking the culmination of the Tokorozawa area development project undertaken by the Group. Additionally, five new properties were acquired with a view towards future securitization. These newly acquired properties will undergo value enhancement initiatives to improve their asset value.

In Investment management operations, with the aim of maximizing returns and promoting the Seibu Group's capital recycling business to enhance overall corporate value, we executed the securitization of Tokyo Garden Terrace Kioicho on February 28, 2025.

In management operations, which conducts both asset management and building management operations, an organizational restructuring was carried out on April 1, 2025 to strengthen the specialization of each of the functions of the Real Estate business.

Operating revenue in the Real Estate business was ¥480,608 million, an increase of ¥401,528 million, or 507.8%, year on year, due to the securitization of Tokyo Garden Terrace Kioicho. Operating profit was ¥237,617 million, an increase of ¥224,900 million, year on year (compared with the operating profit of ¥12,716 million for the previous fiscal year), due to increased revenue. EBITDA was ¥248,118 million, an increase of ¥223,882 million, or 923.8%, year on year.

Operating revenue

(Millions of yen)

	For the year ended March 31, 2024	For the year ended March 31, 2025	Change
Real Estate	79,079	480,608	401,528
Development and leasing operations	43,869	44,345	476
Investment management operations	2,219	403,263	401,044
Management operations	8,059	8,353	293
Other	24,931	24,645	(286)

Note: Starting from the fiscal year ended March 31, 2025, we changed the breakdown of the Real Estate business segment in conjunction with the implementation of capital recycling. To facilitate year-on-year comparison, the figures for the previous fiscal year have been restated to conform with the changed segment structure.

<Reference> Key performance indicators

		For the year ended March 31, 2022	For the year ended March 31, 2023	For the year ended March 31, 2024	For the year ended March 31, 2025 (the year under review)
Operating status of leasing space					
Leasing space at end of period (Thousand m ²)	Commercial retail	245	242	256	290
	Office/residential	195	205	203	111
Vacancy rate for leasable space at end of period (%)	Commercial retail	2.0	2.9	1.9	1.6
	Office/residential	8.0	2.8	1.6	2.9

Note: The decrease of leasing space at end of period (office/residential) and increase in vacancy rate for leasable space at end of period (office/residential) for the fiscal year under review is a result of the securitization of Tokyo Garden Terrace Kioicho.

Hotel and Leisure

City hotel operations, Resort hotel operations, Overseas hotel operations, etc.

Performance in the fiscal year under review

Domestic hotel operations focused on providing guests with extraordinary experience. As a result, two hotels operated by our hotel operator SEIBU PRINCE HOTELS WORLDWIDE INC., The Prince Gallery Tokyo Kioicho and The Hotel Seiryu Kyoto Kiyomizu, received national recognition by being awarded One Key each in the first-ever MICHELIN Guide hotel selection in Asia, published by the MICHELIN Guide. As services are improved, the Group is taking steps to strengthen revenue management by raising prices. We continue to expand new properties with the opening of Prince Smart Inn Nagoya Sakae on June 18, 2024. In addition, using the proceeds from the securitization of Tokyo Garden Terrace Kioicho, we invested (approximately ¥4.4 billion) in renovations and upgrades aimed at maintaining and improving building functionality.

In overseas hotel operations, we have commenced renovations on the Mauna Kea Beach Hotel in preparation for its opening in FY2025.

Additionally, on April 25, 2024, we launched “Seibu Prince Global Rewards,” a shared global membership program.

Operating revenue in the Hotel and Leisure business was ¥241,259 million, an increase of ¥13,149 million, or 5.8%, year on year, as the business captured firm inbound tourist demand in domestic hotel operations as well as worked to increase prices. Operating profit was ¥18,640 million, a decrease of ¥840 million or 4.3% year on year, despite increased revenue, due to repairs and other measures aimed at maintaining and improving the functionality of our buildings, using the funds from the securitization of Tokyo Garden Terrace Kioicho. EBITDA was ¥33,708 million, a decrease of ¥1,359 million or 3.9% year on year.

Operating revenue

(Millions of yen)			
	For the year ended March 31, 2024	For the year ended March 31, 2025	Change
Hotel and Leisure	228,109	241,259	13,149
Domestic hotel operations (ownership/lease)	136,446	151,698	15,252
Domestic hotel operations (MC/FC)	11,598	12,892	1,293
Overseas hotel operations (ownership/lease)	36,964	33,933	(3,030)
Overseas hotel operations (MC/FC)	457	529	72
Sports operations (ownership/lease)	14,695	15,551	855
Sports operations (MC/FC)	2,276	2,447	170
Other	25,670	24,205	(1,464)

Note: Starting from the fiscal year ended March 31, 2024, we changed the breakdown of the Hotel and Leisure business segment. In addition, from the fiscal year ended March 31, 2025, to remodel the pet business together with DAY ONE INC., which was made a consolidated subsidiary in April 2024, the segment of Seibu Pet Care Co., Ltd. was changed from “Hotel and Leisure” to “Other.” To facilitate year-on-year comparison, the figures for the previous fiscal year have been restated to conform with the changed segment structure.

<Reference> Key performance indicators

		For the year ended March 31, 2022	For the year ended March 31, 2023	For the year ended March 31, 2024	For the year ended March 31, 2025 (the year under review)
Operating status of SEIBU PRINCE HOTELS WORLDWIDE INC.					
RevPAR	(Yen)	4,854	8,788	13,548	15,919
Average room rates	(Yen)	15,999	16,643	20,126	22,221
Occupancy rates of hotel rooms	(%)	30.3	52.8	67.3	71.6

Notes: 1. The segmentation in the hotel operations was changed from the fiscal year ended March 2023, and the figures for the fiscal year ended March 31, 2022 have been restated to conform with the changed segmentation.

2. RevPAR: Revenue Per Available Room. RevPAR is calculated by dividing total room sales for a given period by the aggregate number of days per room for which each room was available during such period.

Urban Transportation and Regional

Railway operations, Bus operations, Lifestyle service operations along railway lines, etc.

Performance in the fiscal year under review

In the Railway operations, to ensure the permanent operation of the railway business and provide customers a quality and comfortable service, in March 2025, we applied for approval to revise railway fares, for revisions (planned) for March 2026. We steadily carried out capital expenditures to further enhance safe and secure services, including the installation of platform doors and in-train security cameras. We are also actively engaged in DX and digitalization initiatives, such as launching a proof-of-concept trial in December 2024 for a contactless payment system using credit cards and smartphones. In addition, to promote area management that revitalizes communities along railway lines, in August 2024, the “Basic Agreement on Regional Revitalization Cooperation” was entered into by Hanno-shi, Moomin Monogatari, Ltd., and Seibu Railway Co., Ltd., reinforcing our partnerships with local government and communities along our railways.

In bus operations, while share-ride buses faced challenges such as driver shortages stemming from what is known as the 2024 problem, we have worked to efficiently operate the business while steadily capturing recovering demand for transportation. In the Tokyo metropolitan area, an application was submitted for a fare revision scheduled for June 2025. Efforts were also made to increase fare unit prices for chartered buses.

Operating revenue in the Urban Transportation and Regional business was ¥152,667 million, an increase of ¥3,841 million, or 2.6%, year on year, as the business promoted non-commuter-pass use and the use of leisure facilities. Operating profit was ¥11,315 million, a decrease of ¥1,977 million, or 14.9%, year on year due to an increase in depreciation caused by higher capital investments and rises in electric power and personnel expenses. EBITDA was ¥33,962 million, a decrease of ¥683 million, or 2.0%, year on year.

Operating revenue

(Millions of yen)

	For the year ended March 31, 2024	For the year ended March 31, 2025	Change
Urban Transportation and Regional	148,826	152,667	3,841
Railway operations	100,739	104,238	3,499
Bus operations	23,894	24,877	982
Lifestyle service operations along railway lines	18,190	17,228	(962)
Sports operations	2,291	2,461	170
Other	3,710	3,861	151

Note: Starting from the fiscal year ended March 31, 2024, we changed the breakdown of the Urban Transportation and Regional business segment.

<Reference> Key performance indicators

	For the year ended March 31, 2022	For the year ended March 31, 2023	For the year ended March 31, 2024	For the year ended March 31, 2025 (the year under review)
Transportation performance in the railway operations at Seibu Railway Co., Ltd.				
Number of passengers (Thousand)	508,066	559,060	587,716	605,128
Passenger transportation sales (Millions of yen)	77,169	85,212	95,178	98,547
Other revenue (Millions of yen)	3,594	3,743	3,528	3,256

Other

Sports business, Izuhakone business, Ohmi business, new businesses

Performance in the fiscal year under review

In the Sports business, in addition to hosting games for the professional baseball team Saitama Seibu Lions, we worked to provide an enjoyable sports entertainment experience by offering services, giving performances, and holding events that maximize the capabilities of the Belluna Dome. In the Izuhakone business, we worked to capture tourism demand mainly in the bus business. In the Ohmi business, in April 2024 we transitioned to a separation of infrastructure and operations under a scheme where the facilities are publicly-owned and the operations are privately managed in the railway business, and we have started operations. In the new business domain, with the aim of creating synergies through know-how in creating experiential value via tour planning, we acquired all shares of Oku Japan Ltd. on December 25, 2024 and made it a subsidiary as part of our efforts to expand into new business areas.

Operating revenue in the Other business was ¥51,297 million, an increase of ¥6,423 million or 14.3% year on year, as plans to enhance digital advertisement, starting in FY2024, led to the operations of Seibu Railway Co., Ltd.'s advertising business getting transferred to Blue Muse Co., Ltd. (company name changed to Seibu Media Communications Co., Ltd. on April 1, 2025), which runs Seibu Group's content business. In addition, there was an increase in the number of spectators for the professional baseball team Saitama Seibu Lions. Despite an increase in expenses associated with the transfer mentioned above, higher operating revenue at Seibu Lions, Inc. and other factors resulted in segment operating profit of ¥2,064 million, an increase of ¥627 million, or 43.6%, year on year, and EBITDA was ¥6,625 million, an increase of ¥962 million, or 17.0%, year on year.

(2) Issues to address

In response to megatrends and recent changes in the business environment, on May 9, 2024, the Seibu Group has formulated a long-term strategy, which consists of growth strategies centered on the Real Estate business, in order to maximize social value and corporate value by leveraging the strengths of the Group. We have set “Resilience & Sustainability” as our outcome for 2035, and aim to be a corporate group that “creates invaluable space and time, ensuring safety and security.”

We will manage the Company with an emphasis on stock price and cost of capital based on the following four initiatives, aiming for sustainable and sound growth.

<Key Initiatives in the Long-term Strategy and the Medium-term Management Plan>



As we approach the second year of the long-term strategy and Medium-Term Management Plan, the Group will address the following challenges to further enhance our corporate value.

1. Achieving sustainable growth centered on the Real Estate business

Under the new four-company real estate structure launched in April 2025, we aim to drive growth through a dual strategy of “asset holding” and “capital recycling.” We will accelerate the capital recycling business by continuing development and acquisition of new properties while actively considering securitization without exception to ensure sustained progress. Moreover, we will contribute owned properties to a fund and aim to maximize Real Estate business earnings through management and operations in addition to the fee business from investment. Additionally, SEIBU REAL ESTATE ASSET MANAGEMENT INC., newly established in October 2024, plans to obtain an investment management license by FY2026 with the aim to launch the Seibu Fund during FY2026-FY2027. Following its establishment, properties such as certain floors of DaiyaGate Ikebukuro and Emi Terrace Tokorozawa are planned to be candidates for securitization into the Seibu Fund.

Additionally, we incorporated rental housing assets into the joint special purpose company (SPC) with MSC and PRIME Asia, and are targeting an assets under management (AUM) of ¥100.0 billion by FY2027.

Through these efforts, we will steadily promote the generation of unrealized gains through securitization and reinvest the capital gained to maximize real estate value (NAV growth).

To further improve profitability and capital efficiency of each business location, we have introduced Seibu ROIC from FY2024 and will rigorously monitor performance to drive earnings growth. Furthermore, we will review the approach taken by existing business locations for which

improvements cannot be expected, and allocate capital appropriately to businesses that are generating value.

2. Capturing inbound demand, continuing raising price, and building a structure of 250 hotels in Japan and abroad to improve profitability in Hotel and Leisure business

We will strive to maximize sales in domestic hotel operations by capturing strong inbound demand and implementing price increases. Additionally, we will strengthen customer loyalty through initiatives such as the shared global membership program, “Seibu Prince Global Rewards,” launched in April 25, 2024. By leveraging customer data from this membership program, we will aim to improve direct booking rates and further efficiency.

In addition to carrying out investments aimed at improving RevPAR, we will also conduct a value-add investment in Shinagawa Prince Hotel during the next medium-term management plan period. Currently, the Shinagawa Prince Hotel boasts a high ROIC level that exceeds both the business-specific and company-wide hurdle rates. However, we will continue to pursue further NAV growth and enhanced profitability. Moreover, we will continue to consider partial securitization following the completion of the value-add investment.

We will continue to aim to build a structure of 250 hotels in Japan and abroad by steadily expanding the number of operated hotels.

3. Prioritizing growth investments that lead to an increase in corporate value while ensuring stable and continuous enhancement of shareholder returns

Going forward, in accordance with the shareholder return policy outlined in the long-term strategy, we will aim to provide stable dividends and raise dividends through profit increase by realizing progressive dividends at least 2.0% of DOE while placing priority on growth investments.

Furthermore, we kicked off a ¥70.0 billion share buyback program on December 13, 2024, and are continuing with it in a flexible manner in consideration of the balance sheet situation.

4. Strengthening corporate governance as a foundation for implementing new long-term strategies and medium-term management plans

To enhance the effectiveness of the Board of Directors and the Management Council, we have redefined their respective roles and reviewed their operations. We will continue to steadily implement these initiatives.

Furthermore, regarding the relationship with NW, the Company’s largest shareholder, we acquired additional shares during the fiscal year ended March 31, 2025 and made it a consolidated subsidiary. Going forward, we will consider making it a wholly owned subsidiary.

In addition, we will reduce holdings of shares that lack clear rational to retain such holdings.

<Towards sudden geopolitical risks>

Aiming at sustainable growth, we will continue to closely monitor sudden geopolitical risks and take prompt action should any impacts materialize. In particular, we will flexibly respond to potential risk that may affect the Japanese economy, such as a decline in inbound tourism, weakened consumer sentiment caused by falling stock prices and deteriorating corporate performance, spillover effects on export industries, and effects on financial markets.

<Management KPIs>

To achieve operating profit of ¥100 billion or more for the Group in FY2035, we will implement the “Seibu Group’s Long-term Strategy to 2035,” which consists of growth strategies with the Real Estate business at the core. Furthermore, we established the following four “financial KPIs” as management indicators of capital efficiency, optimal capital structure, etc.

- ROE Achieve 8% on a constant basis (aiming for 10% or more in FY2035)
- ROA At least 2.7%
- Capital-to-asset ratio 25 to 30%
- Rating agency evaluation Maintain “A” rating

Going forward, we will work to reach the level of these important management indicators.

The constant slogan of the Seibu Group has been, and will continue to be, “Smiles Ahead.” We aim to create an enriched and sustainable society by creating activity and excitement for customers as a company that grows together with customers and local communities. In addition, in a bid to achieve “Resilience & Sustainability: Creating Invaluable Space and Time, Ensuring Safety and Security,” we will manage the Company to maximize social value and shareholder value.

(3) Changes in assets and results of operations

(Millions of yen)

	For the year ended March 31, 2022	For the year ended March 31, 2023	For the year ended March 31, 2024	For the year ended March 31, 2025
Operating revenue	396,856	428,487	477,598	901,131
Ordinary profit (loss)	(17,440)	20,133	43,000	287,639
Profit attributable to owners of parent	10,623	56,753	26,990	258,182
Basic earnings per share (Yen)	35.39	188.70	89.65	901.99
Total assets	1,703,442	1,587,834	1,635,019	1,834,120
Net assets	387,217	377,633	432,133	567,128
Equity-to-asset ratio (%)	18.3	23.5	26.1	30.6
Return on equity (ROE) (%)	3.5	16.6	6.8	52.2

(4) Capital expenditures

Capital expenditures for the fiscal year under review amounted to ¥103,251 million, which included the following major outlays.

1) Major facilities completed

Segment	Company name	Major capital expenditures
Real Estate	SEIBU REALTY SOLUTIONS INC.	Emi Terrace Tokorozawa (Tokorozawa Station West Exit Development Plan)
Urban Transportation and Regional	Seibu Railway Co., Ltd.	Manufacture of 40000 series trains
Urban Transportation and Regional	Seibu Railway Co., Ltd.	Installation of platform doors

2) New construction and expansion of major facilities in progress

Segment	Company name	Major capital expenditures
Hotel and Leisure	MAUNA KEA RESORT LLC	Mauna Kea Beach Hotel renovations
Urban Transportation and Regional	Seibu Railway Co., Ltd.	Project for continuous grade-separation of railroad crossings between Nakai Station and Nogata Station on the Shinjuku Line (underground)
Urban Transportation and Regional	Seibu Railway Co., Ltd.	Installation of platform doors
Urban Transportation and Regional	Seibu Railway Co., Ltd.	Manufacture of 40000 series trains
Urban Transportation and Regional	Seibu Railway Co., Ltd.	Deploying of sustainable railway cars*

* “Sustainable railway cars” is the original name assigned by the Company for VVVF inverter-controlled train cars received from other companies.

3) Sale of major facilities

To maximize the profitability and increase corporate value of the entire Seibu Group through the promotion of the capital recycling business, on February 28, 2025, we conducted securitization of Tokyo Garden Terras Kioicho owned by SEIBU REALTY SOLUTIONS INC. (the trade name was changed to SEIBU REAL ESTATE INC. on April 1, 2025), a consolidated subsidiary of the Company.

In addition, to cooperate for the Tokyo Urban Planning Park Nos. 5, 5, and 10 “Nerima Joshi Koen” (Nerima Castle Ruins Park) project, in November 2024, we transferred part of the Maintenance area of Nerima Castle Ruins Park owned by Seibu Railway Co., Ltd., our consolidated subsidiary of the Company.

(5) Financing activities

As part of Seibu Group’s promotion of Sustainability Actions, we raised ¥4.0 billion by sustainability-linked loans.

To ensure liquidity, we have also established commitment lines of credit for earthquake response totaling ¥90.0 billion.

(6) Major subsidiaries (As of March 31, 2025)

Company name	Capital stock (Millions of yen)	Ratio of voting rights held by the Company (%)	Major businesses
Seibu Railway Co., Ltd.	21,665	100.0	Urban Transportation and Regional business (Railway operations, Lifestyle service operations along railway lines, Sports operations) Real Estate business (Development and rental business)
SEIBU PRINCE HOTELS WORLDWIDE INC.	100	100.0	Hotel and Leisure business (Domestic hotel operations, Overseas hotel operations, Sports operations)
SEIBU REALTY SOLUTIONS INC.	8,600	100.0	Urban Transportation and Regional business (Lifestyle service operations along railway lines, Sports operations) Hotel and Leisure business (Domestic hotel operations, Sports operations) Real Estate business (Development and rental business, Investment management business)
Seibu Bus Co., Ltd.	100	100.0	Urban Transportation and Regional business (Bus operations) Real Estate business (Development and rental business)
Seibu Lions, Inc.	100	100.0	Sports Business
SEIBU REAL ESTATE ASSET MANAGEMENT INC.	100	100.0	Real Estate business (Management business)
Izuhakone Railway Co., Ltd.	640	74.0	Izuhakone Business
Ohmi Railway Co., Ltd.	405	100.0	Ohmi Business

- Notes: 1. The ratios of voting rights shown include rights with respect to direct holdings of the Company as well as rights involving indirect holdings through ownership stakes of the Company’s subsidiaries and other entities.
2. The Company has 83 consolidated subsidiaries, including the eight companies listed above (five more than the previous fiscal year), and two equity-method associates (one less than the previous fiscal year). The Company has two other non-consolidated subsidiaries not accounted for using equity method (no change from the previous fiscal year).
3. The Company established SEIBU REAL ESTATE ASSET MANAGEMENT INC. on October 1, 2024.
4. SEIBU REALTY SOLUTIONS INC. changed the trade name to SEIBU REAL ESTATE INC on April 1, 2025.

(7) Major businesses and offices (As of March 31, 2025)

Segment	Businesses	Major offices
Real Estate	Development and rental business	SEIBU REALTY SOLUTIONS INC. (Toshima-ku, Tokyo)
	Investment management business	
	Management business	Seibu SCCAT, Inc. (Toshima-ku, Tokyo)
	Other	Seibu Landscape Co., Ltd. (Toshima-ku, Tokyo)
Hotel and Leisure	Domestic hotel operations (ownership/lease)	SEIBU PRINCE HOTELS WORLDWIDE INC. (Toshima-ku, Tokyo)
	Domestic hotel operations (MC/FC)	
	Overseas hotel operations (ownership/lease)	Seibu Prince Hotels Worldwide Asia Pacific Pty Ltd (Sidney, Australia)
	Overseas hotel operations (MC/FC)	
	Sports operations	SEIBU PRINCE HOTELS WORLDWIDE INC. (Toshima-ku, Tokyo)
	Other	Yokohama Hakkeijima Inc. (Yokohama-shi, Kanagawa)
Urban Transportation and Regional	Railway operations	Seibu Railway Co., Ltd. (Tokorozawa -shi, Saitama)
	Bus operations	Seibu Bus Co., Ltd. (Tokorozawa -shi, Saitama)
	Lifestyle service operations along railway lines	Seibu Railway Co., Ltd. (Tokorozawa -shi, Saitama)
	Sports operations	Seibu Recreation Co., Ltd. (Tokorozawa -shi, Saitama)
Other Businesses	Izuhakone Business	Izuhakone Railway Co., Ltd. (Mishima-shi, Shizuoka)
	Ohmi Business	Ohmi Railway Co., Ltd. (Hikone-shi, Shiga)
	Sports operations	Seibu Lions, Inc. (Tokorozawa-shi, Saitama)

(8) Employees (As of March 31, 2025)

Segment	Number of employees	
Real Estate	1,757	[528]
Hotel and Leisure	9,302	[3,226]
Urban Transportation and Regional	6,921	[699]
Other	2,586	[314]
Corporate	429	[4]
Total	20,995	[4,771]

- Notes: 1. The number of employees represents individuals working within the Group, excluding employees seconded outside the Group from the Group but including employees seconded to the Group from outside the Group. In addition, employees retired as of the end of the fiscal year are included therein.
2. The average number of temporary employees for the fiscal year under review is shown in brackets. Temporary employees are not included in the figure indicating number of employees described in Note 1.
3. The number of employees under “Corporate” is the number of employees of the Company and Seibu Process Innovation Inc. and NW Corporation Inc.
4. The increase in the number of employees in the Other business compared to the previous fiscal year is due to the change in the segment of Seibu Pet Care Co., Ltd. with the transfer of Seibu Pet Care Co., Ltd., which was included in the “Hotel and Leisure” business, to “Other” business.

(9) Major lenders (As of March 31, 2025)

(Millions of yen)

Lender	Outstanding amount of loans (Note)
Development Bank of Japan Inc.	140,224
Mizuho Bank, Ltd.	123,463
MUFG Bank, Ltd.	73,379
Sumitomo Mitsui Banking Corporation	52,223
Sumitomo Mitsui Trust Bank, Limited	40,641

Note: Outstanding amount of loans includes ¥3,300 million of loans under syndicate loan contracts.

2. Shares of the Company (As of March 31, 2025)

- (1) Total number of shares authorized: 1,300,000,000 shares
(2) Total number of shares issued: 323,462,920 shares (including 6,673,424 treasury shares)
(3) Number of shareholders: 48,991
(4) Major shareholders (Top 10)

Name of shareholder	Number of shares held (Thousands of shares)	Shareholding ratio (%)
NW Corporation Inc.	51,158	16.15
The Master Trust Bank of Japan, Ltd. (Trust Account)	26,452	8.35
GOLDMAN, SACHS & CO. REG	13,445	4.24
Morgan Stanley MUFG Securities Co., Ltd.	11,633	3.67
Development Bank of Japan Inc.	9,906	3.13
Custody Bank of Japan, Ltd. (Trust Account)	9,443	2.98
GOLDMAN SACHS INTERNATIONAL	8,349	2.64
HSBC HONG KONG-TREASURY SERVICES A/C ASIAN EQUITIES DERIVATIVES	7,491	2.36
Keikyu Corporation	6,655	2.10
Mizuho Bank, Ltd.	6,409	2.02

- Notes: 1. SEIBU RAILWAY CO., LTD. (“SR”) and SEIBU REALTY SOLUTIONS INC. (currently SEIBU REAL ESTATE INC. “SRS”), consolidated subsidiaries of the Company, hold shares in NW Corporation Inc. (“NW”). The articles of incorporation of NW have a provision which provides that **a part of the shares in NW held by SR and SRS** does not grant voting rights in relation to any resolutions proposed in connection with “election of officers (other than accounting auditors)” and “amendment to the articles of incorporation” (the said provision, the “Relevant Provision of the AOI”). Accordingly, with respect to the NW shares held by SR and SRS, the ratio of voting rights that is deemed to be the basis for the calculation of shares devoid of voting rights under the provision of Article 308 of the Companies Act (the said shares, the “Cross-held Shares”; the said voting rights, the “Voting Rights Subject to Cross-shareholding”) remained less than one quarter (1/4) of the total number of the voting rights in NW. Therefore, NW had voting rights with respect to shares in the Company and was the Company’s major shareholder. On May 9, 2024, SR transferred to SEIBU PRINCE HOTELS WORLDWIDE INC. (“SPW”) a part of its shares in NW. Based on ground that the Relevant Provision of the AOI does not apply to the shares in NW held by SPW, the number of Voting Rights Subject to Cross-shareholding with respect to shares in NW held by the Group amounted to not less than one quarter (1/4) of the total number of the voting rights in NW. Therefore, the Company shares held by NW **became Cross-held Shares**, thereby eliminating the voting rights with respect to the shares in the Company held by NW, and therefore, NW is no longer the Company’s major shareholder. The Relevant Provision of the AOI was deleted on June 12, 2024. In addition, NW became a consolidated subsidiary of the Company on August 2, 2024.
2. The Company holds 6,673,424 treasury shares that are excluded from the list of major shareholders above.
3. The shareholding ratio is calculated after deducting treasury shares (6,673,424 shares). The treasury shares do not include 3,521,400 shares of the Company that are held as trust assets in “Board Benefit Trust (BBT),” “Stock based Benefit Trust (J-ESOP),” and “Stock based Benefit Trust (Disposition type Employee Stock Ownership Plan).”

(5) Shares issued to Directors and Audit & Supervisory Board Members of the Company (including those who were Directors and Audit & Supervisory Board Members of the Company) during the fiscal year under review as consideration for their execution of duties

Position	Number of shares	Number of Directors to whom the shares were issued to
Director (excluding Outside Directors)	17,400	7

(6) Other important matters

■ Purchase of treasury shares

At the meeting of the Board of Directors held on December 12, 2024, the Company passed a resolution for the acquisition of treasury shares pursuant to the provisions of Article 156 of the Companies Act, applied according to Article 165, Paragraph 3 of the same Act.

Class of shares to be acquired:	Common shares of the Company
Total number of shares acquired:	28,000,000 (maximum)
Total amount of acquisition cost:	¥70,000 million (maximum)
Acquisition period:	From December 13, 2024 to December 12, 2025

3. Share acquisition rights, etc. of the Company

(1) Share acquisition rights held by Directors and Audit & Supervisory Board Members of the Company as of the end of the fiscal year under review, issued as consideration for the execution of their duties

Name (Date of resolution for issuance)	Number of holders	Number of share acquisition rights	Class and number of shares underlying share acquisition rights	Issue value	Amount to be paid in upon exercise of share acquisition rights	Exercise period	Conditions for exercise
The first Share Acquisition Rights (June 25, 2014)	2 Directors (excluding Outside Directors)	161	Common shares of the Company 16,100 shares	¥1,974 per share	¥1 per share	From July 12, 2014 to July 11, 2044	Note
The second Share Acquisition Rights (June 23, 2015)	2 Directors (excluding Outside Directors)	161	Common shares of the Company 16,100 shares	¥2,669 per share	¥1 per share	From July 10, 2015 to July 9, 2045	Note
The third Share Acquisition Rights (June 21, 2016)	2 Directors (excluding Outside Directors)	161	Common shares of the Company 16,100 shares	¥1,497 per share	¥1 per share	From July 8, 2016 to July 7, 2046	Note
The fourth Share Acquisition Rights (June 21, 2017)	3 Directors (excluding Outside Directors)	197	Common shares of the Company 19,700 shares	¥1,729 per share	¥1 per share	From July 8, 2017 to July 7, 2047	Note
The fifth Share Acquisition Rights (June 21, 2018)	3 Directors (excluding Outside Directors)	197	Common shares of the Company 19,700 shares	¥1,493 per share	¥1 per share	From July 10, 2018 to July 9, 2048	Note

Note: Conditions for exercise of share acquisition rights are as follows:

- (1) A holder of Share Acquisition Rights may, during the period of ten (10) days immediately following the day on which such holder loses the position as a director of the Company (excluding death), exercise his/her offered Share Acquisition Rights.
- (2) In the event of death of a holder of the Share Acquisition Rights, his/her successor may exercise the rights.
- (3) Other conditions shall be as prescribed in the “Share Acquisition Rights Allotment Agreement” to be concluded by and between the Company and a holder of Share Acquisition Rights.

4. Officers

(1) Directors and Audit & Supervisory Board Members (As of March 31, 2025)

Position	Name	Responsibilities	Important concurrent positions outside the Company
Chairman and Representative Director and CEO	GOTO Takashi		Director and Chairman of Seibu Railway Co., Ltd. Director of SEIBU PRINCE HOTELS WORLDWIDE INC. Director and Chairman of SEIBU REALTY SOLUTIONS INC.
President and Representative Director and COO	NISHIYAMA Ryuichiro	Compliance Dept.	
Director	FURUTA Yoshinari	IR Dept., Finance Dept.	
Director	YAMAZAKI Kimiyuki	Information Systems Dept.	Director of Seibu Railway Co., Ltd. Director of SEIBU PRINCE HOTELS WORLDWIDE INC.
Director	ISHIHARA Masayuki	Business Strategy Dept. III	
Director	OGAWA Shuichiro		President and Representative Director of Seibu Railway Co., Ltd.
Director	KANEDA Yoshiki		President and Representative Director of SEIBU PRINCE HOTELS WORLDWIDE INC.
Director	SAITO Tomohide		President and Representative Director of SEIBU REALTY SOLUTIONS INC. President and Representative Director of SEIBU REAL ESTATE PROPERTY MANAGEMENT INC.
Director	GOTO Keiji		Outside Director who are Audit and Supervisory Committee Member of Central Security Patrols, Co., Ltd. Outside Corporate Auditor of Fukuda Denshi Co., Ltd. Attorney
Director	TSUJIHIRO Masafumi		Professor, Faculty of Economics at Teikyo University Chairman of Department of Contemporary Business at Teikyo University Junior College
Director	ARIMA Atsumi		Outside Director of Takashimaya Company, Limited
Director	KOBAYASHI Yoko		
Director	TAKAHASHI Masami		
Director	IKEDA Yuichi		
Audit & Supervisory Board Member (Full-time)	NAKAMURA Hitoshi		
Audit & Supervisory Board Member	NAKAGAWA Yoshihide		Audit & Supervisory Board Member (Full-time) of SEIBU REALTY SOLUTIONS INC.
Audit & Supervisory Board Member	YANAGISAWA Giichi		Certified Public Accountant, Licensed Tax Accountant
Audit & Supervisory Board Member	SAKAMOTO Chihiro		Attorney

- Notes: 1. Director KOBAYASHI Yoko retired from the position of Outside Director of Obayashi Corporation on June 27, 2024.
2. Director IKEDA Yuichi retired from the position of Outside Director of &Do Holdings Co., Ltd. on September 26, 2024.
3. Audit & Supervisory Board Member YANAGISAWA Giichi retired from the position of Outside Audit &

Supervisory Board Member of Nagatanien Holdings Co. Ltd. on October 1, 2024.

4. GOTO Keiji, TSUJIHIRO Masafumi, ARIMA Atsumi, KOBAYASHI Yoko, TAKAHASHI Masami, and IKEDA Yuichi are Outside Directors.
5. YANAGISAWA Giichi and SAKAMOTO Chihiro are Outside Audit & Supervisory Board Members.
6. Audit & Supervisory Board Member YANAGISAWA Giichi is qualified as a certified public accountant and a certified public tax accountant, and possesses extensive financial and accounting knowledge.
7. The Company has designated Directors GOTO Keiji, TSUJIHIRO Masafumi, ARIMA Atsumi, KOBAYASHI Yoko, TAKAHASHI Masami, and IKEDA Yuichi, and Audit & Supervisory Board Members YANAGISAWA Giichi and SAKAMOTO Chihiro as independent directors/audit & supervisory board members in accordance with the rules and regulations of the Tokyo Stock Exchange, and has registered them as such with the TSE.
8. On April 1, 2025, certain changes were made in responsibilities and important concurrent positions of Directors and important concurrent positions of Audit & Supervisory Board Members, as indicated below.

Position	Name	Responsibilities	Important concurrent positions
Chairman and Representative Director and CEO	GOTO Takashi		Director and Chairman of Seibu Railway Co., Ltd. Director and Chairman of SEIBU PRINCE HOTELS WORLDWIDE INC. Director and Chairman of SEIBU REALTY SOLUTIONS INC.
Director	ISHIHARA Masayuki	Business Strategy Dept. II, Business Strategy Dept. III	
Director	FURUTA Yoshinari	IR Dept., Accounting Dept., Finance Dept.	
Director	YAMAZAKI Kimiyuki	Internal Audit and Internal Control Dept., IT Systems Dept.	Director of Seibu Railway Co., Ltd. Director of SEIBU PRINCE HOTELS WORLDWIDE INC.
Director	SAITO Tomohide		President and Representative Director of SEIBU REAL ESTATE INC. President and Representative Director of SEIBU REAL ESTATE PROPERTY MANAGEMENT INC.
Audit & Supervisory Board Member	NAKAGAWA Yoshihide		Audit & Supervisory Board Member (Full-time) of SEIBU REAL ESTATE INC.

(2) Overview of limitation of liability agreements

The Company has concluded agreements with its Outside Directors and Outside Audit & Supervisory Board Members to limit their liability for damages under Article 423, paragraph (1) of the Companies Act, to the minimum amount stipulated in Article 425, paragraph (1) thereof.

(3) Overview of the Contract of Directors and Officers Liability Insurance

The Company has concluded a contract of Directors and Officers Liability Insurance with an insurance agency, as provided for in Article 430-3, paragraph (1) of the Companies Act. Directors, Audit & Supervisory Board Members and managing officers of the Company, Seibu Railway Co., Ltd. SEIBU PRINCE HOTELS WORLDWIDE INC., and SEIBU REALTY SOLUTIONS INC., are the insured covered by the insurance policy, and they do not bear the insurance premium. The insurance policy covers damages and legal costs. As a measure to maintain the adequacy of execution of duties by the insured, the Company excludes from coverage the damages arising from criminal act or other wrong doing of the insured. Effective April 1, 2025, the scope of the insured under this insurance policy was changed to include Directors, Audit & Supervisory Board Members, and Managing Officers of the Company, Seibu Railway Co., Ltd., SEIBU PRINCE HOTELS WORLDWIDE INC., and SEIBU REAL ESTATE INC.

(4) Amount of Remuneration for Directors and Audit & Supervisory Board Members

1) Amount of remuneration for Directors and Audit & Supervisory Board Members

Classification	Total amount paid (Millions of yen)	Amount of remuneration by type (Millions of yen)			Number of eligible officers (persons)
		Basic remuneration	Share-based remuneration		
			Annual incentive	Long-term incentive	
Directors [Of the above, Outside Directors]	694 [90]	335 [90]	99 [-]	260 [-]	15 [7]
Audit & Supervisory Board Members [Of the above, Outside Audit & Supervisory Board Members]	51 [21]	51 [21]	- [-]	- [-]	3 [2]

Notes: 1. The amount of "Share-based remuneration (annual incentive + long-term incentive)" is equal to the amount of provision for purchase of shares recognized in the fiscal year under review, which is based on the points granted to each Directors.

2. Actual values of performance evaluation indicators related to share-base remuneration (annual incentive) in the fiscal year under review came to an EBITDA (operating profit before depreciation and amortization) of ¥347,125 million and an ROE of 52.2%.

2) Resolution at the General Meeting of Shareholders regarding remuneration for Directors and Audit & Supervisory Board Members

The maximum amount of basic remuneration for Directors of the Company was resolved at the 19th Annual General Meeting of Shareholders held on June 21, 2024, at ¥720 million annually (including ¥180 million annually for Outside Directors; excluding the amount of employee salary for Directors serving concurrently as employees). The number of Directors as of the conclusion of the said Annual General Meeting of Shareholders was 14 (including six Outside Directors).

In addition to the basic remuneration, the Company resolved at the 14th Annual General Meeting of Shareholders held on June 21, 2019 to introduce Board Benefit Trust (BBT), a share-based remuneration system, to Directors (excluding Outside Directors). The maximum amount of contribution to the trust to be made as a fund to purchase shares for Directors over a period of three fiscal years was decided at ¥750 million (¥300 million for the annual incentive and ¥450 million for the long-term incentive). The number of Directors as of the conclusion of the said Annual General Meeting of Shareholders was eight (excluding Outside Directors).

The maximum amount of basic remuneration for Audit & Supervisory Board Members was resolved at the 9th Annual General Meeting of Shareholders held on June 25, 2014, at ¥100 million annually. The number of Audit & Supervisory Board Members as of the conclusion of the said Annual General

Meeting of Shareholders was four.

3) Policy on determining the details of remuneration for individual Directors

(1) Method of determining policy on determining the details of remuneration for individual Directors, and overview of the determined policy

The Company has decided on “Remuneration Policy for Directors of Seibu Holdings,” a policy for determining the amount and calculation method of Director’s remuneration, at the Meeting of the Board of Directors held on March 28, 2024. The decision was made after obtaining advice from the Remuneration Advisory Committee, which is chaired by an Independent Outside Director and all members of which are Independent Outside Directors. The details of the policy are as follows:

(a) Basic policy

- Remuneration for Directors shall be commensurate with Directors who are capable and can practice “Group Vision” and “Seibu Group Corporate Code of Ethics” of the Seibu Group.
- The remuneration system shall be designed in a manner to increase Directors’ willingness and motivation to contribute to improving business results, corporate value and shareholder value over the medium to long term.
- Remuneration for Directors shall reflect the Group’s business environments and operating performance based on comparison with industry peers’ remuneration levels and other factors.
- The remuneration system for Directors shall be objective and fair for stakeholders.
- Upon deciding remuneration for Directors, the Company shall obtain advice from the Remuneration Advisory Committee, which is chaired by an Independent Outside Director and all members of which are Independent Outside Directors, in order to ensure its objectivity.

(b) Remuneration system

- The remuneration system for Directors (excluding Outside Directors) consists of basic remuneration and share-based remuneration (annual incentive and long-term incentive), and the ratio of these remunerations shall be set so as to increase Directors willingness to contribute to maximizing business results, corporate value and shareholder value over the medium to long term by clarifying the link between remuneration for Directors and the medium to long-term improvement in business results and shareholder value.
- The remuneration of outside Directors consists of basic remuneration only, in view of their roles and independence.
- Basic remuneration shall be a fixed monthly payment, and its amount shall be determined based on Director’s roles and responsibilities, and not exceeding the maximum total remuneration amount approved and resolved at the General Meeting of Shareholders.
- For share-based remuneration, shares acquired through a trust shall be delivered based on the points granted to Directors.
 - (i) For the annual incentive, points shall be granted to Directors in accordance with “Annual Incentive” set out in Officer Stock Benefit Rules, for each period for execution of duties, depending on their roles and responsibilities and the degree of their achievement of set goals. The amount shall not exceed the number approved and resolved at the General Meeting of Shareholders. Directors will receive the Company’s shares from the trust annually at a certain time.
 - (ii) For the long-term incentive, points shall be granted to Directors in accordance with “Long-Term Incentive” set out in Officer Stock Benefit Rules, for each period for execution of duties, depending on their duties and responsibilities. The amount shall not exceed the number approved and resolved at the General Meeting of Shareholders. Directors will receive the Company’s shares from the trust at the time of their retirement as Director.

Classification		Details of remuneration and period of payment	Target
Basic remuneration		Amount determined based on Director's roles and responsibilities are paid monthly	Director
Share-based remuneration	Annual incentive	The Company's shares are given annually at a certain time based on points granted to Director depending on his/her roles, responsibilities and the degree of achievement of set goals for each period for execution of duties	Director (excluding Outside Directors)
	Long-term incentive	The Company's shares are given at the time of the retirement as Director based on points granted to him/her depending on his/her roles and responsibilities for each period for execution of duties	Director (excluding Outside Directors)

(c) How the basic remuneration amount is determined

The Board of Directors shall determine the amount of basic remuneration of each Director according to the roles and responsibilities of Directors within the maximum total remuneration amount approved and resolved at the General Meeting of Shareholders after seeking and obtaining advice from the Remuneration Advisory Committee, which is chaired by an Independent Outside Director and all members of which are Independent Outside Directors, to ensure objectivity in determining the remuneration.

(d) How the amount to be paid as share-based remuneration (annual incentive and long-term incentive) is determined, and its calculation method

Share-based remuneration shall be given in accordance with Officer Stock Benefit Rules which sets out rules for determining how many points to grant taking into account the balance with basic remuneration, the roles and responsibilities of Director as well as the level of achievement of set goals, and in the amount not exceeding the range resolved at the General Meeting of Shareholders. The Board of Directors must first seek advice from the Remuneration Advisory Committee, which is chaired by an Independent Outside Director and all members of which are Independent Outside Directors, to make sure that the share-based remuneration that they will determine will increase willingness and motivation of Directors.

■ Target and details of share-based remuneration (annual incentive and long-term incentive)

(i) Target

On the date the Director (excluding Outside Directors; the same applies to the rest of "Target and detail of share-based remuneration (annual incentive and long-term incentive)" section.) assumes post, he/she becomes the person planned to receive the share-based remuneration (hereinafter referred to as the "Planned Recipient"); provided, however, if the Director engages in certain illegal act or meets other condition set forth in Officer Stock Benefit Rules, then such Director may not be granted points or may not receive the Company's shares.

(ii) Details of remuneration, etc. given as share-based remuneration

Points are granted to Directors, where 1 point will equal to 1 share, and they will receive the Company's common shares (hereinafter referred to as "the Company's Share") and cash based on their points.

■ Calculation method of share-based remuneration (annual incentive)

(i) The timing to grant points

Points are granted to the Planned Recipients on the date of the Annual General Meeting of Shareholders each year (referred to as the "Point Grant Date" in the rest of "Calculation method of share-based remuneration (annual incentive)" section), as consideration for their execution of duties for the period beginning from the previous year's Annual General Meeting of Shareholders to the current year's Annual General Meeting of Shareholders (referred to as the "period for execution of duties" in the remuneration policy). The points to be granted shall not exceed the amount resolved at the 14th Annual General Meeting of Shareholders held on June 21, 2019. The points

will be granted only to the Directors who were in office until the conclusion of the Annual General Meeting of Shareholders held on the Point Grant Date (excluding Directors who were newly appointed at the said General Meeting of Shareholders).

(ii) The number of points to be granted

Points to be granted are calculated based on the following formula; provided, however, Directors who are appointed or changed his/her position in the middle of the period for execution of duties will be granted points calculated based on Officer Stock Benefit Rules “Annual Incentive” that sets out formula taking into account the timing and the reason of appointment or change in position.

(Formula)

Position points based on the position on the date of Point Grant Date (schedule 1) x Performance evaluation coefficient (schedule 2) based on the performance of the previous fiscal year to Point Grant Date (hereinafter referred to as the “Evaluation Period”).

Schedule 1: Position points

Position	Points
Director and Chairman or Director and Chairman, Chairman and Chief Executive Officer	7,200
President and Director or President and Director, President and Chief Operating Officer	7,200
Director and Vice President or Director and Executive Vice President	5,400
Senior Managing Director or Director and Senior Managing Officer	4,500
Executive Director or Director and Executive Managing Officer	3,600
Director or Senior Managing Officer	2,412
Director [concurrent position: President and Representative Director of Seibu Railway Co., Ltd.]	4,500
Director [concurrent position: President and Representative Director of SEIBU PRINCE HOTELS WORLDWIDE INC.]	4,500
Director [concurrent position: President and Representative Director of SEIBU REALTY SOLUTIONS INC.]	4,500

* The above position points represent the maximum number of shares (points) for each position for each fiscal year under the Company’s annual incentive system. The maximum number of shares (points) shown above includes the number of shares (points) to be given in cash by making the conversion upon provision.

Schedule 2: Performance evaluation coefficient

Performance evaluation	Coefficient
Evaluation based on the undermentioned formula	0.0-1.0

(Formula)

Performance evaluation coefficient= (EBITDA coefficient [A] + ROE coefficient [B]) / 2

* If the actual value of either EBITDA or ROE does not meet the budget, performance evaluation coefficient will be 0. Calculation shall be made using the actual value and the budget value on a consolidated performance basis. Resulting performance evaluation coefficient shall be rounded to one decimal place.

[A] EBITDA coefficient: (Actual EBITDA – Budget EBITDA) / (Budget EBITDA x 0.1)

* If actual EBITDA is equal to or more than “annual budget + 10%,” then EBITDA coefficient is 1.

[B] ROE coefficient: (Actual ROE – Budget ROE) / (Budget ROE x 0.1)

* If actual ROE is equal to or more than “annual budget + 10%,” then ROE coefficient is 1.

* Indexes are defined as follows (all figures are based on the amount appearing in the consolidated financial statements):

- EBITDA (operating profit before depreciation and amortization)
= Operating profit + Depreciation + Amortization of goodwill

Note that the figure for operating profit shall be the amount shown in the Consolidated Statement of Income, and depreciation and amortization of goodwill shall be the amount shown in the Consolidated Statements of Cash flows.

- ROE (return on equity) = Profit attributable to owners of parent / ((Equity at the beginning of the year + Equity at the end of the year) / 2) x 100
Note that Equity = Net assets – Share acquisition rights – Non-controlling interests.

(iii) The reason for selecting the index

We selected performance indexes based on the following reasons: EBITDA is an index that greatly relates to all facets of profit and finance of the Group, and is the index that is we give our greatest attention in making managerial judgements; ROE is one of the indexes that we focus greatly when considering shareholder value enhancement, and is the index that represent the year's net profit growth.

(iv) The amount of shares and cash to be given

Planned Recipients who has acquired the rights to receive the benefit shall receive the Company's share defined in [i] and cash defined in [ii] as described below.

i. Shares of the Company

The number of shares calculated based on the following formula, where 1 point will equal to 1 share

(Formula)

Number of shares = Number of points held x 60% (shares less than one unit are rounded off)

ii. Cash

The amount of cash calculated based on the following formula

(Formula)

Amount of cash = (Number of points held – Number of shares calculated by applying above [i]) x Market value of the Company's share as of the vesting date

* Market value of the Company's share shall be the closing price of the major financial instruments exchange where the Company's share is listed, on the day the market value is to be assessed. If the closing price is not announced on such day, then the Company shall retrospectively apply the most recent closing price available (hereinafter referred simply as "market value of the Company's share").

■ Calculation method of share-based remuneration (long-term incentive)

(i) The timing to grant points

Points are granted to the Planned Recipients on the date of the Annual General Meeting of Shareholders each year (together with the undermentioned retirement date, collectively referred to as the "Point Grant Date" in the rest of "Calculation method of share-based remuneration (long-term incentive)" section), as consideration for their execution of duties during the period for execution of duties. The points to be granted shall not exceed the amount resolved at the 14th Annual General Meeting of Shareholders held on June 21, 2019.

Apart from the above, if a Director retires on the day other than the day of the Annual General Meeting of Shareholders (including retirement by death; hereinafter the same applies unless otherwise specified), points are granted on such retirement day.

(ii) The number of points to be granted

Points listed in schedule 3 are granted to Directors based on their position as of the beginning date of the period for execution of duties; provided, however, Directors who are appointed or retired or changed his/her position in the middle of the period for execution of duties will be granted points calculated based on Officer Stock Benefit

Rules “Long-Term Incentive” that sets out formula taking into account the timing and the reason of appointment or retirement or change in position.

Schedule 3: Long-term incentive points

Position	Points
Director and Chairman or Director and Chairman, Chairman and Chief Executive Officer	12,500
President and Director or President and Director, President and Chief Operating Officer	12,500
Director and Vice President or Director and Executive Vice President	7,500
Senior Managing Director or Director and Senior Managing Officer	6,000
Executive Director or Director and Executive Managing Officer	4,800
Director or Senior Managing Officer	3,600
Director [concurrent position: President and Representative Director of Seibu Railway Co., Ltd.]	6,000
Director [concurrent position: President and Representative Director of SEIBU PRINCE HOTELS WORLDWIDE INC.]	6,000
Director [concurrent position: President and Representative Director of SEIBU REALTY SOLUTIONS INC.]	6,000

* The above long-term incentive points represent the maximum number of shares (points) for each position for each fiscal year under the Company’s long-term incentive system. The maximum number of shares (points) shown above includes the number of shares (points) to be given in cash by making the conversion at the time of retirement.

(iii) The amount of shares and cash to be given

Provision to Planned Recipients who has acquired the rights to receive the benefit shall be carried out as described below:

- a. When a Director retires due to expiration of his/her term of office or retires in the middle of his/her office due to the Group’s executive personnel changes

The Company’s share defined in [i] and cash defined in [ii] below will be given.

i. The Company’s share

The number of shares calculated based on the following formula, where 1 point will equal to 1 share

(Formula)

Number of shares = Number of points held x 60% (shares less than one unit are rounded off)

ii. Cash

The amount of cash calculated based on the following formula

(Formula)

Amount of cash = (Number of points held – Number of shares calculated by applying above [i]) x Market value of the Company’s share on the retirement date

- b. When a Director retires from his/her office for other reasons (excluding retirement by death)

The Company’s shares are given in the number calculated where 1 point will equal to 1 share.

- c. When a Director retires due to his/her death

The amount of cash calculated based on the following formula will be paid to the surviving family as survivor benefit.

(Formula)

Amount of cash = Number of points held x Market value of the Company’s share on the date of death

- The “Remuneration Policy for Directors of Seibu Holdings” was partially amended on April 1, 2025 and “concurrent position: President and Representative Director of SEIBU REALTY SOLUTIONS INC.” included in “Schedule 1: Position points” and “Schedule 3: Long-term incentive points” was changed to “concurrent position: President and Representative Director of SEIBU REAL ESTATE INC.”

- (2) The reason for the Board of Directors judging that the details of individual Director’s remuneration, etc. for the period under review complies with the policy on determining remuneration

In deciding the details of individual Director’s remuneration, etc., the Company obtains advice from the Remuneration Advisory Committee in order to ensure its objectivity. The Remuneration Advisory Committee, of which all members are Independent Outside Directors, carries out multifaceted deliberation by checking the consistency of the original proposal with remuneration policy or using data from external research organization to compare and examine the level of remuneration of relevant industry or corporate size. As such, the Board of Directors judge that the details of individual Director’s remuneration comply with the policy on determining remuneration.

(5) Matters concerning Outside Directors and Outside Audit & Supervisory Board Members

1) Relationship between the Company and other organizations where Outside Directors concurrently hold key positions

Organizations where Outside Directors concurrently hold key positions are as listed in “(1) Directors and Audit & Supervisory Board Members.” No special relationships exist between the Company and each organization where Outside Directors concurrently hold key positions.

2) Major activities of Outside Directors and Outside Audit & Supervisory Board Members during the current fiscal year

Six Directors, GOTO Keiji, TSUJIHIRO Masafumi, ARIMA Atsumi, KOBAYASHI Yoko, TAKAHASHI Masami, and IKEDA Yuichi attend the meetings of the Board of Directors, as well as other important meetings, including Management Council, Nomination Advisory Committee, Remuneration Advisory Committee and Corporate Governance Council to express their opinions based on each expertise. They play an important role to supervise the management.

Position	Name	Attendance to meetings of Board of Directors	Attendance to meetings of Audit & Supervisory Board	Activities, etc.
Director	GOTO Keiji	20/21 (95.2%)	—	As an attorney, he possesses a high degree of expertise, abundant experience, and deep insight with respect to corporate legal affairs. Amid addressing rapid changes in external environment and management environment in recent years, the Company receives advice concerning the legality of each measure and the impact on reputation, while also receiving advice from him in promoting risk management and sustainability actions. He also worked to improve transparency in the process to select candidates for Directors as Chairperson of the Nomination Advisory Committee.
Director	TSUJIHIRO Masafumi	21/21 (100%)	—	As a long-serving chief editor of an economic magazine and incumbent professor, faculty of economics at Teikyo University, he holds a high level of expertise and extensive experience and achievement related to the Japanese economy and corporate management. Amid the need to address rapid changes in external environment and management environment in recent years, his expert opinions and advice on DX strategies and marketing including related to management judgments and corporate direction based on economic trends contributes to facilitate the Company's Board of Directors and promote the sustainable growth of the Company. He also led discussions for the new remuneration system for Officers as Chairperson of the Remuneration Advisory Committee.

Position	Name	Attendance to meetings of Board of Directors	Attendance to meetings of Audit & Supervisory Board	Activities, etc.
Director	ARIMA Atsumi	21/21 (100%)	—	She has a wealth of knowledge and experience in global affairs derived from her career, which includes having served as an executive officer at a megabank. Amid addressing rapid changes in external environment and management environment in recent years, the Company receives advice from her in proposing and executing management strategies and plans, implementing measures, fostering human capital, and ensuring diversity and sustainability, as well as advice taking account of the perspective of general shareholders and investors on the Company's IR activities. She is also contributing to further promotion of corporate governance as Chairperson of the Corporate Governance Council.
Director	KOBAYASHI Yoko	15/16 (93.8%)	—	She has a wealth of knowledge and experience in entry into new business and ICT strategy, having held key positions including President and CEO of an NTT group company. Based on her knowledge and experience, the Company received advice from her concerning development of management strategy and plans, ICT strategy, and DX strategy.
Director	TAKAHASHI Masami	16/16 (100%)	—	He restructured new business and brand business in advertising agencies in Japan and the US, Coca-Cola (Japan) Company, Limited, and The Walt Disney Company (Japan) Ltd., etc. He also has knowledge and experience as a corporate manager, including having served as President and Japan Representative of Warner Bros. Japan LLC to oversee all business of the company in Japan. Based on his knowledge and experience, the Company received advice from him concerning development of management strategy and plans, marketing strategy, and other matters.
Director	IKEDA Yuichi	14/16 (87.5%)	—	He has a wealth of experience and knowledge from his past career, having held key positions at the Ministry of Finance, the Financial Services Agency, and the Bank of Japan over many years. His opinions backed by his knowledge and experience in the financial and capital markets, which he has cultivated in the heart of Japan's finance and economy, are helping us to enhance the Company's superiority in the capital market.
Audit & Supervisory Board Member	YANAGISAWA Giichi	20/21 (95.2%)	15/15 (100%)	He has advanced expertise, extensive experience, and sophisticated insight into finance and accounting as a certified public accountant and a tax accountant. His expertise helps to perform audits of the Company from a fair and neutral position, while providing the Company with opinions from a broad perspective, which was gained from his knowledge and experience.

Position	Name	Attendance to meetings of Board of Directors	Attendance to meetings of Audit & Supervisory Board	Activities, etc.
Audit & Supervisory Board Member	SAKAMOTO Chihiro	21/21 (100%)	15/15 (100%)	He has advanced expertise, extensive experience, and sophisticated insight into corporate legal affairs as an attorney. His expertise helps to perform audits of the Company from a fair and neutral position, while providing the Company with opinions from a broad perspective, which was gained from his knowledge and experience.

Note: Activities for Directors KOBAYASHI Yoko, TAKAHASHI Masami, and IKEDA Yuichi cover only the Board of Directors meetings held after their appointments on June 21, 2024.

<Reference> Seibu Holdings' Independence Standards for Outside Directors and Outside Audit & Supervisory Board Members

For the Company's Independence Standards for Outside Directors and Outside Audit & Supervisory Board Members, please refer to page 28 of the Notice of the 20th Annual General Meeting of Shareholders.

5. Accounting Auditor

(1) Name of Accounting Auditor

Ernst & Young ShinNihon LLC

(2) Amount of remunerations to Accounting Auditor for the current fiscal year

1) Remunerations payable to the Accounting Auditor for the fiscal year under review

¥142 million

2) Total amount of money and other financial profits to be paid by the Company and its subsidiaries

¥336 million

Notes: 1. The audit agreement between the Company and its Accounting Auditor does not distinguish remuneration paid for audit work performed in conformity with the Companies Act and remuneration paid for audit work performed in conformity with the Financial Instruments and Exchange Act, and it is effectively impossible to do so. Therefore, the figure presented in the remunerations payable to the Accounting Auditor for the fiscal year under review above shows the total amount.

2. The Audit & Supervisory Board agreed to the remuneration of the Accounting Auditor after reviewing the time taken to execute the planned duties and the trend of the estimated audit remuneration amount in previous fiscal years, as well as the planned and actual number of days taken to audit each item in the previous fiscal year, and discussing whether the time for the planned duties and estimated audit remuneration amount for the fiscal year under review were appropriate.

(3) Description of non-auditing services

Not applicable.

(4) Policy for decisions on dismissal and non-reappointment of Accounting Auditor

The Audit & Supervisory Board will dismiss the Accounting Auditor, with the unanimous consent of the Audit & Supervisory Board Members, in the event the Accounting Auditor is recognized as falling under any of the item listed in Article 340, paragraph (1) of the Companies Act.

Moreover, the Audit & Supervisory Board shall call for the dismissal or non-reappointment of the Accounting Auditor at a general meeting of shareholders if it is deemed that the Accounting Auditor's ability to properly execute its duties has been impeded and the reliability of its audit has been undermined due to a legal violation or other such act, or when otherwise deeming the action necessary.

6. Systems to ensure that business is conducted properly and operating status of relevant system

(1) Systems to ensure that business is conducted properly (The Seibu Holdings' Basic Policy on Internal Controls)

1) Objectives

The purpose of this statement of basic policy is to specify matters for Seibu Group companies, which include Seibu Holdings Inc. (hereinafter collectively referred to as the "Seibu Group"), such that pertain to Seibu Group initiatives to develop systems of internal control designed to ensure the adequacy and legal compliance of its business operations so that the Seibu Group can build a managerial platform to enable sustainable growth achieved in the spirit of the "Group Vision." The Seibu Group swiftly implements specific measures on the basis of the policies stipulated below, checks on implementation of such measures, and ceaselessly works to make improvements.

2) System to ensure that Directors and employees of the Seibu Group perform their duties in compliance with relevant laws and regulations and the Articles of Incorporation

- The Seibu Group adheres to the Seibu Group Corporate Code of Ethics which spells out the fundamental rules that all Seibu Group Directors and employees must take to heart, the aim of which is to ensure that the Group acts as part of society in upholding its responsibilities and earning the trust of others. The Seibu Group also instills a firm awareness of the Seibu Group Corporate Code of Ethics by stipulating guidelines for behavior to be practiced when executing job duties, and through other means that include distributing compliance manuals to the Directors and employees and providing them with training in that regard.
- In accordance with the Seibu Group Basic Rules on Compliance Systems, the Company has established the Seibu Group Corporate Ethics Committee, which is chaired by the President and works on developing a compliance framework for the Seibu Group and also checks on how the framework is operating. The Company also has a Compliance Department which comprises the department's general manager and staff members and is tasked with overseeing compliance matters. Moreover, the Company also sets up corporate ethics hotlines as well as sexual harassment and human relations hotlines both within and outside the Company, to enable swift identification and resolution of issues pertaining to Seibu Group compliance.
- The Seibu Group vows to sever any and all ties with antisocial forces. The Seibu Group also works with law enforcement authorities, attorneys and others in standing against such elements of society and otherwise takes a firm and organized stand in handling such matters, in accordance with the Seibu Group Basic Rules on Dealings with Antisocial Forces which stipulate fundamental principles for addressing matters involving antisocial forces.
- The Seibu Group maintains internal regulations that comply with laws and regulations and the Articles of Incorporation, and the Directors and employees perform their duties in accordance with such regulations.
- The Seibu Group establishes a legal compliance framework to ensure proper execution of duties, and works to improve units handling legal affairs so that the Group is ready to take firm action when laws and regulations are revised.
- The Seibu Group properly maintains, operates and evaluates internal control systems for financial reporting, and ensures that respective financial reports are reliable, in accordance with the Seibu Group Basic Rules on Internal Controls for Financial Reporting.
- The Company has established the Internal Audit and Internal Control Department, which functions independently of operating units. The department is tasked with performing internal audits, and duly monitors Seibu Group operations to ensure that they are adequate and in compliance with relevant laws and regulations and internal rules.

3) System for retaining and managing information pertaining to the performance of duties by Directors

- The Company clearly stipulates which units are to maintain responsibility for managing information and mechanisms in that regard, and also properly safeguards, manages and uses its overall information assets, in accordance with the Seibu Group Rules on Information Management.
- All documents pertaining to the performance of Company duties, such as minutes of the Board of Directors and Management Council meetings (including details recorded on electronic media), are tracked, stored, retained and discarded in accordance with procedures set forth in the Rules on Documentation. The Company's Directors and Audit & Supervisory Board Members may inspect all documents and other such information that has been stored and retained.
- The Company ensures proper safeguarding, management and use of information assets contained in information systems, in accordance with the Seibu Group Rules on Information Security.

4) Rules and other systems to manage financial risk of the Seibu Group

- The Company establishes units in charge of controlling risk, while also assessing risk, preemptively addressing risk-related matters, and forging a framework that enables measures to be taken swiftly should any specific risk materialize, in accordance with the Seibu Group Risk Management Policy and the Seibu Group Rules on Risk Management, which stipulates fundamental approaches and control frameworks for managing risk in the Seibu Group.
- The Company's Internal Audit and Internal Control Department monitors the efficacy and efficiency of its risk control framework. Any details regarding risk that emerges through such monitoring is shared with units in charge of risk management.

5) System to ensure that Directors of the Seibu Group perform their duties efficiently

- The Company holds meetings of the Board of Directors at least once per month, as a general rule, for the purpose of deliberating on matters of managerial importance. The Company has also established the Management Council, which comprises managing officers and others and adequately deliberates on matters of importance with respect to business execution.
- The "Group Vision" of the Seibu Group is shared among its Directors and employees, while Seibu Group Directors and executives also work to achieve objectives targeted in accordance with business plans established with the aim of realizing the "Group Vision" in mind. The Company's Board of Directors requests that performance reports be provided to executive divisions on a regular basis, and checks on progress toward achieving planned objectives.
- Individual companies of the Seibu Group establish respective organizational structures, divisions of job duties, and rules on administrative authority to ensure that operations are performed efficiently and in a systematic manner.
- The Company's Internal Audit and Internal Control Department monitors operations to ensure that they are performed efficiently.

6) System to ensure proper business operations in the Group, comprising the stock company and its parent company and subsidiaries

- The Seibu Group shares the "Group Vision" across the entire group, and engages in business activities drawing on the whole group toward making the "Group Vision" a reality. Moreover, each company of the Seibu Group adheres to the Seibu Group Corporate Code of Ethics and acts as a part of society in upholding their responsibilities.
- The Seibu Group ensures that decision making and business operations of respective Seibu Group companies are performed properly and efficiently in accordance with the Seibu Group Rules on Subsidiary and Associate Management. Furthermore, matters of importance with respect to business operations of subsidiaries are referred or reported to the Company in accordance with the

categories for operation procedures prescribed in the Seibu Group Rules on Subsidiary and Associate Management.

- The Company's Compliance Department and Internal Audit and Internal Control Department readily act in conjunction with relevant units of respective Seibu Group companies in cooperating, providing guidance and lending support with respect to compliance efforts and internal audits, aggregating risk data, and forging mechanisms that enable shared contingency response measures.
- The Seibu Group ensures that business operations are efficient through active use of information technologies, while also seeing to it that information systems are managed and operated properly, in accordance with the Seibu Group Basic Policy on Information Technology, the Seibu Group Rules on Management and Operation of Information Systems, and the Seibu Group Rules on Information Security Systems.

7) Matters relating to employees who assist Audit & Supervisory Board Members upon request of such Audit & Supervisory Board Members for assistance

- The Seibu Group establishes Audit & Supervisory Board Member's Offices each with their own respective general managers and staff members and act as units that assist the Audit & Supervisory Board Members in their duties. Audit & Supervisory Board Member's Offices staffing is determined upon giving due consideration to the views of the Audit & Supervisory Board Members.

8) Matters relating to independence from Directors of employees who assist Audit & Supervisory Board Members and ensuring effectiveness of instructions given to the relevant employees

- Staff members of Audit & Supervisory Board Member's Offices perform their duties under the Audit & Supervisory Board Members' chain of command.
- Matters such as employee reassignment and personnel evaluations involving staff of Audit & Supervisory Board Member's Offices are determined upon gaining approval of the Audit & Supervisory Board Members.

9) System for Directors, employees, and directors, audit & supervisory board members, employees, etc. of subsidiaries to report to Audit & Supervisory Board Members

- Directors and employees of the Company, and directors, audit & supervisory board members and employees of subsidiaries or persons who received reports from the foregoing persons provide necessary reports and information to the Audit & Supervisory Board Members.
- Reports and information provided to the Audit & Supervisory Board Members, as stipulated in the previous item, mainly include details regarding:
 - (a) Upgrades and maintenance of internal control systems;
 - (b) Internal audits, compliance and risk controls;
 - (c) Material matters involving litigation and disputes;
 - (d) The state of initiatives involving internal audit units of individual Seibu Group companies;
 - (e) Disclosure of corporate information;
 - (f) Circulation of important documents pertaining to the performance of business operations such as minutes of Management Committee meetings and approval documents (*ringi*); and
 - (g) Other matters involving requests of the Audit & Supervisory Board Members for reports or information.
- Directors and employees of the Company, and directors, audit & supervisory board members and employees of subsidiaries or persons who received reports from the foregoing persons will not be treated unfavorably on account of their reporting to the Audit & Supervisory Board Members.

10) Other systems to ensure that Audit & Supervisory Board Members perform audits effectively

- The Audit & Supervisory Board Members may attend, and state their views at important meetings such as those of the Management Council.
- In order to perform efficient and effective audits, the Audit & Supervisory Board Members may seek cooperation from individuals and entities including the Compliance Department, Internal Audit and Internal Control Department, and representative directors and audit & supervisory board members of respective Seibu Group companies.
- The Audit & Supervisory Board Members may seek advice as necessary from outside experts (attorneys, certified public accountants, licensed tax accountants, etc.).
- Expenses necessary for the performance of duties of the Audit & Supervisory Board Members are to be borne by the Company. When spending audit costs, the Audit & Supervisory Board Members pay attention to the efficiency and fairness thereof.
- The Representative Directors hold regular meetings with the Audit & Supervisory Board Members where they exchange views regarding key issues pertaining to audits and other such matters.

(2) Operating status of systems to ensure that business is conducted properly

At the start of the fiscal year, the Company formulates an annual plan based on the items of the Seibu Holdings' Basic Policy on Internal Controls, having considered the status of initiatives in the previous fiscal year, and reports the plan to the Board of Directors. At the interim period, a progress report is made to the Board of Directors and matters to be noted for the second half of the fiscal year are confirmed to ensure the effectiveness of the plan. Moreover, the execution status is verified at the end of the fiscal year and points for improvement are identified for reflection in the annual plan for the following fiscal year. In this way, a PDCA cycle is established.

Specific operating status of systems in the current fiscal year is detailed below.

■Compliance system

To continuously promote compliance-oriented management, the Company has implemented activities to entrench compliance through internal seminars and various information transmissions. Moreover, the Company strives to establish internal regulations according to its business activities so that such business activities are conducted conforming to legal and social responsibilities. With this, the Company secures a legal compliance system and realizes a compliance management at a higher level, and promptly identifies and addresses a compliance issue such as the occurrence of legal violations and harassments.

In FY2024, in addition to continuing the above activities, the Company performed human rights due diligence for employees based on the Human Rights Policy and newly established an external hotline to further improve compliance.

■Document and information management system

Aiming for lower environmental impact and higher efficiency, the Company has actively introduced electronic documents by continuing its work on computerizing the accounting records and approval procedure, promoting a paperless and paper-stockless workplace. In addition, the Company has implemented appropriate management of both paper and electronic documents by promoting the use of electronic contracts. Through implementing these measures, the Company has streamlined operational processes in an environmentally-friendly manner.

In addition, as an effort to improve information security, the Company has conducted training for employees including e-learning and targeted attack e-mail training. Through this effort, the Company strives to raise employees' information security recognition and protect corporate and customer information.

In FY2024, in continuing to practice the above activities, we shifted the workflow system to a common Group system and accelerated the introduction of electronic documents by computerizing the accounting records and approval procedure.

■Risk management system

The Group's risk management is based on a risk management plan formulated in each fiscal year and continuous monitoring based on the plan.

The risk management plan is formulated through three steps: (1) risk identification (extraction); (2) estimation of the risk size (analysis) and prioritization (assessment); and (3) determination of risk measures (action plan).

Risk monitoring after the plan is commenced is conducted giving consideration to risk variation due to changes in external environment and the progress of risk measures. This phase focuses particularly on a risk which would remain after risk control, a so-called residual risk, to coordinate and strengthen the measures.

In FY2024, to improve the quality of risk management, the Company conducted risk management operation which functions as an organic whole with the "Seibu Group Long-term Strategy to 2035 and the Medium-term Management Plan (FY2024 to FY2026)" which the Group formulated. The Company will continue working on high-quality risk management which supports the achievement of the Group's strategic goals.

■System for efficient decision-making and business execution in line with management policy

To evaluate whether the Board of Directors fulfills its role and responsibilities appropriately, the Company conducts questionnaire survey to Directors and Audit & Supervisory Board Members. The survey conducts analysis and assessment by asking questions based on the Corporate Governance Code. Based on the questionnaire results, the Company holds a meeting of the Corporate Governance Council, the majority of whose members are Outside Directors, and identifies and shares issues to improve the effectiveness of the Board of Directors.

In FY2024, we reexamined the skills of the Board of Directors to ensure that the Board of Directors has the necessary skills and to enhance the effectiveness of the Board of Directors. In addition, we ensured that the Board of Directors constitutes a balanced team, such that the individual skills possessed by each Director are complementary.

Furthermore, in order to enhance the effectiveness of the Board of Directors and the Management Council, we redefined the roles of each body, made improvement of the operation, and re-established the regulations.

■Group management system

To secure the appropriateness of the Group's operation and identify and address issues early, the Company operates a reporting system based on the internal regulations appropriately, conducts appropriate consultations among relevant parties. In addition, the Company promptly identifies an accident and emergency situation and addresses the situation through the development and operation of a crisis management system.

To maintain and improve the quality of the Group's audits as a whole, the Company provides training to and shared information concerning audit with each Group company. In addition, the Company inspects and evaluates all audits conducted by Group companies to improve the audit quality.

In FY2024, the Company worked to secure the appropriateness of operations amid changes in the Group's system. In addition, in order to realize the "Seibu Group Long-term Strategy to 2035 and the Medium-term Management Plan (FY2024 to FY2026)," the Company strived to disseminate and establish an internal management system to maintain the appropriate balance of the Group's centripetal force and centrifugal force.

■System relating to Audit & Supervisory Board Members

To assist the Audit & Supervisory Board Members in performing their duties, the Company allocated staff dedicated to support operations, and thus, ensured their independence.

Audit & Supervisory Board Members conducted hearings with relevant companies to secure appropriate reporting systems for Audit & Supervisory Board Members.

The Company continued the above activities in FY2024.

Looking ahead, the Company will continue to appropriately and effectively implement systems for ensuring proper business operations, and will undertake various measures.

Consolidated Balance Sheet

(As of March 31, 2025)

(Millions of yen)

Item	Amount	Item	Amount
Assets		Liabilities	
I. Current assets	359,816	I. Current liabilities	430,079
1. Cash and deposits	235,323	1. Notes and accounts payable - trade	19,810
2. Notes and accounts receivable - trade, and contract assets	31,238	2. Short-term borrowings	67,315
3. Securities	49,954	3. Lease liabilities	1,176
4. Real estate for sale	6,924	4. Income taxes payable	89,492
5. Merchandise and finished goods	1,164	5. Advances received	136,569
6. Costs on construction contracts in progress	115	6. Provision for bonuses	5,799
7. Raw materials and supplies	4,354	7. Other provisions	2,250
8. Other	30,833	8. Asset retirement obligations	57
Allowance for doubtful accounts	(93)	9. Other	107,609
II. Non-current assets	1,474,304	II. Non-current liabilities	836,912
1. Property, plant and equipment	1,297,711	1. Bonds payable	50,000
(1) Buildings and structures	428,181	2. Long-term borrowings	535,064
(2) Machinery, equipment and vehicles	67,798	3. Long-term accounts payable to Japan railway construction, transport and technology agency	3,464
(3) Land	587,248	4. Lease liabilities	11,649
(4) Leased assets	15,164	5. Deferred tax liabilities	175,848
(5) Construction in progress	177,661	6. Deferred tax liabilities for land revaluation	7,986
(6) Other	21,656	7. Provision for retirement benefits for directors (and other officers)	390
2. Intangible assets	30,629	8. Provision for share awards for directors (and other officers)	651
(1) Leased assets	15	9. Other provisions	2,232
(2) Other	30,614	10. Retirement benefit liability	15,319
3. Investments and other assets	145,963	11. Asset retirement obligations	924
(1) Investment securities	86,672	12. Other	33,381
(2) Long-term loans receivable	264		
(3) Retirement benefit asset	38,003	Total liabilities	1,266,992
(4) Deferred tax assets	2,380		
(5) Other	18,998	Net assets	
Allowance for doubtful accounts	(356)	I. Shareholders' equity	470,465
		1. Share capital	50,000
		2. Capital surplus	97,139
		3. Retained earnings	508,816
		4. Treasury shares	(185,490)
		II. Accumulated other comprehensive income	91,112
		1. Valuation difference on available-for-sale securities	25,994
		2. Revaluation reserve for land	11,300
		3. Foreign currency translation adjustment	29,780
		4. Remeasurements of defined benefit plans	24,036
		III. Share acquisition rights	173
		IV. Non-controlling interests	5,377
		Total net assets	567,128
Total assets	1,834,120	Total liabilities and net assets	1,834,120

Consolidated Statement of Income

(From April 1, 2024 to March 31, 2025)

(Millions of yen)

Item	Amount	
I. Operating revenue		901,131
II. Operating expenses		
1. Operating expenses and cost of sales of transportation	556,821	
2. Selling, general and administrative expenses	51,574	608,396
Operating profit		292,735
III. Non-operating income		
1. Interest income	332	
2. Dividend income	1,323	
3. Subsidy to keep a bus on a regular route	1,059	
4. Share of profit of entities accounted for using equity method	36	
5. Other	1,527	4,278
IV. Non-operating expenses		
1. Interest expenses	7,674	
2. Other	1,699	9,373
Ordinary profit		287,639
V. Extraordinary income		
1. Gain on sale of non-current assets	4,881	
2. Contribution received for construction	2,466	
3. Subsidy income	291	
4. Gain on sale of investment securities	757	
5. Gain on bargain purchase	54,096	
6. Gain on step acquisitions	11,628	
7. Other	1,819	75,939
VI. Extraordinary losses		
1. Impairment losses	7,221	
2. Loss on sale of non-current assets	396	
3. Loss on retirement of non-current assets	2,165	
4. Tax purpose reduction entry of contribution for construction	2,463	
5. Loss on tax purpose reduction entry of non-current assets	240	
6. Loss on valuation of investment securities	210	
7. Other	1,068	13,765
Profit before income taxes		349,813
Income taxes - current	89,324	
Income taxes - deferred	2,034	91,359
Profit		258,453
Profit attributable to non-controlling interests		271
Profit attributable to owners of parent		258,182

Consolidated Statement of Changes in Equity

(From April 1, 2024 to March 31, 2025)

(Millions of yen)

	Shareholders' equity				
	Share capital	Capital surplus	Retained earnings	Treasury shares	Total shareholders' equity
Balance at beginning of period	50,000	96,261	258,479	(53,011)	351,730
Changes during period					
Dividends of surplus			(7,847)		(7,847)
Profit attributable to owners of parent			258,182		258,182
Reversal of revaluation reserve for land			1		1
Purchase of treasury shares				(31,847)	(31,847)
Disposal of treasury shares		(10)		276	265
Change in ownership interest of parent due to transactions with non-controlling interests		888			888
Change in treasury shares arising from change in equity in consolidated subsidiaries				(100,908)	(100,908)
Net changes in items other than shareholders' equity					
Total changes during period	—	878	250,336	(132,479)	118,735
Balance at end of period	50,000	97,139	508,816	(185,490)	470,465

	Accumulated other comprehensive income					Share acquisition rights	Non-controlling interests	Total net assets
	Valuation difference on available-for-sale securities	Revaluation reserve for land	Foreign currency translation adjustment	Remeasurements of defined benefit plans	Total accumulated other comprehensive income			
Balance at beginning of period	27,783	11,454	20,327	15,418	74,983	184	5,235	432,133
Changes during period								
Dividends of surplus								(7,847)
Profit attributable to owners of parent								258,182
Reversal of revaluation reserve for land								1
Purchase of treasury shares								(31,847)
Disposal of treasury shares								265
Change in ownership interest of parent due to transactions with non-controlling interests								888
Change in treasury shares arising from change in equity in consolidated subsidiaries								(100,908)
Net changes in items other than shareholders' equity	(1,788)	(153)	9,453	8,617	16,128	(11)	141	16,259
Total changes during period	(1,788)	(153)	9,453	8,617	16,128	(11)	141	134,994
Balance at end of period	25,994	11,300	29,780	24,036	91,112	173	5,377	567,128

Notes to Consolidated Financial Statements

Notes on significant matters forming the basis for preparing consolidated financial statements

1. Scope of consolidation

- (1) Number of consolidated subsidiaries: 83 companies

Names of principal consolidated subsidiaries

Seibu Railway Co., Ltd.

SEIBU PRINCE HOTELS WORLDWIDE INC.

SEIBU REALTY SOLUTIONS INC. (currently SEIBU REAL ESTATE INC.)

Seibu Bus Co., Ltd.

Seibu Lions, Inc.

SEIBU REAL ESTATE ASSET MANAGEMENT INC.

Izuhakone Railway Co., Ltd.

Ohmi Railway Co., Ltd.

- (2) Number of non-consolidated subsidiaries: 2 companies

Names of non-consolidated subsidiaries

PRINCE HOTELS (THAILAND) CO., LTD.

SEIBU SINGAPORE PTE. LTD.

The two non-consolidated subsidiaries are small in size and the aggregate total assets, net sales, profit (based on the Company's ownership percentage), retained earnings (based on the Company's ownership percentage) and other indicators do not have a material effect on the consolidated financial statements and have therefore been excluded from the scope of consolidation.

2. Application of the equity method

- (1) Number of associates accounted for using the equity method: 2 companies

Company name

Ikebukuro Shopping Park Co., Ltd.

Chichibu Machizukuri Inc.

- (2) Number of non-consolidated subsidiaries not accounted for by the equity method: 2 companies

Company name

PRINCE HOTELS (THAILAND) CO., LTD.

SEIBU SINGAPORE PTE. LTD.

The two non-consolidated subsidiaries not accounted for by the equity method have a minimal effect on profit, retained earnings and others and are not material as a whole, and have therefore been excluded from the scope of application of the equity method.

3. Fiscal year end of consolidated subsidiaries

- (1) The balance sheet dates of the Company's consolidated subsidiaries are as follows:

End of May: 2 companies

End of December: 33 companies

End of February: 1 company

End of March: 47 companies

- (2) For the Company's subsidiaries whose balance sheet date is the end of May, the Company has consolidated the financial information using their financial statements as of the end of February that were prepared for consolidation purposes. Of the Company's subsidiaries whose balance sheet date is the end of March, the Company has consolidated the financial information of SEIBU PRINCE HOTELS WORLDWIDE (INDIA) PRIVATE LIMITED using its financial statements as of the end of December that were prepared for consolidation purposes. For the other subsidiaries, the Company has consolidated their financial information using their financial statements as of their respective balance sheet dates.

For significant transactions that occurred between the date of the consolidated financial statements and the above balance sheet dates, necessary adjustments have been made for consolidation purposes.

4. Accounting policies

(1) Valuation bases and methods of significant assets

i. Securities

Held-to-maturity bonds

Stated at amortized cost (straight-line method).

Other securities

Other than shares, etc. that do not have a market price

Stated at fair value based on the market price or the like at the fiscal year-end.

(Unrealized gains and losses are included in a separate component of net assets, and cost of sales is determined based on the moving-average method.)

Shares, etc. that do not have a market price

Stated at cost based on the moving-average method.

Contributions to limited liability partnerships engaged in investment business and similar partnerships (contributions deemed as securities as per Article 2, paragraph (2) of the Financial Instruments and Exchange Act) are reported using a method that treats the amount (net) equivalent to the equity ownership portion based on the latest available financial statements depending on the reporting date stipulated in the partnership agreement.

ii. Inventories

Inventories held for sale in the ordinary course of business

Stated at cost.

(Amounts on the balance sheet for inventories other than costs on uncompleted construction contracts are determined based on the method of writing down the book value in accordance with the declining in profitability of assets.)

Real estate for sale

Principally, average cost method (weighted average cost method) or identified cost method for land, and identified cost method for buildings

Merchandise and finished goods

Principally, average cost method (weighted average cost method)

Costs on construction contracts in progress

Stated using the identified cost method.

Raw materials and supplies

Principally, average cost method (weighted average cost method or moving average method)

(2) Depreciation and amortization method for significant depreciable assets

i. Property, plant and equipment (excluding leased assets)

Depreciation method for Urban Transportation and Regional business, etc.

Depreciated mainly using the declining balance method. However, buildings (excluding accompanying facilities) acquired on or after April 1, 1998 and facilities attached to buildings and structures acquired on or after April 1, 2016 are depreciated using the straight-line method.

Depreciation method for Hotel and Leisure business, etc.

Depreciated mainly using the straight-line method.

The useful lives for major assets are as follows:

Buildings and structures 2 to 62 years

Machinery, equipment and vehicles 2 to 20 years

ii. Intangible assets (excluding leased assets)

Amortized using the straight-line method.

Software for internal use is stated using the straight-line method based on usable period within the Company (mainly 5 years).

iii. Leased assets

Leased assets under finance lease transactions that transfer ownership

Depreciated using the same method as that applied to self-owned property, plant and equipment.

Leased assets under finance lease transactions that do not transfer ownership

Depreciated by the straight-line method assuming the lease periods as useful lives without residual value.

(3) Significant allowances and provisions

i. Allowance for doubtful accounts

To prepare for losses from bad debt, an estimated uncollectible amount is recognized either by making an estimation using the historical bad debt rate for general receivables, or based on individual consideration of collectability for specific receivables such as doubtful accounts, etc.

ii. Provision for bonuses

To prepare for the payment of bonuses to employees, the amount expected to be paid is recognized.

iii. Provision for retirement benefits for directors (and other officers)

To prepare for the payment of retirement benefits to Directors, the amount to be paid at the fiscal year-end, based on the Rules on Directors' Retirement Benefits, is recognized.

iv. Provision for share awards for directors (and other officers)

To prepare for the payment of share awards to Directors, the amount expected to be paid based on the officer stock benefit rules, is recognized.

(4) Other significant matters for preparing the consolidated financial statements

i. Standards for recognizing revenue and expenses

The main performance obligations and the normal timing at which revenue is recognized in the main businesses are as follows.

Development and rental business, Investment management business

Development and rental business in the Real Estate business segment earn revenue mainly by leasing office buildings, commercial facilities, and residences owned by Group companies. Rent revenue is recognized over the lease term in accordance with the "Accounting Standard for Lease Transactions" (ASBJ Statement No. 13, March 30, 2007), etc. Investment management business earn revenue mainly by selling real estate for sale after acquiring new real estate or securitizing real estate holdings in capital recycling business. For revenue from sale, the performance obligation is deemed to be satisfied when real estate is transferred to the customer, and revenue is recognized at the time of the transfer.

Domestic hotel operations and overseas hotel operations

Domestic hotel operations and overseas hotel operations in the Hotel and Leisure business segment earn revenue mainly from the sale of accommodation and the use of restaurants and banquets in the hotels. For the sale of accommodation, since the provision of rooms is a performance obligation and the right to use the rooms is transferred to the customer upon check-in, the performance obligation is deemed to be satisfied, and the revenue recognized, when the customer checks in. However, for consecutive nights, the Company recognizes revenue for each day of the stay. For restaurants and banquets, the performance obligation is deemed to be satisfied when services are provided, and revenue is recognized at the time of completion of the services.

Railway operations and bus operations

Railway operations and bus operations in the Urban Transportation and Regional business segment earn revenue mainly from the sale of passenger tickets and commuter passes. For passenger tickets, the performance obligation is deemed to be satisfied when transportation services are provided, and revenue is recognized when the services are rendered. For the sale of commuter passes, the performance obligation to provide transportation is deemed to be satisfied over the period during which the commuter pass is valid, and revenue is recognized according to the valid period.

Agent transactions

When recognizing the revenue of goods or services, if the Group determines that it controls such goods or services prior to providing them to the customer, the revenue is recognized as a principal transaction; otherwise, the revenue is recognized as an agent transaction. For transactions in which the Group's role in provision of goods or services to customers is an agent, revenue is recognized at the net amount calculated by deducting the amount paid to suppliers from the amount received from customers.

- ii. Translation of major assets or liabilities denominated in foreign currencies
Monetary receivables and payables denominated in foreign currencies are translated into Japanese yen at the spot exchange rates as of the consolidated balance sheet date. The foreign exchange gains and losses from translation are recognized as profit and loss in the consolidated statements of income. Assets and liabilities of foreign subsidiaries are translated into yen at the spot exchange rates in effect at the balance sheet date. Revenue and expenses are translated into yen at the average rate of exchange in effect during the year. Differences arising from the translation are presented as foreign currency translation adjustments in net assets.
- iii. Method of significant hedge accounting
The Company and certain domestic subsidiaries adopt hedge accounting.
 - Method of hedge accounting
Special treatment is applied for interest rate swaps.
 - Hedging instruments and hedged items
Interest rate swap transactions are used for interest on variable-rate long-term borrowings.
 - Hedging policy
To mitigate interest rate fluctuation risks, hedges are performed to the extent that requirements of hedge accounting are met.
 - Method of assessing hedge effectiveness
Assessment of effectiveness is omitted for interest rate swaps since special treatment is applied for them.
- iv. Recognition of net defined retirement benefit liability
To prepare for the payment of employees' retirement benefits, the amount of retirement benefit obligations minus plan assets is recorded as net defined benefit liability, based on the estimated amount at the end of the current fiscal year.
Past service costs are amortized as incurred by the straight-line method over periods (principally 9 to 13 years) which are equal to or shorter than the average remaining years of service of the eligible employees.
Actuarial gains and losses are amortized in the fiscal year following the fiscal year in which the gains or losses are recognized by the straight-line method over periods (principally 9 to 15 years) which are equal to or shorter than the average remaining years of service of the eligible employees.
Unrecognized actuarial gains and losses and unrecognized past service costs are recorded as remeasurements of defined benefit plans in accumulated other comprehensive income under net assets, after adjustment of tax effects.
- v. Method of treatment of significant deferred assets
Bond issuance cost is fully accounted for as expenses when incurred.
- vi. Treatment of contribution for construction
In engaging in construction, etc. of facilities in the railway operation and other operations, some consolidated subsidiaries have received contribution for construction from local municipalities as part of construction costs.
This contribution for construction is recorded by directly reducing the acquisition cost of non-current assets for which contribution for construction was received at the completion of the construction.
In the consolidated statement of income, "Contribution received for construction" is recorded in extraordinary income, and the amount directly reduced from the acquisition cost of non-current assets is recorded as "Tax purpose reduction entry of contribution for construction" in extraordinary losses.

For expenses incidental to assets acquired with contribution for construction in the railway operations, the amount corresponding to contribution for construction is directly deducted from “Contribution received for construction.”

Notes on changes in accounting policies

1. Application of “Accounting Standard for Current Income Taxes” and other relevant ASBJ regulations
The Company has applied the “Accounting Standard for Current Income Taxes” (Accounting Standards Board of Japan (ASBJ) Statement No. 27, October 28, 2022; the “Revised Accounting Standard of 2022”) and other relevant ASBJ regulations from the beginning of the fiscal year ended March 31, 2025.

Previously, calculated amounts of corporate taxes, inhabitants taxes and enterprise taxes on earnings, etc. (“current income taxes”) were recorded in profit or loss in accordance with laws and regulations. Moving forward, current income taxes on earnings will be recorded in profit or loss, shareholders’ equity, or other comprehensive income according to the transaction, etc. from which those taxes were incurred. Concerning current income taxes recorded in accumulated other comprehensive income, when a transaction, etc., which is the reason for said current income taxes to be applied, is recorded in profit or loss, the corresponding amount of tax will be recorded in profit or loss. Additionally, if the transaction, etc. subject to taxation is related to shareholders’ equity or other comprehensive income in addition to profit or loss, and it is difficult to calculate the amount of current income taxes to be applied to shareholders’ equity or other comprehensive income, the amount of such taxes will be recorded in profit or loss.

In addition, concerning the treatment of tax effects in the event that a gain or loss on sale arising from the sale of shares of subsidiaries, etc. among consolidated companies is deferred for tax purposes, previously, when a company that sold the aforementioned shares of subsidiaries, etc. recorded deferred tax assets or deferred tax liabilities in relation to temporary differences of the gain or loss on sale of the aforementioned items in its financial statements, the Company did not adjust the amounts of deferred tax assets or deferred tax liabilities relating to the aforementioned temporary differences in preparing consolidated settlement of accounts. However, the Company now reverses the deferred tax assets or deferred tax liabilities relating to the aforementioned temporary differences.

Revisions to categories for recording current income taxes (taxation on other comprehensive income) conform to the transitional treatment in the proviso of paragraph 20-3 of the Revised Accounting Standard of 2022 and to the transitional treatment in the proviso of paragraph 65-2 (2) of the “Guidance on Accounting Standard for Tax Effect Accounting” (ASBJ Guidance No. 28, October 28, 2022; the “Revised Application Guidance of 2022”). This has no effect on the consolidated financial statements. In addition, for revisions related to the review of the treatment in consolidated financial statements when a gain or loss on sale arising from the sale of shares of subsidiaries, etc. among consolidated companies is deferred for tax purposes, the Company has applied the Revised Application Guidance of 2022 from the beginning of the fiscal year ended March 31, 2025. However, this has no effect on the consolidated financial statements.

Notes on changes in presentation

1. Matters concerning the consolidated balance sheets
The item presented as “Land and buildings for sale in lots” in the previous fiscal year has been renamed as “Real estate for sale” from the fiscal year ended March 31, 2025 to achieve clear presentation more in line with actual conditions and in light of recent circumstances.

Notes on Accounting Estimates

The following is a list of items for which the amounts were recorded in the consolidated financial statements for the current fiscal year based on accounting estimates, and which may have a significant impact on the consolidated financial statements for the next fiscal year.

1. Impairment of non-current assets

(1) Amount recorded in the consolidated financial statements for the current fiscal year

Impairment losses	¥7,221 million
Property, plant and equipment and intangible assets	¥1,328,341 million

(2) Information that contributes to understanding the details of accounting estimates

For non-current assets, if the total undiscounted future cash flows from an asset or asset group, for which an indication of impairment is identified, are less than the book value of the asset or asset group, the book value is reduced to the recoverable amount, and the reduced amount is recorded as impairment losses.

Future cash flow from the assets or the asset group is, in principle, estimated on the ground of the fund balance based on the Medium-term Management Plan determined at a determination body. As a seeding phase of the long-term strategy, the Group formulated the “FY2024-FY2026 Seibu Group’s Medium-term Management Plan,” and for its planned figures, the Company made calculations for FY2025 based on the assumption that soaring costs for power and construction, the impact of wage increases for the purpose of securing human capital, as well as increase in expenses associated with increased capital investments for enhancing safety and security are appropriately reflected, inbound tourism demand will be strong, and prices will increase, continuously from FY2024.

For the rental profit of the Real Estate business segment, the Company made calculations based on the assumption that FY2025 will be at the same level of FY2024 due mainly to increased value of holding assets, including value-add business for newly acquired real estates, and appropriate rent hikes, while there will be an impact of an increase in supply due to the opening of large-scale urban office buildings, among others. For the average hotel room rate and the occupancy rate of the Hotel and Leisure business segment, the Company made calculations based on the assumption that FY2025 will exceed the level of FY2024 due to stable acquisition of inbound tourism demand and efforts to raise prices, while the competition with new openers is intensifying. For the number of the railway and bus transportation passengers of the Urban Transportation and Regional business, the Company made calculations based on the assumption that figures for FY2025 will be at the same level of FY2024 mainly due to the spread of teleworking.

Furthermore, there are uncertainties in the management environment. Therefore, the actual results may differ from the above assumptions.

In identifying an indication of impairment, and recognizing and measuring impairment losses, the Group conducts careful examination based on available information including external information. However, if changes occur in the management environment on which this estimate is based, and future cash flows decrease as a result of such changes, the Group may be required to recognize additional impairment losses.

Notes to the consolidated balance sheet

1. Accumulated depreciation of assets

Accumulated depreciation of property, plant and equipment	¥1,059,126 million
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Accumulated depreciation includes accumulated impairment losses.

2. Pledged assets and secured debts

(1) Assets pledged as collateral are as follows:

Foundation collateral

Land	¥107,379 million
Buildings and structures	¥168,272 million
Machinery, equipment and vehicles	¥46,214 million
“Other” in property, plant and equipment	¥4,177 million
Total	¥326,043 million

Other assets pledged as collateral

Cash and deposits	¥19 million
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Obligations secured are as follows:

Long-term borrowings	¥88,412 million
Current portion of long-term borrowings (short-term borrowings)	¥9,026 million
Long-term accounts payable to Japan railway construction, transport and technology agency	¥3,464 million
Accounts payable to Japan railway construction, transport and technology agency (“Other” under current liabilities)	¥555 million
Notes and accounts payable - trade	¥30 million

(2) In addition to the above, a pledge is created over the investment securities of ¥220 million as security for obligations by the investee companies.

3. Assets pledged for lending stocks

Pledged assets for and funds procured with lending stocks are as follows:

(1) Assets pledged for lending stocks

Investment securities	¥952 million
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(2) Funds procured with lending stocks

“Other” in current liabilities	¥500 million
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4. Change in holding purpose

As of March 31, 2025, ¥141,708 million of property, plant and equipment and intangible assets have been transferred to real estate for sale as a result of a change in purpose for holding.

A portion of the assets transferred in the fiscal year ended March 31, 2025 was sold, and ¥139,540 million was recorded as cost of sales.

5. Notes on non-consolidated subsidiaries and associates

The amount to non-consolidated subsidiaries and associates is as follows:

Investment securities (stocks)	¥1,441 million
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6. Guarantee obligations

Guarantees have been made for borrowings, etc. as follows:

Lease liabilities guarantees	¥55 million
Tie-up loan guarantees	¥5 million
Total	¥60 million

7. Accumulated contributions for construction

Accumulated contributions for construction directly reduced from acquisition cost of non-current assets are as follows:

¥150,457 million

8. Revaluation of land used for business

Pursuant to the Act on Revaluation of Land (Act No. 34, promulgated on March 31, 1998 and Act No. 24, promulgated on March 31, 1999), land used for business was revaluated, and revaluation reserve for land was recorded in net assets.

• Revaluation method

The revaluation is calculated by making reasonable adjustments based on the assessed value of non-current assets stipulated in Article 2, Item 3 of the Order for Enforcement of the Act on Revaluation of Land (Cabinet Order No. 119, promulgated on March 31, 1998).

• Date of revaluation

March 31, 2000

• The amount calculated by deducting the fair value from the book value of revaluated land after the revaluation at the end of the current fiscal year is as follows:

¥6,038 million

9. Loan commitment agreements

The Company has entered into loan commitment agreements with seven banks to efficiently raise working capital.

The balance of unexecuted borrowings is as follows:

Total amount of loan commitments	¥90,000 million
Borrowings outstanding	¥— million
Balance of unexecuted borrowings	¥90,000 million

10. Restrictive financial covenant for maintaining net assets and profits

- (1) The Company has made a commitment for its borrowings described below as follows. If the Company violates the commitment, the benefit of time may be forfeited for the relevant obligations.

Borrowings

Short-term borrowings	¥1,000 million
Long-term borrowings	¥1,000 million
Total	¥2,000 million

Commitments

- In the consolidated balance sheet at the end of each fiscal year and at the end of the second quarter, the Company shall maintain its total net assets of 75% or higher compared to that in the immediately preceding fiscal year (including the second quarter) and ¥200,800 million or more.
- In the consolidated statement of income for each fiscal year, operating losses are not incurred for two periods in a row.

- (2) Other than the above, the Company has made a commitment for its borrowings described below as follows. If the Company violates the commitment, the benefit of time may be forfeited for the relevant obligations.

Borrowings

Long-term borrowings	¥10,000 million
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Commitments

- In the consolidated balance sheet at the end of each fiscal year and at the end of the second quarter, the Company shall maintain its total net assets of 75% or higher compared to that in the immediately preceding fiscal year (including the second quarter) and ¥253,200 million or more.
- In the consolidated statement of income for each fiscal year, operating losses are not incurred for two periods in a row.

- (3) Other than the above, the Company has made a commitment for its borrowings described below as follows. If the Company violates the commitment, the benefit of time may be forfeited for the relevant obligations.

Borrowings

Long-term borrowings ¥8,000 million

Commitments

- In the consolidated balance sheet at the end of each fiscal year and at the end of the second quarter, the Company shall maintain its total net assets of 75% or higher compared to that in the immediately preceding fiscal year (including the second quarter) and ¥259,200 million or more.
- In the consolidated statement of income for each fiscal year, operating losses are not incurred for two periods in a row.

- (4) Other than the above, the Company has made a commitment for its borrowings described below as follows. If the Company violates the commitment, the benefit of time may be forfeited for the relevant obligations.

Borrowings

Long-term borrowings ¥10,000 million

Commitments

- In the consolidated balance sheet at the end of each fiscal year and at the end of the second quarter, the Company shall maintain its total net assets of 75% or higher compared to that in the immediately preceding fiscal year (including the second quarter) and ¥280,000 million or more.
- In the consolidated statement of income for each fiscal year, operating losses are not incurred for two periods in a row.

- (5) Other than the above, the Company has made a commitment for its loan commitment agreement dated on April 7, 2021 as described in “9. Loan commitment agreements” above as follows. If the Company violates the commitment, the benefit of time may be forfeited for the relevant obligations.

Commitments

- In the consolidated balance sheet at the end of each fiscal year and at the end of the second quarter, the Company shall maintain its total net assets of 75% or higher compared to that in the immediately preceding fiscal year (including the second quarter) and ¥280,000 million or more.

- (6) Other than the above, the Company has made a commitment for its borrowings described below as follows. If the Company violates the commitment, the benefit of time may be forfeited for the relevant obligations.

Borrowings

Long-term borrowings ¥15,000 million

Commitments

- In the consolidated balance sheet at the end of each fiscal year and at the end of the second quarter, the Company shall maintain its total net assets of 75% or higher compared to that in the immediately preceding fiscal year (including the second quarter) and ¥283,400 million or more.
- In the consolidated statement of income for each fiscal year, operating losses are not incurred for two periods in a row.

11. The portion attributable to the Company of the Company’s shares held by a consolidated subsidiary were recognized as treasury shares. The book value and number of shares of the relevant treasury shares are ¥ 153,287 million and 48,037 thousand shares.

Notes to the consolidated statement of changes in equity

1. Class and total number of shares issued

(Shares)				
Class of shares	Number of shares at the beginning of the current fiscal year	Increase	Decrease	Number of shares at the end of the current fiscal year
Common shares	323,462,920	—	—	323,462,920

2. Dividends

(1) Amount of dividend payments

Resolution	Class of shares	Total amount of dividends	Dividends per share	Record date	Effective date
Proposal of the Annual General Meeting of Shareholders held on June 21, 2024	Common shares	¥4,040 million	¥12.50	March 31, 2024	June 24, 2024
Proposal of the Board of Directors meeting held on November 7, 2024	Common shares	¥4,849 million	¥15.00	September 30, 2024	December 3, 2024

- Notes:
1. Total amount of dividends by a resolution of the Annual General Meeting of Shareholders held on June 21, 2024 includes the dividends of ¥2 million on the Company's shares held by Custody Bank of Japan, Ltd. (Trust Account E).
 2. Total amount of dividends by a resolution of the Annual General Meeting of Shareholders held on June 21, 2024 includes the dividends of ¥274 million on the portion attributable to the Company of the treasury shares (shares of the Company) held by a consolidated subsidiary (which was an equity-method associate as of March 31, 2024 but became a consolidated subsidiary with a deemed acquisition date of September 30, 2024).
 3. Total amount of dividends by a resolution of the Board of Directors meeting held on November 7, 2024 includes the dividends of ¥2 million on the Company's shares held by Custody Bank of Japan, Ltd. (Trust Account E).
 4. Total amount of dividends by a resolution of the Board of Directors meeting held on November 7, 2024 includes the dividends of ¥694 million on the portion attributable to the Company of the treasury shares (shares of the Company) held by a consolidated subsidiary (which was an equity-method associate as of March 31, 2024 but became a consolidated subsidiary with a deemed acquisition date of September 30, 2024).

(2) Dividends for which record date is in the current fiscal year with effective date in the following fiscal year

Resolution	Class of shares	Source of dividends	Total amount of dividends	Dividends per share	Record date	Effective date
Proposal of the Annual General Meeting of Shareholders to be held on June 24, 2025	Common shares	Retained earnings	¥7,919 million	¥25.00	March 31, 2025	June 25, 2025

- Notes:
1. Total amount of dividends by a resolution of the Annual General Meeting of Shareholders to be held on June 24, 2025 includes the dividends of ¥88 million on the Company's shares held by Custody Bank of Japan, Ltd. (Trust Account E).
 2. Total amount of dividends by a resolution of the Annual General Meeting of Shareholders to be held on June 24, 2025 includes the dividends of ¥1,168 million on the portion attributable to the Company of the treasury shares (shares of the Company) held by a consolidated subsidiary.

3. Class and number of shares underlying share acquisition rights at the end of the current fiscal year (excluding those for which the exercise period has not started).

Common shares 94,900 shares

4. Significant changes in the amount of shareholders' equity

The Company's consolidated subsidiary SEIBU REALTY SOLUTIONS INC. (currently SEIBU REAL ESTATE INC.) acquired additional shares of NW Corporation Inc., an equity-method associate of the Company (hereinafter "NW") on August 2, 2024 and September 26, 2024 by way of transfer from shareholders of NW, and on August 2, 2024, NW became a consolidated subsidiary of the Company. In conjunction with this, the portion attributable to the Company of the treasury shares (shares of the Company) held by NW has changed. As a result, treasury shares increased by ¥132,479 million during the fiscal year ended March 31, 2025, resulting in treasury shares of ¥185,490 million as of March 31, 2025.

Financial instruments

1. Status of financial instruments

(1) Policy for financial instruments

In principle, the Group concentrates loans from financial institutions such as banks and financing through issuance of bonds in the Company and improves the efficiency of financing and fund management by centralizing funds within the Group. The Company limits fund management to short-term deposits. As the policy, the Group utilizes derivatives for the purpose of hedging interest rate fluctuation risks, foreign exchange risks, and stock price fluctuation risks on borrowings and does not enter into such transactions for speculative purposes.

(2) Content and risks of financial instruments and risk management system

Notes and accounts receivable - trade, which are operating receivables, are exposed to credit risks of customers. For such risks, the Group researches credit risks of business partners as needed and conducts transactions based on the necessary internal procedures.

In addition, the Group works to identify and reduce doubtful accounts as soon as possible by managing due dates and balances for each business partner.

Securities and investment securities are mainly held-to-maturity bonds and stocks of companies with which the Group has business relationships and exposed to risks of fluctuations in their market prices. However, held-to-maturity bonds are limited to short-term financial instruments with a high degree of security. For stocks, their fair values obtained are reported to the Board of Directors periodically.

Notes and accounts payable - trade, which are operating debts, are mainly due within one year.

Borrowings and bonds are mainly for financing for business transactions and capital investment.

Variable-rate borrowings are exposed to interest rate fluctuation risks, but derivatives (interest rate swaps) are utilized as hedging instruments by individual agreement for some of variable-rate long-term borrowings to hedge risks of fluctuations in interests paid and fix interest expenses. Since these interest rate swaps satisfy the requirements for special treatment, the assessment of the effectiveness is omitted due to this determination.

Derivatives are executed and managed in accordance with the internal rules that stipulate transaction authority. In utilizing derivatives, the Group has transactions only with high-rated financial institutions to mitigate credit risks.

Operating debts, borrowings and bonds are exposed to liquidity risks but are managed by means such as establishment of commitment lines and preparation of funding plans.

(3) Supplemental remarks on fair values of financial instruments

As changeable factors are included in calculating fair values of financial instruments, if different assumptions, etc. are used, these values could vary.

2. Fair values of financial instruments

Carrying amounts in the consolidated balance sheet, fair value, and the difference between them as of March 31, 2025 are as shown below. Shares, etc. that do not have a market price are not included in “(1) Investment securities” (See Note).

(Millions of yen)

	Carrying amount in the consolidated balance sheet	Fair value	Difference
(1) Investment securities	78,662	78,662	—
Total assets	78,662	78,662	—
(1) Bonds payable	50,000	47,511	(2,488)
(2) Long-term borrowings (*2)	583,022	566,968	(16,054)
Total liabilities	633,022	614,480	(18,542)
Derivatives	—	—	—

(*1) Information regarding cash, monetary receivables and payables, securities, etc. that are settled in a short time period is omitted since their fair value approximates their carrying amount.

(*2) Current portion of long-term borrowings is included in “(2) Long-term borrowings.”

Note: Shares, etc. that do not have a market price

(Millions of yen)	
Category	Carrying amount in the consolidated balance sheet
Unlisted shares	5,748
Shares of non-consolidated subsidiaries and associates (*1)	1,441
Investments in partnerships, etc. (*2)	820

(*1) See “5. Notes on non-consolidated subsidiaries and associates” under “Notes to the consolidated balance sheet” for information regarding shares of non-consolidated subsidiaries and associates.

(*2) Investments in partnerships, etc. are primarily limited liability partnerships, etc. These are not subject to disclosure of fair value in accordance with paragraph (24)-16 of the “Implementation Guidance on Accounting Standard for Fair Value Measurement.”

3. Matters related to breakdown of financial instruments by level of fair values, etc.

Fair values of financial instruments are categorized into the following three levels in accordance with the observability of inputs used to determine fair values and their significance.

Fair values of Level 1: Fair values determined by quoted prices related to assets and liabilities subject to measurement of fair values formed in active markets from among the observable inputs related to measurement of fair values

Fair values of Level 2: Fair values determined using inputs related to measurement of fair values other than Level 1 inputs from among observable inputs related to measurement of fair values

Fair values of Level 3: Fair values determined using unobservable inputs related to measurement of fair values

Where multiple inputs are used that have a significant impact on measurement of fair value, the fair value is categorized in the level that has the lowest level of priority in measurement of fair value from among the levels those inputs belong.

(1) Financial instruments recorded at fair value in the consolidated balance sheet

Category	Fair value (Millions of yen)			
	Level 1	Level 2	Level 3	Total
Investment securities				
Other securities				
Shares	76,762	—	—	76,762
Bonds	—	—	1,900	1,900
Total assets	76,762	—	1,900	78,662

(2) Financial instruments other than those recorded at fair value in the consolidated balance sheet

Category	Fair value (Millions of yen)			
	Level 1	Level 2	Level 3	Total
Bonds payable	—	47,511	—	47,511
Long-term borrowings	—	566,968	—	566,968
Total liabilities	—	614,480	—	614,480

Note: Explanation of valuation techniques and inputs used to measure fair value

Investment securities

Listed shares are valued using the quoted price. Listed shares are traded on active markets, so their fair values are categorized as fair values of Level 1. Bonds are calculated using the discounted present value of future cash flows and their fair values are categorized as fair values of Level 3.

Bonds payable

Fair values of bonds are calculated by discounting at the weighted average interest rate, calculating based on the balance at fiscal year-end and the average compound yield rate on the fiscal year-end in the reference statistical price published by the Japan Security Dealers Association. They are categorized as fair values of Level 2.

Long-term borrowings

For fair values of long-term borrowings, the book values are used as the fair values for borrowings with floating interest rates, given that the fair values are deemed to approximate the book values their interest rates are reviewed on a short-term interval to reflect market interest rates. For borrowings with fixed interest rates, the fair values are calculated by discounting the sum of the principal and interest at the interest rates obtained assuming that similar loans are newly provided. These are categorized as fair values of Level 2. Interest rate swaps which are accounted for applying the special treatment are recorded using the method where their amounts are calculated by discounting the total amount of principal and interest that are treated in conjunction with the interest rate swaps at the interest rate assumed if a similar loan is newly made.

Investment and rental properties

1. Status of investment and rental properties

Some consolidated subsidiaries own rental commercial facilities, rental office buildings, rental apartments and idle properties in Tokyo and other areas.

Some of these rental facilities, which are used by the Company and some consolidated subsidiaries, are considered to be properties including the portion used as investment and rental properties.

The carrying amounts in the consolidated balance sheets and fair values of these investment and rental properties and properties including the portion used as investment and rental properties as follows:

2. Fair values of investment and rental properties

(Millions of yen)

	Carrying amount in the consolidated balance sheet	Fair value
Investment and rental properties	168,395	321,841
Properties including the portion used as investment and rental properties	41,427	95,338

Notes: 1. The carrying amount in the consolidated balance sheet is the acquisition cost less accumulated depreciation and impairment losses.

2. The fair values of main properties are based on real estate appraisal value calculated by external real estate appraisers (including amounts adjusted using indicators, etc.), while the fair values of other properties are based on amounts adjusted using certain appraisal value and indicators considered to appropriately reflect market prices.

Revenue recognition

1. Information on disaggregation of revenue from contracts with customers

(Millions of yen)

	Reportable segments					Adjustments (Note 3)	Amount in the consolidated financial statement
	Real Estate	Hotel and Leisure	Urban Transporta- tion and Regional	Other (Note 2)	Total		
Development and rental business	3,429	—	—	—	3,429		
Investment management business	3,246	—	—	—	3,246		
Management business	8,353	—	—	—	8,353		
Domestic hotel operations	—	162,294	—	—	162,294		
Overseas hotel operations	—	34,179	—	—	34,179		
Sports operations	—	17,620	2,267	—	19,887		
Railway operations	—	—	103,629	—	103,629		
Bus operations	—	—	23,784	—	23,784		
Lifestyle service operations along railway lines	—	—	9,650	—	9,650		
Others	24,065	23,219	3,350	46,263	96,899		
Revenue from contracts with customers	39,095	237,313	142,682	46,263	465,354		
Other revenue (Note 1)	441,513	3,945	9,984	5,033	460,477		
Operating revenue	480,608	241,259	152,667	51,297	925,832	(24,701)	901,131

- Notes: 1. “Other revenue” includes rent revenue, etc. based on the “Accounting Standard for Lease Transactions” (ASBJ Statement No. 13, March 30, 2007) and revenue from sale based on the “Practical Guidelines on Accounting by Transferors for Securitization of Real Estate Using Special Purpose Companies” (ASBJ Transferred Guideline No. 10, July 1, 2024).
2. “Other” consists of Izuhakone business, Ohmi business, Sports business and New businesses.
3. Adjustments of ¥(24,701) million mainly consist of elimination of inter-company transactions

2. Information that forms the basis for understanding revenue from contracts with customers

Details of information that forms the basis for understanding revenue from contracts with customers are described as “i. Standards for recognizing revenue and expenses” under “(4) Other significant matters for preparing the consolidated financial statements” in “4. Accounting Policies” under “Notes on significant matters forming the basis for preparing consolidated financial statements.”

3. Information for understanding amounts of revenue for the current fiscal year and subsequent fiscal years

(1) Balances of contract assets and contract liabilities, etc.

Receivables from contracts with customers and balances of contract assets and contract liabilities are as follows:

(Millions of yen)

	Current fiscal year
Receivables from contracts with customers (Balance at beginning of period)	32,259
Receivables from contracts with customers (Balance at end of period)	30,048
Contract assets (Balance at beginning of period)	1,201
Contract assets (Balance at end of period)	1,189
Contract liabilities (Balance at beginning of period)	20,807
Contract liabilities (Balance at end of period)	22,129

Contract assets are assets related to rights to unbilled consideration involved in recognizing revenue according to progress, mostly for construction contracts. Contract assets are mainly transferred to trade receivables at the time of the receiving inspection by customers when construction is completed. Contract liabilities are prepaid fares within the valid period that are received from customers mainly in railway operations and bus operations. Contract liabilities are reversed as the revenue is recognized.

In addition, ¥19,571 million of the revenue recognized in the current fiscal year was included in the balance of contract liabilities at the beginning of the period.

(2) Transaction price allocated to the remaining performance obligations

For the remaining performance obligations at the end of the current fiscal year, the Company expects to recognize the revenue within approximately one year as the performance obligations of ¥22,129 million are satisfied.

Amounts per share

Net assets per share ¥2,117.32

Basic earnings per share ¥901.99

Notes: 1. Shares of the Company retained in trust and recorded as treasury shares under shareholders' equity are included in treasury shares deducted from total number of issued shares at end of period when calculating net assets per share. Moreover, in calculating basic earnings per share, they are included in the number of treasury shares deducted from the average number of outstanding shares during period.

The number of treasury shares at end of period deducted in calculating net assets per share was 3,521,400, and the average number of treasury shares during period deducted in calculating the basic earnings per share was 1,057,990.

2. The portion attributable to the Company of the treasury shares (shares of the Company) held by a consolidated subsidiary that is recorded as treasury shares under shareholders' equity is included in treasury shares deducted from total number of issued shares at end of period when calculating net assets per share. Moreover, in calculating basic earnings per share, they are included in the number of treasury shares deducted from the average number of outstanding shares during period.

The number of treasury shares at end of period deducted in calculating net assets per share was 48,037,414, and the average number of treasury shares during period deducted in calculating the basic earnings per share was 34,983,786.

Significant events after the reporting period

1. Significant reorganizations

The Company resolved at the Board of Directors meeting held on December 12, 2024 to transfer a part of the Real Estate business of its consolidated subsidiary, Seibu Railway Co., Ltd. ('SR') to another consolidated subsidiary of the Company, SEIBU REALTY SOLUTIONS INC. ('SRS'; currently SEIBU REAL ESTATE INC.) through an absorption-type company split effective April 1, 2025, and concluded an absorption-type company split agreement on the same day.

In addition, the Company resolved at the Board of Directors meeting held on the same day to transfer a part of the Real Estate business of SRS to its consolidated subsidiary, SEIBU REAL ESTATE PROPERTY MANAGEMENT INC. ('SPM') through an absorption-type company split effective April 1, 2025, and concluded an absorption-type company split agreement on the same day.

The details are as follows.

(1) Background and objectives of the Company split

"Seibu Group's Long-term Strategy to 2035" announced on May 9, 2024, sets out a "Growth strategy centered on the Real Estate business" that leverages the Group's strengths in light of the rapidly changing external environment surrounding the Group and ongoing changes in society. In our core Real Estate business, we have shifted to a direction that aims for profitable growth based on both an "ownership model (a model to earn rental revenue premised on ownership)" and a "capital recycling model (a model to grow by continuously securitizing real estate and reinvesting funds from securitization)." As part of our efforts to develop a structure to achieve this capital recycling model, we will reorganize our organization to strengthen the expertise of each function in the Real Estate business, with the aim of making a leap forward to become a general real estate company.

As part of this effort, a portion of the real estate owned by SR was transferred to SRS through an absorption-type company split on April 1, 2025, in order to realize real estate value by consolidating the real estate owned by the Group in SRS. In addition, the property management ('PM')/construction management ('CM') function of SRS was transferred to SPM through an absorption-type company split on April 1, 2025.

With this move, we are aiming to achieve our growth strategy by improving the expertise and strengthening competitiveness, with SRS as the developer responsible for ownership, management, and development, and SPM as a real estate management company responsible for PM/CM, respectively.

(2) Overview of the Company split

(i) Schedule

Execution of absorption-type company split agreement: December 12, 2024

Effective date of absorption-type company split agreement: April 1, 2025

(ii) Method of the Company split

Company split in which SR is the splitting company and SRS is the successor company in an absorption-type split

Company split in which SRS is the splitting company and SPM is the successor company in an absorption-type split

(3) Overview of accounting treatment adopted

In accordance with the "Accounting Standard for Business Combinations" (ASBJ Statement No. 21, January 16, 2019) and the "Implementation Guidance on Accounting Standard for Business Combinations and Accounting Standard for Business Divestitures" (ASBJ Guidance No. 10, January 16, 2019), the Company accounted for the business combination as a transaction under common control.

Other notes

1. Transactions to offer the Company's shares to employees, etc. through trust

(1) Stock based Benefit Trust (Disposition type Employee Stock Ownership Plan)

The Company conducts transactions to offer the Company's shares to the employee stock ownership plan through trust, with the aim of enhancing employee benefits and providing incentives for employees to increase the corporate value of the Company.

(i) Description of transactions

In December 2024, the Company reintroduced a Stock based Benefit Trust (Disposition type Employee Stock Ownership Plan) (ESOP).

To initiate the ESOP, the Company concluded the "Stock Benefit Trust (disposition-type ESOP) Agreement" (the trust established pursuant to the agreement shall be referred to as the "ESOP Trust"), whereby the Company is to act as administrator and the role of trustee is assigned to Mizuho Trust & Banking Co., Ltd. (the "Trustee"). Also, an agreement was concluded under which the Trustee is to re-entrust shares of the Company and other assets of the ESOP Trust to an account with ancillary trustee Custody Bank of Japan, Ltd. (the "Trust Account E").

The Trust Account E acquires shares of the Company that the Seibu Holdings Employee Stock Holding Partnership ("Stock Holding Partnership") is expected to collectively obtain in advance over the five years after the trust was set up, and periodically sells its holdings to the Stock Holding Partnership. If, by the time of the ESOP Trust's termination, gains equivalent to capital gains on sales of shares are accumulated within the ESOP Trust through sales of Company shares by the Trust Account E to the Stock Holding Partnership, then those gains will be distributed as residual assets to enrollees and former members of Stock Holding Partnership who meet the requirements for eligible beneficiaries. Furthermore, to guarantee funds borrowed by the Trustee which enable the Trust Account E to acquire Company shares, the Company is to repay any such remaining borrowings pursuant to a guarantee agreement, in the event that there are any remaining borrowings equivalent to losses on sales of shares due to a downturn in the price of Company shares up until termination of the ESOP Trust.

(ii) Company's shares remaining in trust

The Company's shares remaining in trust is recorded as treasury shares in the part of net assets at the book value in trust (excluding the amount as ancillary expenses). The book value and number of shares of the relevant treasury shares are ¥6,729 million and 2,180 thousand shares.

(iii) Book value of borrowings recorded using the gross method

¥6,863 million

(2) Stock based Benefit Trust (J-ESOP)

The Company conducts transactions to offer the Company's shares to the employees through trust, with the aim of raising employees' awareness of the Company's share value and participation in management, as well as contributing to improving the Group's corporate value over the medium to long term by increasing employees' job satisfaction through enhanced employee benefits.

(i) Description of transactions

In December 2024, the Company introduced an employee incentive plan, "Stock based Benefit Trust (J-ESOP)," under which the Company offers its shares to employees, commemorating the tenth anniversary of the listing of shares of SEIBU HOLDINGS INC.

J-ESOP is a trust-type scheme established by referencing the Employee Stock Ownership Plan (ESOP) in the U.S., where the Company's shares and the amount of cash equivalent to the market price of the Company's shares (hereinafter referred to as the "Company's Shares, etc.") are to be provided to employees who meet certain requirements based on the stock benefit rules determined in advance by the Company and its certain subsidiaries.

The Company and its certain subsidiaries grant employees points in accordance with their number of years of continuous service, position, etc., and offers shares corresponding to the number of points granted when an employee obtains right to receive benefits by meeting certain conditions (passage of three years after granting of points, in principle). Shares to be offered to employees, including those for future, shall be acquired in advance by cash contributed to the trust and managed separately as trust assets.

(ii) Company's shares remaining in trust

The Company's shares remaining in trust is recorded as treasury shares in the part of net assets at the book value in trust (excluding the amount as ancillary expenses). The book value and number of shares of the relevant treasury shares are ¥2,615 million and 847 thousand shares.

2. Transactions to offer the Company's shares to Directors through trust

From the perspective of strengthening corporate governance, the Company aims to give Directors of the Company and its subsidiaries (Seibu Railway Co., Ltd., SEIBU PRINCE HOTELS WORLDWIDE INC., SEIBU REALTY SOLUTIONS INC. (currently SEIBU REAL ESTATE INC.), Seibu Bus Co., Ltd., Izuhakone Railway Co., Ltd. and Ohmi Railway Co., Ltd.; hereinafter referred to as "Subsidiaries") (in either case, excluding Outside Directors; hereinafter referred to as "Eligible Directors") incentives to further contribute toward maximizing the corporate value and shareholder value by further clarifying the link between the remuneration for the Eligible Directors and the medium- to long-term improvement in the corporate performance and the shareholder value of the Company. In this end the Company enters into transactions to offer the Company's shares to the Eligible Directors through trust.

(1) Description of transactions

The Board Benefit Trust (BBT) is a share-based remuneration system under which, using the money the Company contributes as funds, the Company's shares are to be acquired by the trust (hereinafter the trust that is established based on the BBT is referred to as the "Trust") and the Company's shares and the amount of cash equivalent to the market price of the Company's shares (hereinafter referred to as the "Company's Shares, etc.") are to be provided through the Trust to the Eligible Directors in accordance with the officer stock benefit rules (annual incentive) and the officer stock benefit rules (long-term incentive) stipulated by the Company and Subsidiaries. The BBT consists of the Annual Incentive System through which the Eligible Directors receive the Company's Shares, etc. annually while in office depending on their respective positions and the degree of achievement of the performance goals and the Long-term Incentive System through which the Eligible Directors receive the Company's Shares, etc. upon their retirement as Directors depending on their respective positions. The Annual Incentive System covers Directors of the Company only whereas the Long-term Incentive System covers Directors of the Company and Subsidiaries.

In addition, at the 20th Annual General Meeting of Shareholders to be held on June 24, 2025, the Company will propose a revision of this system, following a revision of the remuneration system for Officers. The revised system is a share-based remuneration system under which, using the money the Company contributes as funds, the Company's shares are to be acquired by the Trust and the Company's shares and the amount of money equivalent to the market price of the Company's shares, etc. are to be provided through the Trust to the Directors in accordance with the officer stock benefit rules "performance-linked portion" and the officer stock benefit rules "fixed portion by position" established by the Company. The System shall consist of the performance-linked portion system through which Directors receive the Company's Shares, etc. upon their retirement as Directors, based on their respective position, the achievement of performance targets for three fiscal years, etc., and the fixed portion by position system through which Directors receive the Company's Shares, etc. upon their retirement as Directors depending on their respective positions. The performance-linked portion system will be paid only for Directors of the Company and the fixed portion by position system will be paid to Directors of the Company and its subsidiaries.

(2) Company's shares remaining in trust

The Company's shares remaining in trust is recorded as treasury shares in the part of net assets at the book value in trust (excluding the amount as ancillary expenses). The book value and number of shares of the relevant treasury shares are ¥1,304 million and 493 thousand shares.

Non-consolidated Balance Sheet

(As of March 31, 2025)

(Millions of yen)

Item	Amount	Item	Amount
Assets		Liabilities	
I. Current assets	547,645	I. Current liabilities	111,059
1. Cash and deposits	188,638	1. Short-term borrowings	12,557
2. Accounts receivable - trade	4,006	2. Short-term borrowings from subsidiaries and associates	56,003
3. Securities	49,954	3. Current portion of long-term borrowings	37,944
4. Short-term loans receivable from subsidiaries and associates	300,535	4. Accounts payable - other	1,914
5. Accounts receivable - other	1,010	5. Accrued expenses	234
6. Prepaid expenses	238	6. Income taxes payable	682
7. Deposits paid	5,217	7. Provision for bonuses	199
8. Other	785	8. Other provisions	69
9. Allowance for doubtful accounts	(2,742)	9. Other	1,454
II. Non-current assets	407,716	II. Non-current liabilities	498,937
1. Property, plant and equipment	1,642	1. Bonds payable	50,000
(1) Buildings	1,156	2. Long-term borrowings	444,938
(2) Machinery and equipment	3	3. Provision for retirement benefits	650
(3) Tools, furniture and fixtures	482	4. Provision for retirement benefits for directors (and other officers)	169
2. Intangible assets	4,609	5. Provision for share awards for directors (and other officers)	482
(1) Trademark right	8	6. Other provisions	2,119
(2) Software	3,331	7. Other	577
(3) Software in progress	1,269		
3. Investments and other assets	401,464	Total liabilities	609,997
(1) Investment securities	810		
(2) Shares of subsidiaries and associates	399,856	Net assets	
(3) Deferred tax assets	739	I. Shareholders' equity	345,174
(4) Other	58	1. Share capital	50,000
		2. Capital surplus	285,030
		(1) Other capital surplus	285,030
		3. Retained earnings	42,346
		(1) Legal retained earnings	5,801
		(2) Other retained earnings	36,545
		Reserve for specific stocks purchase	1,493
		Retained earnings brought forward	35,051
		4. Treasury shares	(32,203)
		II. Valuation and translation adjustments	17
		1. Valuation difference on available-for-sale securities	17
		III. Share acquisition rights	173
		Total net assets	345,364
Total assets	955,362	Total liabilities and net assets	955,362

Non-consolidated Statement of Income

(From April 1, 2024 to March 31, 2025)

(Millions of yen)

Item	Amount	
I. Operating revenue		
1. Dividends from subsidiaries and associates	20,065	
2. Commissions from subsidiaries and associates	15,655	
3. Other operating revenue	66	35,787
II. Selling, general and administrative expenses		15,847
Operating profit		19,939
III. Non-operating income		
1. Interest income	6,896	
2. Other	499	7,396
IV. Non-operating expenses		
1. Interest expenses	5,821	
2. Interest on bonds	231	
3. Other	999	7,052
Ordinary profit		20,283
V. Extraordinary losses		
1. Loss on retirement of non-current assets	51	
2. Loss on valuation of shares of subsidiaries and associates	124	
3. Other	0	175
Profit before income taxes		20,107
Income taxes - current	487	
Income taxes - deferred	(286)	201
Profit		19,906

Non-consolidated Statement of Changes in Equity

(From April 1, 2024 to March 31, 2025)

(Millions of yen)

	Shareholders' equity						
	Share capital	Capital surplus		Legal retained earnings	Retained earnings		
		Other capital surplus	Total capital surpluses		Other retained earnings		Total retained earnings
					Reserve for specific stocks purchase	Retained earnings brought forward	
Balance at beginning of period	50,000	285,040	285,040	4,912	—	26,418	31,330
Changes during period							
Dividends of surplus				888		(9,778)	(8,889)
Profit						19,906	19,906
Purchase of treasury shares							
Disposal of treasury shares		(10)	(10)				
Provision for reserve for specific stocks purchase					1,493	(1,493)	
Net changes in items other than shareholders' equity							
Total changes during period	—	(10)	(10)	888	1,493	8,635	11,017
Balance at end of period	50,000	285,030	285,030	5,801	1,493	35,051	42,346

	Shareholders' equity		Valuation and translation adjustments		Share acquisition rights	Total net assets
	Treasury shares	Total shareholders' equity	Valuation difference on available-for-sale securities	Total valuation and translation adjustments		
Balance at beginning of period	(632)	365,738	5	5	184	365,929
Changes during period						
Dividends of surplus		(8,889)				(8,889)
Profit		19,906				19,906
Purchase of treasury shares	(31,847)	(31,847)				(31,847)
Disposal of treasury shares	276	266				266
Provision for reserve for specific stocks purchase						
Net changes in items other than shareholders' equity			12	12	(11)	0
Total changes during period	(31,571)	(20,564)	12	12	(11)	(20,564)
Balance at end of period	(32,203)	345,174	17	17	173	345,364

Notes to Non-consolidated Financial Statements

Important accounting policies

1. Valuation bases and methods of assets

Valuation bases and methods of securities

Held-to-maturity bonds

Stated at amortized cost (straight-line method).

Shares of subsidiaries

Stated at cost based on the moving-average method.

Other securities

Other than shares, etc. that do not have a market price

Stated at fair value based on the market price or the like at the fiscal year-end.

(Unrealized gains and losses are included in a separate component of net assets, and cost of sales is determined based on the moving-average method.)

Shares, etc. that do not have a market price

Stated at cost based on the moving-average method.

Contributions to limited liability partnerships engaged in investment business and similar partnerships (contributions deemed as securities as per Article 2, paragraph (2) of the Financial Instruments and Exchange Act) are reported using a method that treats the amount (net) equivalent to the equity ownership portion based on the latest available financial statements depending on the reporting date stipulated in the partnership agreement.

2. Depreciation and amortization method for non-current assets

(1) Property, plant and equipment

Depreciated using the straight-line method.

The useful lives are as follows:

Buildings	8 to 38 years
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Machinery and equipment	8 years
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Tools, furniture and fixtures	2 to 20 years
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(2) Intangible assets

Amortized using the straight-line method.

Software for internal use is stated using the straight-line method based on usable period within the Company (mainly 5 years).

3. Allowances and provisions

(1) Allowance for doubtful accounts

To prepare for losses from bad debt, an estimated uncollectible amount is recognized based on individual consideration of collectability for specific receivables such as doubtful accounts, etc.

(2) Provision for bonuses

To prepare for the payment of bonuses to employees, the amount expected to be paid is recognized.

(3) Provision for retirement benefits

To prepare for the payment of retirement benefits to employees, the amount based on the estimated retirement benefits obligation and fair value of plan assets as of the end of the current fiscal year is recognized.

Actuarial gains and losses are amortized in the fiscal year following the fiscal year in which the gains or losses are recognized by the straight-line method over periods (14 years) which are equal to or shorter than the average remaining years of service of the eligible employees.

(4) Provision for retirement benefits for directors (and other officers)

To prepare for the payment of retirement benefits to Directors, the amount to be paid at the fiscal year-end, based on the Rules on Directors' Retirement Benefits, is recognized.

(5) Provision for share awards for directors (and other officers)

To prepare for the payment of share awards to Directors, the amount expected to be paid based on the officer stock benefit rules, is recognized.

4. Standards for recognizing revenue and expenses

Revenue of the Company mainly consists of business management fees and dividends from subsidiaries. For the business management fees, the provision of business management operations to subsidiaries based on the contents of a contract is the performance obligation, and revenue is recognized at the time when the business management operations are carried out, since this is when the Company's performance obligation is satisfied. Dividend income is recognized on the effective date of the dividends.

5. Other significant matters that form the basis for preparing the non-consolidated financial statements

(1) Method of hedge accounting

- Method of hedge accounting
Special treatment is applied for interest rate swaps.
- Hedging instruments and hedged items
Interest rate swap transactions are used for interest on variable-rate long-term borrowings.
- Hedging policy
To mitigate interest rate fluctuation risks, hedges are performed to the extent that requirements of hedge accounting are met.
- Method of assessing hedge effectiveness
Assessment of effectiveness is omitted for interest rate swaps since special treatment is applied for them.

(2) Treatment of retirement benefits

The accounting method for unrecognized actuarial gains and losses, unrecognized past service costs and net retirement benefit obligation at transition for retirement benefits is different from the accounting method for these items in the consolidated financial statements.

(3) Method of treatment of significant deferred assets

Bond issuance cost is fully accounted for as expenses when incurred.

(4) Translation of assets or liabilities denominated in foreign currencies

Monetary receivables and payables denominated in foreign currencies are translated into Japanese yen at the spot exchange rates as of the non-consolidated balance sheet date. The foreign exchange gains and losses from translation are recognized as profit and loss in the non-consolidated statements of income.

Notes on changes in accounting policies

1. Application of “Accounting Standard for Current Income Taxes” and other relevant ASBJ regulations
The Company has applied the “Accounting Standard for Current Income Taxes” (Accounting Standards Board of Japan (ASBJ) Statement No. 27, October 28, 2022; the “Revised Accounting Standard of 2022”) and other relevant ASBJ regulations from the beginning of the fiscal year ended March 31, 2025. Previously, calculated amounts of corporate taxes, inhabitants taxes and enterprise taxes on earnings, etc. (“current income taxes”) were recorded in profit or loss in accordance with laws and regulations. Moving forward, current income taxes on earnings will be recorded in profit or loss, shareholders’ equity, or valuation and translation adjustments according to the transaction, etc. from which those taxes were incurred. Concerning current income taxes recorded in valuation and translation adjustments, when a transaction, etc., which is the reason for said current income taxes to be applied, is recorded in profit or loss, the corresponding amount of tax will be recorded in profit or loss. Additionally, if the transaction, etc. subject to taxation is related to shareholders’ equity or valuation and translation adjustments in addition to profit or loss, and it is difficult to calculate the amount of current income taxes to be applied to shareholders’ equity or valuation and translation adjustments, the amount of such taxes will be recorded in profit or loss.
Revisions to categories for recording current income taxes conform to the transitional treatment in the proviso of paragraph 20-3 of the Revised Accounting Standard of 2022. This has no effect on the financial statements.

Notes on changes in presentation

1. Non-consolidated statement of income
“Provision of allowance for doubtful accounts,” which was separately presented in the fiscal year ended March 31, 2024, is included in “Other” under non-operating expenses due to the reduced significance of the amount from the fiscal year ended March 31, 2025.
In the fiscal year ended March 31, 2024, “Provision of allowance for doubtful accounts” was ¥737 million.

Notes on changes in accounting estimates

1. Change in the number of years over which actuarial gains and losses are amortized in the accounting treatment for retirement benefits
The number of years over which actuarial gains and losses are amortized in the accounting treatment for retirement benefits has been changed from 15 years to 14 years from the fiscal year ended March 31, 2025, because the employees’ average remaining years of service has been shortened.
As a result of this change, Operating profit, Ordinary profit, and Profit before income taxes for the fiscal year ended March 31, 2025 each decreased by ¥13 million.

Notes to the non-consolidated balance sheet

1. Accumulated depreciation of assets

Accumulated depreciation of property, plant and equipment	¥1,264 million
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2. Guarantee obligations
The Company has provided guarantees as follows on rent, etc. based on a fixed-term building lease contract with the company described below:

SEIBU PRINCE HOTELS WORLDWIDE INC.	¥24 million
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3. Monetary claims and monetary debts to subsidiaries and associates (excluding items shown separately)

Short-term monetary claim	¥4,959 million
Long-term monetary claim	¥10 million
Short-term monetary debt	¥445 million

4. Loan commitment agreements

The Company has entered into loan commitment agreements with seven banks to efficiently raise working capital.

The balance of unexecuted borrowings at the end of the current fiscal year is as follows:

Total amount of loan commitments	¥90,000 million
Borrowings outstanding	¥– million
Balance of unexecuted borrowings	¥90,000 million

5. Restrictive financial covenant for maintaining net assets and profits

- (1) The Company has made a commitment for its borrowings described below as follows. If the Company violates the commitment, the benefit of time may be forfeited for the relevant obligations.

Borrowings

Current portion of long-term borrowings	¥1,000 million
Long-term borrowings	¥1,000 million
Total	¥2,000 million

Commitments

- In the consolidated balance sheet at the end of each fiscal year and at the end of the second quarter, the Company shall maintain its total net assets of 75% or higher compared to that in the immediately preceding fiscal year (including the second quarter) and ¥200,800 million or more.
- In the consolidated statement of income for each fiscal year, operating losses are not incurred for two periods in a row.

- (2) Other than the above, the Company has made a commitment for its borrowings described below as follows. If the Company violates the commitment, the benefit of time may be forfeited for the relevant obligations.

Borrowings

Long-term borrowings	¥10,000 million
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Commitments

- In the consolidated balance sheet at the end of each fiscal year and at the end of the second quarter, the Company shall maintain its total net assets of 75% or higher compared to that in the immediately preceding fiscal year (including the second quarter) and ¥253,200 million or more.
- In the consolidated statement of income for each fiscal year, operating losses are not incurred for two periods in a row.

- (3) Other than the above, the Company has made a commitment for its borrowings described below as follows. If the Company violates the commitment, the benefit of time may be forfeited for the relevant obligations.

Borrowings

Long-term borrowings	¥8,000 million
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Commitments

- In the consolidated balance sheet at the end of each fiscal year and at the end of the second quarter, the Company shall maintain its total net assets of 75% or higher compared to that in the immediately preceding fiscal year (including the second quarter) and ¥259,200 million or more.
- In the consolidated statement of income for each fiscal year, operating losses are not incurred for two periods in a row.

- (4) Other than the above, the Company has made a commitment for its borrowings described below as follows. If the Company violates the commitment, the benefit of time may be forfeited for the relevant obligations.

Borrowings

Long-term borrowings	¥10,000 million
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Commitments

- In the consolidated balance sheet at the end of each fiscal year and at the end of the second quarter, the Company shall maintain its total net assets of 75% or higher compared to that in the immediately preceding fiscal year (including the second quarter) and ¥280,000 million or more.
- In the consolidated statement of income for each fiscal year, operating losses are not incurred for two periods in a row.

- (5) Other than the above, the Company has made a commitment for its loan commitment agreement dated on April 7, 2021 described in “4. Loan commitment agreements” above as follows. If the Company violates the commitment, the benefit of time may be forfeited for the relevant obligations.

Commitments

- In the consolidated balance sheet at the end of each fiscal year and at the end of the second quarter, the Company shall maintain its total net assets of 75% or higher compared to that in the immediately preceding fiscal year (including the second quarter) and ¥280,000 million or more.

- (6) Other than the above, the Company has made a commitment for its borrowings described below as follows. If the Company violates the commitment, the benefit of time may be forfeited for the relevant obligations.

Borrowings

Long-term borrowings	¥15,000 million
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Commitments

- In the consolidated balance sheet at the end of each fiscal year and at the end of the second quarter, the Company shall maintain its total net assets of 75% or higher compared to that in the immediately preceding fiscal year (including the second quarter) and ¥283,400 million or more.
- In the consolidated statement of income for each fiscal year, operating losses are not incurred for two periods in a row.

Notes to the non-consolidated statement of income

Amount of transactions with subsidiaries and associates (excluding items shown separately)

Volume of business transactions

Selling, general and administrative expenses	¥2,278 million
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Volume of other transactions	¥7,195 million
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Notes to the non-consolidated statement of changes in equity

Class and number of treasury shares

(Shares)				
Class of shares	Number of shares at beginning of the current fiscal year	Increase	Decrease	Number of shares at end of the current fiscal year
Common shares	389,590	9,912,234	107,000	10,194,824

Notes: 1. The increase in treasury shares is as follows:

- Increase due to purchase of treasury shares 6,488,600 shares
- Increase due to acquisition of the Company's shares by Custody Bank of Japan, Ltd. (Trust E Account) 3,423,500 shares
- Increase due to purchase of fractional shares 134 shares

2. The decrease in treasury shares is as follows:

- Decrease due to sale of the Company's shares by Custody Bank of Japan, Ltd. (Trust E Account) 62,700 shares
- Decrease due to provision of the Company's shares by Custody Bank of Japan, Ltd. (Trust E Account) 36,800 shares
- Decrease due to the exercise of stock option rights 7,500 shares

3. Total number of treasury shares indicated above includes the Company's shares of 3,521,400 held by Custody Bank of Japan, Ltd. (Trust E Account).

Tax effect accounting

Deferred tax assets arose mainly due to the recognition of provision for share awards and provision for retirement benefits. Deferred tax liabilities arose mainly due to the recognition of reserve for specific stocks purchase.

Transactions with related parties

Subsidiaries

(Millions of yen)

Classification	Name of company, etc.	Ratio of voting rights, etc. held	Relationship with related parties	Transactions	Amount of transactions	Item	Balance at end of period
Subsidiary	Seibu Railway Co., Ltd.	Owning Direct 100%	Major Group company Interlocking directorate, etc.	Receipt of dividends (Note 1)	20,001	—	—
				Business management, etc. (Note 2)	6,267	Accounts receivable - trade	1,712
				CMS transactions (Notes 3 and 4)	9,500	Short-term loans receivable from subsidiaries and associates	229,477
				Receipt of interest (Note 4)	2,310	Accounts receivable - other	206
	SEIBU REALTY SOLUTIONS INC. (Note 6)	Owning Direct 100%	Major Group company Interlocking directorate, etc.	Business management, etc. (Note 2)	7,117	Accounts receivable - trade	1,945
				CMS transactions (Notes 3 and 4)	(382,325)	Short-term borrowings from subsidiaries and associates	36,533
				Collection of funds	3,000	Short-term loans receivable from subsidiaries and associates	—
				Receipt of interest (Note 4)	3,283	Long-term loans receivable from subsidiaries and associates	—
	SEIBU PRINCE HOTELS WORLDWIDE INC.	Owning Direct 100%	Major Group company Interlocking directorate, etc.	CMS transactions (Notes 3 and 4)	6,400	Accounts receivable - other	37
	‘Aina Kamali’i Corporation	Owning Indirect 100%	Lending of loans, etc.	Lending of loans (Note 4)	13,456	Short-term loans receivable from subsidiaries and associates	13,456
	Blue Incubation Co., Ltd.	Owning Direct 100%	Lending of loans, etc.	Underwriting of capital increase (Note 5)	210	—	—

Transaction terms and conditions and policy for deciding the terms and conditions, etc.

- Notes: 1. These are the year-end dividends (¥46.16 per share) for the fiscal year ended March 31, 2024 from Seibu Railway Co., Ltd.
2. This is mainly the receipt of fees for business management operations for Seibu Railway Co., Ltd. and SEIBU REALTY SOLUTIONS INC. Business management fees are determined based on reasonable calculation between the Company and Seibu Railway Co., Ltd., SEIBU REALTY SOLUTIONS INC., and other eight major group companies with which the Company has entered into a business management agreement.
3. The transaction amounts for cash management system (CMS) transactions are the net amounts of the difference between the beginning and the end of the fiscal year.
4. These are loans to or from Seibu Railway Co., Ltd., SEIBU REALTY SOLUTIONS INC., SEIBU PRINCE HOTELS, WORLDWIDE INC., and ‘Aina Kamali’i Corporation. Interest rates are reasonably determined in consideration of market interest rates.
5. The Company underwrote capital increase made by a subsidiary.
6. SEIBU REALTY SOLUTIONS INC. changed the company name to SEIBU REAL ESTATE INC. on April 1, 2025

Revenue recognition

Information that forms the basis for understanding revenue from contracts with customers is as described in “4. Standards for recognizing revenue and expenses” under “Important accounting policies.”

Amounts per share

Net assets per share ¥1,101.91

Basic earnings per share ¥61.97

Note: Shares of the Company retained in trust and recorded as treasury shares under shareholders' equity are included in treasury shares deducted from total number of issued shares at end of period when calculating net assets per share. Moreover, in calculating basic earnings per share, they are included in the number of treasury shares deducted from the average number of outstanding shares during period.

The number of treasury shares at end of period deducted in calculating net assets per share was 3,521,400, and the average number of treasury shares during period deducted in calculating the basic earnings per share was 1,057,990.

Significant events after the reporting period

Not applicable.

(Translation)

Independent Auditor's Report

May 19, 2025

The Board of Directors
Seibu Holdings Inc.

Ernst & Young ShinNihon LLC
Tokyo office
YAMAZAKI Kazuhiko
Certified Public Accountant
Designated and Engagement Partner
MORIYA Takahiro
Certified Public Accountant
Designated and Engagement Partner
YOSHIDA Seishi
Certified Public Accountant
Designated and Engagement Partner

Opinion

Pursuant to Article 444, Paragraph (4) of the Companies Act, we have audited the consolidated financial statements, that is, the consolidated balance sheet, consolidated statement of income, consolidated statement of changes in equity and notes to consolidated financial statements of Seibu Holdings Inc. (the "Company") applicable to the fiscal year from April 1, 2024 to March 31, 2025.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position and results of operations of the Seibu Group, which consisted of the Company and its consolidated subsidiaries, applicable to the fiscal year ended March 31, 2025 in accordance with accounting principles generally accepted in Japan.

Basis for Opinion

We conducted our audit in accordance with auditing standards generally accepted in Japan. Our responsibilities under those standards are further described in the *Auditor's Responsibility for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Company and its consolidated subsidiaries in accordance with the code of professional ethics in Japan, and we have fulfilled other ethical responsibilities as the auditors. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other information

The other information consists of the business report and its supplementary schedules. Management is responsible for preparing and disclosing the other information. The Audit & Supervisory Board Members and the Audit & Supervisory Board are responsible for overseeing the execution of duties by the Directors in designing and operating the financial reporting process of the other information.

The other information does not fall under the scope of our opinion on the consolidated financial statements, and we express no opinion on the other information.

Our responsibility in auditing the consolidated financial statements is to read through the other information and, in the course of reading, consider whether there are any material differences between the other information and the consolidated financial statements or our knowledge obtained in the course of our audit, and to pay attention to whether there are any other signs of material errors in the other information in addition to such material differences.

If, based on the work we have performed, we determine that there are material errors in the other information, we are required to report that fact.

We have nothing to report with respect to the other information.

Responsibility of Management, Audit & Supervisory Board Members and Audit & Supervisory Board for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with accounting principles generally accepted in Japan, and for designing and operating such

internal control as management determines is necessary to enable the preparation and fair presentation of the consolidated financial statements that are free from material misstatement, whether due to fraud or error. In preparing the consolidated financial statements, management is responsible for assessing whether it is appropriate to prepare the consolidated financial statements on the going concern basis of accounting and disclosing, as applicable, matters related to going concern in accordance with accounting principles generally accepted in Japan.

The Audit & Supervisory Board Members and the Audit & Supervisory Board are responsible for overseeing the execution of duties by the Directors in designing and operating the financial reporting process.

Auditor's Responsibility for the Audit of the Consolidated Financial Statements

Our responsibility is to express an opinion on the consolidated financial statements in our auditor's report from an independent standpoint based on our audit by obtaining reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the decision-making of users of the consolidated financial statements. As part of an audit in accordance with auditing standards generally accepted in Japan, we perform the following by exercising professional judgment and maintaining professional skepticism throughout the audit.

- We identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, and then design and perform audit procedures responsive to those risks. The procedures selected and applied depend on the auditors' judgment. Further, we obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.
- In making those risk assessments, we consider internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, while the purpose of the audit of the consolidated financial statements is not expressing an opinion on the effectiveness of the internal control.
- We evaluate the appropriateness of accounting policies and their method of application adopted by management, as well as the reasonableness of accounting estimates made by management and adequacy of related notes thereto.
- We conclude on the appropriateness of management's use of the going concern basis of accounting to prepare the consolidated financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the going concern basis of accounting. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the notes to consolidated financial statements or, if such disclosures are inadequate, to express a qualified opinion with an exceptive item on the consolidated financial statements. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause an entity to cease to continue as a going concern.
- We evaluate the overall presentation, structure and content of the consolidated financial statements, including the related notes thereto, and whether the consolidated financial statements and notes thereto represent the underlying transactions and events in a manner that achieves fair presentation in accordance with accounting principles generally accepted in Japan.
- We plan and conduct audit of the consolidated financial statements in order to obtain sufficient and appropriate audit evidence regarding the financial information of the Company and its consolidated subsidiaries to provide basis to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and review of the audit on the consolidated financial statements. We remain solely responsible for our audit opinion.

We communicate with the Audit & Supervisory Board Members and the Audit & Supervisory Board regarding the planned scope and timing of the audit, significant audit findings including any significant deficiencies in internal control that we identify during our audit, and any other matters required by the auditing standards. We also provide the Audit & Supervisory Board Members and the Audit & Supervisory Board with a statement that we have complied with the regulations on professional ethics in Japan regarding independence, and communicate with them all matters that may reasonably be thought to bear on our independence, and where applicable, countermeasures to eliminate factors that may hinder our independence or related safeguards to mitigate such factors to an acceptable level.

Conflicts of Interest

We or the engagement partners have no interest in the Company and its consolidated subsidiaries which should be disclosed in accordance with the Certified Public Accountants Act.

Independent Auditor's Report

May 19, 2025

The Board of Directors
Seibu Holdings Inc.

Ernst & Young ShinNihon LLC
Tokyo office
YAMAZAKI Kazuhiko
Certified Public Accountant
Designated and Engagement Partner
MORIYA Takahiro
Certified Public Accountant
Designated and Engagement Partner
YOSHIDA Seishi
Certified Public Accountant
Designated and Engagement Partner

Opinion

Pursuant to Article 436, Paragraph (2), Item 1 of the Companies Act, we have audited the non-consolidated financial statements, that is, the non-consolidated balance sheet, non-consolidated statement of income, non-consolidated statement of changes in equity, and notes to non-consolidated financial statements, and the supplementary schedules (hereinafter, collectively, the "non-consolidated financial statements, etc.") of Seibu Holdings Inc. (the "Company"), applicable to the 20th business year from April 1, 2024 to March 31, 2025. In our opinion, the non-financial statements, etc. referred to above present fairly, in all material respects, the financial position and results of operations of the Company, applicable to the fiscal year ended March 31, 2025 in accordance with accounting principles generally accepted in Japan.

Other information

The other information consists of the business report and its supplementary schedules. Management is responsible for preparing and disclosing the other information. The Audit & Supervisory Board Members and the Audit & Supervisory Board are responsible for overseeing the execution of duties by the Directors in designing and operating the financial reporting process of the other information.

The other information does not fall under the scope of our opinion on the non-consolidated financial statements, etc., and we express no opinion on the other information.

Our responsibility in auditing the non-consolidated financial statements, etc. is to read through the other information and, in the course of reading, consider whether there are any material differences between the other information and the non-consolidated financial statements, etc. or our knowledge obtained in the course of our audit, and to pay attention to whether there are any other signs of material errors in the other information in addition to such material differences.

If, based on the work we have performed, we determine that there are material errors in the other information, we are required to report that fact.

We have nothing to report with respect to the other information.

Basis for Opinion

We conducted our audit in accordance with auditing standards generally accepted in Japan. Our responsibilities under those standards are further described in the *Auditor's Responsibility for the Audit of the Non-consolidated Financial Statements, etc.* section of our report. We are independent of the Company in accordance with the code of professional ethics in Japan, and we have fulfilled our other ethical responsibilities as the auditors. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Responsibility of Management, Audit & Supervisory Board Members and Audit & Supervisory Board for the Non-consolidated Financial Statements, etc.

Management is responsible for the preparation and fair presentation of the non-consolidated financial statements, etc. in accordance with accounting principles generally accepted in Japan, and for designing and operating such internal control as management determines is necessary to enable the preparation and fair

presentation of the non-consolidated financial statements, etc. that are free from material misstatement, whether due to fraud or error.

In preparing the non-consolidated financial statements, etc., management is responsible for assessing whether it is appropriate to prepare the non-consolidated financial statements, etc. on the going concern basis of accounting and disclosing, as applicable, matters related to going concern in accordance with accounting principles generally accepted in Japan.

The Audit & Supervisory Board Members and the Audit & Supervisory Board are responsible for overseeing the execution of duties by the Directors in designing and operating the financial reporting process.

Auditor's Responsibility for the Audit of the Non-consolidated Financial Statements, etc.

Our responsibility is to express an opinion on the non-consolidated financial statements, etc. in our auditor's report from an independent standpoint based on our audit by obtaining reasonable assurance about whether the non-consolidated financial statements, etc. as a whole are free from material misstatement, whether due to fraud or error. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the decision-making of users of the non-consolidated financial statements, etc.

As part of an audit in accordance with auditing standards generally accepted in Japan, we perform the following by exercising professional judgment and maintaining professional skepticism throughout the audit.

- We identify and assess the risks of material misstatement of the non-consolidated financial statements, etc. whether due to fraud or error, and then design and perform audit procedures responsive to those risks. The procedures selected and applied depend on the auditors' judgment. Further, we obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.
- In making those risk assessments, we consider internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, while the purpose of the audit of the non-consolidated financial statements, etc. is not expressing an opinion on the effectiveness of the internal control.
- We evaluate the appropriateness of accounting policies and their method of application adopted by management, as well as the reasonableness of accounting estimates made by management and adequacy of related notes thereto.
- We conclude on the appropriateness of management's use of the going concern basis of accounting to prepare the non-consolidated financial statements, etc. and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the going concern basis of accounting. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the notes to non-consolidated financial statements, etc. or, if such disclosures are inadequate, to express a qualified opinion with an exceptive item on the non-consolidated financial statements, etc. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause an entity to cease to continue as a going concern.
- We evaluate the overall presentation, structure and content of the non-consolidated financial statements, etc., including the related notes thereto, and whether the non-consolidated financial statements, etc. and notes thereto represent the underlying transactions and events in a manner that achieves fair presentation in accordance with accounting principles generally accepted in Japan.

We communicate with the Audit & Supervisory Board Members and the Audit & Supervisory Board regarding the planned scope and timing of the audit, significant audit findings including any significant deficiencies in internal control that we identify during our audit, and any other matters required by the auditing standards. We also provide the Audit & Supervisory Board Members and the Audit & Supervisory Board with a statement that we have complied with the regulations on professional ethics in Japan regarding independence, and communicate with them all matters that may reasonably be thought to bear on our independence, and where applicable, countermeasures to eliminate factors that may hinder our independence or related safeguards to mitigate such factors to an acceptable level.

Conflicts of Interest

We or the engagement partners have no interest in the Company which should be disclosed in accordance with the Certified Public Accountants Act.

Audit Report

Based on the audit report prepared by each Audit & Supervisory Board Member with regard to the performance of duties by the Directors of Seibu Holdings Inc. (the “Company”) for the 20th fiscal year (from April 1, 2024 to March 31, 2025), the Audit & Supervisory Board of the Company prepares this audit report after deliberation and hereby report, by a unanimous show of hands, as follows:

1. Auditing methods used by Audit & Supervisory Board Members and the Audit & Supervisory Board, and details of audit
 - (1) The Audit & Supervisory Board specified audit policies, assigned duties to each Audit & Supervisory Board Member and received reports from each Audit & Supervisory Board Member on the status of implementation and results of audit, and received reports from Directors, etc. and accounting auditors on the status of the performance of their duties and asked them for explanations as necessary.
 - (2) In conformity with the auditing standards stipulated by the Audit & Supervisory Board, and in accordance with auditing policies and the assignment of duties, all Audit & Supervisory Board Members strived to achieve effective communication with Directors, the Internal Audit Department and other employees, collected information and improved the audit environment. In addition, all Audit & Supervisory Board Members conducted an audit in the following methods.
 - i. All Audit & Supervisory Board Members attended the meetings of the Board of Directors and other important meetings, received reports from Directors and employees about the status of the performance of their duties, obtained explanations as necessary, reviewed important approval documents, and conducted investigations on the status of the business operations and assets of the Company at its head office. Furthermore, Audit & Supervisory Board Members also worked to facilitate communication and information exchange with the Directors, Audit & Supervisory Board Members and others of the subsidiaries of the Company, and received reports on the business conditions of subsidiaries as necessary.
 - ii. Audit & Supervisory Board Members received reports periodically from Directors and employees on the content of the resolution made by the Board of Directors concerning the development of a system for ensuring that the performance of duties by Directors conforms with laws and regulations and the Company's Articles of Incorporation, as described in the Company's business report, and other systems prescribed in Article 100, paragraphs (1) and (3) of the Regulation for Enforcement of the Company Act as systems necessary for ensuring proper business conduct by a stock company and a corporate group formed by its subsidiaries (internal control system), as well as the construction and status of operation of the internal control system developed based on said resolution. As necessary, Audit & Supervisory Board Members also asked for explanations from Directors and employees and expressed opinions. As for internal controls over financial reporting, reports made by Directors, etc. and Ernst & Young ShinNihon LLC about the status of assessment and audit of said internal controls were provided to Audit & Supervisory Board Members, who asked for explanations as necessary.
 - iii. We have monitored and verified whether the accounting auditor maintained independence and properly implemented its audit, received from the accounting auditor reports on the performance of its duties, and asked it for explanations as necessary. The accounting auditor reported to us that the “Systems for Ensuring Proper Execution of Duties” (listed in each item of Article 131 of Regulation on Accounting of Companies) have been developed in accordance with the “Quality Control Standards concerning Audit” (Business Accounting Council) and other applicable regulations, and we asked the accounting auditor for explanations as necessary.

Based on the methods mentioned above, we have reviewed the business report, and their supplementary schedule, financial statements (balance sheet, statement of income, statement of changes in equity, and notes to financial statements), and their supplementary schedules, and consolidated financial statements (consolidated balance sheet, consolidated statement of income, consolidated statement of changes in equity, and notes to consolidated financial statements) for the said fiscal year.

2. Audit results

(1) Results of audit of the business report, etc.

- i. We confirm that the business report and its supplementary schedules present fairly the situation of the Company in accordance with relevant laws and regulations and the Company's Articles of Incorporation.
- ii. With respect to the Directors' performance of their duties, we confirm that there has been no improper act committed or important violation of applicable laws and regulations or of the Articles of Incorporation.
- iii. We confirm that the details of the resolution made by the Board of Directors concerning the internal control system are proper. With respect to the description in the business report and the Directors' performance of their duties regarding the said internal control system, including internal controls over financial reporting, we confirm that there is no matter to be pointed out.

(2) Results of audit of financial statements and their supplementary schedules

We confirm that the auditing methods and results of Ernst & Young ShinNihon LLC, an accounting auditor, are proper.

(3) Results of audit of consolidated financial statements

We confirm that the auditing methods and results of Ernst & Young ShinNihon LLC, an accounting auditor, are proper.

May 20, 2025

The Audit & Supervisory Board,
Seibu Holdings Inc.

NAKAMURA Hitoshi [Seal]
Full-time Audit & Supervisory Board Member

NAKAGAWA Yoshihide [Seal]
Audit & Supervisory Board Member

YANAGISAWA Giichi [Seal]
Outside Audit & Supervisory Board Member

SAKAMOTO Chihiro [Seal]
Outside Audit & Supervisory Board Member