

# Notice of Convocation of the 33rd Ordinary General Meeting of Shareholders

**Date & Time:**

10 a.m., Thursday, May 29, 2014

**Venue:**

“Yukyu” Hall on the 2nd Floor, Hotel Metropolitan Edmont,  
10-8, Idabashi 3-chome, Chiyoda-ku, Tokyo

**Resolution Items:**

**No. 1:** Election of Nine Directors

**No. 2:** Election of One Corporate Auditor

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**FamilyMart Co., Ltd.**

Securities Code: 8028

To All Shareholders

Isamu Nakayama  
President and Chief Executive Officer  
FamilyMart Co., Ltd.  
1-1, Higashi-Ikebukuro 3-chome,  
Toshima-ku, Tokyo, Japan

## Notice of Convocation of the 33rd Ordinary General Meeting of Shareholders

Dear Shareholder:

This is to inform you that the Ordinary General Meeting of Shareholders (“Meeting”) for the 33rd Term will be held as described below and to request your attendance at the Meeting.

**In the event that you are unable to attend the Meeting, please see the “Reference Document for the General Meeting of Shareholders” provided below; you may exercise your voting rights either in writing or via the Internet, etc.**

### **Exercise of Voting Rights in Writing or via Electromagnetic Method (the Internet, etc.)**

#### **Exercise of voting rights in writing**

Please indicate your approval or rejection of the respective agenda on the Voting Rights Exercise Form enclosed herewith, and return the form no later than 6 p.m. on Wednesday, May 28, 2014.

#### **Exercise of voting rights electronically (the Internet, etc.)**

Please refer to the “Exercise of Voting Rights via the Internet” enclosed herewith and register your approval or rejection of the respective agenda on the website (<http://www.web54.net>), etc., by 6 p.m. on Wednesday, May 28, 2014.

1. Date & Time: 10 a.m., Thursday, May 29, 2014
2. Venue: “Yukyu” Hall on the 2nd Floor, Hotel Metropolitan Edmont,  
10-8, Iidabashi 3-chome, Chiyoda-ku, Tokyo
3. Agenda:  
Reporting Items: 1.Report on the business report, consolidated financial statements for the 33rd fiscal year (from March 1, 2013, through February 28, 2014), and the Audit Results Reports of the Independent Auditors and the Board of Corporate Auditors for the consolidated financial statements  
2.Report on the financial statements for the 33rd fiscal year (from March 1, 2013, through February 28, 2014)

Resolution Items:

**No. 1:** Election of Nine Directors

**No. 2:** Election of One Corporate Auditor

Notes:

1. When you attend the Meeting, please present the enclosed Voting Rights Exercise Form at the reception desk.
2. If you exercised your voting rights both via the Internet, etc. and in writing, only your vote exercised via the Internet shall be counted. If you exercised your voting rights via the Internet, only your last vote shall be counted.
3. A summary of significant accounting policies and other explanatory information to the Consolidated Financial Statements and Financial Statements are provided on the Company website, pursuant to the provisions of applicable laws and regulations as well as Article 15 of the Company's Articles of Incorporation.
4. This Notice of Meetings does not include complete set of the Consolidated Financial Statements and the Financial Statements audited by Corporate Auditors and Independent Auditors in preparing this notice of convocation.
5. Should any revisions be made to the business report, consolidated financial statements, financial statements and/or Reference Document for the General Meeting of Shareholders, such changes will be posted on the Company's website.(<http://www.family.co.jp/>)

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**This document has been translated from the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.**

# **Business Report**

(March 1, 2013 through February 28, 2014)

## **1. Current Situation of the Corporate Group**

### **(1) Progress and Results of Operations**

During the fiscal year ended February 28, 2014, a range of government policies, including monetary easing measures and financial policies, took effect in Japan, and the domestic economy began to show positive signs such as the improvement of corporate profits and a rally in capital investments, coupled with the end of the global recession. Nonetheless, consumer sentiment worsened due to sluggish growth in personal income and higher prices resulting from depreciation of the yen; consequently, conditions in the retail industry remained challenging throughout the year under review.

In this environment, FamilyMart Co., Ltd. (hereinafter the “Company” or “FamilyMart”), endeavored to establish a high-quality store network to expand its revenue base by positioning fiscal year 2013 as the key year for the next decade. As a result, we opened a record number of stores during the year, thereby achieving an operating system of 10 thousand domestic chain stores as of October 2013.

In addition, we continued working to increase the growth potential and earning power of our franchised stores by further enhancing the franchiser function. We also increased the number of items and lineups of products and services to address the broadening of customer segments and the desired store functions. Moreover, as a social and lifestyle infrastructure provider, we have strengthened our alliances with companies in other industry sectors, including the opening of integrated convenience/drug stores incorporating pharmacy areas and tie-ups with supermarket-format operators, to flexibly address changes in social structure, such as the aging population, the dwindling birthrate and the increasing number of single-person households.

As of February 28, 2014, the stores operated in Japan totaled 10,547, including 767 stores operated by four domestic area franchisers. The stores operated overseas totaled 13,075 as of the same date which included all the stores operated by overseas area franchisers in Taiwan, Thailand, South Korea, China, the United States, Vietnam, Indonesia and the Philippines. Consequently, the aggregate of FamilyMart chain stores worldwide, which consists of domestic and overseas FamilyMart chain stores, was 23,622.

As a result, total operating revenues of the Company and its consolidated subsidiaries for the year under review increased 3.4% year over year to ¥345,603 million, operating income rose 0.5% to ¥43,310 million, ordinary income advanced 4.2% to ¥47,315 million, but net income decreased 9.6% to ¥22,611 million on a consolidated basis.

Operating results by business segment were as follows:

### **Domestic business**

#### (Store Development)

In store development, we stepped up store openings in Japan's three major metropolitan areas of Tokyo, Osaka and Nagoya and provincial core cities, where the population is increasingly concentrated. At the same time, we accelerated the opening of stores with diversified store formats, including those in new markets, and the utilization of moving stalls and Automatic Super Delice (ASD) vending machines. Moreover, as for our tie-ups with railway operators, in which FamilyMart boasts an overwhelming market share, the brand of 66 in-station shops operated by Kintetsu Corporation was converted into FamilyMart stores. As of February 28, 2014, the number of similar railway operator-affiliated shops subject to such conversion of store brand increased to 402 through collaborations with 13 companies. Furthermore, we strengthened our collaborations with companies in other industry sectors, as represented by the opening of the FamilyMart/Izumiya Teradacho Higashi store in October 2013. As a result, 1,355 openings (including 71 stores newly opened by the four domestic area franchisers) were achieved, with a net increase of 1,066 stores (including 58 stores by the four domestic area franchisers).

#### (Merchandise)

As for merchandise, under the concept of "The Most Familiar Premium Store," we expanded the lineups of *bento* boxed lunches, pasta and other products in the FAMIMA PREMIUM Series, which offers upgraded authentic menu items that use quality raw materials and original recipes and have an attractive appearance, thereby recording high sales performance. Meanwhile, we promoted sales by supplying customers with the authentic taste of in-store freshly ground coffee named "FAMIMA CAFÉ, for which coffee makers were installed at almost all domestic chain stores. Moreover, to better serve the changing lifestyles of middle-aged, senior and female customers, we took steps to expand the number of items and product lineups provided by stores, centered on the "FamilyMart collection" private brand.

#### (Store Operation)

In store operation, we enhanced our stores' inventory control of essential products under our "Feature Management" system in which we increase the number of items with different features. At the same time, to reduce the burden of store operations, we established the "Recommended Items Replenishment Ordering System" to automatically calculate optimum quantities for ordering through an analysis of previous sales performance, weather factors, and other factors by store, and the "Assortment & Ordering Flash Reporting System" to monitor fluctuating sales conditions by product item. Consequently, store environment was improved at every store to increase efficiency of the ordering operation and reduce the loss of sales opportunities. Moreover, we continue to train store staff through the "Store Staff Total (SST) System," our original human resource development system to realize "high-quality services" beyond customers' expectations for convenience stores.

#### (Promotion)

As for sales promotion, we conducted a "Thank-You Sale" for 150 merchandise items at discount prices to celebrate the achievement of 10,000 chain stores in Japan. We also conducted a promotional project aimed at "Famima T Card" holders in the "Point Cash-Back in Full-Amount" campaign for 100 thousand winners via a drawing. Moreover, as a cosponsor of Japan's national soccer team, we endeavored to strengthen FamilyMart's brand power with diverse measures by taking advantage of various media prior to the 2014 FIFA World Cup Brazil event. These efforts included an initiative whereby the Company had Japan Airlines Co., Ltd., feature a message from the Japan Football Association supporting Japan's teams—"Dream and believe. Dream to achieve. Courage to achieve."—designed using supporters' photos on JAL airplanes, as well as the broadcasting of TV commercials in which the field managers of both the men's and women's national teams were featured.

#### (Service)

In regard to services, through a business tie-up with Japan Airlines, we encouraged JAL cardholders to frequent our stores with an innovative and dedicated service that allows them to exchange accumulated mileage with FamilyMart privileges by recording double mileage points if they use a JAL Card that incorporates a settlement function. In addition, as an initiative to support people's livelihoods, we started the certificate issuance service, according to which store customers can apply copies of their resident's card

and seal registration certificate and other official documents issued by local municipalities from an in-store copier. Also, some stores offer Wi-Fi, ensuring the delivery of original content such as coupon tickets and music video.

(Social Contribution Programs)

In social contribution programs, we conduct “store donations,” “emergency disaster relief,” “volunteer activities,” and “contributions to local communities with stores that have local ‘safe areas.’” We engaged in a public donation campaign for the November 2013 typhoon disaster in the Philippines, in addition to our ongoing campaign for the FamilyMart Connecting Dreams Foundation. Meanwhile, in order to carry out our mission as a lifeline supporter (a vital part of the neighborhood infrastructure) that provides daily necessities in case of a disaster, the Company entered into the “Agreement Concerning the Supply of First-Aid Commodities of Life in Case of Disaster” with 67 local municipalities and the “Agreement Concerning Support to Persons Who Find It Difficult to Return Home” with 46 local municipalities, as of February 28, 2014.

(Others)

As for other domestic businesses, in March 2013, the Company established CLEAR WATER TSUNAN, K.K., of which the primary business objective is to produce soft drinks. We intend to increase merchandise items at our sales floors with different types of mineral waters by releasing “*Tsunan-no-Tennensui*,” a soft-water product exclusively for FamilyMart, along with “*Kirishima-no-Tennensui*,” a hard-water product processed by Clean Aqua Beverage Corporation. SENIOR LIFE CREATE Co., Ltd., which engages in the delivery of the “**Takuhai-Cook 1 • 2 • 3**” *bento* products exclusively for senior citizens, introduced home delivery services for FamilyMart items jointly with *bento* products in several areas, as well as communication-focused differentiating services such as safety and health status confirmation by taking advantage of delivery staff’s calls or visits at the time of receiving orders and/or delivery of ordered items.

As a result, total operating revenues of the Japan business segment increased 7.0% year over year to ¥304,523 million, while net income decreased 3.5% to ¥19,353 million.

## Overseas business

In the overseas business area, our basic business format is the joint venture, according to which the Company participates in corporate management through joint capital investment with local partners. We strive to maximize the profit income and dividend income from these joint companies and ensure royalty income through the provision of know-how and support activities associated with licensing.

### Taiwan

In Taiwan, we promoted the openings of *Nakashoku* (ready-to-eat meals)–reinforced type stores, which have an in-store eat-in corner space, and a Build and Scrap (B&S) scheme to help our franchisees adapt to recent market changes in the pursuit of a high-quality store network. In addition, we started handling the “FamilyMart collection” brand, which was previously deployed only in Japan, to increase sales and differentiate our product lineup.

### Thailand

In Thailand, we leveraged synergies from our tie-up with Central Retail Corporation Limited, the largest general retailer in Thailand. To that end, we conducted joint procurement of raw materials and product development, and in November 2013 we acquired 74 “Tops Daily” small-scale supermarkets that are being converted to FamilyMart stores; these stores had been operated by Central Food Retail Co., Ltd., an associated company of Central Retail Corporation. As for merchandise, we focused on expanding the popular Japanese-style *Nakashoku* products to increase sales.

### China

In China, we recorded strong sales of *Nakashoku* products, such as *bento* boxed lunches and *Sozai* (prepared dishes), thereby increasing sales at existing stores. Furthermore, a switch from direct management to franchise store operation significantly improved earnings. We started our presence in Shenzhen in June 2013 and in Wuxi in February 2014, building on our existing presence in the Shanghai, Guangzhou, Suzhou, Hangzhou and Chengdu areas. Wuxi FamilyMart Co., Ltd., was established in January 2014 before the opening of the first store in Wuxi.

### Other countries and regions

In other countries and regions, the first FamilyMart store opened in the Philippines in April 2013.

As a result, total operating revenues of the overseas business segment decreased 17.1% year over year to ¥41,080 million and net income fell 34.5% to ¥3,257 million.

### Notes:

1. The previous Japan, Taiwan, Thailand and South Korea business segments have been changed to the Domestic and Overseas business segments.
2. For comparison with the previous fiscal year, the business segments for the previous fiscal year are classified into those for the fiscal year ended February 28, 2014.

(unit : Millions of yen)

Business Segment	Total Operating Revenues	Net Income
Domestic	304,523	19,353
Overseas	41,080	3,257

### (2) Capital Expenditures

The capital expenditures of the FamilyMart Group during the year are presented in the table below. A total of ¥93,256 million in capital expenditures were primarily used for store investments, such as new store openings and the renovation of existing stores in the Japan business.

The breakdown of the capital expenditures in the Japan business was ¥42,971 million for new openings, repairs, and renovations of stores, etc., ¥31,318 million for leasehold deposits for store leases and ¥10,472 million for investments related to information systems.

(unit : Millions of yen)

Business Segment	Amount Invested
Domestic	84,762
Overseas	8,494
Total	93,256

### (3) Our Tasks Ahead

The economic prospects for the next fiscal term indicate that the future of the retail industry is expected to remain unclear in view of concerns about consumer confidence following the rise in the consumption tax, although the underlying trend of economic recovery is anticipated to continue given the ongoing improvement in corporate profits and the employment situation against the backdrop of new economic policies and the continuation of monetary easing measures.

In these circumstances, the Company will focus on the fulfillment of the roles and functions that customers request of convenience stores as the Company is engaged in social and livelihood infrastructure businesses and strive to be the preferred convenience chain through hospitality-based behavior with proposals to offerings that enrich consumers' minds in addition to convenience.

#### ① Domestic Business

In the domestic business area, with the aim of increasing the growth potential and earnings-creation capabilities of all the franchised chain stores, the Company will further improve franchiser functions by addressing various measures to continue proactive openings in store development and increase the number of customers, the most significant task in merchandise and store operation. To this end, we will focus on three specific targets: 1) "Advantage of store preconditions" to ensure high profitability for new stores and enhance the appeal of existing stores via the renovation of their sales floors, 2) "Excellent merchandise" to raise product quality and diversify the product portfolio, and 3) SQC (Service, Quality, Cleanness), the basics of store management. In the fiscal year ending February 28, 2015, we will move forward to be an indispensable part of local communities under the theme of "More than ever, we will become a family."

As for store development, we will accelerate store openings in new markets, including in-station shops, and promote openings through alliances with companies in various industry sectors, including openings of integrated convenience/drug stores incorporating pharmacy areas and tie-ups with a supermarkets and/or karaoke boxes. We will also strive to extend the store network in the next fiscal term by planning the largest number ever of new openings through the adoption of these multiple store formats.

As for merchandise, to ensure an increasingly satisfying diversified product portfolio, we will pursue developing original products including *Nakashoku* products that serve customers' livelihoods and improving product quality through detailed analysis of customer needs by generation and gender. Moreover, we aim to raise the number of customers to overall chain stores by expanding the number of items and product lineups provided by stores, centered on the "FamilyMart collection" private brand. Furthermore, we will streamline our processing/distribution infrastructure along with the expanding store network to optimize or even reduce costs and increase the gross profit margin.

In store operation, we intend to conduct a large-scale sales floor innovation via unprecedented proactive investments in existing stores to strengthen the competitiveness of individual stores with measures such as the expansion of the assortment of frozen foods and ice-cream using flat showcases for iced items. In addition, we will continuously promote creating sales floors based on "Feature Management" with a goal of increased customers and sales. We will also upgrade the SQC level by leveraging the SST system to be the leading quality company in the industry. Furthermore, as for the Famima T Card, of which the number of cardholders surpassed 5.4 million, we intend to radically review the membership and point collection schemes and strive to improve our ability to attract customers by reinforcing alliances with the T Point collaborating companies.

In other domestic business operations, famima.com will accelerate its comprehensive strategy centering on the entertainment business, for example, by reinforcing collaborations with various entertainment operators not only to expand ticket sales but also to increase sales of related products at storefronts and on the "famima.com" Internet shopping website. Meanwhile, SENIOR LIFE CREATE will accelerate store openings in untapped areas and start addressing the breakfast delivery service.

#### ② Overseas business

In the overseas business, we intend to expand the store network using business models that leverage our know-how accumulated as a Japan-originated convenience store chain and with IT systems. Meanwhile, in the regions where FamilyMart stores are already located, we will reestablish our business schemes in response to local markets and social environments and strengthen the business base. At the same time, we will promote a global branding activity by expanding sales areas subject to the "FamilyMart collection" brand.

As was announced on March 28, 2014, the Company plans to sell all the shares of BGFretail Co., Ltd., an associated company accounted for by the equity method, through the offering of its shares by listing its stock on the Korea Stock Exchange.

## (4) Changes in Operating Results and Financial Position

(Millions of yen)

Fiscal Term Category	30th Term (Year ended February 2011)	31st Term (Year ended February 2012)	32nd Term (Year ended February 2013)	33rd Term (Year ended February 2014)
Corporate Group:				
Total operating revenues	319,889	329,218	334,087	345,603
Ordinary income	39,907	44,810	45,410	47,315
Net income	18,023	16,584	25,020	22,611
Net income per share (Yen)	189.74	174.70	263.57	238.19
Total assets	436,034	472,822	526,758	588,136
Total equity	216,979	225,939	247,755	265,458
Equity per share (Yen)	2,207.53	2,299.14	2,515.61	2,686.37

Notes:

- Effective from the 31st term (year ended February 29, 2012), the “Accounting Standard for Asset Retirement Obligations” (the Accounting Standards Board of Japan (ASBJ) Statement No. 18, *Accounting Standard for Asset Retirement Obligations*, issued on March 31, 2008) and the “Guidance on Accounting Standard for Asset Retirement Obligations” (ASBJ Guidance No. 21, *Guidance on Accounting Standard for Asset Retirement Obligations*, issued on March 31, 2008) have been applied.
- Pursuant to the International Accounting Standard (IAS) No. 19 *Employee Benefits* (revised on June 16, 2011), which became applicable to the fiscal year starting on and after January 1, 2013, the standards has been applied at some overseas companies, effective from the fiscal year ended February 28, 2013. As this change in accounting standards has been applied retroactively, the restated amounts are presented for total assets, total equity, etc., for the 32nd Term.

(unit : Millions of yen)

Fiscal Term Category	30th Term (Year ended February 2011)	31st Term (Year ended February 2012)	32nd Term (Year ended February 2013)	33rd Term (Year ended February 2014)
The Company:				
Total store sales	1,440,457	1,534,652	1,584,558	1,721,962
Total operating revenues	270,817	274,449	270,919	287,443
Ordinary income	35,887	40,650	41,470	40,743
Net income	16,678	14,321	24,186	21,402
Net income per share (Yen)	175.57	150.86	254.78	225.46
Total assets	390,416	422,516	464,849	508,586
Total equity	204,405	211,501	228,696	240,717
Equity per share (Yen)	2,153.16	2,227.94	2,409.15	2,535.83

Note: Effective from the 31st term (year ended February 29, 2012), the “Accounting Standard for Asset Retirement Obligations” (the Accounting Standards Board of Japan (ASBJ) Statement No. 18, *Accounting Standard for Asset Retirement Obligations*, issued on March 31, 2008) and the “Guidance on Accounting Standard for Asset Retirement Obligations” (ASBJ Guidance No. 21, *Guidance on Accounting Standard for Asset Retirement Obligations*, issued on March 31, 2008) have been applied.

## (5) Data of Important Subsidiaries

## (i) Important Subsidiaries

Company Name	Capital	Percentage of Voting Rights Held by the Company (%)	Main Business
Taiwan FamilyMart Co., Ltd.	2,232 million (Taiwanese dollars)	47.44	Convenience store business
FAMIMA CORPORATION	US\$12 million	100.00	Convenience store business
famima Retail Service Co., Ltd.	¥300 million	100.00	Store-related service businesses, including accounting data processing
famima.com Co., Ltd.	¥400 million	54.25	EC-related business
SENIOR LIFE CREATE Co., Ltd.	¥280 million	82.83	Food delivery service business

## (ii) Important Associated Companies

Company Name	Capital	Percentage of Voting Rights Held by the Company (%)	Main Business
Okinawa FamilyMart Co., Ltd.	¥49 million	48.98	Convenience store business
Minami Kyushu FamilyMart Co., Ltd.	¥80 million	49.00	Convenience store business
Hokkaido FamilyMart Co., Ltd.	¥200 million	49.00	Convenience store business
Central FamilyMart Co., Ltd.	575 million (Thai baht)	48.20	Convenience store business
BGFretail Co., Ltd.	24,640 million (Korean won)	25.00	Convenience store business
Shanghai FamilyMart Co., Ltd.	486 million (Chinese yuan)	Note <sup>5</sup>	Convenience store business
Guangzhou FamilyMart Co., Ltd.	206 million (Chinese yuan)	Note <sup>5</sup>	Convenience store business
Suzhou FamilyMart Co., Ltd.	US\$8 million	Note <sup>5</sup>	Convenience store business
Hangzhou FamilyMart Co., Ltd.	US\$4 million	Note <sup>5</sup>	Convenience store business
Chengdu FamilyMart Co., Ltd.	US\$3 million	Note <sup>5</sup>	Convenience store business
Shenzhen FamilyMart Co., Ltd.	US\$1 million	Note <sup>5</sup>	Convenience store business
Philippine FamilyMart CVS, Inc.	600 million (Filipino peso)	37.00	Convenience store business
ASAHI FOOD PROCESSING CO., LTD.	¥1,000 million	39.00	Food processing business
Pocketcard Co., Ltd.	¥14,374 million	15.02	Credit card business

Notes: 1. The percentage of voting rights held by the Company (%) includes indirect shareholdings.

2. Siam FamilyMart Co., Ltd., changed its trade name to Central FamilyMart Co., Ltd., in April 2013.

3. Effective from the year under review, Shenzhen FamilyMart Co., Ltd., has been included as an associated company accounted for by the equity method.

4. VI NA FAMILYMART CO., LTD., was excluded from the category of associated companies accounted for by the equity method because the Company in May 2013 sold all the VI NA FAMILYMART shares that the Company then held.

5. China CVS (Cayman Islands) Holding Corp., an associated company accounted for by the equity method, holds 100% of the voting rights of these companies. FamilyMart China Holdings Co., Ltd., a consolidated subsidiary, holds 40.35% of the voting rights of China CVS (Cayman Islands) Holding Corp.

(iii) Other Important Associated Companies

Company Name	Capital	Percentage of Voting Rights in the Company (%)	Relationship with the Company
ITOCHU Corporation	¥202,241 million	31.66	Gives advice and support to the Company regarding the merchandise supply system of the convenience store business

Note: The percentage of voting rights in the Company (%) includes indirect shareholdings.

## (6) Major Operating Bases

## (i) Head Office and Others

FamilyMart Co., Ltd. (the Company)	Head office	Toshima-ku, Tokyo
	Sales offices	28 in Tokyo, 15 in Osaka, 12 in Kanagawa, 10 in Aichi, 8 in Saitama, and 96 in other prefectures (a total of 169 offices)
	Training center	Shonan Training Center (Yokosuka, Kanagawa)
	Distribution facilities	Tohoku Integrated Distribution Center (Kurokawa-gun, Miyagi), Yamagata Integrated Distribution Center (Higashine, Yamagata), Fukushima Integrated Distribution Center (Motomiya, Fukushima), and Toda Integrated Distribution Center (Toda, Saitama)
Subsidiaries:		
Taiwan FamilyMart Co., Ltd.		Taipei, Taiwan
FAMIMA CORPORATION		State of California, United States
famima Retail Service Co., Ltd.		Toshima-ku, Tokyo
famima.com Co., Ltd.		Toshima-ku, Tokyo
SENIOR LIFE CREATE Co., Ltd.		Minato-ku, Tokyo
Associated companies:		
Okinawa FamilyMart Co., Ltd.		Naha, Okinawa
Minami Kyushu FamilyMart Co., Ltd.		Kagoshima, Kagoshima
Hokkaido FamilyMart Co., Ltd.		Chuo-ku, Sapporo, Hokkaido
Central FamilyMart Co., Ltd.		Nonthaburi, Thailand
BGFretail Co., Ltd.		Seoul, South Korea
Shanghai FamilyMart Co., Ltd.		Shanghai, China
Guangzhou FamilyMart Co., Ltd.		Guangzhou, Guangdong, China
Suzhou FamilyMart Co., Ltd.		Suzhou, Chiangsu, China
Hangzhou FamilyMart Co., Ltd.		Hangzhou, Zhejiang, China
Chengdu FamilyMart Co., Ltd.		Chengdu, Szechuan, China
Shenzhen FamilyMart Co., Ltd.		Shenzhen, Guangdong, China
Philippine FamilyMart CVS, Inc.		Makati, Philippines
ASAHI FOOD PROCESSING CO., LTD.		Asaka, Saitama
Pocketcard Co., Ltd.		Minato-ku, Tokyo

Note: In addition to the above, we operate 17 integrated distribution centers, which the Company does not own but that serve as logistics bases for the Company.

## ii) Number of Stores Engaged in the Convenience Store Business (“FamilyMart Chain Stores”)

Number of FamilyMart Chain Stores			
Prefecture	Number of Chain Stores	Prefecture	Number of Chain Stores
Aomori	54	Mie	163
Iwate	107	Shiga	114
Miyagi	235	Kyoto	228
Akita	73	Osaka	1,002
Yamagata	105	Hyogo	389
Fukushima	142	Nara	88
Ibaraki	219	Wakayama	82
Tochigi	155	Tottori	60
Gunma	96	Shimane	53
Saitama	547	Okayama	120
Chiba	473	Hiroshima	203
Tokyo	1,846	Yamaguchi	71

Kanagawa	708	Tokushima	67
Niigata	68	Kagawa	101
Toyama	80	Ehime	111
Ishikawa	90	Kochi	44
Fukui	101	Fukuoka	345
Yamanashi	85	Saga	66
Nagano	115	Nagasaki	144
Gifu	102	Kumamoto	109
Shizuoka	226	Oita	66
Aichi	527		
Total of stores operated by the Company			9,780
Hokkaido FamilyMart Co., Ltd.		Hokkaido	68
Minami Kyushu FamilyMart Co., Ltd.		Miyazaki	98
		Kagoshima	235
Okinawa FamilyMart Co., Ltd.		Okinawa	232
JR KYUSHU RETAIL, INC.		Fukuoka and four other prefectures	134
Total of stores operated by domestic area franchisers			767
Total of stores operated in Japan			10,547
Taiwan FamilyMart Co., Ltd.		Taiwan	2,897
Central FamilyMart Co., Ltd.		Thailand	1,070
BGFretail Co., Ltd.		South Korea	7,925
Shanghai FamilyMart Co., Ltd.		China	792
Guangzhou FamilyMart Co., Ltd.		China	142
Suzhou FamilyMart Co., Ltd.		China	93
Hangzhou FamilyMart Co., Ltd.		China	34
Chengdu FamilyMart Co., Ltd.		China	26
Shenzhen FamilyMart Co., Ltd.		China	6
Wuxi FamilyMart Co., Ltd.		China	2
FAMIMA CORPORATION		United States	9
VIET NAM FAMILY CONVENIENCE STORES LIMITED		Vietnam	28
PT. FAJAR MITRA INDAH		Indonesia	12
Philippine FamilyMart CVS, Inc.		Philippines	39
Total of stores operated overseas			13,075
Aggregate of FamilyMart chain stores worldwide			23,622

Note: The FamilyMart stores operated by JR KYUSHU RETAIL consist of 82 stores in Fukuoka Prefecture, 6 in Saga Prefecture, 5 in Nagasaki Prefecture, 20 in Kumamoto Prefecture, and 21 in Oita Prefecture.

(7) Status of Employees

(i) Employees of the Corporate Group

Business Segment	Number of Employees	Increase/Decrease from the Previous Year-End
Domestic	4,045 (3,075)	+244
Overseas	2,328 (1,839)	+48
Total	6,373 (4,914)	+292

Notes: 1. The number of employees does not include part-timers or temporary workers. The average yearly number of part-timers and temporary workers is indicated in parentheses.

2. For comparison with the previous fiscal year, the business segments for the previous fiscal year are classified into those for the fiscal year ended February 28, 2014.

(ii) Employees of the Company

Number of Employees	Increase/Decrease from the Previous Year-End	Average Age	Average Years of Service
3,694 (2,405)	+330	37.7	9.2

Note: The number of employees does not include part-timers or temporary workers. The average yearly number of part-timers and temporary workers is indicated in parentheses.

## 2. Shares of the Company

- (1) Total number of shares authorized to be issued 250,000,000  
(2) Total number of issued shares 97,683,133  
(including treasury stock of 2,756,716 shares)  
(3) Number of shareholders 11,498  
(4) Major shareholders

Shareholder Name	Number of Shares Held (Thousands)	Percentage Ownership (%)
ITOCHU Corporation	29,941	31.54
THE CHASE MANHATTAN BANK, N.A., LONDON SECS LENDING OMNIBUS ACCOUNT	3,088	3.25
NTT DOCOMO, INC.	2,930	3.08
The Master Bank Trust of Japan, Ltd. (Trust account)	2,540	2.67
THE BANK OF NEW YORK, MELLON SA/NV 10	2,259	2.38
Mizuho Bank, Ltd.	2,085	2.19
Nippon Life Insurance Company	1,768	1.86
Japan Trustee Services Bank, Ltd. (Trust account 9)	1,637	1.72
NORTHERN TRUST GLOBAL SERVICES LIMITED RE 15PCT TREATY ACCOUNT (NON LENDING)	1,634	1.72
Japan Trustee Services Bank, Ltd. (Trust account)	1,628	1.71

### Notes:

1. The percentage ownership above is calculated on the basis of the number of shares issued and outstanding (94,926,417 shares) after subtracting the number of shares of treasury stock from the total number of issued shares.
2. In the Change Report dated September 19, 2013, the Company was notified that the Tokyo Branch of T. Rowe Price International Ltd., and its joint holders (a total of three companies) held 6,276,000 shares of the Company. However, their names are not included in the list of major shareholders above because the number of the Company's shares substantially held thereby as of February 28, 2014, could not be confirmed.

### 3. Corporate Officers

#### (1) Directors and Corporate Auditors

Position	Name	Responsibilities and Important Positions Concurrently Held in Other Corporations
Chairman and Chief Executive Officer	Junji Ueda	
President and Chief Executive Officer	Isamu Nakayama	
Senior Managing Director	Yoshiki Miyamoto	General Manager of Management Division, Supervisor of Accounting and Finance Division, Chairman of Risk Management & Compliance Committee, and Chairman of Business Process Improvement Committee
Managing Director	Toshio Kato	General Manager of Corporate Planning Division
Managing Director	Motoo Takada	General Manager of Store Operation Division, Supervisor of Customer Service Office, and Supervisor of Franchisee Relations Office
Managing Director	Masaaki Kosaka	General Manager of Overseas Business Division and President and Chief Executive Officer of FamilyMart China Holdings Co., Ltd.
Managing Director	Akinori Wada	General Manager of Store Development Division
Managing Director	Yukihiko Komatsuzaki	General Manager of Accounting and Finance Division, Chairman of Cost Structure Reform Committee, and Outside Director of Pocketcard Co., Ltd.
Managing Director	Hiroaki Tamamaki	General Manager of Merchandising Division, and General Manager of Logistics & Quality Control Division
Director	Noboru Takebayashi	General Manager of Information Systems Division
Standing Corporate Auditor	Noriki Tanabe	Outside Corporate Auditor of Pocketcard Co., Ltd.
Standing Corporate Auditor	Shintaro Tateoka	
Corporate Auditor	Mika Takaoka	Professor of the College of Business, Rikkyo University
Corporate Auditor	Shuji Iwamura	Advisor to NAGASHIMA, OHNO & TSUNEMATSU Outside Corporate Auditor of Riken Corporation

#### Notes:

1. Isamu Nakayama assumed the position of President and Chief Executive Officer as of May 23, 2013.
2. Standing Corporate Auditor Noriki Tanabe and Corporate Auditors Mika Takaoka and Shuji Iwamura are outside corporate auditors as set forth in Article 2, Item 16, of the Companies Act.
3. Corporate Auditors Mika Takaoka and Shuji Iwamura are independent auditors as per the regulations of the relevant Financial Instruments Exchange.
4. Pocketcard Co., Ltd., is an associated company of the Company. The Company entrusts its point card issuance services, etc., to Pocketcard.
5. The Company has no special relationship with Rikkyo University.
6. The Company has no significant transactions with NAGASHIMA, OHNO & TSUNEMATSU.
7. The Company has no significant transactions with Riken Corporation.
8. Corporate Auditor Takashi Endo resigned from the position as of the close of the 32nd Ordinary General Meeting of Shareholders held on May 23, 2013.

(2) Amounts of Remuneration, etc., to Directors and Corporate Auditors

Category	Number of Persons	Total Amount of Remuneration, etc. (unit : Millions of yen)
Directors	12	478
Corporate Auditors	5	59
(including outside corporate auditors)	(4)	(37)
Total	17	538
	(4)	(37)

- Notes:
1. The number of persons above includes two directors and one corporate auditor who retired as of the close of the 32nd Ordinary General Meeting of Shareholders held on May 23, 2013.
  2. In addition to the total amounts of remuneration, etc., above for directors, ¥19 million was paid as the amounts that correspond to the salary and the bonus for directors who concurrently serve as employees.
  3. In addition to the amounts above, ¥69 million was paid to two retiring directors and ¥21 million was paid to one retiring corporate auditor to settle a liability for retirement benefits for directors and corporate auditors pursuant to the resolution on “Final Payments Associated with Abolishment of the Officers’ Retirement Benefits Payment System,” which was adopted by the 30th Ordinary General Meeting of Shareholders held on May 26, 2011. These amounts include an ¥18 million increase in the liability for retirement benefits for directors and corporate auditors (consisting of ¥15 million for two directors and ¥3 million for one corporate auditor), which were described in the respective Business Reports pertaining to the prior fiscal years in and before the 27th term.

(3) Outside Officers

(i) Relationship between the corporations where important positions are concurrently held by our outside officers and the Company

The relationship between the corporations where important positions are concurrently held by our outside officers and the Company is as described in (1) above.

(ii) Major Activities during the Year

Name	Position	Major Activities
Noriki Tanabe	Outside Corporate Auditor	The attendance rate of Noriki Tanabe as a standing corporate auditor was 100% for the meetings of both the Board of Directors and the Board of Corporate Auditors held during the year under review. He appropriately questioned or remarked at the meetings mainly based on his experience and knowledge as a responsible official in the internal auditing department of another corporation. He also attended important meetings, such as the Management Council, consulted on important documents, such as the <i>Ringi</i> papers, and conducted visiting audits to subsidiaries and associated companies. Furthermore, he endeavors to smoothly conduct meetings of the Board of Corporate Auditors as the Chairman thereof.
Mika Takaoka	Outside Corporate Auditor	The attendance rate of Mika Takaoka was 94% for the meetings of the Board of Directors and 100% for those of the Board of Corporate Auditors held during the year under review. She appropriately questioned or remarked at the meetings mainly from the viewpoint of a specialist in the field of economics and business administration based on research activities in a university.
Shuji Iwamura	Outside Corporate Auditor	The attendance rate of Shuji Iwamura was 92% for the meetings of the Board of Directors and 100% for those of the Board of Corporate Auditors held after his assumption of office as outside corporate auditor. He appropriately questioned or remarked at the meetings from the viewpoint of a specialist in corporate governance and compliance mainly based on his experience and knowledge as a prosecutor and a lawyer.

#### 4. Independent Auditors

(1) Designation of the Independent Auditors

Deloitte Touche Tohmatsu LLC

(2) Amounts of Remuneration, etc.

	Amount paid (unit : Millions of yen)
Amount of remuneration, etc., to the Independent Auditors pertaining to the year under review	80
Sum of other financial profits to be paid by the Company and its subsidiaries to the Independent Auditors	85

Notes: 1. The audit agreement entered into by the Independent Auditors and the Company does not distinguish the amount being derived from the audit under the Companies Act and that being derived from the audit under the Financial Instruments and Exchange Act, and the two amounts cannot be substantially distinguished from each other. Therefore, the “Amount of remuneration, etc., to the Independent Auditors pertaining to the year under review” above includes the sum of these two categories of remuneration.

2. Of the important subsidiaries, Taiwan FamilyMart Co., Ltd., receives independent audits by Certified Public Accountants or auditing firms different from the Independent Auditors of the Company.

(3) Content of the Non audit Services

Advice and instructions or the like with regard to the adoption of International Financial Reporting Standards.

(4) Policy on Decisions of Dismissal or Non reappointment of the Independent Auditors

As for dismissal of the Independent Auditors, the Board of Directors and the Board of Corporate Auditors will examine whether the Independent Auditors should be dismissed if any circumstance falling under any of the items set forth in Article 340, Paragraph 1, of the Companies Act takes place.

As for non reappointment of the Independent Auditors, the Board of Directors and the Board of Corporate Auditors will examine whether the Independent Auditors should be reappointed by taking into account the quality of the audits having been executed thereby, in addition to the case of non reappointment due to the Company’s own convenience.

#### 5. Corporate Systems and Guidelines

(1) Outline of the Systems to Ensure Compliance of the Directors’ Execution of Duties with Laws, Regulations, and the Articles of Incorporation, as well as the Propriety of Other Business Operations

(i) Systems to ensure compliance of the execution of duties by directors and employees with laws, regulations, and the Articles of Incorporation

1) The Board of Directors meetings shall be held once every month, in principle, and it shall be requested at the meetings that the Representative Director and other directors report on the progress of their duties being executed. To enhance the auditing function, the Company shall take the necessary measures to ensure the effectiveness of the audits conducted by the corporate auditors, whereas the corporate auditors shall examine whether the independence of the Independent Auditors is strictly maintained.

2) The Company shall establish a committee that directly reports to the President and Chief Executive Officer as an organization to control and oversee ethics- and compliance-related activities and a dedicated department or section to promote company-wide disseminating activities for ethics and compliance. Meanwhile, the Audit Office regularly conducts audits to examine the compliance conditions of ethics, laws, and regulations.

3) The Company shall formulate the “FamilyMart Ethics and Compliance Basic Guidelines” and other guidelines related to ethics and compliance, and establish rules in compliance with major laws and regulations, such as the Food Sanitation Law. Moreover, we will disseminate the ethics, laws, and regulations with which our franchisees should be acquainted through the cooperation of related departments and sections using various kinds of manuals.

4) An internal whistle-blowing system shall be adopted, according to which a Hotline channel shall be established to streamline the consultation and inquiries of employees’ concerns internally and externally so as to rectify violations or prevent infringements regarding ethics and compliance.

(ii) Rules and other systems regarding loss risk management

1) The Company shall establish a committee that directly reports to the President and Chief Executive Officer as an overall risk

management organization to control the management of various risks that the Company might face in the future and a dedicated department or section to promote company-wide risk management and relevant activities for thorough risk management. The Audit Office shall regularly conduct audits to examine the risk management conditions in the respective departments and sections.

2) The Company shall prepare a Risk Map, on which various types of risks that the respective departments and sections might encounter are assessed and classified by factor, to determine priority factors to be addressed selectively. Thus, the Company shall streamline rules regarding the system and methods for minimizing the effects of the risk concerned.

3) The Company shall establish a department or section to listen to customers' feedback, including complaints and reproaches so that such input may be fully utilized in future management.

4) The Company shall streamline a business continuity plan to take emergency responsive measures for the purpose of fulfilling its missions for customers as a convenience chain store in a state of emergency, such as a large-scale disaster.

(iii) Systems to ensure propriety of our financial reports

1) The Company shall establish a committee that directly reports to the President and Chief Executive Officer as an organization to supervise and control overall activities regarding the propriety of our financial reports and a dedicated department or section to ensure the propriety of internal financial reports. The Audit Office shall regularly conduct audits on systems to ensure the propriety of financial reports.

2) The Company shall determine the major factors that might affect the propriety of financial reports and streamline rules regarding the system and methods for minimizing the effects due to such factors.

(iv) Systems to ensure efficient execution of directors' duties

The Company shall establish the Pre-BOD Council, the Management Council, and the Development and Marketing Policies Council as advisory bodies for preliminary discussions about proposals to be submitted to the Board of Directors, decision making on the execution of business affairs, and so forth, all of which are presided over by the President, to allow the directors to make decisions in executing their duties through rapid and careful deliberations. Moreover, the Company shall adopt an executive officer system, with which the execution of business affairs can be made more efficient by sharing such execution among the executive officers via the increased delegation of authority. In addition, the Board of Directors shall determine the scope of job responsibility for each director and establish the "Rules on Operational Approvals, Functional Authority, and Responsibility" to clarify the functional authority and responsibility of the respective directors for more appropriate execution of business affairs.

(v) Systems to keep and manage information pertaining to the execution of duties by directors

The Company shall establish and maintain its document handling rules compliant with relevant laws and regulations with regard to the preparation of information stated or recorded in important documents for approval (including electronic media), such as minutes of important meetings, including those of the Board of Directors, the Pre-BOD Council, and the Management Council; *Ringi* papers; and authorized documents. Moreover, the Company shall put in place a system to allow directors, corporate auditors, and other concerned parties to inspect the above documents in compliance with relevant laws and regulations.

(vi) Systems to ensure the propriety of business operations conducted by the corporate group consisting of the Company and its subsidiaries

1) The Company shall firmly control the management of all the group companies, which consist of subsidiaries and associates, and dispatch directors and/or corporate auditors, as the case may be, to make their business operations more reasonable and appropriate. In addition, the Company shall give advice and guidance to help them standardize business operations, especially for streamlining major internal control items.

2) The Company shall support regular exchanges of information and the combined or interlocked execution of measures between its Board of Corporate Auditors and the corporate auditors at the respective group companies to maintain the group-wide Internal Control Systems.

(vii) Employees in cases where a corporate auditor requests the Company to dispatch several employees as assistants to support his/her duties

The Company shall establish the Corporate Auditors' Secretariat and appoint several dedicated employees thereto to assist in the execution of the corporate auditor duties. A corporate auditor may give directions or orders to such employees, as far as the matters required for audit duties are concerned.

(viii) Independence from directors for employees who are to assist the corporate auditors in the execution of their duties

Employees who assist the corporate auditors in the execution of their duties shall obey only the directions given by the corporate auditor

concerned in carrying out his/her own duties and shall not receive directions or orders from any other directors and/or employees.

- (ix) Systems to help directors and employees report to the corporate auditors and other systems relating to reporting to the corporate auditors
  - 1) The corporate auditors of the Company shall attend the Board of Directors meetings, attend other important meetings, such as those of the Pre-BOD Council and the Management Council, listen to explanations from the directors and other relevant personnel, and examine associated materials.
  - 2) The directors and employees of the Company shall periodically report the results of the internal audit, the status of the execution of the internal whistle-blowing system, competitive trade information, and trade implying conflicts of interest involving the Company and a director and so on.
- (x) Other systems to ensure effective audits by the corporate auditors
  - 1) The corporate auditors of the Company shall periodically meet the President to hear him/her explain managerial issues, various risks surrounding the Company, and other subjects. Meanwhile, the corporate auditors shall exchange ideas and receive reports about the internal audit from the Audit Office.
  - 2) Any corporate auditor may entrust research with or seek advice from independent outside experts if it is deemed necessary to conduct proper audits.

(2) Basic Policy Regarding the Control of *Kabushiki Kaisha* (joint stock corporations)

(i) Basic policy regarding persons who control the Company's decisions on financial matters and business policies (hereinafter the "Basic Policy")

FamilyMart believes that the persons who control the Company's decisions on financial matters and business policies should be dedicated to ensuring and enhancing the corporate value of the Company and the common interests of the shareholders.

The Company mainly engages in the franchised convenience store business and conducts business activities, including other services, which are related to the mainstay convenience store business. The Company aims to improve earnings for both franchisees and the Company on an ongoing basis, based on the CO-GROWING concept, according to which the Company should co-prosper with stakeholders, such as shareholders, franchisees, business partners, employees, and communities in positive relationships.

It is indispensable for the management of the Company to have a broad range of know-how and experience regarding its franchising business and sufficiently understand relations with these stakeholders in Japan and overseas. Indeed, they are the resources that the Company has nurtured since its foundation and our business operations derive from these resources.

Accordingly, the Company believes that persons who might be considered to cause an impairment to the corporate value and/or the common interests of the shareholders derived from the aforementioned resources, including shareholders, could be judged inappropriate to control the Company's decisions on financial matters and business policies.

The Company also believes that the corporate value and common interests of the shareholders should be protected if such persons as mentioned below were to conduct or propose to make a large-scale purchase of FamilyMart shares in cases where 1) the corporate value of the Company and the common interests of the shareholders might be significantly damaged by the purchaser's objective of a large-scale purchase or the subsequent management policies; 2) there is a fear that the shareholders might be practically compelled to sell their shares; 3) the Board of Directors is not given a reasonable period to propose alternative plans; 4) the shareholders do not have sufficient information to examine the conditions to judge the purchase proposal; 5) the purchase conditions (e.g., value and type of compensation, purchase timing, legality of the purchase method and probability of the execution of the purchase) are insufficient or improper in view of the primary values of the Company; and/or 6) the purchaser has the intent of destroying relations with or among stakeholders, which are vital to maintain and increase the corporate value of the Company.

(ii) Initiatives to help realize the Basic Policy

1) Basic management policies

The Company's "FamilyMart Basic Philosophy" prescribes that we should continue our efforts to create stores that give each customer the immediate feeling of being warmly accepted toward a goal of contributing to comfortable consumer lives through hospitality-based behavior with proposals to enrich consumers' minds. At the same time, the Company has established "Famimaship"—a code of conduct with common values for employees and franchisees.

Under the slogan of "FamilyMart, Where You Are One of the Family," FamilyMart aims to realize the FamilyMart Basic Philosophy and endeavors to further improve its corporate value.

2) Medium- to- long-term management strategies

To be the leading quality company in the industry, FamilyMart consistently strives to strengthen its management foundations as a

franchising headquarters by proactively tackling such challenges as enhancing the competitiveness of each store, ensuring an attractive and diversified product portfolio, and establishing a network of high-quality stores. In addition, we will extend the domestically sophisticated FamilyMart quality overseas as a Japan-originated convenience store chain to solidify our position as Asia's No. 1 chain store and move toward the development of overseas store chains with the future goal of being No. 1 globally.

The Company considers returning its profits to the shareholders an important management policy as described in “(3) Policy Regarding a Decision on Cash Dividends, etc.” below.

We continue to conduct the “FamilyMart Feel” campaign to achieve hospitality-based stores that achieve stronger support among customers. Moreover, we will take the initiative in promoting activities in all aspects of product development, services, store operation, store development, and environment and CSR toward contributing to local communities with solidified foundations as a social infrastructure and increasing sales and profits and raising corporate value.

3) Strengthening corporate governance

Based on our belief that strong corporate governance leads to ensuring and enhancing corporate value and the common interests of the shareholders, the Company has established and is actually operating the Internal Control Systems as described in Item (1) above.

(iii) The above initiatives are deemed to comply with the Basic Policy and they do not impair the common interests of the Company's shareholders or aim to protect the positions of any of the Company's officers, and the reason for such judgment

The above initiatives aim to maintain and improve earnings and return profits to the shareholders by maximally utilizing the Company's resources having been established among the stakeholders, including shareholders, so that they may contribute to ensuring and enhancing the corporate value and the common interests of the shareholders.

Consequently, the above initiatives comply with the Basic Policy, and they do not impair the common interests of the Company's shareholders or aim to protect the positions of any of the Company's officers.

(3) Policy Regarding a Decision on Cash Dividends, etc.

The Company considers returning its profits to the shareholders an important management policy. The Company abides by a fundamental policy of stably distributing performance growth-based results on a continuing basis with regard to cash dividends and will therefore determine the amount of dividends with due consideration to consolidated performance. The Company's payout ratio target will be 40% on a consolidated basis for the next several years.

The Company intends, as required, to acquire treasury stock to carry out a flexible capital policy. The Company strives to reinforce its management and improve business performance by applying its internal reserve to further enhance financial capabilities, open new stores, renovate existing stores, and invest strategically in new fields.

Note: Amounts above a unit are rounded down in the Business Report.

## Consolidated Balance Sheet

(As of February 28, 2014)

(Millions of yen)

Account Name	Amount	Account Name	Amount
<b>(Assets)</b>		<b>(Liabilities)</b>	
<b>Current Assets</b>	<b>222,245</b>	<b>Current Liabilities</b>	<b>233,035</b>
Cash and cash deposits	95,612	Accounts and Notes payable-trade	85,919
Due from franchised stores	19,325	Due to franchised stores	5,602
Marketable securities	20,398	Current portion of long-term lease obligations	11,504
Merchandise	9,752	Other payables	23,974
Prepaid expenses	11,863	Accrued expenses	7,598
Deferred tax assets	2,218	Income taxes payable	8,409
Other receivables	36,840	Deposits received	85,386
Other current assets	26,504	Other current liabilities	4,640
Allowance for doubtful receivables	(270)		
<b>Fixed Assets</b>	<b>365,890</b>	<b>Long-Term Liabilities</b>	<b>89,643</b>
<b>Property and Store Facilities</b>	<b>147,230</b>	Long-term lease obligations	50,771
Buildings and structures	52,952	Liability for retirement benefits	9,309
Furniture and fixtures	68,940		
Land	17,047	Asset retirement obligations	14,494
Other	8,290		
<b>Intangible Assets</b>	<b>23,145</b>	Leasehold deposits refundable	11,426
Software	10,727	Other long-term liabilities	3,641
Goodwill	8,622		
Goodwill attributable to individual stores	3,594	<b>Total Liabilities</b>	<b>322,678</b>
Other	201	<b>(Equity)</b>	
<b>Investments and Other Assets</b>	<b>195,515</b>	<b>Shareholders' Equity</b>	<b>251,509</b>
Investment securities	41,618	Common stock	16,658
Deferred tax assets	5,483	Capital surplus	17,389
Leasehold deposits receivable	135,884	Retained earnings	226,224
Other assets	15,109	Treasury stock	(8,762)
Allowance for doubtful receivables	(2,580)	<b>Accumulated other comprehensive income</b>	<b>3,497</b>
		Unrealized gain on available-for-sale securities	2,221
		Foreign currency translation adjustments	1,693
		Postretirement liability adjustments for foreign consolidated companies	(418)
		<b>Minority Interests</b>	<b>10,450</b>
		<b>Total Equity</b>	<b>265,458</b>
<b>Total Assets</b>	<b>588,136</b>	<b>Total Liabilities and Equity</b>	<b>588,136</b>

Note: Amounts above a unit are rounded down.

## Consolidated Statement of Income

(March 1, 2013 through February 28, 2014)

(unit : Millions of yen)

Account Name	Amount	
<b>Operating Revenues</b>		
Commissions from franchised stores	217,313	
Other operating revenues	32,361	249,675
<b>Net Sales</b>		<b>95,928</b>
<b>Total Operating Revenues</b>		<b>345,603</b>
<b>Cost of Sales</b>		<b>63,372</b>
<b>Gross Profit</b>		<b>(32,555)</b>
<b>Operating Gross Profit</b>		<b>282,231</b>
<b>Selling, General, and Administrative Expenses</b>		<b>238,921</b>
<b>Operating Income</b>		<b>43,310</b>
<b>Other Income</b>		
Interest income	1,656	
Dividend income	157	
Equity in earnings of unconsolidated subsidiaries and associated companies	2,351	
Other	1,019	5,185
<b>Other Expenses</b>		
Interest expense	1,040	
Other	139	1,180
<b>Ordinary Income</b>		<b>47,315</b>
<b>Extraordinary Income</b>		
Gain on sales of fixed assets	56	
Gain on sales of investment securities	2,099	
Gain on sales of investments in associated companies	670	2,826
<b>Extraordinary Losses</b>		
Loss on sales of fixed assets	40	
Loss on disposition of fixed assets	2,398	
Loss on impairment of long-lived assets	3,400	
Loss on cancellation of land and building lease contracts	1,359	
Other	436	7,635
<b>Income before Income Taxes and Minority Interests</b>		<b>42,506</b>
Income taxes—current	17,146	
Income taxes—deferred	502	17,649
<b>Net Income before Minority Interests</b>		<b>24,857</b>
Minority interests in net income		2,245
<b>Net Income</b>		<b>22,611</b>

Note: Amounts above a unit are rounded down.

## Consolidated Statement of Changes in Equity

(March 1, 2013 through February 28, 2014)

(unit : Millions of yen)

	Shareholders' Equity				
	Common Stock	Capital Surplus	Retained Earnings	Treasury Stock	Total Shareholders' Equity
Balance, March 1, 2013	16,658	17,389	213,580	(8,752)	238,875
Cumulative effects of changes in accounting policies					
Restated balance, March 1, 2013	16,658	17,389	213,580	(8,752)	238,875
Changes of items during the period					
Cash dividends			(9,967)		(9,967)
Net income			22,611		22,611
Purchase of treasury stock				(9)	(9)
Disposal of treasury stock		0		0	0
Net changes of items other than shareholders' equity					
Total changes of items during the period	—	0	12,643	(9)	12,634
Balance, February 28, 2014	16,658	17,389	226,224	(8,762)	251,509

	Accumulated Other Comprehensive Income				Minority Interests	Total Equity
	Unrealized Gain on Available-for-Sale Securities	Foreign Currency Translation Adjustments	Postretirement liability adjustments for foreign consolidated companies	Total Accumulated Other Comprehensive Income		
Balance, March 1, 2013	1,628	(1,526)	—	101	9,178	248,155
Cumulative effects of changes in accounting policies			(174)	(174)	(226)	(400)
Restated balance, March 1, 2013	1,628	(1,526)	(174)	(72)	8,952	247,755
Changes of items during the period						
Cash dividends						(9,967)
Net income						22,611
Purchase of treasury stock						(9)
Disposal of treasury stock						0
Net changes of items other than shareholders' equity	593	3,220	(244)	3,569	1,498	5,068
Total changes of items during the period	593	3,220	(244)	3,569	1,498	17,702
Balance, February 28, 2014	2,221	1,693	(418)	3,497	10,450	265,458

Note: Amounts above a unit are rounded down.

**Balance Sheet**  
(As of February 28, 2014)

(unit : Millions of yen)

Account Name	Amount	Account Name	Amount
<b>(Assets)</b>		<b>(Liabilities)</b>	
<b>Current Assets</b>	<b>185,773</b>	<b>Current Liabilities</b>	<b>186,383</b>
Cash and cash deposits	74,428	Accounts payable—trade	75,035
Due from franchised stores	19,325	Due to franchised stores	4,367
Marketable securities	20,398	Current portion of long-term lease obligations	11,456
Merchandise	2,338	Other payables	21,498
Prepaid expenses	10,832	Accrued expenses	2,580
Deferred tax assets	1,967	Income taxes payable	7,039
Other receivables	32,243	Deposits received	62,809
Advances	12,257	Other current liabilities	1,595
Short-term leasehold deposits	8,512	<b>Long-Term Liabilities</b>	<b>81,485</b>
Other current assets	3,628	Long-term lease obligations	50,659
Allowance for doubtful receivables	(159)	Liability for retirement benefits	7,719
<b>Fixed Assets</b>	<b>322,812</b>	Asset retirement obligations	14,460
<b>Property and Store Facilities</b>	<b>116,129</b>	Leasehold deposits refundable	5,863
Buildings	35,807	Other long-term liabilities	2,781
Structures	5,914	<b>Total Liabilities</b>	<b>267,869</b>
Machinery and equipment	6,237	<b>(Equity)</b>	
Furniture and fixtures	57,507	<b>Shareholders' Equity</b>	<b>238,513</b>
Land	10,534	<b>Common Stock</b>	<b>16,658</b>
Other	127	<b>Capital Surplus</b>	<b>17,388</b>
<b>Intangible Assets</b>	<b>13,242</b>	Additional paid-in capital	17,056
Software	9,461	Other capital surplus	331
Goodwill attributable to individual stores	3,594	Gain on sales of treasury stock	331
Other	186	<b>Retained Earnings</b>	<b>213,228</b>
<b>Investments and Other Assets</b>	<b>193,439</b>	Legal reserve	2,668
Investment securities	14,353	Other retained earnings	210,560
Investment in stocks of subsidiaries and associates	32,138	General reserve	184,253
Long-term loans receivable from subsidiaries and associates	1,270	Retained earnings carried forward	26,306
Long-term prepaid expenses	10,534	<b>Treasury Stock</b>	<b>(8,762)</b>
Deferred tax assets	8,560	<b>Valuation, Translation Adjustments and Others</b>	<b>2,203</b>
Leasehold deposits receivable	132,468	<b>Unrealized gain on Available-for-Sale Securities</b>	<b>2,203</b>
Other assets	3,617	<b>Total Equity</b>	<b>240,717</b>
Allowance for doubtful receivables	(3,037)	<b>Total Liabilities and Equity</b>	<b>508,586</b>
Allowance for losses on investment	(6,466)		
<b>Total Assets</b>	<b>508,586</b>		

Note: Amounts above a unit are rounded down.

## Statement of Income

(March 1, 2013 through February 28, 2014)

(unit : Millions of yen)

Account Name	Amount	
<b>Operating Revenues</b>		
Commissions from franchised stores	197,401	
(Net sales of franchised stores as the basis of franchise fees: ¥1,653,964 million)		
(Total including net sales of the Company-owned stores: ¥1,721,962 million)		
Other operating revenues	22,043	219,445
<b>Net Sales</b>		<b>67,998</b>
<b>Total Operating Revenues</b>		<b>287,443</b>
<b>Cost of Sales</b>		<b>48,414</b>
<b>Gross Profit</b>		<b>(19,583)</b>
<b>Operating Gross Profit</b>		<b>239,029</b>
<b>Selling, General, and Administrative Expenses</b>		<b>201,138</b>
<b>Operating Income</b>		<b>37,890</b>
<b>Other Income</b>		
Interest income	1,464	
Interest on marketable securities	135	
Dividend income	1,555	
Reversal of loss on investments of subsidiaries and associates companies	188	
Other	563	3,907
<b>Other Expenses</b>		
Interest expense	1,021	
Other	32	1,053
<b>Ordinary Income</b>		<b>40,743</b>
<b>Extraordinary Income</b>		
Gain on sales of fixed assets	32	
Gain on sales of investment securities	2,099	
Gain on sales of investments in associated companies	652	2,785
<b>Extraordinary Losses</b>		
Loss on disposition of fixed assets	2,279	
Loss on impairment of long-lived assets	3,147	
Loss on cancellation of land and building leasehold deposits	1,283	
Loss on investments of subsidiaries and associates companies	835	
Other	215	7,760
<b>Net Income before Income Taxes</b>		<b>35,768</b>
Income taxes—current	14,610	
Income taxes—deferred	(245)	14,365
<b>Net Income</b>		<b>21,402</b>

Note: Amounts above a unit are rounded down.

**Statement of Changes in Equity**  
(March 1, 2013 through February 28, 2014)

(unit : Millions of yen)

	Shareholders' Equity							
	Common Stock	Capital Surplus			Legal Reserve	Retained Earnings		
		Additional Paid-in Capital	Other Capital Surplus	Total Capital Surplus		Other Retained Earnings		Total Retained Earnings
					General Reserve	Retained Earnings Carried Forward		
Balance, March 1, 2013	16,658	17,056	331	17,388	2,668	170,253	28,871	201,793
Changes of items during the period								
Provision for general reserve						14,000	(14,000)	—
Cash dividends							(9,967)	(9,967)
Net income							21,402	21,402
Purchase of treasury stock								
Disposal of treasury stock			0	0				
Net changes of items other than shareholders' equity								
Total changes of items during the period	—	—	0	0	—	14,000	(2,565)	11,434
Balance, February 28, 2014	16,658	17,056	331	17,388	2,668	184,253	26,306	213,228

(unit : Millions of yen)

	Shareholders' Equity		Valuation, Translation Adjustments, and Others	Total Equity
	Treasury Stock	Total Shareholders' Equity	Unrealized Gain on Available-for-Sale Securities	
Balance, March 1, 2013	(8,752)	227,087	1,608	228,696
Changes of items during the period				
Provision for general reserve		—		—
Cash dividends		(9,967)		(9,967)
Net income		21,402		21,402
Purchase of treasury stock	(9)	(9)		(9)
Disposal of treasury stock	0	0		0
Net changes of items other than shareholders' equity			595	595
Total changes of items during the period	(9)	11,425	595	12,020
Balance, February 28, 2014	(8,762)	238,513	2,203	240,717

Note: Amounts above a unit are rounded down.

**Attested Copy of the Independent Auditors' Report on the Consolidated Financial Statements**

(TRANSLATION)

**INDEPENDENT AUDITOR'S REPORT**

April 4, 2014

To the Board of Directors of FamilyMart Co., Ltd.:

Deloitte Touche Tohmatsu LLC

Designated Unlimited Liability Partner,  
Engagement Partner,  
Certified Public Accountant:

Masahiro Ishizuka (Seal)

Designated Unlimited Liability Partner,  
Engagement Partner,  
Certified Public Accountant:

Haruko Nagayama (Seal)

Pursuant to the fourth paragraph of Article 444 of the Companies Act, we have audited the consolidated financial statements, namely, the consolidated balance sheet as of February 28, 2014 of FamilyMart Co., Ltd. (the "Company") and its consolidated subsidiaries, and the related consolidated statements of income and changes in net assets for the fiscal year from March 1, 2013 to February 28, 2014, and a summary of significant accounting policies and other explanatory information.

**Management's Responsibility for the Consolidated Financial Statements**

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with accounting principles generally accepted in Japan, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

**Auditor's Responsibility**

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in Japan. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial

statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### **Audit Opinion**

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of FamilyMart Co., Ltd. and its consolidated subsidiaries as of February 28, 2014, and the results of their operations for the year then ended in accordance with accounting principles generally accepted in Japan.

### **Emphasis of Matter**

As discussed in Note to Subsequent Event, the Company resolved to sell all the shares of BGFretail Co., Ltd., an associated company accounted for by the equity method, at the Board of Directors meeting held on March 28, 2014.

Our opinion is not qualified in respect of this matter.

### **Interest**

Our firm and the engagement partners do not have any interest in the Company for which disclosure is required under the provisions of the Certified Public Accountants Act.

The above represents a translation, for convenience only, of the original report issued in the Japanese language and "a summary of significant accounting policies and other explanatory information" referred to in this report are not included in the attached financial document.

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**Attested Copy of the Independent Auditors' Report**

(TRANSLATION)

**INDEPENDENT AUDITOR'S REPORT**

April 4, 2014

To the Board of Directors of FamilyMart Co., Ltd.:

Deloitte Touche Tohmatsu LLC

Designated Unlimited Liability Partner,  
Engagement Partner,  
Certified Public Accountant:

Masahiro Ishizuka (Seal)

Designated Unlimited Liability Partner,  
Engagement Partner,  
Certified Public Accountant:

Haruko Nagayama (Seal)

Pursuant to the first item, second paragraph of Article 436 of the Companies Act, we have audited the financial statements, namely, the balance sheet as of February 28, 2014 of FamilyMart Co., Ltd. (the "Company"), and the related statements of income and changes in net assets for the 33rd fiscal year from March 1, 2013 to February 28, 2014, and a summary of significant accounting policies and other explanatory information, and the accompanying supplemental schedules.

**Management's Responsibility for the Financial Statements**

Management is responsible for the preparation and fair presentation of these financial statements and the accompanying supplemental schedules in accordance with accounting principles generally accepted in Japan, and for such internal control as management determines is necessary to enable the preparation of financial statements and the accompanying supplemental schedules that are free from material misstatement, whether due to fraud or error.

**Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements and the accompanying supplemental schedules based on our audit. We conducted our audit in accordance with auditing standards generally accepted in Japan. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements and the accompanying supplemental

schedules are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements and the accompanying supplemental schedules. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements and the accompanying supplemental schedules, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements and the accompanying supplemental schedules in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements and the accompanying supplemental schedules.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### **Audit Opinion**

In our opinion, the financial statements and the accompanying supplemental schedules referred to above present fairly, in all material respects, the financial position of FamilyMart Co., Ltd. as of February 28, 2014, and the results of its operations for the year then ended in accordance with accounting principles generally accepted in Japan.

### **Emphasis of Matter**

As discussed in Note to Subsequent Event, the Company resolved to sell all the shares of BGFretail Co., Ltd., an associated company accounted for by the equity method, at the Board of Directors meeting held on March 28, 2014.

Our opinion is not qualified in respect of this matter.

### **Interest**

Our firm and the engagement partners do not have any interest in the Company for which disclosure is required under the provisions of the Certified Public Accountants Act.

The above represents a translation, for convenience only, of the original report issued in the Japanese language and "a summary of significant accounting policies and other explanatory information, and the accompanying supplemental schedules" referred to in this report are not included in the attached financial document.

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## Attested Copy of the Board of Corporate Auditors' Audit Report

(TRANSLATION)

### AUDIT REPORT

Regarding the execution of duties by directors for the 33rd fiscal year beginning March 1, 2013, and ending February 28 2014, the Board of Corporate Auditors of FamilyMart Co., Ltd. (the "Company"), hereby submits its audit report, which has been prepared based on discussions of reports issued by each of the corporate auditors concerning the methods and results of audits performed.

#### 1. Auditing Methods Employed by the Corporate Auditors and the Board of Corporate Auditors and Results Thereof

The Board of Corporate Auditors determined auditing policies, assigned tasks and other guidelines, received reports about the progress and results of audits, and requested explanations, as required, from each corporate auditor.

In compliance with the audit standards and based on the auditing policies, assigned tasks and other guidelines specified by the Board of Corporate Auditors, each corporate auditor has communicated with the directors, the internal auditing department (Audit Office), employees and other relevant personnel to collect information and improve the auditing environment; attended the meetings of the Board of Directors and other important meetings; received reports about the execution of their duties and requested explanations, as required, from the directors, employees and other relevant personnel; examined important authorized documents and associated information; and studied business operations and financial positions at the head office and principal offices. In addition, each corporate auditor has received reports and requested explanations, as required, from the directors, employees and other relevant personnel with regard to the substance of the resolution adopted by the Board of Directors regarding the improvement of in-house systems, as stipulated by Article 100, Paragraphs 1 and 3, of the Enforcement Regulations of the Companies Act, as well as the established and operational status of the in-house systems ("Internal Control Systems") that have been improved pursuant to the resolution concerned. Such Internal Control Systems are set forth in the aforementioned paragraphs as necessary to ensure compliance of the execution of duties by directors with laws, regulations and the Articles of Incorporation, as well as to ensure the propriety of other business operations of a *Kabushiki-Kaisha* (joint stock corporation). The corporate auditors have studied the substance of the Basic Policy Regarding the Control of *Kabushiki Kaisha* (joint stock corporations). Moreover, the corporate auditors have received reports on operations from subsidiaries and examined the business operations and financial positions thereof, when necessary. In the manner explained above, the corporate auditors have examined the Business Report and supplementary schedules therefor of the Company pertaining to the fiscal term under review.

Furthermore, the corporate auditors have examined whether the Independent Auditors maintain independence and have done appropriate audits, and have received reports on the execution of their duties and requested explanations, as required, from the Independent Auditors. The corporate auditors have been notified that the Independent Auditors are streamlining the "system to ensure appropriate execution of their duties" in accordance with the Standards on Quality Control for Audits (Business Accounting Council, October 28, 2005), etc., and requested explanations, as required. In the manner explained above, the corporate auditors have examined the financial statements and supplementary schedules therefor of the Company, as well as the consolidated financial statements, pertaining to the fiscal term under review.

2. Audit Results

- (1) Audit results regarding the Business Report and other documents
  - i) In our opinion, the Business Report and the supplementary schedules therefor fairly represent the Company's conditions in accordance with the related laws and regulations, and the Articles of Incorporation.
  - ii) We have found no evidence of wrongful action or material violation of laws, regulations or the Articles of Incorporation by any directors with regard to the execution of their duties.
  - iii) In our opinion, the resolution by the Board of Directors regarding the Internal Control Systems is fair and reasonable. We have found no matters to remark with regard to the substance described in the Business Report and the execution of duties by the directors for the improvement of said Internal Control Systems.
  - iv) We have found no matters to remark with regard to the Basic Policy Regarding the Control of *Kabushiki Kaisha* (joint stock corporations).
- (2) Audit results regarding the financial statements and the supplementary schedules therefor  
In our opinion, the methods and results employed and rendered by the Independent Auditors, Deloitte Touche Tohmatsu LLC, are fair and reasonable.
- (3) Audit results regarding the consolidated financial statements  
In our opinion, the methods and results employed and rendered by the Independent Auditors, Deloitte Touche Tohmatsu LLC, are fair and reasonable.

April 8, 2014

Board of Corporate Auditors, FamilyMart Co., Ltd.

Noriki Tanabe, Standing Corporate Auditor (Outside Corporate Auditor) (Seal)

Shintaro Tateoka, Standing Corporate Auditor (Seal)

Mika Takaoka, Corporate Auditor (Outside Corporate Auditor) (Seal)

Shuji Iwamura, Corporate Auditor (Outside Corporate Auditor) (Seal)

The above represents a translation, for convenience only, of the original report issued in the Japanese language.

## Reference Document for the General Meeting of Shareholders

### No. 1: Election of Nine Directors

The terms of office of all the current directors (10 persons) will expire at the conclusion of this Meeting. Accordingly, we propose that nine (9) directors be elected. The candidates for director are as described below.

No.	Name (Date of birth)	Brief personal history, position and responsibilities in the Company and important positions concurrently held in other corporations	Number of shares held
1	Junji Ueda (December 27, 1946) reappointment	April 1970      Joined ITOCHU Corporation May 1999      Assistant General Manager of Foods Division and General Manager of CVS Division of ITOCHU Corporation September 2000      Executive Officer of FamilyMart Co., Ltd. (the “Company”) May 2001      Managing Director of the Company March 2002      President and Chief Executive Officer of the Company January 2013      Chairman and Chief Executive Officer of the Company (currently serving)	7,400
2	Isamu Nakayama (October 12, 1957) reappointment	April 1981      Joined ITOCHU Corporation April 2004      General Manager of Oilseeds, Oils & Fats Department of ITOCHU Corporation April 2010      Executive Officer, Senior Vice President of Food Company of ITOCHU Corporation April 2012      Managing Executive Officer, Executive Vice President of Food Company and Chief Operating Officer of Provisions Division of ITOCHU Corporation January 2013      President and Executive Officer of the Company May 2013      President and Chief Executive Officer of the Company (currently serving)	3,400

No.	Name (Date of birth)	Brief personal history, position and responsibilities in the Company and important positions concurrently held in other corporations	Number of shares held
3	Toshio Kato (March 2, 1961) reappointment	<p>March 1983      Joined the Company</p> <p>September 2000      Deputy General Manager of Store Operation Department, Operation Division of the Company</p> <p>March 2003      Executive Officer and General Manager of Kita-Kanto District of the Company</p> <p>May 2007      Director, General Manager of Operation Division and Supervisor of Customer Service Office and Franchisee Relations Office of the Company</p> <p>March 2011      Managing Director, General Manager of Corporate Planning Division and General Manager of Corporate Planning Department of the Company</p> <p>March 2014      Managing Director, General Manager of Corporate Planning Division, Supervisor of New Business Development Division, General Manager of Information Systems Division of the Company (currently serving)</p>	2,000
4	Motoo Takada (February 5, 1963) reappointment	<p>April 1985      Joined the Company</p> <p>March 2003      General Manager of Management Planning Office, Corporate Planning Department of the Company</p> <p>March 2004      Executive Officer and General Manager of Management Planning Office, Corporate Planning Department of the Company</p> <p>May 2008      Director, General Manager of Corporate Planning Division and General Manager of Corporate Planning Department of the Company</p> <p>March 2012      Managing Director, General Manager of Store Management Division and Supervisor of Customer Service Office and Franchisee Relations Office of the Company</p> <p>March 2013      Managing Director, General Manager of Store Operation Division and Supervisor of Customer Service Office and Franchisee Relations Office of the Company (currently serving)</p>	2,700

No.	Name (Date of birth)	Brief personal history, position and responsibilities in the Company and important positions concurrently held in other corporations	Number of shares held
5	Masaaki Kosaka (January 23, 1962) reappointment	<p>March 1984      Joined the Company</p> <p>March 2001      General Manager of Sales Planning Department, Sales Planning Division of the Company</p> <p>March 2003      Executive Officer and General Manager of Sales Planning Office, Corporate Planning Department of the Company</p> <p>May 2009        Director of the Company President of FAMIMA CORPORATION</p> <p>March 2012      Managing Director, General Manager of Overseas Business Division of the Company (currently serving)</p> <p>Important Positions Concurrently Held in Other Corporations: President and Chief Executive Officer of FamilyMart China Holdings Co., Ltd.</p>	2,200
6	Akinori Wada (January 2, 1960) reappointment	<p>June 1985        Joined the Company</p> <p>September 2000    General Manager in charge of promotion of the development of Kansai Region of the Company</p> <p>March 2003        Executive Officer and General Manager of Chugoku and Shikoku District of the Company</p> <p>May 2009         Director, General Manager of Store Development Division of the Company</p> <p>March 2012        Managing Director, General Manager of Store Development Division of the Company (currently serving)</p>	3,600
7	Yukihiko Komatsuzaki (December 13, 1953) reappointment	<p>April 1978        Joined Nippon Steel Corporation</p> <p>March 2007        President and Chief Executive Officer of REX Holdings Inc.</p> <p>July 2010         Advisor of REX Holdings Inc.</p> <p>October 2010      Managing Executive Officer and Deputy General Manager of Management Division of the Company</p> <p>May 2011         Director, Deputy General Manager of Management Division of the Company</p> <p>March 2012        Managing Director, Deputy General Manager of Management Division of the Company</p> <p>March 2013        Managing Director, General Manager of Accounting and Finance Division and Chairman of Cost Structure Reform Committee of the Company (currently serving)</p> <p>Important Position Concurrently Held in Other Corporations: Outside Director of Pocketcard Co., Ltd.</p>	900

No.	Name (Date of birth)	Brief personal history, position and responsibilities in the Company and important positions concurrently held in other corporations	Number of shares held
8	Hiroaki Tamamaki (July 9, 1956) reappointment	<p>April 1980      Joined ITOCHU Corporation</p> <p>April 2010      Executive Officer, General Manager of Textile Material &amp; Fabric Division of ITOCHU Corporation</p> <p>April 2011      Managing Executive Officer, Officer in charge of Corporate Planning Division of the Company</p> <p>May 2011        Director, Officer in charge of Corporate Planning Division of the Company</p> <p>March 2012     Managing Director, Officer in charge of Corporate Planning Division of the Company</p> <p>March 2014     Managing Director, General Manager of Merchandising Division, General Manager of Logistics &amp; Quality Control Division, Chairman of Ready-to-Eat Meals Structural Reform Committee of the Company and Chairman of Logistics Structural Reform Committee of the Company (currently serving)</p>	1,300
9	Kimio Kitamura (January 10, 1952) new appointment	<p>April 1975      Joined ITOCHU Corporation</p> <p>April 2007      Executive Officer, Deputy General Manager of Finance Division, and CFO Office of ITOCHU Corporation</p> <p>May 2007        Executive Officer and General Manager of Finance Division of ITOCHU Corporation</p> <p>April 2010      Managing Executive Officer and General Manager of Finance Division of ITOCHU Corporation</p> <p>May 2014        Advisor of the Company (currently serving)</p>	—

- Notes: 1. The candidate Masaaki Kosaka also serves as President and Chief Executive Officer of FamilyMart China Holdings Co., Ltd. The Company has transactional relationships with FamilyMart China Holdings Co., Ltd., which include licensing.
2. There is no other relationship of interest between the candidates and the Company than those mentioned above.

**No. 2: Election of One Corporate Auditor**

The term of office of Corporate Auditor Noriki Tanabe will expire at the conclusion of this Meeting. Accordingly, we propose that one (1) corporate auditor be elected.

The candidate for Corporate Auditor is as described below. The Board of Corporate Auditors has given prior approval to this Bill.

Name (Date of birth)	Brief personal history, position and responsibilities in the Company and important positions concurrently held in other corporations	Number of shares held
Noriki Tanabe (March 5, 1951)	April 1974	1,200
	April 2003	
	April 2006	
	April 2008	
	May 2010	
	Important Position Concurrently Held in Other Corporations: Outside Corporate Auditor of Pocketcard Co., Ltd.	

- Notes:
1. There is no relationship of interest between the candidate and the Company.
  2. Noriki Tanabe is a candidate for Outside Corporate Auditor.
  3. Noriki Tanabe is nominated for Outside Corporate Auditor because he has engaged in internal auditing work for years and has abundant experience and sophisticated insight as an outside corporate auditor of the Company and other companies. Although he has not been involved in corporate management before, we believe that, for the above reasons, he will be able to effectively perform the duties of Outside Corporate Auditor for the Company.
  4. Noriki Tanabe will have served as Corporate Auditor of the Company for four years at the conclusion of this Meeting.