

April 10, 2019

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

ITOCHU Corporation

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

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**Announcement in Relation to the Absorption-Type Merger of a Subsidiary and Trade Name Change
by a Subsidiary (FamilyMart UNY Holdings Co., Ltd. (Code No. 8028))**

ITOCHU Corporation announces as attached that FamilyMart UNY Holdings Co., Ltd. (First Section of the Tokyo Stock Exchange and First Section of the Nagoya Stock Exchange, Code No. 8028), a subsidiary of ITOCHU Corporation, decided at the meeting of its board of directors held today to carry out an absorption-type merger of its subsidiary, FamilyMart Co., Ltd., and subsequently change its trade name to FamilyMart Co., Ltd., effective as of September 1, 2019.

(Attachment)

The disclosure document released by FamilyMart UNY Holdings Co., Ltd.;

“Notice Regarding the Absorption-Type Merger (Simplified/Short-Form Merger) of a Subsidiary and Trade Name Change”



April 10, 2019

To Whom It May Concern

Company Name: FamilyMart UNY Holdings Co., Ltd.
(Code No. 8028; First Sections of Tokyo
Stock Exchange and Nagoya Stock
Exchange)
Name of Representative: Koji Takayanagi, Representative Director
and President

**Notice Regarding the Absorption-Type Merger (Simplified/Short-Form Merger) of
a Subsidiary and Trade Name Change**

FamilyMart UNY Holdings Co., Ltd. (the “Company”) gives notice as follows of the decision to carry out an absorption-type merger (the “Merger”) of its subsidiary, FamilyMart Co., Ltd. (“FamilyMart”), and subsequently change the trade name of the Company to FamilyMart Co., Ltd., effective as of September 1, 2019.

As this move represents a simplified merger of a wholly owned subsidiary, certain disclosure items and details have been omitted.

1. Purpose of the Merger

The Company determined that it will be able to further enhance the management efficiency by centralizing the group’s business management. Therefore, the Company decided to carry out the merger of FamilyMart.

2. Summary of the Merger

(1) Schedule

Date of resolution at the board of directors meeting	April 10, 2019
Conclusion of the merger agreement	April 10, 2019
Effective date of the Merger	September 1, 2019 (scheduled)

Note: For the Company, the Merger represents a simplified merger as stipulated in Article 796, Paragraph 2 of the Companies Act. For FamilyMart, the Merger represents a short-form merger as stipulated in Article 784, Paragraph 1 of the Companies Act. Accordingly, the merger contract between the Company and FamilyMart will be carried out without receiving approval by General Meeting of Shareholders.

(2) Merger Method

The Merger is a simplified absorption-type merger in which the Company remains as

the surviving company. FamilyMart will be dissolved through the Merger.

(3) Details of Allotment Related to the Merger

AS the Company owns all issued shares of FamilyMart, there will be no allotment of shares or any other monies as a result of the Merger.

(4) Treatment of Stock Acquisition Rights and Bonds with Stock Acquisition Rights of the Absorbed Company

Not applicable.

3. Overview of Companies Involved in the Merger

	Surviving company	Absorbed company
(1) Name	FamilyMart UNY Holdings Co., Ltd.	FamilyMart Co., Ltd.
(2) Address	3 Chome-1-21 Shibaura, Minato-ku, Tokyo	3 Chome-1-21 Shibaura, Minato-ku, Tokyo
(3) Name of representative director	Koji Takayanagi, President	Takashi Sawada, President
(4) Business details	A holding company for an operator of convenience store	Convenience store business via a franchise system
(5) Paid-in capital	¥ 16,659 million	¥ 8,380 million
(6) Date of establishment	September 1, 1981	July 2, 2001
(7) Number of issued shares	126,712,313 shares (As of February 28, 2019)	125 shares (As of February 28, 2019)
(8) Day for settlement of accounts	Last day of February	Last day of February
(9) Major shareholders and their shareholding ratio (As of February 28, 2019)	ITOCHU Corporation 41.49% The Master Trust Bank of Japan, Ltd. (trust account) 14.75% ITOCHU RETAIL INVESTMENT, LLC 8.59%	FamilyMart UNY Holdings Co., Ltd. 100.0%

(10) Financial condition and business results for the most recent fiscal year		
Fiscal year	February 28, 2019 (consolidated, under IFRS)	February 28, 2019 (non-consolidated, under Japanese GAAP)
Total equity (Total net assets)	¥ 589,737 million	¥ 382,651 million
Total assets	¥ 1,372,117 million	¥ 861,891 million
Equity attributable to owners of parent per share (Net assets per share)	¥ 1,123.78	¥ 3,061,212,926.60
Gross Operating revenues	¥ 617,174 million	¥ 441,881 million
Core operating profit (Operating profit)	¥ 51,553 million	¥ 46,684 million
Profit before tax	¥ 4,225 million	¥ 18,725 million
Profit attributable to owners of parent (Net income)	¥ 45,370 million	¥ 11,694 million
Basic earnings per share attributable to owners of parent (Net income per share)	¥ 89.64	¥ 93,555,283.64
Dividends per share	¥ 144.00	¥—

* Figures listed are rounded off to the nearest unit.

* The Company conducted a 4-for-1 share split of its common shares on March 1, 2019, and basic earnings per share and total equity per share have been calculated assuming that the share split was conducted at the beginning of the fiscal year ended February 28, 2019.

4. Status of the Company after the Merger (Post Trade Name Change)

(1) Trade name	FamilyMart Co., Ltd.
(2) Business details	Convenience store business via a franchise system

* In regard to the above change, please refer to the “Notice Regarding Partial Change to the Articles of Incorporation” disclosed on April 10, 2019. No changes will be made as a result of the Merger, including changes to the Company’s head office location, paid-in capital, and accounting period. In regard to the change of the name and position of the representative director, please refer to the “Notice Regarding Organization and

Personnel Change” disclosed on April 10, 2019.

5. Outlook Going Forward

The impact of the Merger is currently being measured.

End of announcement