



December 4, 2013

To whom it may concern:

Company name: Seven & i Holdings Co., Ltd.
Representative: Noritoshi Murata,
President and Representative Director
(Code No. 3382/First Section of the Tokyo Stock Exchange)

Notice Regarding the Conclusion of Share Transfer Agreement on Acquisition of Equity Stake in Barneys Japan Co., Ltd.

Seven & i Holdings Co., Ltd. (the Company) has announced that it has reached an agreement with Tokio Marine Capital Co., Ltd. regarding the acquisition of an equity stake in Barneys Japan Co., Ltd. (Barneys Japan) from a private equity fund (TMC), which is operated by Tokio Marine Capital. In conjunction with this share acquisition, the Company has concluded a share transfer agreement with TMC, with details as follows:

1. Purpose of the transaction

Through Sogo & Seibu Co., Ltd., which is a core company in the department store operations of our Group, the Company is taking on the challenge of creating “new department stores” that propose high-quality attractive lifestyles. In order to differentiate our stores from others, the Company desires to further strengthen its product development capabilities. Accordingly, the Company is working to strengthen retailer-managed merchandise, focusing on private-brand products. To this end, the Company plans to make full use of its expertise, such as the Barneys Japan’s product merchandising and visual merchandising abilities going forward.

Furthermore, the Company has decided to acquire the equity stake in Barneys Japan to augment its expertise needed for creating “new department stores” with its global brand power (namely, the excellent BARNEYS NEW YORK brand), and its wide-ranging merchandising together with its capability to propose creative coordinates, mixing brand and tastes to the varied fashion preferences of highly sensitive customers. Moreover, the Company expects to generate synergies with its department store operations at an early stage through co-working with Barneys Japan which maintains profitability based on a high gross margin ratio and strong brand loyalty from excellent highly discriminating customers.

The Company also envisages forming alliances in the “Omni Channel” electronic commerce field, in which the Group is actively making business efforts.

2. Overview of Barneys Japan

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| (1) Name: | Barneys Japan Co., Ltd. |
| (2) Representative: | Shinichi Uetadani, Representative Board Director and President |
| (3) Location of headquarters: | 5-33-8, Sendagaya, Shibuya-ku, Tokyo |
| (4) Establishment: | June 16, 1989 |
| (5) Principal business activities: | Import and sales of men’s apparel, women’s apparel, clothing sundries, cosmetics and gift products. |
| (6) Fiscal year-end: | February |
| (7) Number of employees: | 611 (as of June 30, 2013, excluding part-time employees) |

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| (8) | Number of stores: | 10 stores (as of November 30, 2013, including 5 outlet stores) |
| (9) | Paid-in capital: | 4,990 million yen |
| (10) | Number of shares issued: | 255,601 shares |
| (11) | Net sales: | 19,522 million yen (fiscal year ended February 2013) |
| (12) | Major shareholders: | Sumitomo Corporation: 127,801 shares
TMC: 127,800 shares |
| (13) | Relationship between the
Company and the said company | Capital relationship: None
Person relationship: None
Business relationship: None
Related party status: None |

3. Outline of the share acquisition

(1) Number of shares to be acquired

127,800 shares (All shares of Barneys Japan that TMC owns)

(2) Schedule of share acquisition

December 3, 2013: Conclusion of share transfer relevant agreement with Tokio Marine Capital Co., Ltd.

By the end of January 2014: Payment date (scheduled)

However, it is possible that the payment date may be changed due to such circumstances as the granting of approval by the regulatory authorities.

4. Outlook

The agreement will have only a minimal effect on the Company's consolidated business results for the fiscal year ending February 2014, but this acquisition measure is expected to contribute to the Company's profits over the medium- to and long -terms.