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March 5, 2025

To whom it may concern

Company name: TRIAL Holdings, Inc.
Name of representative: Koichi Kameda,
Representative Director and President
(Securities code: 141A; TSE Growth
Market)
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**Notice Concerning Acquisition of Shares of Seiyu Co., Ltd.
(Making it a Wholly Owned Subsidiary)**

TRIAL Holdings, Inc. (the “Company”) hereby announces that at the Board of Directors meeting held on March 5, 2025, we resolved to acquire all shares of Seiyu Co., Ltd. (hereinafter referred to as “Seiyu”) and make Seiyu into a wholly owned subsidiary, as described below.

1. Reason for acquisition of shares

We operate a distribution and retail business focusing on discount stores primarily in the Kyushu area and develop a retail AI business, leveraging digital technologies such as IoT and AI to promote digital transformation (DX) in the retail industry.

In the distribution and retail business, we have achieved high customer appeal through our Every Day Low Price strategy, which has proven effective in the current inflationary environment. As part of our growth strategy, we have identified sustainable growth through strengthening existing stores, new store openings, enhancing “food” and improving profitability. Specific initiatives include store renovations focusing on retail technology, the development of tasty and low-price ready meals and private brand (PB) products, and reinforcement of cost leadership.

Seiyu owns a strong business foundation with numerous well-located stores primarily in the Kanto area, close to major railway stations. Seiyu also possesses competitive product capabilities centered on PB products, its own manufacturing facilities and robust relationships with suppliers, including manufacturers.

The acquisition of Seiyu as a wholly owned subsidiary will effectively and efficiently enable us to establish a business foundation not only in the Kyushu area, but also in densely populated areas such as the Kanto, Chubu and Kansai areas. As a result, we will become a retail group with consolidated sales exceeding 1 trillion yen.

Furthermore, there is limited geographic overlap between the stores of Seiyu and those of us, so we do not anticipate any dis-synergies such as store closures due to market cannibalization. Additionally, by acquiring Seiyu’s original products such as "Minasama no Osumitsuki" and "Shoku no Sachi," as well as its manufacturing bases, including process centers and central kitchens, we expect to strengthen our “food” and optimize production and logistics across the group.

We also anticipate synergies in our e-commerce (EC) business by leveraging Seiyu's EC operations to further enhance our own EC initiatives.

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In the retail AI business, we aim to eliminate inefficiencies in the distribution and retail industry through data collaboration with manufacturers, to improve the shopping experience by installation of “Skip Cart”, a cash register cart with tablet payment functions and to monetize retail media.

Integrating customer data which Seiyu and we own, as well as increasing the deployment of devices such as Skip Cart and In-Store Signage, will further promote the elimination of inefficiencies across the industry. In addition to Seiyu and us, this will improve the efficiency and profitability of the entire supply chain, including manufacturers, wholesalers and logistics companies.

By incorporating Seiyu as one of our core companies, we aim to further enhance our corporate value and advance the transformation of the distribution industry through our "Retail DX" initiatives.

2. Overview of the subsidiary (Seiyu Co., Ltd.) subject to change

(1)	Name	Seiyu Co., Ltd.		
(2)	Location	1-12-10 Kichijoji Honcho, Musashino-shi, Tokyo, Japan		
(3)	Job title and name of representative	Tsuneo Okubo, Representative Director and President		
(4)	Description of business	Operation of a retail chain selling groceries, apparel, household goods, etc.		
(5)	Share capital	100 million yen		
(6)	Date of establishment	December 14, 1946		
(7)	Major shareholders and voting rights ratios	SY Investment L.P. (85.00%) Asia Retail Finance N.K. (15.00%)		
(8)	Relationship between the Company and said company	Capital relationship	None	
		Personnel relationship	None	
		Business relationship	None	
(9)	Consolidated operating results and consolidated financial positions of said company for the last three years			
	As of / Fiscal year ended	Dec. 2021	Dec. 2022	Dec. 2023
	Consolidated net assets	-	118,939 million yen	117,569 million yen
	Consolidated total assets	-	332,942 million yen	320,752 million yen
	Consolidated net assets per share (Yen)	-	1,218.99 yen	1,206.09 yen
	Consolidated net sales	-	705,378 million yen	664,752 million yen
	Consolidated operating profit	-	24,210 million yen	31,490 million yen
	Consolidated ordinary profit	-	20,428 million yen	28,753 million yen
	Profit attributable to owners of parent	-	32,966 million yen	33,637 million yen
	Consolidated earnings per Share (Yen)	-	338.13 yen	344.95 yen
	Dividends per share	-	0 yen	370 yen

(Note 1) Due to the absorption merger effective June 1, 2024, wherein Seiyu became surviving company and Seiyu Holdings Co., Ltd. (“Seiyu HD”) was dissolved, the financial data for fiscal years ended December 2022 and December 2023 states the consolidated financial results and financial position of Seiyu HD.

(Note 2) Seiyu transferred its business in the Kyushu area in August 2024 and the Hokkaido area in October 2024 through absorption-type company split.

(Note 3) Following a corporate acquisition in March 2021, Seiyu implemented changes its accounting standards. Consequently, Seiyu did not conduct annual consolidated financial results for the fiscal year ended December

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2021. Therefore, Seiyu does not state financial results and financial position.

3. Overview of the counterparty to the acquisition of shares

(1) SY Investment L.P.

(1)	Name	SY Investment L.P.	
(2)	Location	5300 Commerce Court West, 199 Bay Street, Toronto, ON M5L 1B9 Canada	
(3)	Purpose of formation	Investment business	
(4)	Relationship between the Company and said fund	Relationship between the Company and said fund	None
		Relationship between the Company and operating partners	None
		Relationship between the Company and Japanese agent	None

(Note 4) Due to the request of the counterparty, basis of establishment, date of formation, total investment amount, investors, investment ratio, overview of investors, partners and Japanese agent, are undisclosed.

(2) Asia Retail Finance N.K.

(1)	Name	Asia Retail Finance N.K.	
(2)	Location	46A, Avenue J.F. Kennedy, L-1855 Luxembourg Grand-Duchy of Luxembourg	
(3)	Purpose of formation	Walmart Inc. established it for the purpose of investment in Seiyu.	
(4)	Relationship between the Company and said fund	Relationship between the Company and said fund	None
		Relationship between the Company and operating partners	None
		Relationship between the Company and Japanese agent	None

(Note 5) Due to the request of the counterparty, basis of establishment, date of formation, total investment amount, investors, investment ratio, overview of investors, partners and Japanese agent, are undisclosed.

4. Number of shares acquired, acquisition costs, and shareholding before and after acquisition

(1)	Number of Shares held before the change	0 shares (Number of voting rights: 0 units) (Ratio of voting rights held: 0.00%)	
(2)	Number of shares to be acquired	99,122,400 shares (Number of voting rights: 99,122,400)	
(3)	Acquisition costs	Common shares of Seiyu Co., Ltd. (Estimated amount):	380.0 billion yen
		Advisory fees, etc. (Estimated amount):	2.6 billion yen

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	Total (Estimated amount): 382.6 billion yen In determining the acquisition costs, to ensure fairness and appropriateness, we conducted proper due diligence through external experts and obtained a share valuation from an independent third-party valuation firm. The final costs were determined through mutual consultation at a reasonable level based on these assessments. Furthermore, as stipulated in the share purchase agreement, the acquisition costs of common share of Seiyu are expected to be adjusted according to changes in balance sheet and other factors of Seiyu just before date of commencement of share transfer.
(4) Number of shares held after the change	99,122,400 shares (Number of Voting Rights: 99,122,400) (Ratio of voting rights held: 100.00%)

(Note 6) There are types of preferred shares owned by minority shareholders other than SY Investment L.P. and Asia Retail Finance N.K.. These shares are scheduled to be converted into ordinary shares by the date of commencement of share transfer and will also be acquired by us. Therefore, the "(2) Number of shares to be acquired" and "(4) Number of shares held after the change" in the table above include the number of ordinary shares after the conversion.

5. Timetable

(1) Date of resolution at the meeting of the Board of Directors	March 5, 2025
(2) Date of conclusion of the agreement	March 5, 2025
(3) Date of commencement of share transfer	July 1, 2025 (Scheduled)

(Note 7) Date of commencement of share transfer is scheduled for July 1, 2025, but may change depending on the progress of procedures related to competition laws.

6. Financing Plan

The funds for the acquisition of shares will be sourced from our own funds, leveraging our solid financial position. We plan to utilize existing cash and newly arranged bank borrowings of 370 (Estimated amount) billion yen from banks. Furthermore, we expect to maintain our financial solidness even after the transaction and do not plan to raise funds through a new share issuance (equity financing) in connection with the acquisition.

7. Future Outlook

The consolidated financial forecast for the fiscal year ended June 2025 is currently under review. We will promptly disclose the outlook once any matters requiring disclosure, including the impact of this transaction on its performance.

Additionally, there will be no changes to our shareholder composition, executive structure, corporate name, or location as a result of this transaction.

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(Reference) Consolidated financial results forecasts for the current fiscal year (released on August 13, 2024) and actual consolidated results for the previous fiscal year

	Consolidated net sales	Consolidated operating profit	Consolidated ordinary profit	Profit attributable to owners of parent
Consolidated financial results forecasts for the current fiscal year (Fiscal year ending June 2025)	808,866 million yen	22,986 million yen	23,810 million yen	13,756 million yen
Actual consolidated results for the previous fiscal year (Fiscal year ended June 2024)	717,948 million yen	19,161 million yen	19,789 million yen	11,439 million yen