

[Translation for Reference Purposes Only]

ENGLISH TRANSLATION OF DOCUMENT IN JAPANESE

This is an English translation of an original document in Japanese and is only being provided for convenience. In all cases, the original Japanese version shall take precedence.

February 9, 2023

For Immediate Release

Company Name	Seibu Holdings Inc.
Representative	President & Chief Executive Officer GOTO Takashi (Code No.: 9024 Prime Market of the Tokyo Stock Exchange)
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Notice Regarding Acquisition and Cancellation of Preferred Shares by Consolidated Subsidiary

Seibu Holdings Inc. (the “Company”) hereby announces that it resolved at the meeting of its Board of Directors held on February 9, 2023 to approve the acquisition by Seibu Railway Co., Ltd. (Headquarters: Tokorozawa-shi, Saitama; President: KITAMURA Kimio), a consolidated subsidiary of the Company, of all of the preferred shares issued by Seibu Railway Co., Ltd. in accordance with the provisions of Article 11-4 (Acquisition Clause) of the Articles of Incorporation of Seibu Railway Co., Ltd., as well as the cancellation of the said preferred shares in accordance with the provisions of Article 178 of the Companies Act, on the condition that the said acquisition takes place.

1. Reason for the acquisition and the cancellation

Given the possibility of a continuation of difficult conditions due to sluggish economic activity accompanying the spread of novel coronavirus disease (COVID-19), the Company deemed that the Group’s financial foundation urgently required enhancement, and on November 26, 2020 issued preferred shares through Seibu Railway Co., Ltd. and Prince Hotels, Inc. totaling ¥80.0 billion. Subsequently, on May 13, 2021, the Company formulated the “FY2021-FY2023 Seibu Group’s Medium-term Management Plan” and has strengthened its corporate structure so that it can respond to crises that can be expected to occur repeatedly and maximize corporate and shareholder value in any business environment.

Based on this policy, in FY2021 we carried out the transfer of shares in operating companies, etc., and in March 2022 we acquired Class A preferred shares of Prince Hotels, Inc. (currently SEIBU REALTY SOLUTIONS INC.). We have decided to acquire and cancel all of the Class A preferred shares issued by Seibu Railway Co., Ltd. in light of the progress in management reforms under the theme of “asset-light,” the progress in “enhancing the Group’s financial foundation,” which was the purpose of the issuance of the preferred shares, and the progress in enhancing the corporate structure of the Group, such as the reorganization of Seibu Railway Co., Ltd. and SEIBU REALTY SOLUTIONS INC.

2. Details of the acquisition

Seibu Railway Co., Ltd.

(1) Type of shares to be acquired	Class A preferred shares
(2) Total number of shares to be acquired	700 shares
(3) Total amount for share acquisition	An amount that is the sum of the amount to be paid in (¥0.1 billion per share; ¥70.0 billion in total) and an amount equal to accrued preferred dividends. (Note) Acquisition price is the value calculated in accordance with the provisions of the Articles of Incorporation.
(4) Date of acquisition	March 28, 2023 (scheduled)
(5) Seller and number of shares to be acquired	Mizuho Bank, Ltd. (350 shares) Development Bank of Japan Inc. (350 shares)

3. Details of the cancellation

Seibu Railway Co., Ltd.

(1) Type of shares to be cancelled	Class A preferred shares
(2) Total number of shares to be cancelled	700 shares
(3) Effective date	March 28, 2023 (scheduled)

The cancellation is conditional upon Seibu Railway Co., Ltd. acquiring the Class A preferred shares in accordance with the details of the acquisition described in 2. above.

4. Impact of the issuance on the financial results

The impact of the issuance on consolidated earnings forecasts for the fiscal year ending March 31, 2023 is insignificant.

End