

[Translation]

AMENDMENT TO TENDER OFFER REPORT

August 27, 2020

RETAIL INVESTMENT COMPANY, LLC

(FamilyMart Co., Ltd.)

AMENDMENT TO TENDER OFFER REPORT

Name of Document:	Amendment to Tender Offer Report
Person to Whom the Statement is filed:	Chief of the Kanto Local Finance Bureau
Date of Filing:	August 27, 2020
Name of Filing Person:	RETAIL INVESTMENT COMPANY, LLC
Address of Filing Person:	2-5-1 Kita-Aoyama, Minato-ku, Tokyo
Nearest Place to Contact:	2-5-1 Kita-Aoyama, Minato-ku, Tokyo
Telephone Number:	03-3497-4484
Name of Contact Person:	Executor: Kensuke Hosomi
Name of Attorney-in-Fact:	N/A
Address of Attorney-in-Fact:	N/A
Nearest Place to Contact:	N/A
Telephone Number:	N/A
Name of Contact Person:	N/A
Location at Which the Statement Is Available to the Public:	RETAIL INVESTMENT COMPANY, LLC (2-5-1 Kita-Aoyama, Minato-ku, Tokyo) Tokyo Stock Exchange, Inc. (2-1 Nihombashi Kabutocho, Chuo-ku Tokyo)

Note 1: In this Statement, the “Tender Offeror” means RETAIL INVESTMENT COMPANY, LLC.

Note 2: In this Statement, the “Target Company” means FamilyMart Co., Ltd.

Note 3: Where the figures in this Statement are rounded down or rounded off , the amount indicated in the total column may not always coincide with the sum of the relevant figures.

Note 4: In this Statement, the “Act” means the Financial Instruments and Exchange Act (Act No. 25 of 1948, as amended).

Note 5: In this Statement, the “Order” means the Order for Enforcement of the Financial Instruments and Exchange Act (Cabinet Order No. 321 of 1965, as amended).

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- Note 6: In this Statement, the “Cabinet Office Ordinance” means the Cabinet Office Ordinance on Disclosure Required for Tender Offer for Share Certificates, etc. by Person Other than Issuer (Ordinance of the Ministry of Finance No. 38 of 1990, as amended).
- Note 7: In this Statement, the “Shares” means the right pertaining to a share.
- Note 8: In this Statement, the “Business Day” means a day other than those listed in each item of Article 1, paragraph 1 of the Act on Holidays of Administrative Organs (Act No. 91 of 1988, as amended).
- Note 9: Unless otherwise specified in this Statement, any indication of a number of days, date or time refers to such number of days, date or time in Japan.
- Note 10: The tender offer that is the subject of this Statement (the “Tender Offer”) will be conducted in compliance with the procedures and information disclosure standards prescribed by the Act, which may differ from the procedures and information disclosure standards in the United States. It may be difficult to enforce any right or claim arising under U.S. federal securities laws because the Tender Offeror and the Target Company are incorporated outside the United States and their directors are not U.S. residents. Shareholders may not be able to sue a company and its directors outside the United States in a non-U.S. court for violations of the U.S. securities laws. Furthermore, there is no guarantee that shareholders will be able to compel a company outside the United States or its subsidiaries and affiliated companies to subject themselves to the jurisdiction of a U.S. court.
- Note 11: Unless otherwise specified in this Statement, all procedures relating to the Tender Offer will be conducted entirely in Japanese. All or part of the documents relating to the Tender Offer are prepared in the English language; however, if there is any inconsistency between the English-language documentation and the Japanese-language documentation, the Japanese-language documentation will prevail.
- Note 12: The Statement contains “forward-looking statements.” Actual results may substantially differ from projections, etc. expressed or implied as “forward-looking statements” because of the known or unknown risk, uncertainty or the other factors. Neither the Tender Offeror nor any of its affiliates promises that such projections, etc. expressed or implied as “forward-looking statements” will ultimately be accurate. The “forward-looking statements” in this Statement have been prepared based on information available to the

Tender Offeror as of the date hereof, and neither the Tender Offeror nor any of its affiliates is responsible for updating or revising any such forward-looking statements to reflect any future event or circumstances, unless required by any applicable laws or regulations, or the rules of a Financial Instruments Exchange.

1. Reasons for Amending the Tender Offer Report

The Tender Offeror is filing this Amendment to the Tender Offer Report pursuant to Article 27-8, Paragraph 1 of the Act applied *mutatis mutandis* to Article 27-13, Paragraph 3 of the Act, in order to amend the total number of shares that are offered for sale in response to the Tender Offer in the Tender Offer Report filed on August 25, 2020.

2. Matters to be Amended

2. Results of the Tender Offer

(1) Outcome of the Tender Offer

(3) Number of Purchased Shares

(4) Ownership Ratio after the Purchase

3. Content Before and After Amendment

The amended text is underlined below.

2. Results of the Tender Offer

(1) Outcome of the Tender Offer

(Before the Amendment)

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

(After the Amendment)

While a prerequisite for the Tender Offer was set to the effect that the Tender Offeror will not purchase any of the total number of shares that are offered for sale in response to the Tender Offer (hereinafter referred to as the “Tendered Shares”), if the total number of Tendered Shares does not satisfy the lower limit of shares to be purchased (50,114,060 shares), given that the total number of Tendered Shares (79,017,884 shares) exceeded the lower limit of shares to be purchased (50,114,060 shares), the Tender Offeror will purchase all the Tendered Shares as set forth in the public notice concerning the commencement of the

Tender Offer (including the items that were amended in the “Notice of change to public notice concerning the commencement of the Tender Offer dated July 21, 2020 and July 29, 2020) as well as in the Tender Offer Registration Statement (including the items that were amended in the Amendment to the Tender Offer Registration Statement dated July 21, 2020 and July 29, 2020).

(3) Number of Purchased Shares

(Before the Amendment)

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

(After the Amendment)

Class of Shares	Number of Tendered Shares Represented in the Number of shares	Number of Purchased Shares Represented in the Number of Shares
Shares	<u>79,017,884</u> (shares)	<u>79,017,884</u> (shares)
Share Options	-	-
Bonds with Share Options	-	-
Trust Beneficiary Certificates of Shares, Etc. ()	-	-
Depository Receipts for Shares, Etc. ()	-	-
Total	<u>79,017,884</u>	<u>79,017,884</u>
(Total Number of Dilutive Shares)	-	(-)

(4) Ownership Ratio after the Purchase

(Before the Amendment)

Category	Number of Voting Rights
(a) Number of voting rights represented by Shares owned by the Tender Offeror as of the date of filing of this report	<u>790,179</u>
(b) Number of voting rights in (a) related to potentially dilutive Shares	--
(c) Number of voting rights in (b) related to beneficiary share certificates in trust and depository receipts for shares representing rights pertaining to	--

shares	
(d) Number of voting rights pertaining to Shares owned by specially related parties as of the date of filing of this report	2,535,507
(e) Number of voting rights in (d) related to potentially dilutive Shares	--
(f) Number of voting rights in (e) related to beneficiary share certificates in trust and depository receipts for shares representing rights pertaining to shares	--
(g) Number of voting rights of all Target Company shareholders (as of February 29, 2020)	5,053,977
Ownership Ratio of Shares after the Purchase ((a + d)/(g + (b - c) + (e - f)) × 100) (%)	65.71%

(Content Omitted)

(After the Amendment)

Category	Number of Voting Rights
(a) Number of voting rights represented by Shares owned by the Tender Offeror as of the date of filing of this report	<u>790,178</u>
(b) Number of voting rights in (a) related to potentially dilutive Shares	--
(c) Number of voting rights in (b) related to beneficiary share certificates in trust and depository receipts for shares representing rights pertaining to shares	--
(d) Number of voting rights pertaining to Shares owned by specially related parties as of the date of filing of this report	2,535,507
(e) Number of voting rights in (d) related to potentially dilutive Shares	--
(f) Number of voting rights in (e) related to beneficiary share certificates in trust and depository receipts for shares representing rights pertaining to shares	--
(g) Number of voting rights of all Target Company shareholders (as of February 29, 2020)	5,053,977
Ownership Ratio of Shares after the Purchase ((a + d)/(g + (b - c) + (e - f)) × 100) (%)	65.71%

(Content Omitted)