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Document for submission:	Extraordinary report
Authority:	Director-General of the Kanto Finance Bureau
Filing date:	May 29, 2025
Company name:	Seven & i Holdings Co., Ltd.
Company name in English:	Seven & i Holdings Co., Ltd.
Name and title of representative:	Stephen Hayes Dacus, Representative Director & President, CEO
Location of head office:	8-8 Nibancho, Chiyoda-ku, Tokyo
Tel number:	(03) 6238-3000 (operator)
Name of contact:	Akira Okamoto, Senior Officer of the Accounting Department
Nearest contact site:	8-8 Nibancho, Chiyoda-ku, Tokyo
Tel number:	(03) 6238-3000 (operator)
Name of contact:	Akira Okamoto, Senior Officer of the Accounting Department
Place for inspection:	Tokyo Stock Exchange, Inc. (2-1 Nihonbashi Kabutocho, Chuo-ku, Tokyo)

1. Reason for submission

As the following resolutions were made at the Company's 20th Annual Shareholders' Meeting held on May 27, 2025, this Company hereby submits this extraordinary report pursuant to the provisions of Article 24-5, paragraph (4) of the Financial Instruments and Exchange Act and Article 19, paragraph (2), item (ix)-2 of the Cabinet Office Ordinance on Disclosure of Corporate Affairs, Etc.

2. Particulars of the report

(1) Date of the shareholders' meeting: May 27, 2025

(2) Contents of the resolution items

Item No. 1: Appropriation of retained earnings

Matters concerning year-end dividends

¥20 per share of the Company's common stock

Item No. 2: Decrease in additional paid-in capital (additional paid-in capital transferred to other capital surplus)

In order to increase the amount available for distribution and prepare for future capital policies, ¥450.0 billion will be withdrawn from the additional paid-in capital and transferred to other capital surplus, in accordance with the provisions of Article 448, Paragraph 1 of the Companies Act.

Item No. 3: Partial amendment of the Articles of Incorporation

1. Reason for amendment

In order to enable flexible operation of Shareholders' Meetings, the person authorized to convene and chair Shareholders' Meetings, as stipulated in Article 15 of the current Articles of Incorporation, shall be changed to the Director who is predetermined by the Board of Directors.

2. Details of amendments

The proposed amendments are as follows:

(Underlined portions indicate amendments.)

Current provisions of the Articles of Incorporation	Proposed amendments
Article 15(Convener and Chairperson) 1. Shareholders meetings shall be convened and chaired by <u>the president</u> . 2. If the <u>president's</u> position is vacant or <u>the president</u> is unable to attend to his/her duties, a shareholders meeting shall be convened and chaired by one of the other directors in the order predetermined by the board of directors.	Article 15(Convener and Chairperson) 1. Shareholders meetings shall be convened and chaired by <u>the director who is predetermined by the board of directors</u> . 2. If the position <u>of the director predetermined pursuant to the preceding paragraph</u> is vacant or <u>the predetermined director</u> is unable to attend to his/her duties, a shareholders meeting shall be convened and chaired by one of the other directors in the order predetermined by the board of directors.

Item No. 4: Election of thirteen (13) Directors

The following persons are to be elected as Directors: Junro Ito, Stephen Hayes Dacus, Shigeki Kimura, Yoshimichi Maruyama, Tamaki Wakita, Fuminao Hachiuma, Yoshiyuki Izawa, Meyumi Yamada, Paul Yonamine, Takashi Sawada, Masaki Akita, Tatsuya Terazawa and Christine Edman.

(Note) The Chinese character of the name of Mr. Yoshiyuki Izawa contains characters other than those available under the provisions of "Notes on special measures for procedures using electronic data processing systems for disclosure" and "Specifications on document files to be submitted" (Planning and Coordination Bureau, Financial Services Agency), and therefore they are substituted by characters that can be used on the electronic disclosure system (EDINET).

Item No. 5: Election of one (1) Audit & Supervisory Board Member

The following person is to be elected as Audit & Supervisory Board Member: Shinya Ishii.

Item No. 6: Revision to amount of compensation for Directors

Item No. 7: Determining compensation related to restricted stock units (RSU) for Directors (excluding Outside Directors)

(3) Number of voting rights for approval/dissent/abstention by expression of intent for the resolution items, requirements for the resolution items to be approved, and results of the resolutions

Resolution items	Approval	Dissent	Abstention	Voting results	
				Approval rate	Result
Item No. 1	20,626,597	59,648	23,353	99.60%	Approved
Item No. 2	20,598,222	88,023	23,353	99.46%	Approved
Item No. 3	20,616,566	69,649	23,353	99.55%	Approved
Item No. 4					
Junro Ito	18,452,431	2,229,186	27,889	89.10%	Approved
Stephen Hayes Dacus	19,568,348	1,107,294	33,862	94.49%	Approved
Shigeki Kimura	20,053,955	632,201	23,353	96.83%	Approved
Yoshimichi Maruyama	19,933,089	753,068	23,353	96.25%	Approved
Tamaki Wakita,	20,002,692	683,438	23,380	96.59%	Approved
Fuminao Hachiuma	20,060,204	625,955	23,353	96.86%	Approved
Yoshiyuki Izawa	19,582,295	1,103,857	23,353	94.56%	Approved
Meyumi Yamada	20,032,918	653,242	23,353	96.73%	Approved
Paul Yonamine	20,058,994	627,138	23,380	96.86%	Approved
Takashi Sawada	20,066,970	619,182	23,353	96.90%	Approved
Masaki Akita	20,145,876	540,284	23,353	97.28%	Approved
Tatsuya Terazawa	20,142,723	543,437	23,353	97.26%	Approved
Christine Edman	20,161,652	524,508	23,353	97.35%	Approved
Item No. 5					
Shinya Ishii	20,078,202	608,023	23,353	96.95%	Approved
Item No. 6	20,332,946	333,192	43,428	98.18%	Approved
Item No. 7	20,113,402	572,808	23,380	97.12%	Approved

Note : The requirements for each resolution item to be approved are as follows:

Item No.1, Item No.2, Item No.6 and Item No.7 to be approved by a majority of voting rights of shareholders in attendance who are entitled to exercise their voting rights.

Item No.3 to be approved by one third or more attendance of shareholders who are entitled to exercise their voting rights and by two third or more of voting rights of the shareholders in attendance.

Item No.4 and Item No.5 to be approved by one third or more attendance of shareholders who are entitled to exercise their voting rights and by a majority of voting rights of the shareholders in attendance.

(4) Reason for not counting some of the votes of the shareholders who attended the Annual Shareholders' Meeting in the number of votes

Since the total number of voting rights exercised in advance prior to the day before this Annual Shareholders' Meeting and the number of voting rights for and against each resolution item of some of the shareholders, who were in attendance on the day of the meeting, met the requirements for passage of the resolution items, the resolutions were thereby enacted in accordance with the Companies Act and, as a result, some of the votes were not included in the count.