



September 26, 2025

To whom it may concern:

Company name	Seven Bank, Ltd.
Representative	Masaaki Matsuhashi, President and Representative Director
	(Security code: 8410, Prime Market of the Tokyo Stock Exchange)
Contact	Ken Shimizu, Managing Executive Officer and General Manager of Planning Division (TEL: 03-3211-3041)

## **Notice Concerning the Capital and Business Alliance with ITOCHU Corporation, Disposal of Treasury Stock through Third-Party Allotment, and Change of Major Shareholders**

The Company hereby announces that, at the meeting of its Board of Directors held on September 26, 2025, it resolved to enter into an agreement on capital and business alliance (hereinafter the “Capital and Business Alliance”) with ITOCHU Corporation (hereinafter “ITOCHU” or the “Scheduled Allottee”) and to dispose of treasury stock through a third-party allotment to ITOCHU (hereinafter the “Disposal of Treasury Stock”).

In addition, as a result of the Disposal of Treasury Stock, changes in the Company’s major shareholders are expected, and the Company hereby also gives notice thereof.

### **I. Capital and business alliance with ITOCHU Corporation**

#### **1. Purpose and reason for the Capital and Business Alliance**

The Company upholds its purpose: “We shape the future of everyday life by seeing your wishes and going beyond.” With more than 28,000 ATMs deployed nationwide, including those installed at 7-Eleven convenience stores, the Company provides a diverse range of financial services closely aligned with customers’ daily lives.

In its Medium-Term Management Plan formulated in 2021, the Company set forth basic measures for sustainable growth, including the reform of its core ATM platform business and the promotion of business diversification in strategic business fields through aggressive investment. Guided by these basic measures, the Company has been steadily advancing a variety of initiatives.

Meanwhile, the business environment surrounding the Group has undergone rapid changes in recent years, including rising prices and interest rates in Japan and overseas, diversification of payment methods driven by advances in digital technology, and new entrants from other industry sectors into the financial business. To further expand and enhance financial services that respond to customer needs while adapting to such changes in the business environment, the Company has been broadly examining its future strategies, including collaboration and alliances with external companies.

As a result of these considerations, the Company has decided to pursue collaboration with ITOCHU, a general trading company that, under its corporate philosophy of “*Sampo-yoshi*” (meaning good for the seller, good for the buyer, and good for society), leverages its diverse domestic and overseas business platforms with strengths in the consumer-related sector to the fullest extent, while creating new businesses and developing new customers from a market-oriented perspective that responds to market and consumer needs. Accordingly, the Company has resolved to enter into a capital and business alliance agreement with ITOCHU.

The Capital and Business Alliance is intended to maximize the resources and expertise of both groups to create value in new areas of financial service.

Specifically, by combining the Company's expertise accumulated in ATMs and retail financial services with ITOCHU's business platforms, the two companies aim to develop and deliver new financial services.

Through this alliance, both companies will seek to provide higher value-added financial services to customers and society as a whole, and to build innovative business models through collaboration that leverages the strengths of both parties.

## 2. Details of the Capital and Business Alliance

### (1) Business alliance

The Company and ITOCHU have agreed to work together on the following initiatives with the aim of enhancing the corporate value of both groups. The specific details of implementation, including timing, will be discussed and determined by the two companies in due course.

- To commence the installation of ATM machines operated by the Company in FamilyMart convenience stores operated by FamilyMart Co., Ltd., a subsidiary of ITOCHU.
- To engage in good faith discussions concerning business alliance and capital alliance between the two companies, as well as their respective subsidiaries and affiliates, in relation to credit card operations, payment services, and other financial businesses.

### (2) Capital alliance

On September 26, 2025, the Company entered into the Capital and Business Alliance Agreement with ITOCHU. In connection therewith, 191,700,000 shares of the Company's treasury stock will be allotted to ITOCHU, and ITOCHU is scheduled to subscribe for all of such shares. As a result, ITOCHU's shareholding ratio in the Company, calculated against the total number of issued shares (excluding treasury stock), is expected to be 16.34% (rounded to two decimal places). For details of the Disposal of Treasury Stock, please refer to "II. Disposal of treasury stock through third-party allotment."

In the Capital and Business Alliance Agreement, ITOCHU has expressed its intention, along with the acquisition of shares of the Company through the Disposal of Treasury Stock, to acquire additional shares of the Company through market purchases or other transactions until it holds 20% of the Company's voting rights, subject to obtaining the necessary licenses and authorizations from the relevant authorities (including the authorization to be obtained by a bank's major shareholders pursuant to Article 52-9, Paragraph 1 of the Banking Act and other licenses and authorizations under competition law). ITOCHU has explained that, in the event it comes to hold 20% of the Company's voting rights as a result of such additional acquisition, the Company is expected to become an equity-method affiliate of ITOCHU. Should this result in changes in the Company's other related company, such changes will be promptly disclosed.

## 3. Overview of the counterparty to the Capital and Business Alliance

For an overview of the Scheduled Allottee, the counterparty to the Capital and Business Alliance, please refer to "II. Disposal of treasury stock through third-party allotment, 6. Reason for selection of the Scheduled Allottee, etc., (1) Overview of the Scheduled Allottee."

## 4. Timetable

(1) Date of the Board of Directors' resolution	September 26, 2025
(2) Date of execution of the Capital and Business Alliance Agreement	September 26, 2025
(3) Date of payment for the Disposal of Treasury Stock	October 14, 2025

Note: The Disposal of Treasury Stock is conditional upon the Securities Registration Statement filed under the Financial Instruments and Exchange Act having become effective.

## 5. Outlook

The Company believes that the Capital and Business Alliance will contribute to the enhancement of its corporate value; however, the specific impact on its business performance for the fiscal year ending March 31, 2026 and thereafter is currently undetermined. Should any matters requiring disclosure arise in the course of further discussions between the two companies regarding the details of the business alliance, such matters will be disclosed promptly.

## II. Disposal of treasury stock through third-party allotment

### 1. Overview of the Disposal of Treasury Stock

(1) Date of disposal	October 14, 2025
(2) Number of shares for disposal	Common stock: 191,700,000 shares
(3) Disposal price	¥268 per share
(4) Amount of funds to be procured	¥51,375,600,000
(5) Method of offering or disposal (scheduled disposal recipient)	All shares will be allotted to ITOCHU by way of third-party allotment.
(6) Other matters	The payment for the Disposal of Treasury Stock is conditional upon the Securities Registration Statement filed under the Financial Instruments and Exchange Act having become effective.

### 2. Purpose and reason for the Disposal of Treasury Stock

The Company and ITOCHU believe that a business alliance will contribute to the enhancement of the corporate value of both companies. To establish a stable and reliable relationship between the two companies to ensure the steady promotion of the business alliance, the two companies have also agreed to form a capital alliance through ITOCHU's ownership of shares in the Company. For further details, please refer to "I. Capital and business alliance with ITOCHU Corporation, 1. Purpose and reason for the Capital and Business Alliance" above.

In considering this financing, the Company also examined various other alternatives, taking into account the impact on existing shareholders. However, for the reasons set forth below, the Company has determined that implementing the Disposal of Treasury Stock, with ITOCHU as the Scheduled Allottee, is the best course of action as a reliable and prompt means of strengthening capital.

- (i) Financing through indirect financing (bank borrowings) or through corporate bonds, including convertible-bond-type bonds with share acquisition rights, would involve additional debt financing, leading to a decline in the capital adequacy ratio and failing to contribute to the maintenance and strengthening of the Company's financial soundness.
- (ii) Public offerings, shareholder allotments, and rights offerings tend to require more time and higher costs compared to equity financing through third-party allotment, and since they do not involve a capital and business alliance that contributes to the enhancement of medium- to long-term corporate value and shareholder value, they are considered likely to have a direct impact on the stock price.
- (iii) Financing through share acquisition rights would not allow the Company to raise the necessary funds at the time of issuance, and depending on stock price trends, the Company may not be able to raise the amount of funds initially expected, or the actual proceeds may fall short of the initial expectations.

Although the Disposal of Treasury Stock will result in a certain level of dilution, the Company believes that building a cooperative relationship with ITOCHU under the Capital and Business Alliance will contribute to the enhancement of both its corporate value and shareholder value.

3. Amount and use of funds to be procured, and scheduled timing of expenditure

(1) Amount of funds to be procured

(i) Total amount to be paid in	¥51,375,600,000
(ii) Estimated amount of issuance costs	¥9,000,000
(iii) Estimated net proceeds	¥51,366,600,000

Notes 1. The estimated amount of issuance costs do not include consumption taxes.

2. The estimated amount of issuance costs primarily consists of legal fees, preparation expenses for the Securities Registration Statement, and other related documentation expenses.

(2) Specific use of funds to be procured

Specific use of funds	Amount (Millions of yen)	Scheduled timing of expenditure
Growth investments primarily for the installation of ATMs	51,366	From April 2026 to June 2027

Note: The funds to be raised will be held and managed in a bank account until actual disbursement.

The funds to be raised through the Disposal of Treasury Stock are scheduled to be applied to costs related to the installation of new ATMs and the replenishment of cash in ATMs, which are expected to arise in connection with the Capital and Business Alliance. For further details, please also refer to “I. Capital and business alliance with ITOCHU Corporation, 2. Details of the Capital and Business Alliance, (1) Business alliance” above. After the scheduled expenditure period, the installation of ATMs will be funded through the Company’s free cash flow and the cash flow generated from the newly installed ATMs, as well as through the optimal financing methods to be considered in light of the Company’s business conditions and the external environment at that time.

4. Views concerning rationality of use of funds

The Company believes that applying the funds to be raised through the Disposal of Treasury Stock to the uses described in “II. Disposal of treasury stock through third-party allotment, 3. Amount and use of funds to be procured, and scheduled timing of expenditure, (2) Specific use of funds to be procured” will contribute to the enhancement of the Company’s corporate value, and has determined that the use of funds to be raised through the Disposal of Treasury Stock is reasonable.

5. Rationality of disposal conditions, etc.

(1) Basis of calculation and specific details of the amount to be paid in

The amount to be paid in per share for the Disposal of Treasury Stock was determined to be ¥268, which is the simple average (rounded to the nearest whole number) of the closing prices of the Company’s common stock on Tokyo Stock Exchange, Inc. (hereinafter the “Tokyo Stock Exchange”) during the period from June 20, 2025, the business day immediately following June 19, 2025, the date on which the Company announced in its timely disclosure “Notice Concerning Acquisition of Treasury Stock and Repurchase of Treasury Stock Through the Off-Auction Own Share Repurchase Trading System (ToSTNeT-3)” the purchase of treasury stock through the Off-Auction Own Share Repurchase Trading System (ToSTNeT-3) from the three wholly owned subsidiaries (Seven-Eleven Japan Co., Ltd., Ito-Yokado Co., Ltd., and York Benimaru Co., Ltd.) of Seven & i Holdings Co., Ltd., which was then the Company’s parent company, to August 15, 2025, the business day immediately preceding which the Company announced in its timely disclosure “Notice Concerning Commencement of Capital and Business Alliance Discussions with ITOCHU Corporation” that it had commenced discussions with ITOCHU regarding the Capital and Business Alliance on August 18.

In determining the amount to be paid in, the Company adopted the average share price over the above period, rather than using the share price at a single point in time, on the basis that employing an average price over a certain period provides a more normalized price, eliminates temporary market fluctuations and other special factors, and ensures greater objectivity and reasonableness as a basis for calculation. The Company determined that it was appropriate to designate as such period the interval from June 20, 2025, the day immediately following the date of announcement of the above repurchase of treasury stock (which involved a significant change in the Company’s shareholder composition, as a result of which Seven & i Holdings Co., Ltd., the Company’s parent company at that time, ceased to be a parent company and became classified as “other related company”), to August 15, 2025, the business day immediately preceding which the Company announced the commencement of discussions regarding the Capital and Business Alliance with ITOCHU,

prior to the anticipated enhancement of the Company's corporate value through the Capital and Business Alliance being reflected in the market price of its stock.

It should be noted that the amount to be paid in per share for the Disposal of Treasury Stock (¥268) represents a discount of 7.6% to the closing price of the Company's common stock of ¥290 on the business day immediately preceding the date of the Board of Directors' resolution concerning the Disposal of Treasury Stock (hereinafter the "Board Resolution Date"), a discount of 7.2% to the simple average closing price of ¥288.7 during the one-month period immediately preceding the Board Resolution Date (from August 25, 2025 to September 25, 2025), a discount of 3.4% to the simple average closing price of ¥277.3 during the three-month period immediately preceding the Board Resolution Date (from June 25, 2025 to September 25, 2025), and a discount of 0.8% to the simple average closing price of ¥270.2 during the six-month period immediately preceding the Board Resolution Date (from March 25, 2025 to September 25, 2025) (all simple average closing prices rounded to one decimal place). This is in compliance with the Guidelines for Handling of Allotment of New Shares to Third Party issued by the Japan Securities Dealers Association, and therefore the Company has determined that the amount to be paid in does not constitute a particularly favorable price to the Scheduled Allottee.

Furthermore, with respect to the amount to be paid in, the Company has also obtained opinions from its four Audit & Supervisory Board Members (including two Outside Audit & Supervisory Board Members) that the determination of the amount to be paid in based on the above calculation basis is fair and appropriate, and that it does not constitute a particularly favorable price as it complies with the Guidelines for Handling of Allotment of New Shares to Third Party issued by the Japan Securities Dealers Association.

(2) Basis of judgment that the disposal quantity and impact of dilution are reasonable

The number of shares to be disposed of through the Disposal of Treasury Stock is 191,700,000 shares (corresponding to 1,917,000 voting rights), which represents 19.53% of the total number of issued shares of the Company's common stock (excluding treasury stock) of 981,485,325 as of June 30, 2025 (equivalent to 19.55% of the total voting rights of 9,807,557 as of June 30, 2025; both figures rounded to two decimal places). Accordingly, a certain level of dilution will occur.

However, the Company believes that the Disposal of Treasury Stock and the collaboration with ITOCHU under the Capital and Business Alliance will contribute to the enhancement of the Company's corporate value and ultimately lead to the improvement of existing shareholders' interests. Therefore, the Company has determined that the quantity of shares to be disposed of and the resulting level of dilution are reasonable in scale.

Moreover, as the dilution ratio resulting from the Disposal of Treasury Stock is less than 25% and does not involve a change of the controlling shareholder, it is not necessary to obtain an opinion from an independent third party or confirm shareholders' intentions pursuant to Rule 432 of the Securities Listing Regulations of the Tokyo Stock Exchange. Nevertheless, given that the dilution ratio is 19.55%, which constitutes a certain level of dilution, and that ITOCHU, the Scheduled Allottee, has indicated its intention to acquire additional shares of the Company through market purchases or other transactions, along with the acquisition of the Company's shares through the Disposal of Treasury Stock, the Company, out of consideration for the interests of existing shareholders, established a Special Committee pursuant to matters to be observed under the code of corporate conduct for third-party allotment. The Special Committee, composed of three independent members with no interest in the Company's management or ITOCHU, namely Mr. Yuji Hirako and Mr. Etsuhiro Takato, Independent Outside Directors of the Company, and Ms. Chieko Ogawa, an Independent Outside Audit & Supervisory Board Member of the Company, deliberated on the necessity and suitability of the Disposal of Treasury Stock. As a result, the Company received a report from the Committee on September 26, 2025, stating that the necessity and suitability of the Disposal of Treasury Stock are recognized. For further details, please refer to "II. Disposal of treasury stock through third-party allotment, 9. Matters concerning the procedure under the code of corporate conduct."

6. Reason for selection of the Scheduled Allottee, etc.

(1) Overview of the Scheduled Allottee

(1) Name	ITOCHU Corporation				
(2) Location	1-3, Umeda 3-chome, Kita-ku, Osaka				
(3) Job title and name of representative	Keita Ishii, President & Chief Operating Officer, Representative Director				
(4) Description of business	General trading company				
(5) Share capital	¥253,448 million				
(6) Date of establishment	December 1, 1949				
(7) Number of issued shares	1,584,889,504 shares				
(8) Fiscal year-end	March 31				
(9) Number of employees	115,089 (Consolidated)				
(10) Major trading partners	—				
(11) Main banks	Mizuho Bank, Ltd., Sumitomo Mitsui Banking Corporation, MUFG Bank, Ltd., and Sumitomo Mitsui Trust Bank, Limited				
(12) Major shareholders and ownership ratios	The Master Trust Bank of Japan, Ltd. (trust account)		16.36%		
	BNYM AS AGT/CLTS 10 PERCENT		10.29%		
	Custody Bank of Japan, Ltd. (trust account)		5.14%		
	JPMorgan Securities Japan Co., Ltd.		2.58%		
	Nippon Life Insurance Company		2.40%		
	Mizuho Bank, Ltd.		2.20%		
	STATE STREET BANK AND TRUST COMPANY 505001		2.19%		
	STATE STREET BANK WEST CLIENT – TREATY 505234		1.72%		
	JP MORGAN CHASE BANK 385781		1.33%		
Asahi Mutual Life Insurance Company		1.32%			
(13) Relationship between the parties					
Capital relationship	Not applicable.				
Personnel relationship	Not applicable.				
Business relationship	Not applicable.				
Applicability of related party	Not applicable.				
(14) Consolidated operating results and financial positions (under IFRS) for the last three years	(Millions of yen, unless otherwise noted)				
As of / Fiscal year ended	March 31, 2023	March 31, 2024	March 31, 2025		
Tota shareholders' equity	4,823,259	5,426,962	5,755,072		
Total assets	13,115,400	14,489,701	15,134,264		
Shareholders' equity per share (Yen)	3,314.35	3,771.77	4,059.19		
Revenues	13,945,633	14,029,910	14,724,234		
Gross trading profit	2,129,903	2,232,360	2,376,456		
Net profit attributable to ITOCHU	800,519	801,770	880,251		
Basic earnings per share attributable to ITOCHU (Yen)	546.10	553.00	615.65		
Dividend per share (Yen)	140.00	160.00	200.00		

Notes 1. As of March 31, 2025 (unless otherwise noted)

- The Scheduled Allottee, ITOCHU, is listed on the Prime Market of the Tokyo Stock Exchange. In its Corporate Governance Report filed to the Tokyo Stock Exchange (last updated on June 20, 2025), the Scheduled Allottee has explicitly stated its policy of cutting off any relationship and business with antisocial forces and groups that threaten the order and safety of civic society. The Scheduled Allottee has also declared that it develops and strengthens necessary internal systems by, for example, regularly conducting employee training and awareness programs and thoroughly confirming in advance that its business counterparts are not antisocial forces. Furthermore, under the Capital and Business Alliance Agreement concluded with the Scheduled Allottee, the Company has received

representations and warranties that the Scheduled Allottee is not an antisocial force and has no relationship with antisocial forces. Based on the foregoing, the Company has determined that the Scheduled Allottee and its officers have no relationship whatsoever with antisocial forces.

(2) Reason for selection of the Scheduled Allottee

Please refer to “I. Capital and business alliance with ITOCHU Corporation, 1. Purpose and reason for the Capital and Business Alliance” and “II. Disposal of treasury stock through third-party allotment, 2. Purpose and reason for the Disposal of Treasury Stock” above.

(3) Holding policy of the Scheduled Allottee

The Company has received an explanation from the Scheduled Allottee that it intends to hold, on a long-term basis, the shares of the Company’s common stock to be acquired through the Disposal of Treasury Stock.

In addition, by the allotment date, the Company plans to obtain a written undertaking from the Scheduled Allottee, under which, if the Scheduled Allottee transfers all or part of the shares of the Company’s common stock acquired through the Disposal of Treasury Stock within two years after the allotment, the Scheduled Allottee shall (1) promptly report in writing to the Company the name and address of the transferee, the number of shares transferred, the date of transfer, the transfer price, the reason for the transfer, and the method of transfer; (2) acknowledge that the Company will report such information in writing to Tokyo Stock Exchange, Inc.; and (3) consent to such information being made available for public inspection.

(4) Confirmation of existence of assets required for the Scheduled Allottee to make payment

Based on the consolidated financial statements set forth in ITOCHU’s Annual Securities Report for the 101st Fiscal Term, the Company has confirmed that ITOCHU, the Scheduled Allottee, holds sufficient cash and deposits and other current assets necessary to make payment for the Disposal of Treasury Stock, and therefore has determined that there will be no obstacle to such payment.

## 7. Major shareholders and shareholding ratios after the Disposal of Treasury Stock

Before disposal (As of June 30, 2025)		After disposal	
Seven-Eleven Japan Co., Ltd.	39.90%	Seven-Eleven Japan Co., Ltd.	33.38%
The Master Trust Bank of Japan, Ltd. (trust account)	9.53%	ITOCHU Corporation	16.34%
Custody Bank of Japan, Ltd. (trust account)	4.02%	The Master Trust Bank of Japan, Ltd. (trust account)	7.97%
Goldman Sachs Japan Co., Ltd. BNYM	1.33%	Custody Bank of Japan, Ltd. (trust account)	3.37%
GOLDMAN SACHS INTERNATIONAL	1.13%	Goldman Sachs Japan Co., Ltd. BNYM	1.11%
CGML PB CLIENT ACCOUNT/COLLATERAL	1.05%	GOLDMAN SACHS INTERNATIONAL	0.95%
Nomura Research Institute, Ltd.	1.02%	CGML PB CLIENT ACCOUNT/COLLATERAL	0.88%
NEC Corporation	1.02%	Nomura Research Institute, Ltd.	0.85%
JP MORGAN CHASE BANK 385781	0.93%	NEC Corporation	0.85%
STATE STREET BANK WEST CLIENT—TREATY 505234	0.86%	JP MORGAN CHASE BANK 385781	0.78%

Notes 1. The above table does not include treasury stock owned by the Company.

2. The shareholding ratio is calculated as the percentage of the number of shares held to the total number of issued shares (excluding treasury stock). Figures are rounded to two decimal places.
3. As announced in the “Notice Concerning Acquisition of Treasury Stock and Repurchase of Treasury Stock Through the Off-Auction Own Share Repurchase Trading System (ToSTNeT-3)” dated June 19, 2025 and the “Notice Concerning Results of Acquisition of Treasury Stock Through the Off-Auction Own Share Repurchase Trading System (ToSTNeT-3), Completion of Acquisition of Treasury Stock, and Change of the Parent Company” dated June 20, 2025, the Company conducted a repurchase of treasury stock through ToSTNeT-3 on June 20, 2025. The major shareholders and their shareholding ratio before and after the disposal reflect the results of such repurchase conducted on June 20, 2025.

## 8. Outlook

Please refer to “I. Capital and business alliance with ITOCHU Corporation, 5. Outlook” above.

## 9. Matters concerning the procedure under the code of corporate conduct

As the dilution ratio resulting from the Disposal of Treasury Stock is less than 25% and does not involve a change of the controlling shareholder, it is not necessary to obtain an opinion from an independent third party or confirm shareholders’ intentions pursuant to Rule 432 of the Securities Listing Regulations of the Tokyo Stock Exchange. Nevertheless, given that the dilution ratio is 19.55%, which constitutes a certain level of dilution, and that the Scheduled Allottee has indicated its intention to acquire additional shares of the Company through market purchases or other transactions, along with the acquisition of the Company’s shares through the Disposal of Treasury Stock, the Company, out of consideration for the interests of its existing shareholders, has decided to obtain an opinion on the necessity and suitability of the Disposal of Treasury Stock, pursuant to matters to be observed under the code of corporate conduct for third-party allotment, from the Special Committee composed of three members who are reasonably independent from the Company’s management and ITOCHU, namely Mr. Yuji Hirako and Mr. Etsuhiro Takato, Independent Outside Directors of the Company, and Ms. Chieko Ogawa, an Independent Outside Audit & Supervisory Board Member of the Company.

On September 26, 2025, the Company received a report from the Special Committee stating that, for the reason set forth below, the decision by the Company’s Board of Directors regarding the Disposal of Treasury Stock is not disadvantageous to the Company’s existing shareholders, will contribute to the enhancement of the Company’s corporate value, and that the necessity and suitability of the Disposal of Treasury Stock are recognized.

## ***Summary of the opinion of the Special Committee***

### **I. Conclusion**

The Committee is of the view that the necessity and suitability of the Disposal of Treasury Stock are recognized.

### **II. Reasons**

#### **1. Necessity of the Disposal of Treasury Stock**

##### **(1) Reasons and background for the Disposal of Treasury Stock**

Based on the materials reviewed by the Committee and the explanations and responses provided by the Company's personnel in charge, the reasons and background for the Company's implementation of the Disposal of Treasury Stock, as well as the intended use of proceeds, are as follows:

- (i) The Company upholds its purpose: "We shape the future of everyday life by seeing your wishes and going beyond." With more than 28,000 ATMs deployed nationwide, including those installed at 7-Eleven convenience stores, the Company provides a diverse range of financial services. In its Medium-Term Management Plan formulated in 2021, the Company set forth basic measures for sustainable growth, including the reform of its core ATM platform business and the promotion of business diversification in strategic business fields through aggressive investment. Guided by these basic measures, the Company has been steadily advancing a variety of initiatives.
- (ii) Meanwhile, the business environment surrounding the Group has undergone rapid changes in recent years, including rising prices and interest rates in Japan and overseas, diversification of payment methods driven by advances in digital technology, and new entrants from other industry sectors into the financial business. To further expand and enhance financial services that respond to customer needs while adapting to such changes in the business environment, the Company has been broadly examining its future strategies, including collaboration and alliances with external companies. As a result of these considerations, the Company has decided to pursue collaboration with the Scheduled Allottee, a general trading company that leverages its diverse domestic and overseas business platforms with strengths in the consumer-related sector to the fullest extent, while creating new businesses and developing new customers from a market-oriented perspective that responds to market and consumer needs.
- (iii) The Company has entered into the Capital and Business Alliance Agreement with the Scheduled Allottee to maximize the resources and expertise of both groups to create value in new areas of financial services. By combining the Company's expertise accumulated in ATMs and retail financial services with the Scheduled Allottee's business platforms, the two companies aim to develop and deliver new financial services. Specifically, the Company and the Scheduled Allottee intend to work together on the following initiatives with the aim of enhancing the corporate value of both groups:
  - To commence the installation of ATM machines operated by the Company in FamilyMart convenience stores operated by FamilyMart Co., Ltd., a subsidiary of the Scheduled Allottee.
  - To engage in good faith discussions concerning business alliance and capital alliance between the two companies, as well as their respective subsidiaries and affiliates, in relation to credit card operations, payment services, and other financial businesses.
- (iv) Given the discussions with the Scheduled Allottee, in promoting the initiatives described in (iii) above, the Company believes that strengthening its relationship with the Scheduled Allottee through acceptance of investment from the Scheduled Allottee is important. As a measure to achieve this, the Company intends to implement the Disposal of Treasury Stock, as a result of which the Scheduled Allottee's shareholding ratio in the Company, calculated against the total number of issued shares (excluding treasury stock), will be 16.34% (rounded to two decimal places). Furthermore, along with the acquisition of shares of the Company through the Disposal of Treasury Stock, the Scheduled Allottee has indicated its intention to acquire additional shares of the Company through market purchases or other transactions. Upon completion of such additional acquisition, the Scheduled Allottee has expressed its intention to hold 20% of the Company's voting rights and to treat the Company as an equity-method affiliate. From the perspective of building its relationship with the Scheduled Allottee, the Company has also consented to such additional acquisition.
- (v) The Company plans to apply the estimated total net proceeds of ¥51,366,600,000 from the Disposal of Treasury Stock to growth investments primarily for the installation of ATMs expected in connection with

the Capital and Business Alliance, including costs related to the installation of new ATMs and replenishment of cash in ATMs. The Company believes that this will contribute to enhancing its corporate value and increasing shareholder value through the improvement of its earnings capability.

(2) Summary

Based on the careful deliberations and examinations conducted by the Committee, the Committee understands the Company's explanations and conclusions regarding the reasons, background, and intended use of proceeds of the Disposal of Treasury Stock as described in (1) above, and is of the view that the necessity of the Disposal of Treasury Stock is recognized.

**2. Suitability in comparison with other financing methods**

(1) Comparison with other financing methods

For the reasons described in 1.(1) above, the Company considers that entering into a business alliance with the Scheduled Allottee will contribute to enhancing the corporate value of both companies. To ensure steady promotion of the business alliance, the two companies agreed to also form a capital alliance through the Scheduled Allottee's ownership of the Company's shares, and the Company chose to implement the Disposal of Treasury Stock.

As the Disposal of Treasury Stock will involve financing by the Company, the Company compared and examined multiple financing methods, taking into account the impact on existing shareholders. For the reasons set forth below, the Company determined that implementing the Disposal of Treasury Stock, with ITOCHU as the Scheduled Allottee, is the best course of action as a reliable and prompt means of strengthening capital.

- (i) Financing through indirect financing (bank borrowings) or through corporate bonds, including convertible-bond-type bonds with share acquisition rights, would involve additional debt financing, leading to a decline in the equity ratio and failing to contribute to the maintenance and strengthening of the Company's financial soundness, and therefore is not appropriate as a financing method in this case.
- (ii) Public offerings, shareholder allotments, and rights offerings tend to require more time and higher costs compared to equity financing through third-party allotment, and since they do not involve a capital and business alliance that contributes to the enhancement of medium- to long-term corporate value and shareholder value, they are considered likely to have a direct impact on the stock price, and therefore are not appropriate as a financing method in this case.
- (iii) Financing through share acquisition rights would not allow the Company to raise the necessary funds at the time of issuance, and depending on stock price trends, the Company may not be able to raise the amount of funds initially expected, or the actual proceeds may fall short of the initial expectations, and therefore is not appropriate as a financing method in this case.

Although the Disposal of Treasury Stock will result in dilution of the Company's shares, as described in 3.(2) below, the Company has determined that the Disposal of Treasury Stock will contribute to the enhancement of both the Company's corporate value and shareholder value, and ultimately to the improvement of existing shareholders' interests.

(2) Summary

Based on the above, the Company, after a multifaceted examination including comparison with other financing methods, determined that the Disposal of Treasury Stock is the optimal choice as it balances the impact on existing shareholders, the need for financing, and the strengthening of competitiveness through the implementation of the capital and business alliance, and that it will contribute to enhancing the Company's corporate value and shareholder value. The Committee also understands the Company's determination, and is of the view that the suitability of the Disposal of Treasury Stock in comparison with other financing methods is recognized.

**3. Suitability of the conditions of the Disposal of Treasury Stock**

(1) Suitability of the amount to be paid in per share

The Company determined the amount to be paid in per share for the Disposal of Treasury Stock to be ¥268, which is the simple average (rounded to the nearest whole number) of the closing prices of the Company's common stock on the Tokyo Stock Exchange during the period from June 20, 2025, the trading day immediately following June 19, 2025, the date on which the Company announced in its timely disclosure "Notice Concerning Acquisition of Treasury Stock and Repurchase of Treasury Stock Through the Off-

Auction Own Share Repurchase Trading System (ToSTNeT-3)" the repurchase of treasury stock through the Off-Auction Own Share Repurchase Trading System (ToSTNeT-3) from the three wholly owned subsidiaries (Seven-Eleven Japan Co, Ltd., Ito-Yokado Co., Ltd., and York Benimaru Co., Ltd.) of Seven & i Holdings Co., Ltd., which was then the Company's parent company, to August 15, 2025, the business day immediately preceding which the Company announced in its timely disclosure on August 18, 2025 "Notice Concerning Commencement of Capital and Business Alliance Discussions with ITOCHU Corporation" that it had commenced discussions with ITOCHU regarding the Capital and Business Alliance.

The Company adopted the average share price over the above period, rather than the share price at a single point in time, on the basis that employing an average price over a certain period provides a more normalized value, eliminates temporary market fluctuations and other special factors, and ensures greater objectivity and reasonableness as a basis for calculation. The Company determined that it was appropriate to designate as such period the interval from June 20, 2025, the day immediately following the announcement of the above repurchase of treasury stock (which involved a significant change in the Company's shareholder composition, as a result of which Seven & i Holdings Co., Ltd., the Company's parent company at that time, ceased to be a parent company and became classified as an "other related company"), until August 15, 2025, the business day immediately preceding which the Company announced the commencement of discussions regarding the Capital and Business Alliance with ITOCHU, prior to the anticipated enhancement of the Company's corporate value through the Capital and Business Alliance being reflected in the market price of its stock. In light of the movement of the Company's stock price, the Committee finds no unreasonable aspect in such determination. It should be noted that the amount to be paid in per share for the Disposal of Treasury Stock (¥268) represents a discount of 7.6% to the closing price of the Company's common stock of ¥290 on the trading day immediately preceding the Board Resolution Date (September 26, 2025), a discount of 7.2% to the simple average closing price of ¥288.7 during the one-month period immediately preceding the Board Resolution Date (from August 25, 2025 to September 25, 2025), a discount of 3.4% to the simple average closing price of ¥277.3 during the three-month period immediately preceding the Board Resolution Date (from June 25, 2025 to September 25, 2025), and a discount of 0.8% to the simple average closing price of ¥270.2 during the six-month period immediately preceding the Board Resolution Date (from March 25, 2025 to September 25, 2025) (All simple average closing prices rounded to one decimal place). Taking into account that the amount to be paid in, including the above discount rates, is in compliance with the Guidelines for Handling of Allotment of New Shares to Third Party issued by the Japan Securities Dealers Association, the Committee finds no unreasonable aspect in such determination.

## (2) Scale of dilution

The 191,700,000 shares to be disposed of through the Disposal of Treasury Stock represent 19.53% of the total number of issued shares of the Company's common stock (excluding treasury stock) of 981,485,325 shares as of June 30, 2025, and 19.55% of the total number of voting rights of 9,807,557 as of June 30, 2025. And after the Disposal of Treasury Stock, these 191,700,000 shares will represent 16.34% of the total number of issued shares of the Company's common stock (excluding treasury stock) of 1,173,185,325 shares and 16.35% of the total number of voting rights of 11,724,557 (calculated by adding the number of shares to be disposed of and voting rights thereof through the Disposal of Treasury Stock to the respective numbers of total issued shares and total voting rights as of June 30, 2025 described above). Accordingly, on the basis of the amount to be paid in described in (1) above, dilution of the Company's shares will occur.

However, the Company explained that it determined that promptly securing funds through the Disposal of Treasury Stock for building its relationship with the Scheduled Allottee and for growth investments in a wide range of financial fields including the ATM business, is essential for enhancing the Company's corporate value and shareholder value.

Although dilution of the Company's shares will occur through the Disposal of Treasury Stock, as described above, the Committee considers that the number of shares to be disposed of and the scale of dilution can be evaluated as not causing unfair disadvantage to existing shareholders, as the Disposal of Treasury Stock is expected to contribute to enhancing the Company's corporate value and shareholder value through strengthening its relationship with the Scheduled Allottee and securing funds for lending and investments in important business fields of the Company, thereby improving its earning capacity.

## (3) Other conditions of the Capital and Business Alliance Agreement

The Capital and Business Alliance Agreement provided to the Committee contains terms consistent with the

content of the Capital and Business Alliance (including the Disposal of Treasury Stock) as described in 1.(1) above.

From the perspectives of its impact on the Company's governance and maintaining an equal partnership with the Scheduled Allottee, the Committee finds no unreasonable aspect in the terms of the Capital and Business Alliance Agreement provided to it.

**(4) Fairness of procedures**

The Company's Board of Directors established the Committee, composed of three members who are Outside Directors or Outside Audit & Supervisory Board Members of the Company, independent of the Scheduled Allottee and the outcome of the Disposal of Treasury Stock, and also Independent Directors or Independent Audit & Supervisory Board Members under Rule 436-2 of the Securities Listing Regulations of the Tokyo Stock Exchange, namely Director Hirako, Director Takato, and Audit & Supervisory Board Member Ogawa. The Board of Directors consulted with the Committee on this matter and resolved, among other things, to make decisions regarding the Disposal of Treasury Stock while fully respecting the judgment of the Committee.

The Committee therefore considers that fair procedures were taken with respect to the consideration of the Disposal of Treasury Stock.

**(5) Summary**

As described above, the amount to be paid in per share is based on objective market prices and complies with the Guidelines for Handling of Allotment of New Shares to Third Party issued by the Japan Securities Dealers Association, and the Committee finds no unreasonable aspect in the determination of the amount to be paid in per share. Although dilution will occur as a result of the Disposal of Treasury Stock, the Committee considers that the number of shares to be disposed of and the scale of dilution are reasonable for existing shareholders, given that the Disposal of Treasury Stock is expected to contribute to enhancing the Company's corporate value and shareholder value. Furthermore, the Capital and Business Alliance Agreement contains terms consistent with the content of the Capital and Business Alliance, including the Disposal of Treasury Stock, as envisaged by the Company, and the Committee finds no unreasonable aspect therein.

Accordingly, the Committee is of the view that the suitability of the conditions of the Disposal of Treasury Stock is recognized.

**4. Appropriateness and validity of the allottee**

The Disposal of Treasury Stock is conducted as part of the Capital and Business Alliance, and in light of the reasons and background for the Disposal of Treasury Stock described in 1.(1) above, there is nothing unreasonable in the reason for selecting the allottee. In addition, there are no concerns regarding the financial capability of the Scheduled Allottee or any relationship with antisocial forces.

Accordingly, the Committee is of the view that the appropriateness and validity of the allottee in connection with the Disposal of Treasury Stock are recognized.

**5. Conclusion**

Based on the matters described in 1 through 4 above, the Committee is of the view that the necessity and suitability of the Disposal of Treasury Stock are recognized.

10. Operating results and status of equity finance executed for the last three years

(1) Operating results for the last three years (Consolidated)

As of / Fiscal year ended	March 31, 2023	March 31, 2024	March 31, 2025
Consolidated ordinary income	154,984	197,877	214,408
Consolidated ordinary profit	28,924	30,526	30,289
Net income attributable to owners of the parent	18,854	31,970	18,221
Net income per share (Yen)	16.03	27.25	15.57
Dividend per share (Yen)	11.00	11.00	11.00
Net assets per share (Yen)	213.08	231.24	236.93

(2) Current number of issued shares and potential shares (As of March 31, 2025)

	Number of shares	Ratio to the number of issued shares
Number of issued shares	1,179,308,000 shares	100.00%
Number of potential shares at current conversion price (exercise price)	3,617,200 shares	0.31%
Number of potential shares at the lower limit of the conversion price (exercise price)	— shares	—
Number of potential shares at the upper limit of the conversion price (exercise price)	— shares	—

(3) Status of recent stock prices

(i) Status for the last three years

Fiscal year ended	March 31, 2023	March 31, 2024	March 31, 2025	(Yen)
Opening price	238	267	296.9	
Highest price	286	331.7	350.0	
Lowest price	236	262	240.3	
Closing price	265	295.7	280.0	

(ii) Status for the last six months

	Apr. 2025	May 2025	Jun. 2025	Jul. 2025	Aug. 2025	Sep. 2025	(Yen)
Opening price	282.6	258.0	272.3	262.1	270.3	290.0	
Highest price	282.8	280.3	273.2	277.8	297.7	295.0	
Lowest price	233.4	250.1	261.0	261.1	267.2	285.1	
Closing price	256.2	276.9	263.0	271.2	290.3	290.0	

Note: Stock prices for September 2025 are presented as of September 25, 2025.

(iii) Stock prices on the business day immediately preceding the date of resolution for issuance

	September 25, 2025	(Yen)
Opening price	289.7	
Highest price	291.5	
Lowest price	289.0	
Closing price	290.0	

(4) Status of equity finance executed for the last three years

Not applicable.

11. Particulars of disposal

(1) Number of shares for disposal	Common stock: 191,700,000 shares
(2) Disposal price	¥268 per share
(3) Total disposal price	¥51,375,600,000
(4) Method of disposal	Disposal of treasury stock through third-party allotment
(5) Scheduled disposal recipient	ITOCHU Corporation
(6) Application deadline	October 14, 2025
(7) Date of disposal	October 14, 2025
(8) Other	The Disposal of Treasury Stock is conditional upon the Securities Registration Statement filed under the Financial Instruments and Exchange Act having become effective.

### III. Change of major shareholders

#### 1. Background of the change

As all 191,700,000 shares of the Company's common stock to be disposed of through the Disposal of Treasury Stock will be disposed of to the Scheduled Allottee, ITOCHU, as set forth in "II. Disposal of treasury stock through third-party allotment, 1. Overview of the Disposal of Treasury Stock" above, it is expected that there will be a change in the Company's major shareholders, as described below.

#### 2. Scheduled date of change

October 14, 2025

#### 3. Overview of the shareholder subject to change

Please refer to "II. Disposal of treasury stock through third-party allotment, 6. Reason for selection of the Scheduled Allottee, etc."

#### 4. Number of voting rights (number of shares) held by the shareholder before and after the change, and the percentage of total voting rights

	Number of voting rights (number of shares held)	Percentage of total voting rights	Ranking among major shareholders
Before change (As of March 31, 2025)	—	—	—
After change	1,917,000 (191,700,000 shares)	16.35%	Second

Notes

1. The percentage of total voting rights after the change is calculated based on the total number of issued shares of 1,179,308,000 as of March 31, 2025, reflecting the purchase of treasury stock conducted on June 20, 2025 and the results of the Disposal of Treasury Stock, and deducting 6,852,300 shares without voting rights.
2. The percentages of total voting rights are rounded to two decimal places.

#### 5. Outlook

Please refer to "I. Capital and business alliance with ITOCHU Corporation, 5. Outlook" above.

End