

[Translation for Reference Only]

ENGLISH TRANSLATION OF DOCUMENT IN JAPANESE

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January 27, 2022

For Immediate Release

Company Name	MIRAIT Holdings Corporation
Representative	President and Chief Executive Officer NAKAYAMA Toshiki (Code No.: 1417 First Section of the Tokyo Stock Exchange)
Inquiries	Director and General Manager of Strategy AOYAMA Koji (TEL. +81-3-6807-3119)

Company Name	Seibu Holdings Inc.
Representative	President & Chief Executive Officer GOTO Takashi (Code No.: 9024 First Section of the Tokyo Stock Exchange)
Inquiries	General Manager of Corporate Communication KAWAKAMI Kiyoto (TEL. +81-3-6709-3112)

**Notice Regarding Conclusion of Share Transfer Agreement Under Which Seibu Construction Co., Ltd.
Will Become a Subsidiary of MIRAIT Holdings Corporation, Constituting a Transfer of Subsidiary
(Sub-subsidiary) of Seibu Holdings Inc.**

MIRAIT Holdings Corporation (“MIRAIT HD”) has resolved at the meeting of its Board of Directors held today to make Seibu Construction Co., Ltd. (“Seibu Construction”) a subsidiary through the acquisition of 95% of the shares of Seibu Construction held by Seibu Railway Co., Ltd. (“Seibu Railway”), which is a consolidated subsidiary of Seibu Holdings Inc. (“Seibu HD”). In addition, Seibu HD has resolved at the meeting of its Board of Directors held today to have Seibu Railway transfer 95% of the shares it holds of Seibu Construction to MIRAIT HD.

Furthermore, MIRAIT HD and Seibu HD hereby announce that MIRAIT HD has concluded a share transfer agreement with Seibu Railway today as follows. As a result of this share transfer, Seibu Construction will cease to be a consolidated subsidiary of Seibu HD and become a consolidated subsidiary of MIRAIT HD.

1. Reasons for acquisition and transfer of shares

The MIRAIT Group has expanded business in fields such as the information communication engineering business and the solutions business, mainly for communications carriers. To deal with the rapidly changing business environment surrounding the MIRAIT Group, the Group will transform its business structure, aiming for further corporate growth in the future. Specifically, the Group will bring management resources together for growth areas that will place “Future Domains*1,” which includes “contribution to the creation of environmentally-friendly and resilient communities” and “participation in the green power business contributing

to an era of decarbonization,” as its new growth strategy in the new group structure, created through the integration of MIRAIT HD, MIRAIT Corporation and MIRAIT Technologies Corporation, which is planned early next fiscal year.

As a result of considerations regarding the vision for the business portfolio aiming to become “the best and strongest lifestyle support corporate group” in a post-COVID-19 society, Seibu HD agreed with this share transfer as it has judged that it will capture opportunities to realize asset-light business operations, which is one aspect of the management reform in “Notice Regarding the Formulation of “FY2021-FY2023 Seibu Group’s Medium-term Management Plan,” which was announced on May 13, 2021, and that transferring the shares to MIRAIT HD will contribute to medium- to long-term growth of Seibu Construction going forward.

Through this share acquisition, MIRAIT HD will accelerate proactive business development in “Future Domains,” which will provide total solutions, from consulting proposals to design, construction and operation, for the community creation business and business related to green energy, combining communications, construction, civil engineering, electricity, data control, EMS, etc. by mutually supporting, sharing and utilizing management resources held by MIRAIT HD and Seibu Construction.

Seibu Construction is a general construction company established in 1941 whose strengths lie in the Seibu Group’s railway-related construction projects as well as construction and civil engineering for area development along its railway lines and at resorts, etc. It aims to realize its management philosophy of being a “vibrant company that shares joy and is trusted by society.” As a member of the Seibu Group for many years since its foundation, Seibu Construction has contributed to the development of communities and society through “manufacturing.”

Due to this change in shareholders, Seibu Construction will grow even more going forward by mutually supporting, sharing and utilizing management resources held by MIRAIT HD and Seibu Construction under the umbrella of MIRAIT HD.

The MIRAIT Group and the Seibu Group will advance cooperative initiatives for the utilization of communications technology for social infrastructure, the introduction of green energy, etc. on the basis of having a good relationship of trust in order to carry out collaborative business.

*1 Future Domains: As the new growth strategy for the MIRAIT Group, the Group will clarify business domains in which it will pursue business growth as the “Future Domains,” and aim to develop business using a “full-value model” that carries out solutions combining various technological fields, such as communications, construction, civil engineering, and electricity, for comprehensive value provision from proposals to maintenance and operation.

- Reference: Presentation materials: “Financial Results Presentation for Q2 FYE 3/2022” (November 19, 2021) <https://ir.mirait.co.jp/en/news/>

2. Description of the subsidiary to be transferred (Seibu Construction Co., Ltd.)

(1) Name	Seibu Construction Co., Ltd.		
(2) Head office location	1-16-15 Minami-Ikebukuro, Toshima-ku, Tokyo		
(3) Title and name of the representative	President & Chief Executive Officer SATO Makoto		
(4) Business activities	General construction business including civil engineering and construction, and other general construction work		
(5) Share capital	¥11,000 million		
(6) Date of establishment	November 11, 1941		
(7) Major shareholders and shareholding ratio	Seibu Railway Co., Ltd.: 100%		
Relationship between MIRAIT HD and the company concerned	Capital relationship	Not applicable	
	Personnel relationship	Not applicable	
	Transactional relationship	Not applicable	
(8) Relationship between Seibu HD and the company concerned	Capital relationship	Sub-subsidiary in which Seibu HD indirectly holds a 100% stake.	
	Personnel relationship	Seibu HD dispatches officers to the company concerned.	
	Transactional relationship	Seibu HD has transactions with multiple consolidated subsidiaries, including Seibu Railway Co., Ltd.	
(9) Operating results and financial position of the company concerned for the last three years			
Fiscal year ended	March 31, 2019	March 31, 2020	March 31, 2021
Net assets	¥37,656 million	¥39,451 million	¥41,724 million
Total assets	¥73,666 million	¥78,896 million	¥69,851 million
Net assets per share	¥672	¥704	¥745
Net sales	¥81,484 million	¥80,252 million	¥68,645 million
Operating profit	¥4,717 million	¥4,482 million	¥2,965 million
Ordinary profit	¥4,821 million	¥4,621 million	¥3,085 million
Profit	¥3,582 million	¥4,533 million	¥2,463 million
Earnings per share	¥63.97	¥80.94	¥43.99
Dividends per share	¥19.19	¥24.28	¥13.20

3. Description of the transferor of shares

(1) Name	Seibu Railway Co., Ltd.	
(2) Location	1-16-15 Minami-Ikebukuro, Toshima-ku, Tokyo	
(3) Title and name of the representative	President and Representative Director KITAMURA Kimio	
(4) Business activities	Railway business, tourism business along railway lines and real estate business	
(5) Share capital	¥56,665 million	
(6) Date of establishment	May 7, 1912	
(7) Net assets	As of March 31, 2021: ¥306,491 million	
(8) Total assets	As of March 31, 2021: ¥849,376 million	
(9) Major shareholders and shareholding ratio	Seibu Holdings Inc.: 99.99%	
(10) Relationship between MIRAIT HD and the company concerned	Capital relationship	Not applicable
	Personnel relationship	Not applicable
	Transactional relationship	Not applicable
	Relationship with related parties	Not applicable

4. Description of the transferee of shares

(1) Name	MIRAIT Holdings Corporation	
(2) Location	5-6-36 Toyosu, Koto-ku, Tokyo	
(3) Title and name of the representative	President and Chief Executive Officer NAKAYAMA Toshiki	
(4) Business activities	Telecommunications engineering work, electrical work, civil engineering work and construction work, and management control of its subsidiaries and Group companies engaged in the aforementioned businesses	
(5) Share capital	¥7,000 million	
(6) Date of establishment	October 1, 2010	
(7) Net assets	As of March 31, 2021: ¥111,920 million	
(8) Total assets	As of March 31, 2021: ¥166,364 million	
(9) Major shareholders and shareholding ratio	Custody Bank of Japan, Ltd. (Trust Account) 10.74% The Master Trust Bank of Japan, Ltd. (Trust Account) 9.38% Sumitomo Electric Industries, Ltd. 3.60%	
(10) Relationship between Seibu HD and the company concerned	Capital relationship	Not applicable
	Personnel relationship	Not applicable
	Transactional relationship	Not applicable
	Relationship with related parties	Not applicable

5. Number of shares transferred, owned shares before and after transfer, and acquisition price

	MIRAIT HD	Shareholding ratio	Seibu Railway	Shareholding ratio
Number of shares owned before transfer [Number of voting rights]	0 shares [0]	0%	56,000,000 shares [56,000,000]	100.00%
Number of shares transferred [Number of voting rights]	53,200,000 shares [53,200,000]	–		–
Number of shares owned after transfer [Number of voting rights]	53,200,000 shares [53,200,000]	95.00%	2,800,000 shares [2,800,000]	5.00%
Acquisition price (including advisory fee, etc.)	Total approximately ¥62.0 billion			

6. Schedule

(1) Date of resolution of the meeting of the Board of Directors	January 27, 2022
(2) Date of conclusion of share transfer agreement	January 27, 2022
(3) Date of share transfer	March 31, 2022 (scheduled)

7. Future outlook

As for MIRAIT HD, the effect of this share transfer on the MIRAIT Group's operating results is expected to be immaterial for the current fiscal year but it is expected to contribute to increased earnings in the medium to long term from the next fiscal year. In addition, the effect of this share transfer on Seibu HD is as stated in "Notice Regarding Recognition of Extraordinary Income at a Subsidiary Resulting From Transfer of Shares of a Sub-subsidiary" separately announced by Seibu HD today.

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