



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 a Request by a Shareholder to Convene an Extraordinary General Meeting of Shareholders**

FamilyMart Co., Ltd. (the “**Company**”) hereby announces that today the Company has received a written request to convene an extraordinary general meeting of shareholders (the “**Extraordinary General Meeting of Shareholders**”) pursuant to paragraph 1 of Article 297 of the Companies Act (the “**Request to Convene**”) from its shareholder, ITOCHU Corporation (“**ITOCHU**”), as described below.

### 1. Overview of Party Making the Request

The Request to Convene was made by ITOCHU, which is our parent company. ITOCHU is also a shareholder that has continued to hold 3% or more of the Company’s total shareholder voting rights for six months.

### 2. Date of the Request

August 25, 2020

### 3. Details of the Request

#### (1) Purposes of the General Meeting of Shareholders

Proposal 1 Share consolidation

Proposal 2 Partial revision to the Articles of Incorporation

#### (2) Reasons for Convening

- 1) Retail Investment Company, LLC (the “**Tender Offeror**”), a subsidiary of ITOCHU conducted a tender offer (the “**Tender Offer**”) for the common shares of the Company (the “**Company’s Shares**”) in accordance with the Financial Instruments and Exchange Act (Act No. 25 of 1948, including subsequent revisions) from July 9, 2020 through August 24, 2020 in order to take the Company private. As a result of the Tender Offer, as of August 28, 2020 ITOCHU and the Tender Offeror will hold a total of 79,017,984 the Company’s Shares (Ownership ratio (Note): 15.61%).

(Note) “Ownership ratio” means the ratio relative to the number of shares (506,108,072 shares) obtained by deducting the number of treasury shares held by the Company as of February 29, 2020 (741,180 shares) from the total number of issued shares of the Company as of February 29, 2020 set out in the 39th Annual Securities Report filed by the Company on

May 29, 2020 (506,849,252 shares).

- 2) As stated 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 amendments 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)””), if the Tender Offeror fails to acquire all of the Company’s Shares (excluding those of the Company’s Shares held by ITOCHU and treasury shares held by the Company), in order to ensure the Company’s shareholders comprise only of ITOCHU and the Tender Offeror, the Tender Offeror has planned to request that the Company hold an extraordinary general meeting of shareholders whose agenda items include share consolidation based on Article 180 of the Companies Act (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 promptly after payment for the Tender Offer is completed.
- 3) As the Tender Offeror failed to acquire all of the Company’s Shares (excluding those of the Company’s Shares held by ITOCHU and treasury shares held by the Company), ITOCHU had a consultation with the Tender Offeror, and in response to the request of the Tender Offeror ITOCHU has requested that the Company hold an extraordinary general meeting of shareholders.

#### 4. The Company’s Policy on Responding to the Request

Upon receiving the Request to Convene, at a Board of Directors meeting held today the Company has resolved to set a record date for convening an extraordinary general meeting of shareholders scheduled for late October 2020. Further, as stated in the Company’s press release on July 8, 2020 titled “Announcement of Opinion Pertaining to the Tender Offer of the Company’s Shares by Retail Investment Company, LLC, a Subsidiary of ITOCHU Corporation, the Parent Company”, if the Company received the Request to Convene, it has planned to take the procedures to convene an extraordinary general meeting of shareholders.

For details, please refer to the Company’s press release today titled “Announcement Regarding Setting of a Record Date for Convening an Extraordinary General Meeting of Shareholders.”