



August 25, 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.)

**Announcement Regarding the Result of the Tender Offer for the Company's Shares by  
Retail Investment Company, LLC, a Subsidiary of ITOCHU Corporation, the Parent  
Company**

Retail Investment Company, LLC (the “**Tender Offeror**”), a subsidiary of ITOCHU Corporation, which is a parent company of FamilyMart Co., Ltd. (the “**Company**”), conducted a tender offer (the “**Tender Offer**”) for the common shares of the Company (the “**Company's Shares**”) from July 9, 2020 through August 24, 2020. The Company hereby announces that the Company received the attached report from the Tender Offeror regarding the result of the Tender Offer.

Further, regarding dividends, as stated in the Company's press release on July 8, 2020, titled “Notice of the Posting of Other Income and Other Expenses (IFRS) and Revisions to Earnings and Dividend Forecasts,” the Company does not intend to pay interim or year-end dividends for the fiscal year ending February 28, 2021.

(Attachment)

“Announcement in Relation to Results of Tender Offer for Shares in FamilyMart Co., Ltd.  
(Code No. 8028)”, dated August 25, 2020

August 25, 2020

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

ITOCHU Corporation

(Code No. 8001, Tokyo Stock Exchange, First Section)

Representative Director and President and Chief Operating Officer: Yoshihisa Suzuki

Contact: Suguru Amano

General Manager, Investor Relations Department

(TEL. +81-3-3497-7295)

Retail Investment Company, LLC

Executor: Kensuke Hosomi

Contact: As above

**Announcement in Relation to Results of Tender Offer for Shares  
in FamilyMart Co., Ltd. (Code No. 8028)**

Retail Investment Company, LLC (location of the head office: Minato-ku, Tokyo; Executor: Kensuke Hosomi; hereinafter referred to as the “Tender Offeror”), in which ITOCHU Corporation (hereinafter referred to as “ITOCHU”) and Tokyo Century Corporation respectively hold a 99% stake and a 1% stake, has decided to acquire the common shares of FamilyMart Co., Ltd. (which are listed on the First Section (hereinafter referred to as the “First Section of the TSE”) of the Tokyo Stock Exchange, Inc. (hereinafter referred to as the “TSE”): Code No. 8028; hereinafter referred to as the “Target Company”) (such common shares, hereinafter referred to as the “Target Company Shares”) by way of tender offer (hereinafter referred to as the “Tender Offer”) as stipulated in the Financial Instruments and Exchange Act (Act No. 25 of 1948, as amended; hereinafter referred to as the “Act”) on July 8, 2020, and has conducted the Tender Offer from July 9, 2020. ITOCHU and the Tender Offeror hereby announce that on August 24, the Tender Offer was completed; details are as follows.

1. Outline of the Tender Offer

(1) Name and Location of the Tender Offeror

Retail Investment Company, LLC  
2-5-1 Kita-Aoyama, Minato-ku, Tokyo

(2) Name of the Target Company

FamilyMart Co., Ltd.

(3) Class of Shares to Be Purchased

Common shares

(4) Number of Shares Scheduled to Be Purchased

Number of Shares to Be Purchased	Lower Limit of Shares to Be Purchased	Upper Limit of Shares to Be Purchased
252,557,288 shares	50,114,060 shares	—

(Note 1) If the total number of shares that are offered for sale in response to the Tender Offer (hereinafter referred to as the “Tendered Shares”) is below the lower limit of shares to be purchased (50,114,060 shares), the Tender Offeror will not purchase any of the Tendered Shares. If the total number of Tendered Shares is or exceeds the lower limit of shares to be purchased (50,114,060 shares), the Tender Offeror will purchase all the Tendered Shares.

(Note 2) Since no upper limit of shares to be purchased is set for the Tender Offer, the maximum number of Target Company Shares (252,557,288 shares) that can be acquired by the Tender Offeror through the Tender Offer is indicated as the number of shares to be purchased. The number of shares to be purchased is the number obtained by deducting the number of the Target Company Shares owned by ITOCHU and the wholly-owned subsidiary of ITOCHU, ITOCHU RETAIL INVESTMENT, LLC (hereinafter referred to as “IRI”), which did not plan to tender their shares in the Tender Offer as of July 8, 2020 (253,550,784 shares) and the number of the treasury shares owned by the Target Company as of February 29, 2020 of which the Target Company notified the Tender Offeror (741,180 shares) from the total number of issued shares of the Target Company as of the same date stated in the 39th FY Securities Report submitted by the Target Company on May 29, 2020 (Japanese Only) (506,849,252 shares).

(Note 3) Shares of less than one unit are also subject to the Tender Offer. If shareholders exercise their right to request that the Target Company repurchase its shares of less than one unit in accordance with the Companies Act (the Act No. 86 of 2005, as amended; hereinafter the same), the Target Company may purchase such shares during the tender offer period (hereinafter referred to as the “Tender Offer Period”) pursuant to the procedures under laws and regulations.

(Note 4) The treasury shares held by the Target Company will not be purchased through the Tender Offer.

(5) Period of the Tender Offer

(i) Tender Offer Period at Initial Filing

From July 9, 2020 (Thursday) to August 24, 2020 (Monday) (30 business days)

(ii) Possibility of Extension Upon Request of the Target Company

Not applicable.

(6) Tender Offer Price

2,300 yen per common share

2. Results of the Tender Offer

(1) Outcome of the Tender Offer

While a prerequisite for the Tender Offer was set to the effect that the Tender Offeror will not purchase any of the Tendered Shares, if the total number of Tendered Shares does not satisfy the lower limit of shares to be purchased (50,114,060 shares), given that the total number of Tendered Shares (79,017,984 shares) exceeded the lower limit of shares to be purchased (50,114,060 shares), the Tender Offeror will purchase all the Tendered Shares as set forth in the public notice concerning the commencement of the Tender Offer (including the items that were amended in the “Notice of change to public notice concerning the commencement of the Tender Offer” dated July 21, 2020 and July 29, 2020) (Japanese Only) as well as in the Tender Offer Registration Statement (including the items that

were amended in the Amendment to the Tender Offer Registration Statement dated July 21, 2020 and July 29, 2020).

(2) Date of Public Notice of Results of the Tender Offer and the Newspaper Publishing Public Notice

Pursuant to the provision of Article 27-13, Paragraph 1 of the Act, the results of the Tender Offer was publicly announced to the press at the TSE on August 25, 2020 using the method stipulated in Article 9-4 of the Order for Enforcement of the Financial Instruments and Exchange Act (Cabinet Order No. 321 of 1965, as amended) and Article 30-2 of the Cabinet Office Ordinance on Disclosure Required for Tender Offer for Share Certificates, etc. by Persons Other than Issuer (Ordinance of the Ministry of Finance No. 38 of 1990, as amended; hereinafter referred to as the “Cabinet Office Order”).

(3) Number of Purchased Shares

Class of Shares	(i) Number of Tendered Shares Represented in the Number of Shares	(ii) Number of Purchased Shares Represented in the Number of Shares
Shares	79,017,984 (shares)	79,017,984 (shares)
Share Options	- (shares)	- (shares)
Bonds with Share Options	- (shares)	- (shares)
Trust Beneficiary Certificates of Shares, Etc. ( )	- (shares)	- (shares)
Depository Receipts for Shares, Etc. ( )	- (shares)	- (shares)
Total	79,017,984 (shares)	79,017,984 (shares)
(Total Number of Dilutive Shares)	-	(-)

(4) Ownership Ratio after the Purchase

Number of Voting Rights Pertaining to Shares Owned by the Tender Offeror Before the Purchase	-	(Ownership Ratio of Shares Before the Purchase) - %
Number of Voting Rights Pertaining to Shares Owned by Special Related Parties Before the Purchase	2,100,518 voting rights	(Ownership Ratio of Shares Before the Purchase) 41.50%
Number of Voting Rights Pertaining to Shares Owned by the Tender Offeror After the Purchase	790,179 voting rights	(Ownership Ratio of Shares After the Purchase) 15.61%
Number of Voting Rights Pertaining to Shares Owned by Special Related Parties After the Purchase	2,535,507 voting rights	(Ownership Ratio of Shares After the Purchase) 50.10%
Number of Voting Rights of All Target Company Shareholders	5,053,977 voting rights	

(Note 1) The “Number of Voting Rights Pertaining to Shares Owned by Special Related Parties Before the Purchase” and the “Number of Voting Rights Pertaining to Shares Owned by Special Related Parties After the Purchase” indicate the total number of voting rights of shares owned by each special related party (excluding those who are excluded from special

related parties in the calculations of the ownership ratio of shares under each item of Article 27-2, paragraph 1 of the Act, pursuant to Article 3, paragraph 2, item 1 of the Cabinet Office Order).

(Note 2) The “Number of Voting Rights of All Target Company Shareholders” indicates the total number of voting rights held by all the shareholders as of February 29, 2020 as stated in the First Quarter of the 40th Fiscal Year Quarterly Report (hereinafter referred to as the “Target Company’s Quarterly Report”) that the Target Company submitted on July 15, 2020 (given that the number of shares of 1 unit is 100 shares). However, because shares of less than one unit were also subject to the Tender Offer, in the calculations of the “Ownership Ratio of Shares Before the Purchase” and the “Ownership Ratio of Shares After the Purchase,” the denominator is the number of voting rights (5,061,080 voting rights) of the number of shares (506,108,072 shares) calculated by deducting the number of the treasury shares owned by the Target Company as of February 29, 2020 of which the Target Company notified the Tender Offeror (741,180 shares) from the total number of issued shares as of the same date (506,849,252 shares) as stated in the Target Company’s Quarterly Report.

(Note 3) The “Ownership Ratio of Shares Before the Purchase” and the “Ownership Ratio of Shares After the Purchase” have been rounded to two decimal places

(Note 4) ITOCHU entered into an agreement with IRI on July 8, 2020. ITOCHU’s contribution amount of 120,001 million yen (rounded to the nearest million yen; hereinafter the same in terms of ITOCHU’s contribution amount) to IRI would be decreased by 119,970 million yen (rounded to the nearest million yen) to 31 million yen, and IRI would deliver 43,521,600 Target Company Shares to ITOCHU. Pursuant to the agreement, IRI delivered 43,521,600 Target Company Shares to ITOCHU on July 21, 2020. The number of voting rights pertaining to the Target Company Shares owned by ITOCHU after the delivery is 2,535,507.

(5) Calculation in Case of Tender Offer Conducted Using the Proportional Distribution Method

Not applicable.

(6) Method of Settlement

(i) Name and Location of the Head Office of the Financial Instruments Business Operator, Bank, etc. that Settles the Purchase

Nomura Securities Co., Ltd. 1-9-1, Nihonbashi, Chuo-ku, Tokyo

(ii) Commencement Date of Settlement

August 28, 2020 (Friday)

(iii) Method of Settlement

After the expiration of the Tender Offer Period, a notice of purchase through the Tender Offer is mailed to the address of the tendering shareholders (or the standing proxy in the case of foreign shareholders) without delay.

The purchase is made for cash. After the commencement date of settlement, the tendering shareholders may receive the purchase price for the Tender Offer without delay in a manner that they designate, such as remittance. (Remittance fees may be charged.)

### 3. Policies After the Tender Offer and Future Outlook

Regarding the management policy following the Tender Offer, there is no change to be made to the information set forth in the “Announcement in Relation to Commencement of Tender Offer for Shares in FamilyMart Co., Ltd. (Code No. 8028)” announced by ITOCHU and the Tender Offeror on July 8, 2020 (including the items that were amended in the “(Amendments) Announcement Relating to Amendments to ‘Announcement in Relation to Commencement of Tender Offer for Shares in FamilyMart Co., Ltd. (Code No. 8028)’” announced by ITOCHU and the Tender Offeror on July 10, 2020).

Upon the Tender Offeror’s request, for the purpose of ensuring the Target Company’s shareholders comprise only of ITOCHU immediately after the effective date of the share consolidation of the Target Company Shares in accordance with Article 180 of the Companies Act (hereinafter referred to as the “Share Consolidation”), in accordance with Article 297, paragraph 1 of the Companies Act, ITOCHU requested today that the Target Company hold a special shareholders’ meeting whose agenda items include conducting the Share Consolidation, and, subject to the effectuation of the Share Consolidation, to amend the articles of incorporation to abolish provisions on share unit numbers (hereinafter referred to as the “Special Shareholders’ Meeting”). Further, ITOCHU and the Tender Offeror requested today that the Target Company issue a public notice to set a record date so that any date close to and coming after the commencement date of the settlement of the Tender Offer will be the record date of the Special Shareholders’ Meeting.

As of today, the Target Company Shares are listed on the First Section of the TSE. However, in the cases where the Share Consolidation above is implemented, the Target Company Shares will be delisted following the designated procedures pursuant to the delisting standards established by the TSE. The Target Company Shares cannot be traded on the First Section of the TSE after delisting. The specific procedures and timeline of the implementation in the future will be announced by the Target Company promptly after they are determined after discussions with the Target Company.

If the procedures to have the Target Company’s shareholders be only ITOCHU have not been implemented in the end because the Share Consolidation agenda above was rejected at the Special Shareholders’ Meeting or for other reasons, the Target Company Shares will remain listed for the time being. ITOCHU will deliberate on future policies in that case after discussions with the Target Company.

### 4. Location at Which the Tender Offer Report is Available to the Public

Retail Investment Company, LLC	2-5-1 Kita-Aoyama, Minato-ku, Tokyo
Tokyo Stock Exchange, Inc.	2-1 Nihombashi Kabutocho, Chuo-ku, Tokyo