

**TRIAL**



**Presentation Material on the  
Acquisition of Shares in Seiyu Co., Ltd.  
(Full Ownership)**

**March 5, 2025**

**TRIAL Holdings, Inc.  
Seiyu Co., Ltd.**

# Contents

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- 2 Partnership Between Seiyu and TRIAL**
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A photograph of a TRIAL store exterior. The word "TRIAL" is prominently displayed in large, white, bold letters on the dark blue facade of the building. In the foreground, there are several rows of metal shopping carts and stacks of white pallets. The scene is set in a parking lot with a blue sky and some clouds. The image is partially obscured by a large, light blue diagonal graphic element that extends from the top left towards the center.

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# About TRIAL Group

# Nation-wide Network with Multiple Formats

Mainly open profitable Super centers, leveraging our ability to analyze trade areas through the use of data.  
Total Store count : 343 (As of February 28, 2025)

## Super Center (SuC)



**202** stores

Location: **Suburb** Floor Size: c. 4,000 m<sup>2</sup>  
Assortment: Daily necessities (Food & Non-Food)  
Number of item: c.60k-70k items

Always affordable  
**EDLP**

Traffic driving power as a daily necessities store

One-stop shopping  
focused on **'Food'**

New customer experiences  
through **Retail Tech**

## MEGA Center



**28** stores

Regional Cities c. 8,000m<sup>2</sup>  
Full Lineup (From food to hobby goods) c.100k items

## smart



**66** stores

Cities/ Small Trade Area c. 1,400m<sup>2</sup>  
Food c.30k items

## Small format



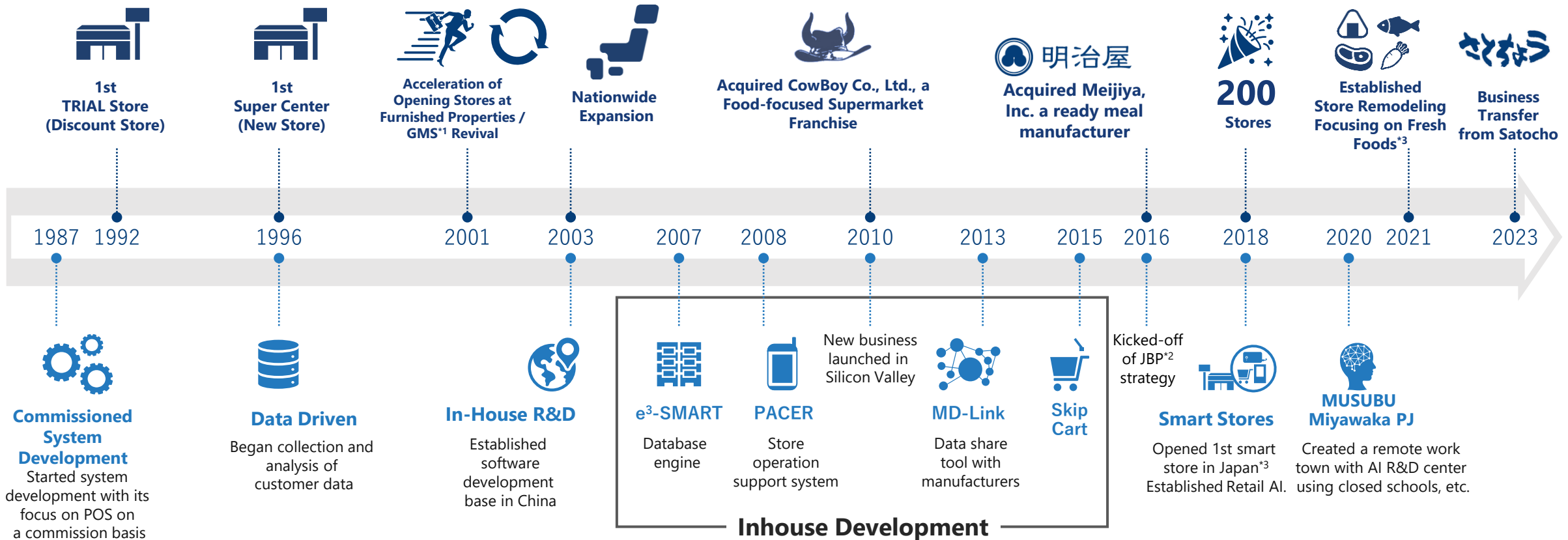
**47** stores

Cities/ Small Trade Area Up to c. 1,000m<sup>2</sup>  
Food c.7k-20k items

\*As of February 28, 2025

# History Started with IT

## TRIAL Retail Evolution of Real Stores and Expansion of Store Networks



### Retail Ai TRIAL Retail Tech Accumulation of IT / AI Practical Know-how Compatible with In-store Retail Operation

\*1 GMS: General Merchandising Store

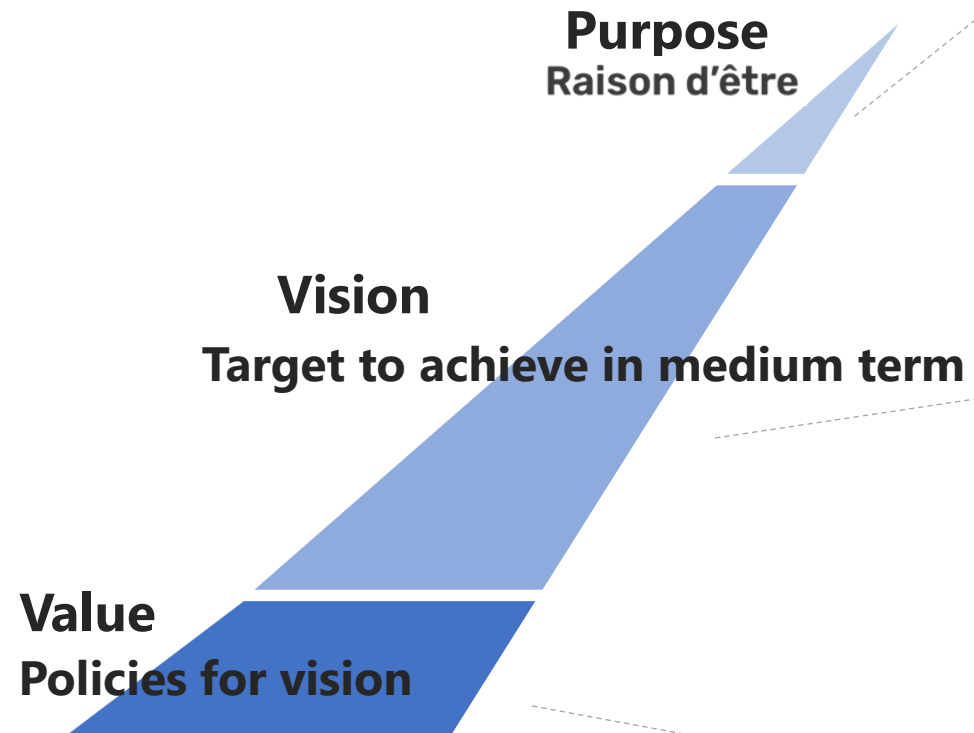
\*2 Joint Business Plan. Suppliers and retailers work together continuously and systematically based on a mutual understanding of the issues in stores.

\*3 Based on the Company's research. Smart stores are defined as stores that have introduced Skip Carts, which are cash register carts with tablet payment functions and cameras for monitoring the status of shelves.



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# Partnership Between Seiyu and TRIAL



**Enrich every aspect of people's lives through all we do.**

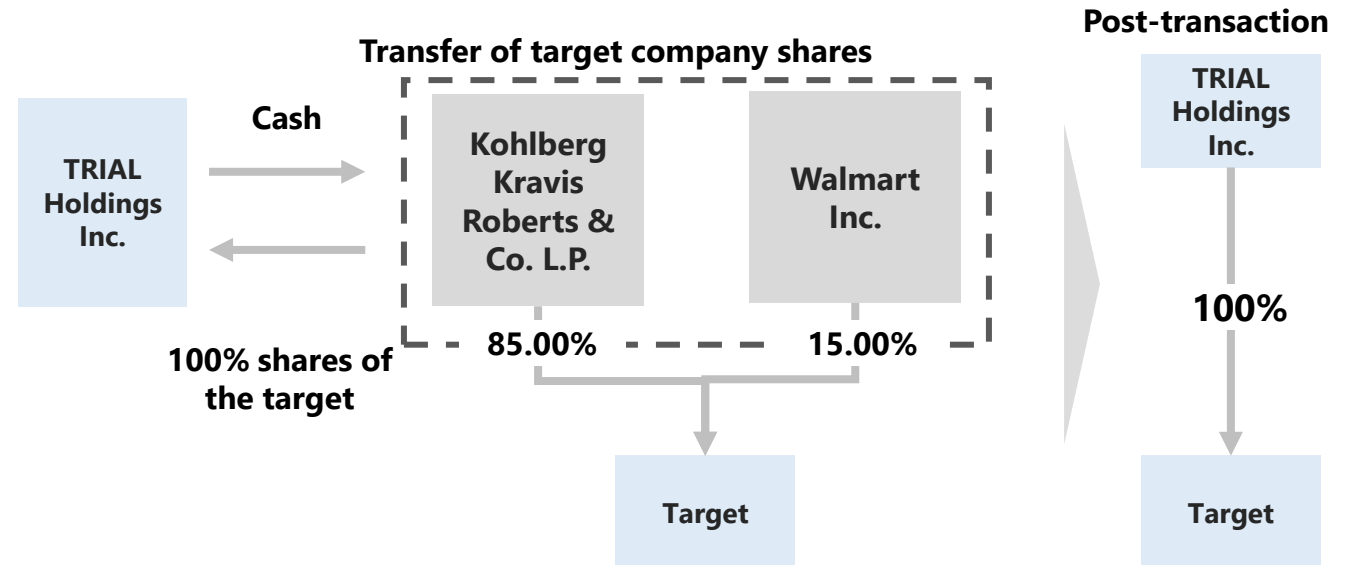
**Revolutionize "real commerce" around the globe with technology and practical savvy.**

- **The power to distribute goods with our highly efficient network of stores**
- **The ability to fully leverage data and IoT**

## Schedule

<b>Date of Board Resolution</b>	<b>March 5, 2025</b>
<b>Date of Share Transfer Agreement</b>	<b>March 5, 2025</b>
<b>Closing Date</b>	<b>July 1, 2025 (Scheduled)</b>
<b>Shares Acquired</b>	<b>99,122,400 shares (100% Ownership)</b>
<b>Transaction Value</b>	<b>Approximately JPY 380 billion</b>
<b>Financing Plan</b>	<b>Consisting of approximately JPY 370 billion in borrowings from our Bank and available cash</b>

## Transaction Structure



## Establishing a new foundation to stay close to our customers as a trusted local essential retailer

### 1 Integration of talented employees

- Aiming for sustainable group-wide growth through optimal integration of Seiyu's high-caliber talent and well-established corporate culture.

### 3 Dominant position in the Kanto region

- Acquiring a highly profitable 242 stores with an established dominant presence.
- Urban business expertise, particularly in the Kanto region.
- Enhancing the EDLC\*1 Strategy and Accelerating the Development of the "Food" Segment

### 2 Leaping to 1-trillion-yen revenue company

- Strong relationships with manufacturers enables to reduce costs.
- Enhance product competitiveness to increase store appeal.

### 4 Leadership for industry restructuring

- Build a solid foundation in the Kanto, Chubu, and Kansai regions to take a leading role in nationwide industry restructuring.

## **Establishing a new foundation to stay close to our customers as a trusted local essential retailer**

### **1 Integration of talented employees**

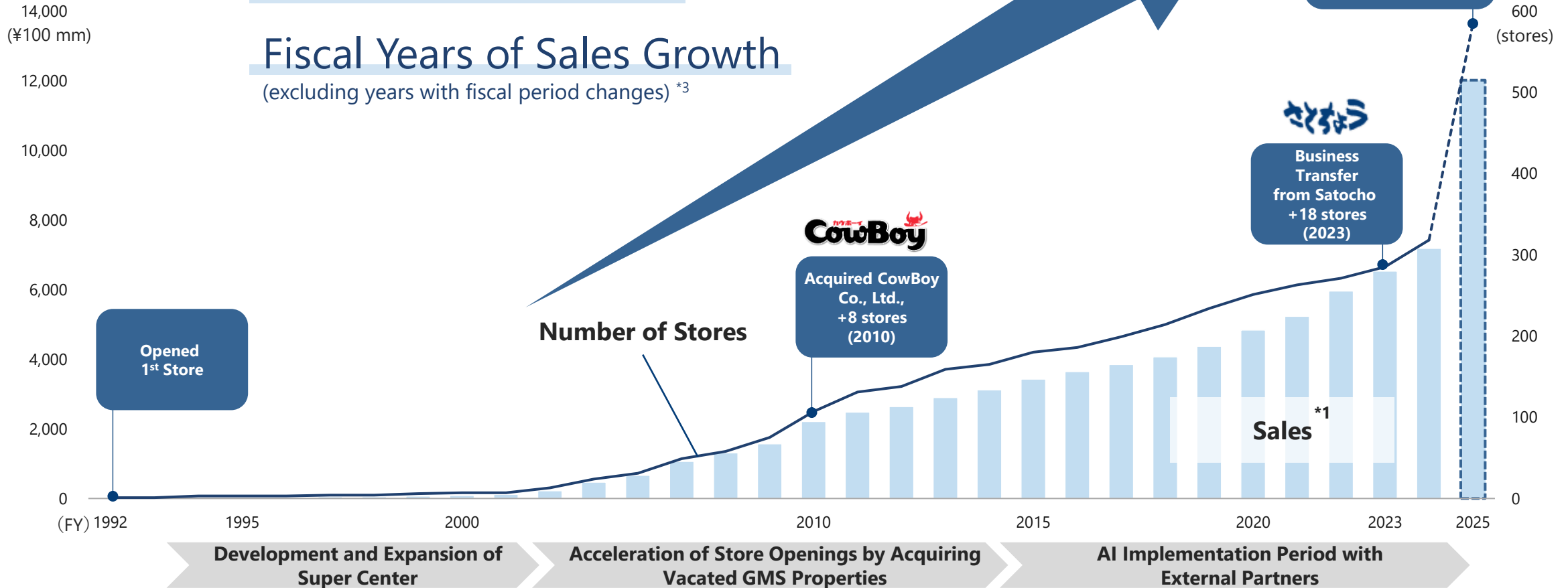
- **Aiming for sustainable group-wide growth through optimal integration of Seiyu's high-caliber talent and well-established corporate culture.**

# Strong Track Record of Continuous Sales Growth

**24** Consecutive\*2

**Fiscal Years of Sales Growth**

(excluding years with fiscal period changes) \*3



\*1 Number of stores and sales are as of end of each fiscal year  
 \*2 From FY 1999/9 to FY 2024/6 (Fiscal year ended March 2005 (6 months), the fiscal year ended March 2009 (11 months 20 days) and the fiscal year ended June 30, 2021 (3 months 10 days) are excluded from the period, and they are not illustrated in the above graph)  
 \*3 Changes in accounting period: the accounting period ended March 2005 (6-month accounting period starting October 1 and ending March 31), the accounting period ended March of 2009 (11-month and 20-day accounting period starting April 1 and ending March 20), and the accounting period ended June 2021 (3-month and 10-day accounting period starting March 21 and ending June 30)

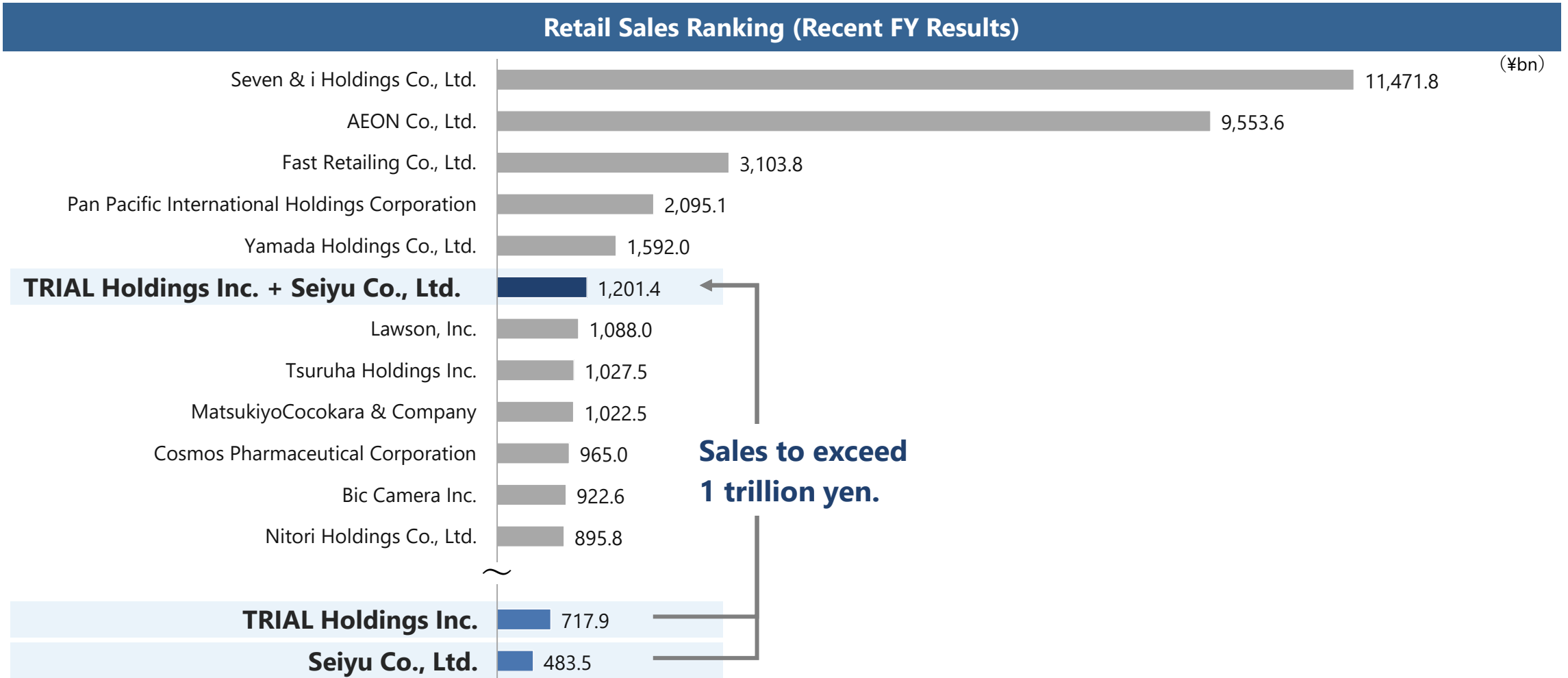
## **Establishing a new foundation to stay close to our customers as a trusted local essential retailer**

### **2 Leaping to 1-trillion-yen sales company**

- **Strong relationships with manufacturers enables to reduce costs.**
- **Enhance product competitiveness to increase store appeal.**

# Market Position Post-Partnership with Seiyu Co., Ltd.

The acquisition of Seiyu will drive our sales beyond 1 trillion yen, marking a significant leap in our position.



Source: Nikkei MJ "2023 Retail Industry Survey (57th Edition)" and related disclosed materials

\*1 Seiyu's figures are preliminary numbers for Honshu operations only, excluding Hokkaido and Kyushu operations. The financial figures are unaudited.

\*2 In the retail industry rankings published by Nikkei MJ on July 17, 2024, as part of the "2023 Retail Industry Survey (57th Edition)" (excluding Amazon Japan), the most recent sales figures disclosed by each company as of February 28, 2025, have been incorporated.

## **Establishing a new foundation to stay close to our customers as a trusted local essential retailer**

### **3 Dominant position in the Kanto region**

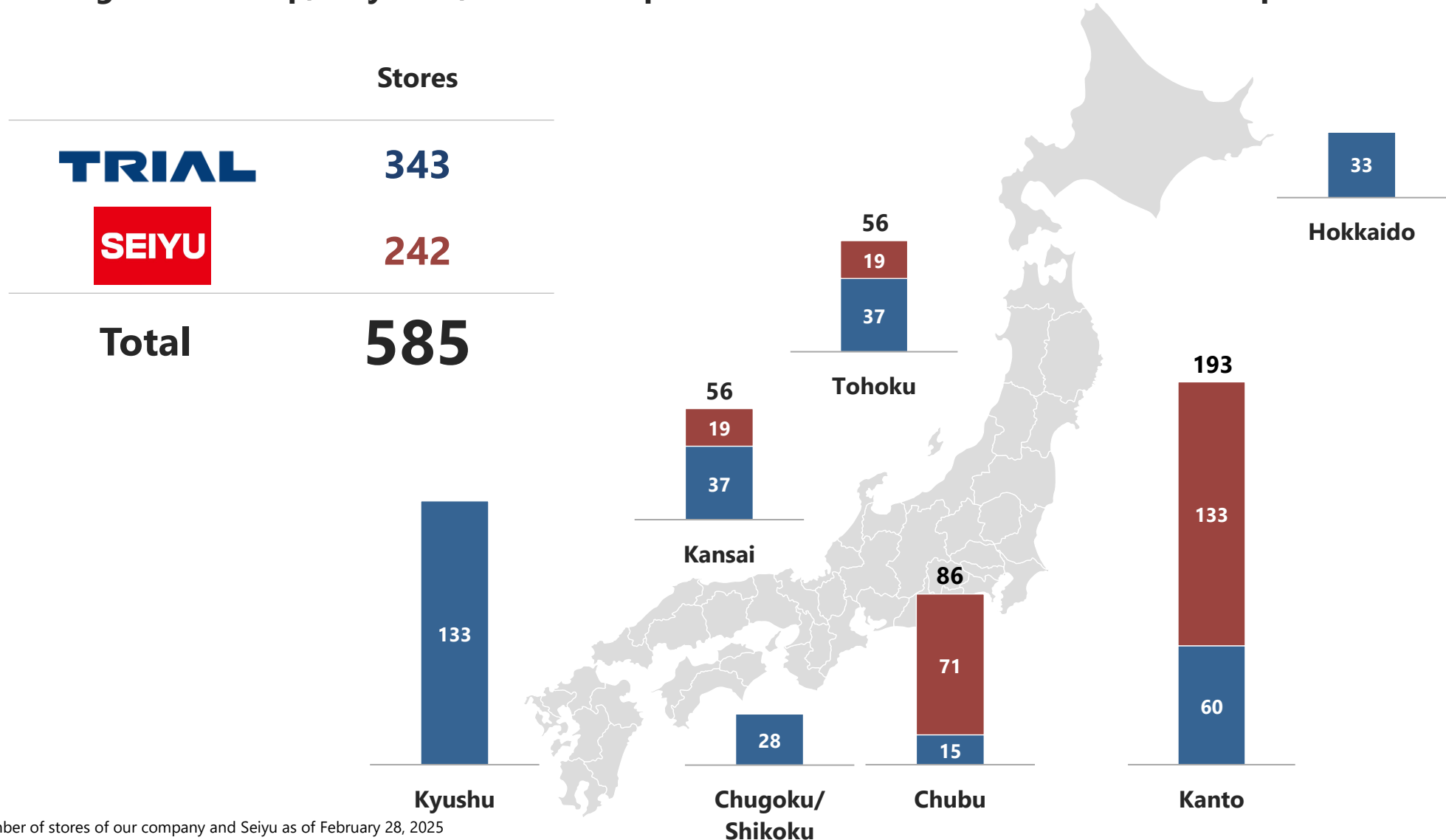
- **Acquiring a highly profitable 242 stores with an established dominant presence.**
- **Urban business expertise, particularly in the Kanto region.**
- **Enhancing the EDLC<sup>\*1</sup> Strategy and Accelerating the Development of the "Food" Segment**

\*1 Every Day Low Cost

# Complementary Store and Logistics Network Expansion

A robust business foundation is established through a dominant store network and manufacturing/logistics facilities, primarily in the Kanto region.

With minimal regional overlap, Seiyu Co., Ltd. is best partner for us to achieve efficient scale expansion.



\* The number of stores of our company and Seiyu as of February 28, 2025

## **Establishing a new foundation to stay close to our customers as a trusted local essential retailer**

### **4 Leadership for industry restructuring**

- **Build a solid foundation in the Kanto, Chubu, and Kansai regions to take a leading role in nationwide industry restructuring.**

# Pro-forma (Simple Sum)

	<b>TRIAL</b>	<b>SEIYU</b>	
	2024/6 A	2024/12 E*1	Simple Sum*2
<b>Net Sales</b>	<b>¥ 717.9 bn</b>	<b>¥ 483.5 bn</b>	<b>¥ 1,201.4 bn</b>
<b>EBITDA</b>	<b>¥ 31.8 bn</b>	<b>¥ 34.0 bn</b>	<b>¥ 65.8 bn</b>
<i>margin</i>	<i>4.4%</i>	<i>7.0%</i>	<i>5.5%</i>
<b>Operating Profit</b>	<b>¥ 19.1 bn</b>	<b>¥ 23.5 bn</b>	<b>¥ 42.6 bn</b>
<i>margin</i>	<i>2.7%</i>	<i>4.9%</i>	<i>3.6%</i>

\*1 Seiyu's figures are preliminary numbers for Honshu operations only, excluding Hokkaido and Kyushu operations. The financial figures are unaudited.

\*2 These figures represent a simple sum and do not reflect any potential synergies, adjustments or impacts from the transaction.

- **We plan to finance this transaction through our cash on hand and new bank borrowings, leveraging our solid financial standing.**
- **While this transaction will result in increased borrowings, we project the leverage metrics to normalize to retail sector average in the medium term.**
- **Since we expect to preserve our financial soundness even after the transaction, we do not plan to raise funds through a new share issuance (equity financing) in connection with the transaction.**



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# Regarding Future Management Policies

## Mission : "Happiness with Seiyu in Your Everyday Life."

Summary	
Company Name	Seiyu Co., Ltd.
Location	1-12-10 Kichijoji Honcho, Musashino-shi, Tokyo
Net sales*1 (FY 2024)	¥483.6 bn
Operating Profit*1 (FY 2024)	¥23.5 bn
Stores (as of February 28, 2025)	242 stores
Area	Tohoku, Kanto, Chubu, Kansai
Employees (as of February 28, 2025)	c. 19,000 people
History	1946: Company established 1956: Seiyu Group founded 1963: First Seiyu supermarket opened 2000: Launched Japan's first online supermarket

**Business Description**  
 Operation of retail chains for groceries, apparel, household goods, and other products.

**Store Features & Key Products**



Groceries





Fresh Products



Ready Meals



Daily Necessities



\*1 Seiyu's figures are preliminary numbers for Honshu operations only, excluding Hokkaido and Kyushu operations. The financial figures are unaudited.

# Strengthening Multi-Format Operations

**Our company operates four formats tailored to store sizes. We are also equipped to support operations aligned with the store sizes of Seiyu and LIVIN. By leveraging the expertise of both companies' existing formats, we aim to enhance our multi-format strategy.**

TRIAL Holdings Inc.				Seiyu Co., Ltd.	
MEGA Center	Super Center	smart	Small format	SEIYU	LIVIN
					
28stores	202stores	66stores	47stores	237stores	5stores
c.8,000㎡	c.4,000㎡	c.1,400㎡	~c.1,000㎡	c.3,500㎡ (c.300~55,000㎡)	c.17,000㎡ (c.13,000~30,000㎡)
Suburban-type	Suburban-type	Urban-type	Urban-type	Urban-type	Urban-type /Suburban-type

\* The number of stores of our company and Seiyu as of February 28, 2025

# Purpose of This Initiative

**As a provider of essential goods and services for local communities, this initiative is strategically positioned to strengthen our ability to support customers more effectively. Through "Retail DX" (Digital Transformation in Retail), we aim to drive innovation in the retail industry and contribute to building a society where everyone worldwide can enjoy "prosperity."**

1

## Integration of High-Quality Talent from Both Companies

- Seiyu is supported by highly skilled and motivated employees and is characterized by its well-established EDLC (Every Day Low Cost) model, developed over many years.
- Aiming for sustainable group-wide growth through the integration of both companies' exceptional talent and corporate cultures.

2

## Significant Expansion of Sales Scale

- The formation of a retail group with sales exceeding 1 trillion yen is expected to create synergies through both sales growth and enhanced profitability driven by economies of scale.

3

## Expanding the Business Foundation in the Kanto Area

- Dramatically expanding our business foundation by adding 243 dominant stores primarily in the densely populated Kanto region, while gaining urban retail expertise.
- We will learn from Seiyu's expertise in urban retail operations.
- There is minimal overlap with our existing stores, ensuring that any negative impact remains extremely limited.
- By opening "TRIAL GO" satellite stores, we will increase our regional market share and establish an even stronger dominance in the area.

4

## Strengthening Product Competitiveness

- Seiyu boasts a lineup of highly original and customer-supported private brand (PB) products, such as "Minasama no Osumitsuki" and "Shoku no Sachi."
- Our company has also been strengthening its lineup of delicious and affordable bento meals and prepared foods, including items like "Tappuri Tamago Sandwich" and "Roast Katsu Bento."
- Both Seiyu and our company possess unique product strengths, and through mutual collaboration, we expect to enhance both customer attraction and profitability.

5

## Expansion of Manufacturing and Logistics Infrastructure

- Seiyu has established a robust supply chain foundation, including production and logistics, primarily in the Kanto region.
- The logistics networks of both companies complement each other regionally, enabling more efficient operations by maximizing mutual capacity utilization.
- By leveraging Seiyu 's central kitchens and processing centers in the Kanto, Chubu, and Kansai regions, we will further enhance our food offerings.

6

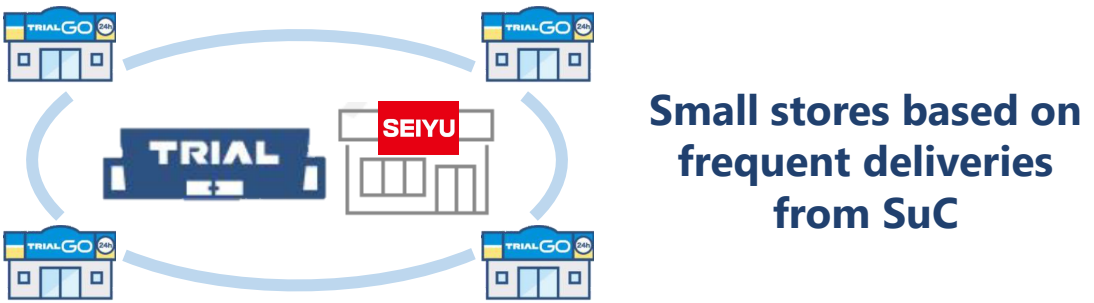
## Expansion of Retail Technology

- To strengthen collaborations with manufacturers and enhance the shopping experience, we are focusing on utilizing IT-driven payment systems (such as Skip Cart and facial recognition self-checkouts) and in-store digital signage, while also aiming to monetize retail media. To achieve these goals, increasing data volume and the number of deployed devices will be crucial.
- Given its high population density and a young demographic, the Kanto region holds particularly high value as a media platform.

# Overview of TRIAL GO (small format)

As a satellite store of Super center, realized high quality service at low operation cost by combining our strength in retail and technology.

## Feature 1 - Satellite Store



- Effect 1** **Various Lineup**
  - Strictly selected from 70k SKU of existing stores
  - Maximize the floor area with no backyards
- Effect 2** **Tasty Fresh / Ready Meals**
  - Offer high quality fresh / ready meals via frequent delivery of merchandise
- Effect 3** **Low Cost / Low Risk in Opening New Stores**
  - Able to open promptly at low cost because of its small size
  - Positioned to leverage area market share

## Feature 2 - Automation by Retail Tech

### Remote monitoring



### Demand forecast / Automatic ordering



### Dynamic pricing (Automatic upgrade on discounts)



### Self checkout with facial authentication (alcohol purchase)

### Effect 1

#### Reduction in number of operators and time

- Unmanned checkout operation
- Operation independent from skill of staffs enabled by automated order

### Effect 2

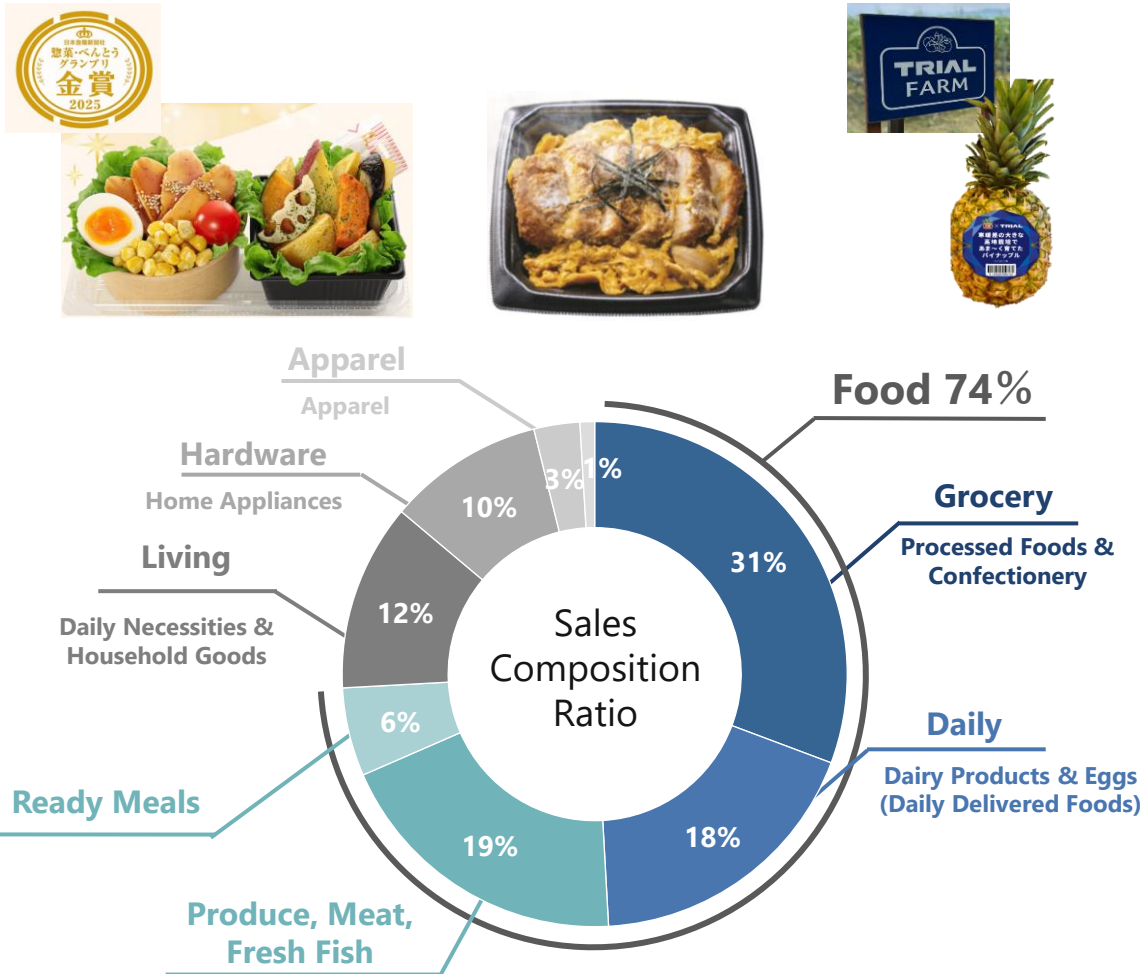
#### Auto-modifying of merchandising

- Optimal product offering based on demands from customers
- Provide alcohol products as well

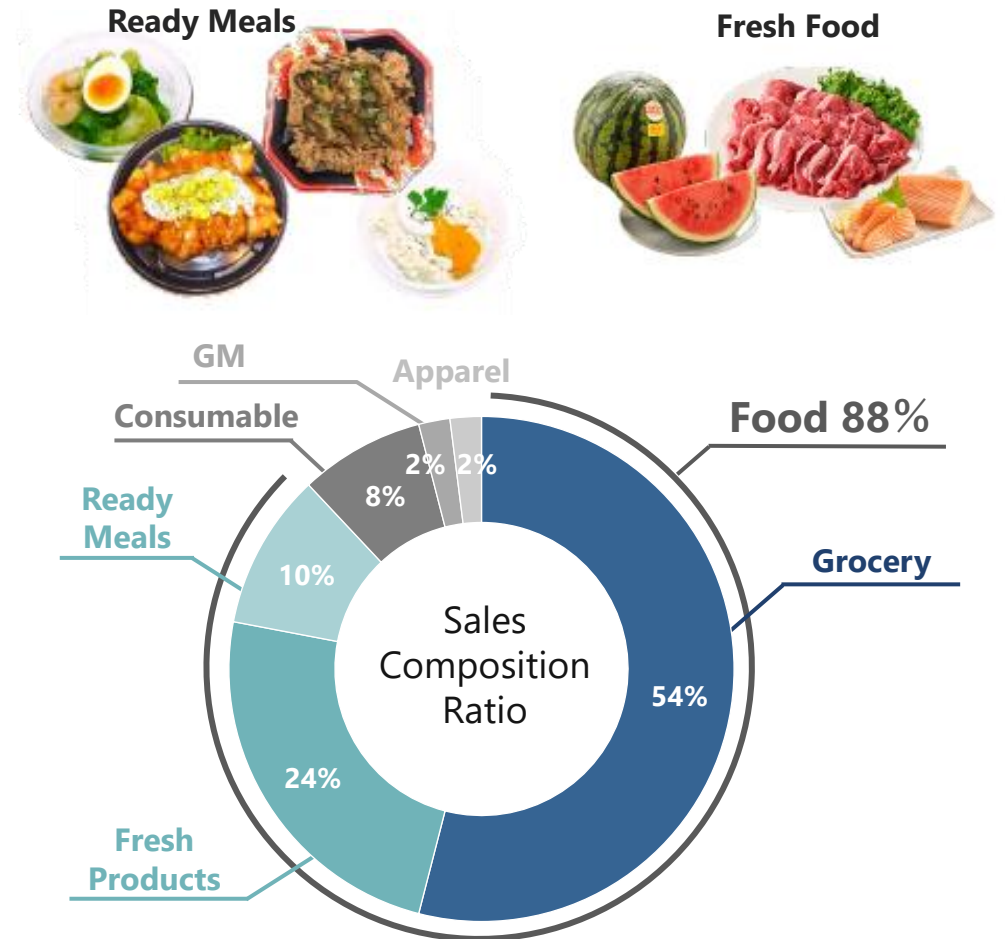
# Enhancement of Product Capabilities

Our company and Seiyu each have distinct strengths in different product categories. By mutually leveraging these strengths, we aim to enhance our product competitiveness and offer customers a more attractive and highly satisfying product lineup.

## TRIAL Holdings Inc.



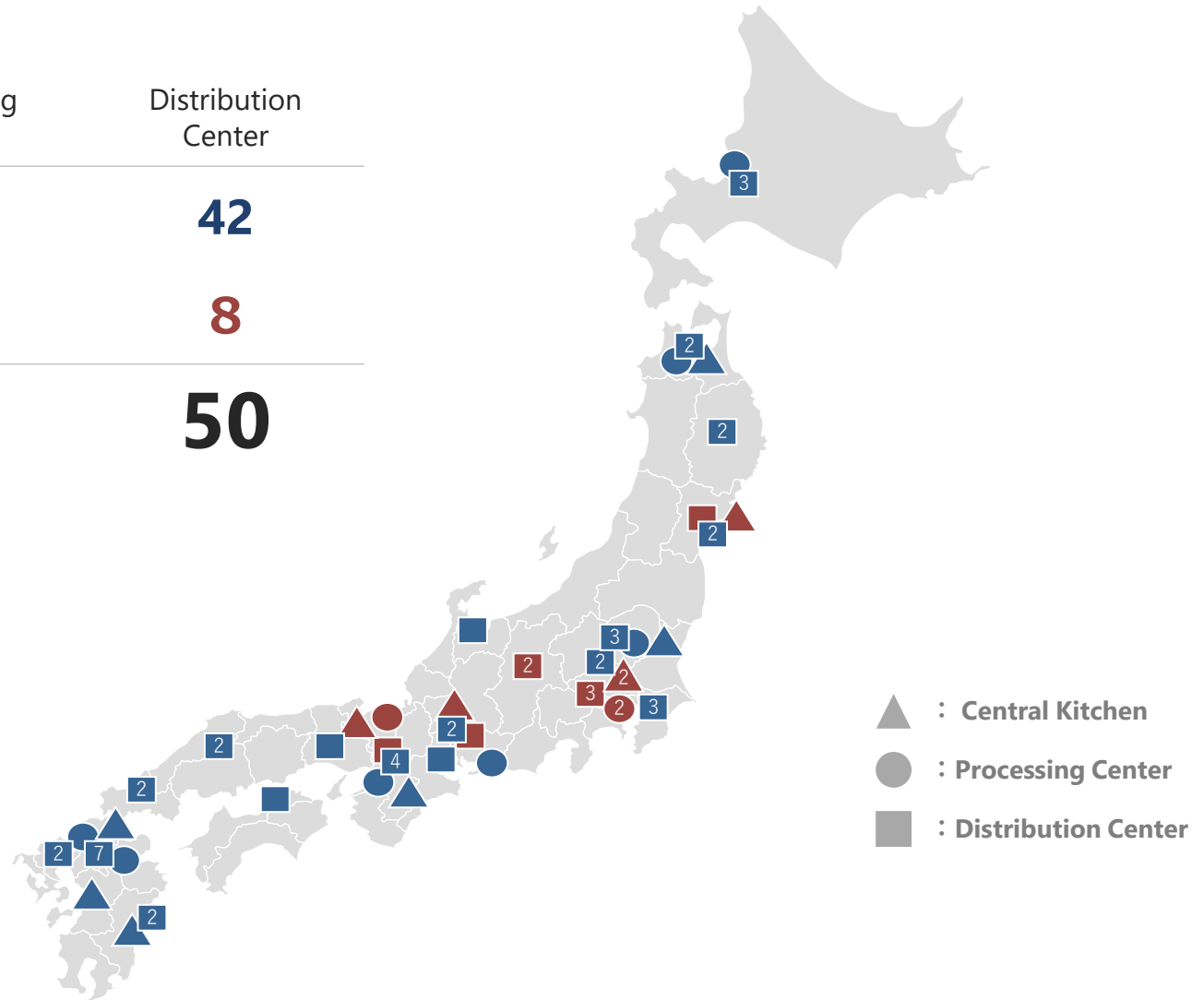
## Seiyu Co., Ltd.



# Expansion of Manufacturing and Logistics Bases

A robust business foundation is established through a dominant store network and manufacturing/logistics facilities, primarily in the Kanto region. With minimal regional overlap, Seiyu Co., Ltd. is the best partner for us to achieve efficient scale expansion.

	Central Kitchen	Processing Center	Distribution Center
<b>TRIAL</b>	6	7	42
<b>SEIYU</b>	5	3	8
<b>Total</b>	<b>11</b>	<b>10</b>	<b>50</b>



\* The number of facilities of our company and Seiyu as of February 28, 2025.

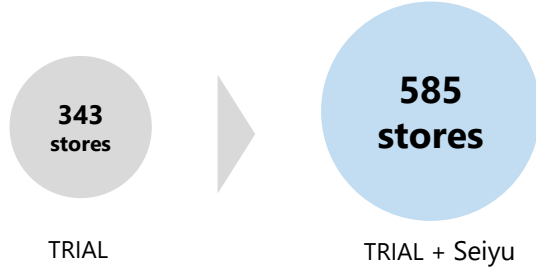
# Expansion of Retail Tech

Provide sophisticated shopping experience by introducing IT-driven payment systems such as Skip Cart and facial recognition self-checkout.

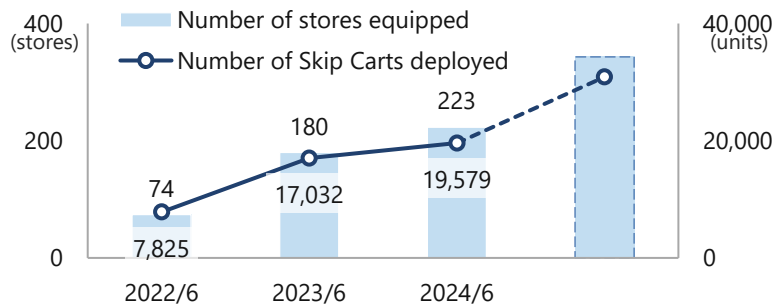
The increase in store visitors and sales volume leads to greater data accumulation, contributing to the enhanced value of retail media.

## Acceleration of Skip Cart Implementation

Number of Stores\*1



### Skip Cart Implementation Metrics



- Introducing Skip Cart to Seiyu stores provides a more convenient shopping experience.

\*1 The number of stores of our company and Seiyu as of February 28, 2025

\*2 Sales Revenue: For the fiscal year ending June 2024 for our company, and for the fiscal year ending December 2024 for Seiyu Co., Ltd.. Seiyu's figures are preliminary numbers for Honshu operations only, excluding Hokkaido and Kyushu operations. The financial figures are unaudited.

## Greater Data Accumulation

Loyalty Programs

**TRIAL**

TRIAL Holdings Inc.  
SU-PAY+Prepaid Card  
Members

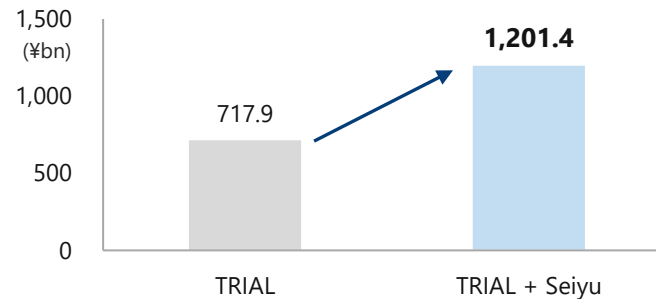
**11.37 million +**  
(Q2 FY2025)

**SEIYU**

Seiyu Co., Ltd.  
App Members

**230,000 +**  
(September 25, 2024 -  
October 26, 2024)

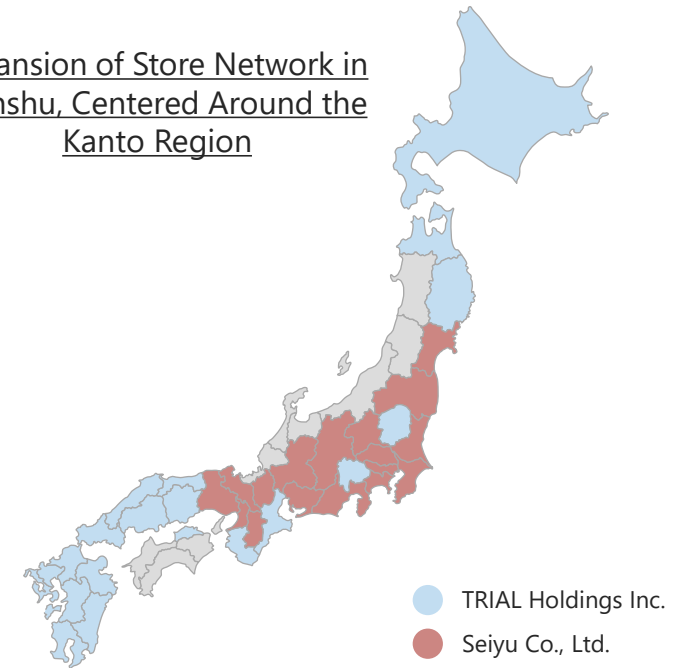
Sales Revenue\*2



- Enables the accumulation of data that combines both quantity and quality.
- Contributes to the development of a distribution ecosystem for the entire industry.

## Enhancement of Retail Media Value

Expansion of Store Network in Honshu, Centered Around the Kanto Region



- The expansion of reachable customers nationwide, including the densely populated Kanto region, enhances the value of retail media.

# Overview of Skip Cart

Complete payment through self-scan and payment gate passage. Providing a new shopping experience such as reducing cashier workload and implementing one-to-one marketing in physical stores utilizing coupons and recommendations.

## Scan Loss Prevention

Alerts when a sensor detects an unscanned item



## Tablet

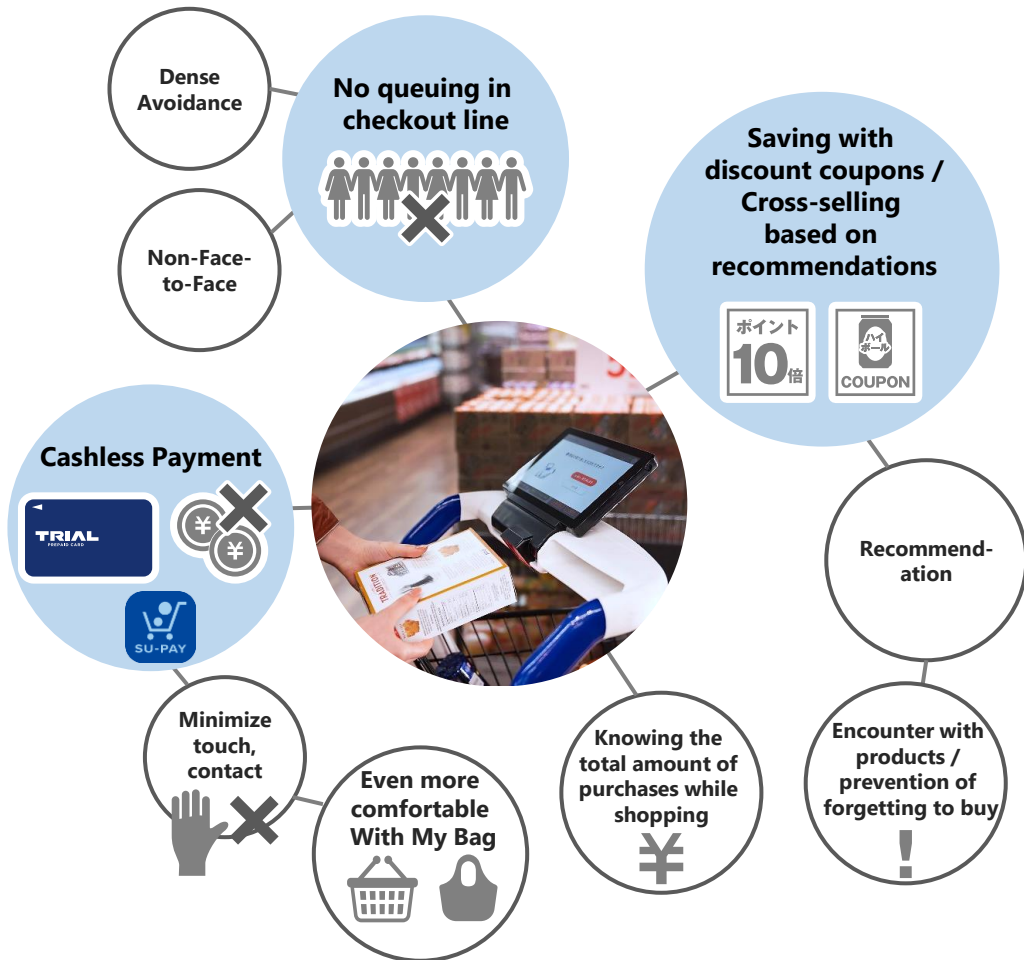
Display scanned product data (product name, price, quantity) and total purchase amount. Display recommendations and coupons according to customer purchase information

## Checkout gate



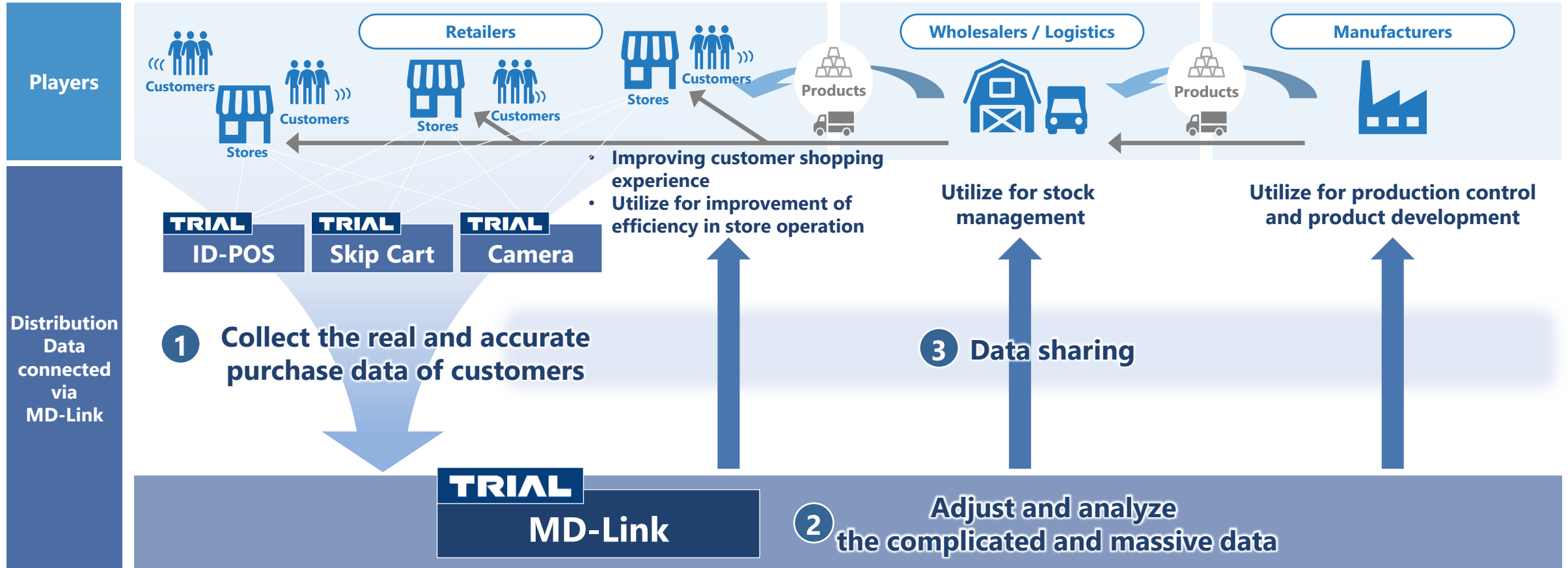
## Integrated Barcode Scanner

Seamless shopping experience is made possible by simply placing products into the basket after scanning



# Establishment of Distribution Ecosystem

Seek to build a distribution ecosystem throughout the whole retail industry by seamlessly sharing data, which TRIAL has collected and analyzed, with manufacturers and wholesalers / logistics and retailers





※ The chart on this slide is based on the Company's analysis, used for illustrative purposes only.

# Retail Tech Town MUSUBU Miyawaka

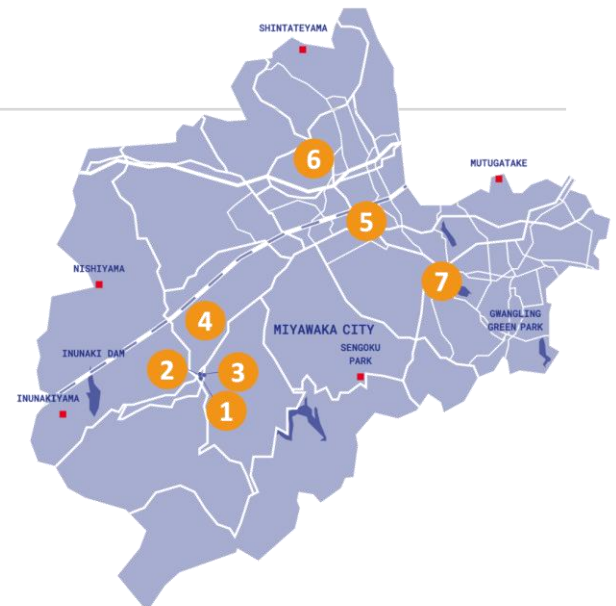
**Retail Tech Town Musubu Miyawaka: Japan's First Retail AI Development Hub Established through Collaboration between Citizens, Local Government, and Private Enterprises**

**Aiming to Create a Hub for Retail DX (Digital Transformation), this initiative conducts joint proof-of-concept experiments between retail companies and manufacturers. By fostering cross-industry and cross-company collaboration, it seeks to accelerate the advancement of retail DX in Japan.**

<b>1</b>	<b>MUSUBU AI</b> <small>(AI Development Center)</small>	 <p>This hub provides a comfortable and inspiring environment for AI researchers to focus on innovation, serving as a key base for technological development that bridges the Tokyo metropolitan area with the global stage. Looking ahead, the facility will foster 'open knowledge sharing' and nurture future talent through partnerships with educational institutions.</p>
<b>2</b>	<b>Groceria</b> <small>(Farm-to-Table Restaurant)</small>	<p>TRIAL introduces an innovative hybrid business model that merges a supermarket with a gourmet restaurant, creating a unique space to inspire new dining experiences and redefine food culture.</p>
<b>3</b>	<b>TRIAL GO Wakita Store in Miyawaka no Sato</b>	<p>—</p>
<b>4</b>	<b>Miyawaka Tora-no-Yu</b> <small>(MUSUBU Miyawaka Onsen Resort)</small>	<p>A hot spring inn located in Miyawaka Onsen Village, Miyawaka City, in the Fukuoka Region, known for its natural beauty and agricultural abundance.</p>
	<b>Traditional Japanese House "Neri"</b> <small>(MUSUBU Miyawaka Onsen Resort)</small>	<p>A private and tranquil hot spring inn featuring exclusive access to a traditional Japanese house with its own private onsen (hot spring).</p>
	<b>Soukatei</b> <small>(MUSUBU Miyawaka Onsen Resort)</small>	 <p>Soukatei, a Michelin-starred French restaurant featured in the 2019 Michelin Guide Fukuoka, offers bespoke dinner courses crafted to your preferences and budget. Inspired by nature, the dishes are made with carefully selected ingredients sourced directly from local producers.</p>
	<b>Ryosho kohaku</b> <small>(MUSUBU Miyawaka Onsen Resort)</small>	<p>Experienced chefs craft dishes that highlight the freshness and safety of locally grown ingredients. Rooted in tradition yet infused with contemporary flair, each dish reflects a harmonious balance of past and present.</p>

<b>5</b>	<b>TRIAL IoT Lab</b> <small>(Device Development Center)</small>	 <p>Equipped with a state-of-the-art Device Development Center, this hub is dedicated to advancing IoT technology and innovation. In collaboration with engineers from Trial's partner manufacturers, the facility aims to drive retail technology breakthroughs—such as Skip Carts—and become a cornerstone for revolutionizing distribution systems.</p>
<b>6</b>	<b>MEDIA BASE</b> <small>(Media Content Creation for Smart Stores)</small>	 <p>A dedicated base for shopper marketing, this facility focuses on creating and distributing content for in-store digital signage and social media platforms, enabling effective communication and engagement with customers.</p>
<b>7</b>	<b>Super Center TRIAL Miyata Store</b>	<p>—</p>

むすんで、ひらくまち。  
REMOTEWORK TOWN  
  
リモートワークタウン ムスブ宮若 トライアル×宮若市



# PMI Strategy for Maximizing Synergies

**As one of the core companies in our group, to keep independence of management and basic strategy of Seiyu. In mid to long term, to enhance various PMI (Post Merger Integration) strategies through mutual exchange of managements and employees to maximize synergies.**

<b>① Human Resources &amp; Corporate Culture</b>	<ul style="list-style-type: none"> <li>• Prioritizing continued employment of Seiyu employees, we will maintain current HR and organizational structures.</li> <li>• Focus on long-term integration of talent and corporate cultures.</li> </ul>
<b>② Store Operations</b>	<ul style="list-style-type: none"> <li>• Enhance EDLC (Every Day Low Cost) strategy by maintaining Seiyu's high-quality operations as well as by implementing our low-cost operational measures.</li> <li>• Aim to achieve greater operational efficiency through the implementation of our strengths in systems integration and data analytics.</li> </ul>
<b>③ Merchandising</b>	<ul style="list-style-type: none"> <li>• Improve product development by respecting and responding to diverse customer needs that vary by store location and market characteristics.</li> <li>• For national brands, to integrate procurement channels for common products to significantly improve gross margins.</li> <li>• For private brands and prepared foods, to promote both integration of overlapping products and joint development of new products.</li> </ul>
<b>④ Existing Store Renovation</b>	<ul style="list-style-type: none"> <li>• Maintain Seiyu's existing schedule of regular store renovations</li> <li>• Improve existing stores more attractive and profitable by incorporating know-how of TRIAL and Seiyu.</li> </ul>
<b>⑤ Manufacturing &amp; Logistics Hub Operations</b>	<ul style="list-style-type: none"> <li>• Maintain the current operational structure of Seiyu.</li> <li>• Optimize overall operations of manufacturing and logistics hub by joint use between those of both TRIAL and Seiyu.</li> </ul>

**This strategy aims to maximize synergies by leveraging both companies' strengths**