



October 22, 2020

This document is an English translation of a statement written initially in Japanese.
The Japanese original should be considered as the primary version.

Company name: FamilyMart Co., Ltd.
Representative: Takashi Sawada, Representative
Director and President
(Securities Code: 8028, TSE 1st
Sec.)

Notice of Approval of Share Consolidation and Partial Amendment to Articles of Incorporation

As stated in the Company's press release dated September 10, 2020, entitled "Holding of an Extraordinary Shareholders Meeting Regarding the Share Consolidation, Abolishment of Provisions on Share Unit Numbers, and Partial Amendment to the Articles of Incorporation" (the "**September 10, 2020 Press Release**;" including the subsequent amendments), the Company submitted proposals regarding the consolidation of shares and partial amendments to the articles of incorporation to the Extraordinary Shareholder's Meeting held today (the "**Extraordinary Shareholder's Meeting**"), and both proposals were approved as originally proposed. The Company hereby announces the following.

Consequently, the common shares of the Company (the "**Company Shares**") will become subject to the delisting criteria established by the Securities Listing Regulations set by Tokyo Stock Exchange Inc. (the "**Tokyo Stock Exchange**"). As a result, it is expected that after the Company Shares have been designated as a stock to be delisted during the period from today (October 22, 2020) until November 11, 2020, they will be delisted on November 12, 2020. Please be aware that it will not be possible to trade the Company Shares on the First Section of the Tokyo Stock Exchange (the "**TSE First Section**") after the delisting.

1. No.1: Share Consolidation

As detailed below, the shareholders' approval was granted regarding the Company's Share Consolidation (the "**Share Consolidation**") at the Extraordinary Shareholder's Meeting.

① Class of shares subject to consolidation
Common shares

② Consolidation ratio

The Company Shares will be consolidated at a ratio of 1 share with respect to 253,043,334 shares of the Company Shares owned by the shareholders as of November 16, 2020 (scheduled).

- ③ Total number of issued shares to be reduced
506,086,666 shares
- ④ Total number of issued shares before the effectuation of the Share Consolidation
506,086,666 shares
- ⑤ Total number of issued shares after the effectuation of the Share Consolidation
2 shares
- ⑥ Total number of authorized shares on the effective date
2 shares
- ⑦ Method of processing fractional shares and amount of money expected to be delivered to the shareholders as a result of that processing
If any fraction of a share arises as a result of the Share Consolidation, a number of shares equivalent to that total (if there is a fraction of a share in that total, that will be rounded down) will be sold and the proceeds obtained from that sale will be delivered to each shareholder in proportion to their respective fractions. With respect to that sale, the Company plans on selling to ITOCHU (or the subsidiary of ITOCHU, Retail Investment Company, LLC the Company Shares equivalent to the sum total of those fractions with permission of the court under Article 234, paragraph 2 of the Companies Act as applied *mutatis mutandis* under Article 235, paragraph 4 of that Act.

If the permission of the court is obtained as expected, the sale price in that case will be set at a price that will ensure delivery of money equivalent to the amount obtained by multiplying the number of the Company Shares owned by the shareholders by 2,300 yen, which is the same amount as the purchase price per share of Company Shares in the Tender Offer conducted by the Offeror between July 9, 2020, and August 8, 2020.

2. No 2: Partial Amendment to the Articles of Incorporation

The following amendments to the Company's articles of incorporation have been approved by shareholders at this Extraordinary Shareholder's Meeting.

If the Share Consolidation is effectuated, the total number of authorized shares of the Company Shares will be reduced to two shares in accordance with Article 182, paragraph 2 of the Companies Act. In order to clarify that point, Article 6 (Total Number of Authorized Shares) of the articles of incorporation is to be amended subject to the effectuation of the Share Consolidation.

Additionally, if the Share Consolidation is effectuated, the total number of issued shares of the Company will be two shares, and it will no longer be necessary to provide for share unit numbers. Accordingly, subject to the effectuation of the Share Consolidation, in order to abolish the provisions on share unit numbers of the Company Shares, which currently provide that 100 shares constitute 1 unit, the provisions of Article 7 (Share Unit Numbers) and Article 8 (Additional Buying of Shares Not Constituting One Unit) are to be entirely deleted and the article numbers are to be moved forward as a result of that amendment.

Please refer to the September 10, 2020 Press Release for details of the amendment to the Article of Incorporation regarding this proposal.

Furthermore, this proposal will be effectuated on November 16, 2020, the effective date of the Share Consolidation, subject to Share Consolidation being effectuated.

3. Schedule of the Share Consolidation

Date of Extraordinary Shareholders Meeting	October 22, 2020 (Thursday)
Date of designation of the stock to be delisted	October 22, 2020 (Thursday)
Final trading date of the Company Shares	November 11, 2020 (Wednesday) (scheduled)
Delisting date of the Company Shares	November 12, 2020 (Thursday) (scheduled)
Effective date of the Share Consolidation	November 16, 2020 (Monday) (scheduled)