

Consolidated Financial Results for the Nine Months ended November 30, 2018 Seven & i Holdings Co., Ltd.

(URL http://www.7andi.com/en)

Securities Code No. 3382 President: Ryuichi Isaka

The Company's shares are listed on the First Section of the Tokyo Stock Exchange.

Submission date of quarterly securities report scheduled: January 11, 2019

Starting date of paying dividend: -

Preparation of brief summary materials for quarterly financial results: Yes

Holding of quarterly financial results presentation: Yes

Note: All amounts less than one million yen have been disregarded.

1. Business Results for the Nine Months ended November 30, 2018 (from March 1, 2018 to November 30, 2018)

(1) Results of Operations (cumulative)

(Millions of yen, except per share amounts)

	Revenues from Operations		Operating Income		Ordinary Income	
Nine Months ended November 30, 2018	5,072,379	13.2%	304,257	2.9%	299,998	1.4%
Nine Months ended November 30, 2017	4,479,722	4.4%	295,799	8.0%	295,717	7.0%

	Net income Attributable to Owners of Parent		Net Income per Share		Diluted Net Income per Share	
Nine Months ended November 30, 2018	156,271	4.7%	176.66	(yen)	176.53	(yen)
Nine Months ended November 30, 2017	149,263	97.6%	168.75	(yen)	168.62	(yen)

Notes: 1. Comprehensive income:

Nine Months ended November 30, 2018: 167,613 million yen [7.0%]

Nine Months ended November 30, 2017: 156,710 million yen [- %]

2. Percentages represent increase (decrease) from the corresponding period in the prior fiscal year.

*Group's total sales include the sales of Seven-Eleven Japan and 7-Eleven, Inc. franchisees:

Nine Months ended November 30, 2018: 9,012,983 million yen [9.0%] Nine Months ended November 30, 2017: 8,265,486 million yen [4.5%]

(2) Financial Position

(Millions of yen, except per share amounts)

(2) I munciui i osicion			(infinitions of join, energy	t per smare amounts)
	Total Assets	Net Assets	Owners' Equity Ratio	Owners' Equity per Share
As of November 30, 2018	5,817,340	2,655,135	43.1%	2,835.32 (yen)
As of February 28, 2018	5,494,950	2,575,342	44.2%	2,744.08 (yen)

Note: Owners' equity (net assets excluding non-controlling interests and subscription rights to shares):

As of November 30, 2018: 2,508,040 million yen

As of February 2

As of February 28, 2018: 2,427,264 million yen

2. Dividends

	Dividends per Share (yen)					
Record Date	First Quarter	Second Quarter	Third Quarter	Year-end	Annual	
Year ended February 28, 2018	-	45.00	-	45.00	90.00	
Year ending February 28, 2019	-	47.50	-			
Year ending February 28, 2019 (forecast)				47.50	95.00	

Note: Revision of dividends forecast during the current quarterly period: None

3. Forecast of Business Results for the Fiscal Year ending February 28, 2019 (from March 1, 2018 to February 28, 2019)

(Millions of yen, except per share amounts)

	Reven		Opera Inco	8	Ordin Inco	•	Attribu	ncome table to of Parent		ncome Share
Entire Year	6,683,000	10.7%	415,000	6.0%	408,500	4.5%	210,000	15.9%	237.40	(yen)

Notes:

- 1. Percentages represent increase (decrease) from the corresponding period in the prior fiscal year.
- 2. Revision of business results forecast during the current quarterly period: None

*The forecast of Group's total sales includes the sales of Seven-Eleven Japan and 7-Eleven, Inc. franchisees:

Entire Year: 11,920,000 million yen [7.9%]

4. Others

(1) Changes in significant subsidiaries during the period: (changes in specific subsidiaries accompanying change in scope of consolidation): None

Added: none Excluded: none

- (2) Application of specific accounting for preparing the quarterly consolidated financial statements: None
- (3) Changes in accounting policies, accounting estimates or restatements
 - 1. Changes due to amendment of accounting standards: None
 - 2. Changes due to other reasons: None
 - 3. Changes in accounting estimates: None
 - 4. Restatements: None
- (4) Number of shares outstanding (common stock)
 - 1. Number of shares outstanding at the end of period (including treasury stock)

As of November 30, 2018: 886,441,983 shares As of February 28, 2018: 886,441,983 shares

2. Number of treasury stock at the end of period

As of November 30, 2018: 1,872,165 shares As of February 28, 2018: 1,897,782 shares

3. Average number of shares during the period (cumulative quarterly consolidated period)

As of November 30, 2018: 884,567,817 shares As of November 30, 2017: 884,527,115 shares

NOTICE REGARDING QUARTERLY REVIEW PROCEDURES FOR THE QUARTERLY FINANCIAL RESULTS

This quarterly financial results statement is exempt from the quarterly review procedures based upon the Financial Instruments and Exchange Act. At the time of disclosure of this quarterly financial results statement, the quarterly review procedure based upon the Financial Instruments and Exchange Act has not been completed.

FORWARD LOOKING STATEMENTS

- 1. The forecast for the year ending February 28, 2019 is based on Seven & i Holdings' hypotheses, plans and estimates at the date of publication. It is possible that some uncertain factors will cause the Company's future performance to differ significantly from the contents of the forecast.
- 2. Brief summary for the first quarter of FY2019 will be posted on the Company's website (http://www.7andi.com/en/ir/library/kh/201902.html). The presentation materials related to financial results which will be used at the financial results presentation planned to be held on January 10, 2019, will be posted as soon as possible after the presentation.

Attached Materials

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5. Consolidated Quarterly Financial Statements

(1) Consolidated Quarterly Balance Sheets

	February 28, 2018	November 30, 2018
	Amount	Amount
ASSETS		
Current assets	2,340,207	2,338,746
Cash and bank deposits	1,316,793	1,187,449
Notes and accounts receivable - trade	337,938	392,780
Trade accounts receivable - financial services	95,482	101,483
Merchandise and finished goods	173,999	202,259
Work in process	27	16
Raw materials and supplies	2,962	3,079
Prepaid expenses	52,282	60,391
ATM-related temporary payments	96,826	99,056
Deferred income taxes	27,981	29,730
Other	241,356	268,961
Allowance for doubtful accounts	(5,441)	(6,463)
Non-current assets	3,154,734	3,478,493
Property and equipment	1,989,455	2,131,196
Buildings and structures, net	872,271	968,066
Furniture, fixtures and equipment, net	327,961	308,327
Land	725,180	765,985
Lease assets, net	4,899	7,917
Construction in progress	53,677	72,036
Other, net	5,463	8,863
Intangible assets	461,966	623,563
Goodwill	251,233	386,420
Software	61,115	83,667
Other	149,617	153,476
Investments and other assets	703,313	723,733
Investments in securities	175,856	198,629
Long-term loans receivable	14,794	14,330
Long-term leasehold deposits	383,276	376,458
Advances for store construction	573	448
Net defined benefit asset	45,620	49,837
Deferred income taxes	28,375	27,186
Other	58,310	60,076
Allowance for doubtful accounts	(3,493)	(3,234)
Deferred assets	7	100
Business commencement expenses	7	100
TOTAL ASSETS	5,494,950	5,817,340

		(Millions of yen)
	February 28, 2018	November 30, 2018
	Amount	Amount
LIABILITIES		
Current liabilities	1,944,007	2,048,119
Notes and accounts payable, trade	420,012	477,478
Short-term loans	127,255	146,710
Current portion of bonds	74,999	50,000
Current portion of long-term loans	82,656	84,616
Income taxes payable	32,211	27,731
Accrued expenses	117,362	159,277
Deposits received	174,382	174,132
ATM-related temporary advances	45,165	42,129
Allowance for sales promotion expenses	19,793	22,746
Allowance for bonuses to employees	14,662	4,032
Allowance for bonuses to Directors and Audit &		
Supervisory Board Members	345	191
Allowance for loss on future collection of	1,590	1,357
gift certificates		
Provision for sales returns	89	79
Deposits received in banking business	553,522	562,418
Other	279,957	295,218
Non-current liabilities	975,600	1,114,085
Bonds	305,000	321,914
Long-term loans	393,149	472,061
Deferred income taxes	35,416	38,057
Allowance for retirement benefits to Directors and Audit & Supervisory Board Members	988	902
Allowance for stock payments	95	136
Net defined benefit liability	9,185	7,936
Deposits received from tenants and franchised stores	54,806	53,819
Asset retirement obligations	79,412	86,380
Other	97,546	132,877
TOTAL LIABILITIES	2,919,607	3,162,204
NET ASSETS		
Shareholders' equity	2,348,841	2,424,078
Common stock	50,000	50,000
Capital surplus	409,128	409,859
Retained earnings	1,894,444	1,968,893
Treasury stock, at cost	(4,731)	(4,674)
Total accumulated other comprehensive income	78,423	83,961
Unrealized gains on available-for-sale	27,897	30,143
securities, net of taxes Unrealized gains (loss) on hedging derivatives, net of taxes	(92)	103
Foreign currency translation adjustments	46,638	48,405
Remeasurements of defined benefit plans	3,979	5,309
Subscription rights to shares	2,623	2,805
Non-controlling interests	145,454	144,289
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TOTAL NET ASSETS	2,575,342	2,655,135
TOTAL LIABILITIES AND NET ASSETS	5,494,950	5,817,340

(2) Consolidated Quarterly Statements of Income and Consolidated Quarterly Statements of Comprehensive Income

Consolidated Quarterly Statements of Income

	Nine Months ended Novembr 30, 2017	Nine Months ended November 30, 2018
	Amount	Amount
Revenues from operations	4,479,722	5,072,379
Net sales	3,549,377	4,110,614
Cost of sales	2,781,241	3,303,159
Gross profit on sales	768,136	807,455
Operating revenues	930,344	961,764
Gross profit from operations	1,698,480	1,769,220
Selling, general and administrative expenses	1,402,680	1,464,963
Operating income	295,799	304,257
Non-operating income	9,581	8,867
Interest income	4,175	3,742
Equity in earnings of affiliates	2,157	950
Other	3,248	4,174
Non-operating expenses	9,664	13,126
Interest expenses	4,894	8,126
Interest on bonds	1,783	1,463
Other	2,986	3,535
Ordinary income	295,717	299,998
Special gains	7,574	6,000
Gain on sales of property and equipment	3,598	5,426
Gain on sales of property and equipment related to Restructuring	2,401	14
Other	1,575	558
Special losses	60,365	64,484
Loss on disposals of property and equipment	13,576	13,092
Impairment loss on property and equipment	18,518	31,924
Amortization of goodwill	-	3,864
Loss on sales of shares of subsidiaries	1,644	3,320
Restructuring expenses	22,929	1,554
Other	3,697	10,728
Income before income taxes	242,926	241,514
Total Income taxes	81,267	79,335
Income taxes - current	75,801	81,018
Income taxes - deferred	5,466	(1,682)
Net income	161,659	162,178
Net income attributable to non-controlling interests	12,396	5,907
Net income attributable to owners of parent	149,263	156,271

Consolidated Quarterly Statements of Comprehensive Income

		(Willions of yell)
	Nine Months ended November 30, 2017	Nine Months ended November 30, 2018
	Amount	Amount
Net income	161,659	162,178
Other comprehensive income (loss)		
Unrealized gains on available-for-sale securities, net of taxes	3,087	2,600
Unrealized gains (loss) on hedging derivatives, net of taxes	(69)	189
Foreign currency translation adjustments	(10,252)	1,371
Remeasurements of defined benefit plans	2,318	1,284
Share of other comprehensive income (loss) of entities accounted for using equity method	(33)	(10)
Total other comprehensive income	(4,948)	5,435
Comprehensive income	156,710	167,613
Comprehensive income attributable to owners of parent	144,619	161,809
Comprehensive income attributable to non-controlling interests	12,090	5,804

(3) Consolidated Quarterly Statements of Cash Flows

	1	(Millions of yer
	Nine Months ended November 30, 2017	Nine Months ended November 30, 2018
	Amount	Amount
Cash flows from operating activities:		
Income before income taxes	242,926	241,514
Depreciation and amortization	159,059	164,738
Impairment loss on property and equipment	37,310	33,244
Amortization of goodwill	12,470	21,110
Interest income	(4,175)	(3,742)
Interest expenses and interest on bonds	6,677	9,590
Equity in earnings of affiliates	(2,157)	(950)
Gain on sales of property and equipment	(5,999)	(5,441)
Loss on disposals of property and equipment	13,656	13,093
Gain on sales of stocks of subsidiaries	1,644	3,320
Gain on transfer from business divestitures	(1,090)	_
Increase in notes and accounts receivable, trade	(43,674)	(62,314)
Increase in trade accounts receivable, financial services	(5,662)	(6,001)
Increase in inventories	(6,917)	(15,663)
Increase in notes and accounts payable, trade	54,197	62,656
Increase (decrease) in deposits received	(23,126)	1,140
Net decrease in corporate bonds in banking business	-	(15,000)
Net increase (decrease) in deposits received in banking business	(193)	8,895
Net decrease in call money in banking business	(10,000)	0,070
Net change in ATM-related temporary accounts	4,963	(5,271
Other	(7,072)	4,806
Subtotal	422,837	449,726
Interest and dividends received	3,240	3,016
Interest paid	(6,735)	(9,261
Income taxes paid	(85,265)	(78,104)
Income taxes refund	16,936	(70,104)
Net cash provided by operating activities	351,012	365,377
	331,012	303,377
Cash flows from investing activities:	(10.5.000)	(a.o. =o=
Acquisition of property and equipment	(186,889)	(398,787
Proceeds from sales of property and equipment	25,136	111,995
Acquisition of intangible assets	(24,133)	(25,950
Payment for purchase of investments in securities	(14,826)	(28,317
Proceeds from sales of investments in securities	24,714	17,700
Proceeds from sales of shares in subsidiaries resulting in change in scope of consolidation	108	
Payment for sales of shares in subsidiaries resulting in change in scope of consolidation	-	(127
Payment for long-term leasehold deposits	(11,614)	(10,693
Refund of long-term leasehold deposits	30,716	20,785
Proceeds from deposits from tenants	4,342	2,173
Refund of deposits to tenants	(4,131)	(2,665
Proceeds from business divestitures	12,411	
Payment for acquisition of business	(4,392)	(174,222
Payment for time deposits	(4,102)	(11,264
Proceeds from withdrawal of time deposits	7,408	14,571
Other	(6,760)	(8,067)
Net cash used in investing activities	(152,013)	(492,867)

Cash and cash equivalents at end of period	1,281,301	1,174,820
Decrease in cash and cash equivalents resulting from exclusion of the subsidiary from consolidation	-	(7)
Cash and cash equivalents at beginning of period	1,209,497	1,300,383
Net increase (decrease) in cash and cash equivalents	71,804	(125,555)
Effect of exchange rate changes on cash and cash equivalents	606	(4,635)
Net cash provided (used) in financing activities	(127,802)	6,570
Other	(17,454)	(11,104)
change in scope of consolidation	-	716
Dividends paid to non-controlling interests Proceeds from sales of shares in subsidiaries not resulting in	(3,947)	(3,967)
Dividends paid	(79,359)	(81,590)
Proceeds from share issuance to non-controlling shareholders	346	0
Payment for redemption of bonds	(20,000)	(60,000)
Proceeds from issuance of bonds	-	66,478
Payment for redemption of commercial paper	-	(2,301)
Proceeds from commercial paper	-	2,301
Repayment of long-term debts	(63,077)	(53,357)
Proceeds from long-term debts	51,694	129,940
Net increase in short-term loans	3,995	19,454
Cash flows from financing activities:		
	Amount	Amount
	November 30, 2017	November 30, 2018
	Nine Months ended	Nine Months ended

(4) Doubts on the Premise of Going Concern

None

(5) Notes to Consolidated Quarterly Statements of Income

- 1. The Company recorded amortization of goodwill of 3,864 million yen on valuation of stocks of subsidiaries and affiliates on FCTI, Inc.'s share or financial statement of the third quarter of the consolidated fiscal year ended February 28, 2018, it is determined that there has been a decrease in it's substantial value.
- 2. A breakdown of Restructuring expenses listed below.

(Millions of yen)

	Nine Months ended	Nine Months ended
	November 30, 2017	November 30, 2018
Impairment loss	18,792	1,319
Gain on transfer from business divestitures	(1,090)	-
Loss on sales of property and equipment	2,692	-
Store closing losses	1,174	208
Early retirement benefit	381	12
Others	978	13
Total	22,929	1,554

(6) Segment Information

I . Nine Months ended November 30, 2017 (From March 1, 2017 to November 30, 2017)

1. Information on Revenues from Operations and Income (Loss) by Reportable Segment

(Millions of yen)

	Reportable segments									
	Domestic convenience store operations	Overseas convenience store operations	Superstore operations	Department store operations	Financial services	Specialty store operations	Others	Total	Adjustments (Note 1)	Consolidated total (Note 2)
Revenues from operations										
Revenues										
1. Customers	704,012	1,472,479	1,391,601	472,899	124,725	307,727	6,277	4,479,721	0	4,479,722
2. Intersegment	1,027	375	7,584	6,460	27,826	1,731	11,589	56,594	(56,594)	-
Total	705,039	1,472,855	1,399,185	479,359	152,551	309,458	17,866	4,536,315	(56,593)	4,479,722
Segment income (loss)	188,483	63,934	9,065	288	39,476	690	3,453	305,392	(9,592)	295,799

Notes:

- The adjustments on segment income (loss) of (9,592) million yen are eliminations of intersegment transactions and certain expense items that are not allocated to reportable segments.
- 2. Segment income (loss) is reconciled with the operating income in the Consolidated Quarterly Statements of Income.

2. Impairment of Fixed Assets and Goodwill by Reportable Segment

No significant items to be reported.

$\rm I\hspace{-.1em}I$. Nine Months ended November 30, 2018 (From March 1, 2018 to November 30, 2018)

1. Information on Revenues from Operations and Income (Loss) by Reportable Segment

(Millions of yen)

Reportable segments										
	Domestic convenience store operations	Overseas convenience store operations	Superstore operations	Department store operations	Financial services	Specialty store operations	Others	Total	Adjustments (Note 1)	Consolidated total (Note 2)
Revenues from operations										
Revenues										
1. Customers	724,218	2,121,252	1,399,934	421,244	133,768	265,913	6,029	5,072,361	18	5,072,379
2. Intersegment	1,022	1,640	6,308	5,177	29,004	1,161	11,614	55,928	(55,928)	-
Total	725,240	2,122,893	1,406,242	426,421	162,772	267,075	17,643	5,128,289	(55,909)	5,072,379
Segment income	186,487	68,638	9,868	(385)	42,925	5,373	2,048	314,956	(10,699)	304,257

Notes:

The adjustments on segment income of (10,699) million yen are eliminations of intersegment transactions and certain expense items that are not allocated to reportable segments.

^{2.} Segment income is reconciled with the operating income in the Consolidated Quarterly Statements of Income.

2. Impairment of Fixed Assets and Goodwill by Reportable Segment

(Significant changes in the amount of goodwill)

In the Overseas convenience store operations segment, the Company's consolidated subsidiary 7-Eleven, Inc. acquired stores and other assets constituting most of convenience store business and gasoline retail business of U.S. company Sunoco LP. As a result of the consolidation, the amount of goodwill increased by 154,116 million yen (US\$1,390,445 thousand) in the third quarter consolidated accounting period. The amount above is provisional since the purchase price allocation has not been finalized.

Note: The yen amounts were calculated using the January 23, 2018 rate (US\$1=110.84 yen).

By recording amortization of goodwill in "Financial services" in the third quarter of the consolidated fiscal year ended February 28, 2018, there has been a significant change in the amount of goodwill. In accordance with the application, the amount of goodwill was reduced by 3,864 million yen in "Financial services"

(Reference)

Revenues from operations and operating income by geographic area segments are as described below.

Nine Months ended November 30, 2017 (From March 1, 2017 to November 30, 2017)

(Millions of yen)

	Japan	North America	Others	Total before eliminations	Eliminations	Consolidated total
Revenues from operations						
Revenues						
1. Customers	2,897,799	1,499,223	82,698	4,479,722	-	4,479,722
2. Intersegment	520	249	14	784	(784)	-
Total	2,898,319	1,499,473	82,713	4,480,506	(784)	4,479,722
Operating income (loss)	232,805	61,741	1,244	295,792	7	295,799

Nine Months ended November 30, 2018 (From March 1, 2018 to November 30, 2018)

(Millions of yen)

	Japan	North America	Others	Total before eliminations	Eliminations	Consolidated total
Revenues from operations						
Revenues						
1. Customers	2,832,209	2,153,520	86,649	5,072,379	-	5,072,379
2. Intersegment	573	313	-	886	(886)	-
Total	2,832,783	2,153,833	86,649	5,073,266	(886)	5,072,379
Operating income (loss)	236,039	66,940	1,270	304,250	6	304,257

Notes:

(7) Notes on Significant Changes in the Amount of Shareholders' Equity None

^{1.} The classification of geographic area segments is determined according to geographical distances.

^{2. &}quot;Others" consists of the business results in the People's Republic of China, etc.