News Release



Japan Credit Rating Agency, Ltd.

21-D-0692 October 27, 2021

Japan Credit Rating Agency, Ltd. (JCR) announces the following credit rating.

ZENSHO HOLDINGS CO., LTD. (security code: 7550)

<rating change=""></rating>	
Long-term Issuer Rating:	from BBB to BBB+
Outlook:	from Positive to Stable
Bonds:	from BBB to BBB+
Shelf Registration:	from Preliminary BBB to Preliminary BBB+
Subordinated Loan:	from BB+ to BBB-
<affirmation></affirmation>	
CP:	J-2

Rationale

- (1) ZENSHO HOLDINGS CO., LTD. (the "Company") is Japan's largest restaurant chain group. Offering a wide selection of dining options, including "Sukiya" gyudon (bowl of rice topped with beef) restaurants, "Coco's" family dining restaurants and "Hamazushi" conveyor-belt sushi restaurants, it operates 9,944 stores (as of the end of June 2021) at home and abroad. Having strength in its unique mass merchandising (MMD) system that integrates everything from the procurement of raw ingredients to manufacturing, processing, logistics and retail sales through group companies, it boasts industry-leading food procurement capacities and delivery network. In an effort to become the world's No. 1 company in the food industry, it has been aggressively opening more "Sukiya" restaurants in China in recent years while accelerating business development in the U.S. through Advanced Fresh Concepts Corp. ("AFC"), which was acquired in November 2018.
- (2) The Company's solid earnings bases at home and abroad can still be confirmed under the COVID-19 pandemic. It has demonstrated its strength of operating business formats focusing on everyday meals and its high capability to cope with the ready-made meal business. Although its issue to address is to recover the businesses under the restaurant category, it has diversified the earnings sources and strengthened earnings capacity as shown that degree of profit contribution of overseas businesses is increasing. Since the Company continues its policy to expand the business scale centering on the business formats, which enjoy favorable performance at home and abroad, JCR views that its performance in the future will be back on a growth path. In addition, its financial base will likely improve by constant profit accumulation. Based on the above, JCR upgraded the ratings on the Company one notch and revised the outlook from Positive to Stable.
- (3) The Company has formulated a performance projection, which exceeds that for the fiscal year ended March 2020 (FY2019), before the COVID-19 pandemic, as shown that it projects operating income to increase 86.3% from a year earlier to 22.5 billion yen for FY2021 led by the businesses under the gyudon and fast food categories. AFC's performance is also favorable by capturing increasing demand for take-out meals. Restriction on operating hours of stores is being lifted at this point. However, JCR will watch the pace of recovery of the restaurant category businesses, which primarily focus on in-store dining, since the operating hour may be restricted again depending on the status of infection hereafter. Going forward, JCR will check the initiatives to recover the earnings capacity, including shutting down of unprofitable stores, converting business format, and their outcomes.
- (4) As of the end of FY2020, equity capital was120.3 billion yen (after consideration of equity content of the subordinated loan / 116.6 billion yen as of the end of FY2019) and equity ratio was 30.4% (after consideration of equity content of the subordinated loan / 31.9% as of the end of FY2019). While the Company's policy to expand the store network for Sukiya and the franchise store network for AFC in the U.S. remains unchanged, it has been maintaining investment stance giving consideration to financial soundness in recent years. Although the Company's financial condition leaves room for improvement, JCR views that the equity capital will be expanding hereafter since it still maintains high cash flow generation capability under the pandemic.

Shigenobu Tonomura, Misa Ishizaki

Rating

Issuer: ZENSHO HOLDINGS CO., LTD.

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Long-term Issuer Rati	ing: BBB+ O	outlook: Stable			
Issue	Amount (bn)	Issue Date	Due Date	Coupon	Rating
Bonds no. 2	JPY 15	Dec. 14, 2018	Dec. 14, 2021	0.43%	BBB+
Shelf Registration: Pro	eliminary BBB+				
Maximum: JPY 40 bi	illion				
Valid: two years effe	ctive from August	t 8, 2021			
Issue	Amount (bn)	Execution Date	Repayment Date	Interest Rate	Rating
Subordinated Loan	JPY 30	June 29, 2018	June 30, 2053	(Note 1)	BBB-
Subordinated Loan	JPY 30	Mar. 29, 2019	Mar. 31, 2054	(Note 2)	BBB-
Subordinated Loan	JPY 10	Feb. 10, 2021	Feb. 10, 2056	(Note 3)	BBB-
Notes:					

Notes:

 Reference rate + initial spread as fixed interest rate for the interest periods beginning on the execution date or before the interest payment date in June 2023. Reference rate + initial spread + 1% step-up interest rate as floating rate for the interest periods beginning on or after said interest payment date.

 Reference rate + initial spread as fixed interest rate for the interest periods beginning on the execution date or before the interest payment date in March 2024. Reference rate + initial spread + 1% step-up interest rate as floating rate for the interest periods beginning on or after said interest payment date.

 Reference rate + initial spread as fixed interest rate for the interest periods beginning on the execution date or before the interest payment date in February 2026. Reference rate + initial spread + 1% step-up interest rate as floating rate for the interest periods beginning on or after said interest payment date.

<Affirmation>

CP: J-2

Maximum: JPY 10 billion

Rating Assignment Date: October 22, 2021

The assumptions for the credit ratings and the definitions of the rating symbols are published as "Types of Credit Ratings and Definitions of Rating Symbols" (January 6, 2014) in Information about JCR Ratings on JCR's website (https://www.jcr.co.jp/en/).

Outline of the rating methodology is shown as "JCR's Rating Methodology" (November 7, 2014), "Food Service" (July 13, 2011), "Rating Methodology for a Holding Company" (January 26, 2015), "Rating Viewpoints on Pure Holding Companies (Domestic Industrial Corporations)" (July 1, 2003) and "Ratings of Hybrid Securities" (September 10, 2012) in Information about JCR Ratings on JCR's website (https://www.jcr.co.jp/en/).

Glossary:

A preliminary rating is a credit rating assigned as a preliminary evaluation while material terms for issue to be rated are not yet finalized. When the issuing terms are finalized, JCR will confirm them and will assign a credit rating anew. The rating level of the final rating may be different from that of the preliminary rating, depending on the final content of the terms, etc.

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JCR publishes its press releases regarding the rating actions both in Japanese and in English on the same day. In case that it takes time to translate rating rationale, JCR may publicize the summary version, which will be replaced by the full translated version within three business days. (Regarding Structured Finance products, JCR only publicize the summary version in English.)

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INFORMATION DISCLOSURE FORM

Japan Credit Rating Agency, Ltd.

Disclosure Required by Paragraph (a)(1)(ii) of Rule 17g-7

Issuer:	ZENSHO HOLDINGS CO.,LTD.
Rating Publication Date:	October 27, 2021

- The Symbol, Number, or Score in the Rating Scale used to Denote Credit Rating Categories and Notches and, the Identity of the Obligor or the Identity and a Description of the Security or Money Market Instrument as Required by Paragraph (a)(1)(ii)(A) of Rule 17g-7
- Please see the news release. If the credit rating is a private rating, please see the report for private rating.
- $2 \quad \begin{tabular}{|c|c|c|c|} The version of the procedure or methodology used to determine the credit rating; as Required by Paragraph (a)(1)(ii)(B) of Rule 17g-7 \end{tabular}$
 - Please see the news release. If the credit rating is a private rating, please see the report for private rating.
- 3 The Main Assumptions and Principles used in Constructing the Procedures and Methodologies used to Determine the Credit Rating as Required by Paragraph (a)(1)(ii)(C) of Rule 17g-7
 - The credit rating methodology assumes, in principle, to be applied to assess the likelihood of a given debt payment in light of its issuer's condition and business environment, etc. in the relevant future. There is certain limitation, however, in the time horizon that the rating foresees.
 - The credit rating methodology assumes, in principle, that the factors posted in the below are particularly important for such likelihood to be determined, and that the rating determination is made by evaluating each of them not only quantitatively but also employing qualitative analyses.
 - A) Business Bases

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The likelihood of a given debt payment is highly conditional to its issuer's business bases - how they can be maintained/ expanded into the future and thereby secure earnings and cash flows in adequacy and in a sustainable way.

B) Financial Grounds and Asset Quality

The likelihood of debt payment is highly dependent on the degree of the issuer's indebtedness and loss absorption capacity in terms of equity capital. Also notable is that a financial institution might see a significant loss of financial grounds as a result of changes in value of the assets under its possession.

C) Liquidity Positions

The likelihood of debt payment is highly dependent on the adequacy of the issuer's cash and other sources of repayment (liquidity positions).

D) Related Parties' Status and Stance of Support/ Assistance for the Issuer

The likelihood of debt payment is affected one way or the other by the issuer's related parties such as parent company, subsidiary, guarantor, and the government of the issuer's business domicile, etc. - by their own conditions and/ or position of support/ assistance for the issuer.

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E) Order of Seniority in Debt Payment

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The likelihood of debt payment can be different between given debts of the same issuer. The likelihood of debt payment for an individual debt is dependent on the issuer's discretion, and/ or its rank relative to other debts of the same issuer in the order of seniority in principal/ interest payment which is determined by design as financial product or by laws, etc.

- The Potential Limitations of the Credit Rating as Required by Paragraph (a)(1)(ii)(D) of Rule 17g-7
- The credit rating herewith presented by JCR is its summary opinion with regard to the likelihood of given debt payment and hence not necessarily a perfect representation of such likelihood. The credit rating is not intended to estimate the probability of default or the loss on given default, either.
- The objective of the credit rating herewith presented does not include any concerns other than the likelihood of debt payment, such as risks of price changes, market liquidity, etc.
- The credit rating herewith presented is necessary to be reviewed along with possible changes of the issuer of rated objects in its business performance and/ or circumstances which include regulatory environment, and hence subject to possible alteration.
- 5 Information on the Uncertainty of the Credit Rating as Required by Paragraph (a)(1)(ii)(E) of Rule 17g-7

The information used for the determination of credit rating as herewith presented is obtained by JCR from the issuer of rated objects and other sources that JCR trusts in terms of accuracy and reliability but possibly contains errors due to human, non-human or other causes. Consequently, the credit rating determined on the grounds of such information does not constitute, explicitly or implicitly, any representation or warrant of JCR on the information itself or any consequences of its use in terms of accuracy, relevance, timeliness, wholeness, market value, or usefulness for any specific purposes.

- 6 Use of Due Diligence Services of a Third Party in Taking the Rating Action as Required by Paragraph (a)(1)(ii)(F) of Rule 17g-7
 - There is no use of any third-party due diligence service in the determination of the credit rating herewith presented.
- 7 Use of Servicer or Remittance Reports to Conduct Surveillance of the Credit Rating Required by Paragraph (a)(1)(ii)(G) of Rule 17g-7
 - There is no use of any servicer or remittance report to conduct surveillance of the credit rating herewith presented.
- 8 The Types of Data Relied Upon for the Purpose of Determining the Credit Rating as Required by Paragraph (a)(1)(ii)(H) of Rule17g-7



- The information posted in the below, which includes data, is used for the determination of the credit rating herewith presented.
 - A) Audited financial statements presented by the rating stakeholders
 - B) Explanations of business performance, management plans, etc. presented by the rating stakeholders

9 Overall assessment of the Quality of Information Available and Considered in Determining the Credit Rating as Required by Paragraph (a)(1)(ii)(l) of Rule 17g-7

• JCR holds its basic policies for securing the quality of information as a base of due diligence for the determination of credit ratings. The information used as a base for the determination of credit rating herewith presented satisfies such policies, which include the audit by an independent auditor, the warranty made by the issuer, the publication by the issuer, some independent media or, otherwise, JCR analyst's scrutiny, etc.

- JCR sees no particular weakness in the quality of information used for the determination of the credit rating herewith presented as compared to the information used in other cases of the credit rating for comparable issuers or ratable objects.
- If the credit rating is an Indication, please see the report for Indication.

1 🕦 Information Relating to Conflicts of Interest as Required by Paragraph (a)(1)(ii)(J) of Rule 17g-7

- JCR receives payment of compensation for the determination of the credit rating herewith presented from either one of those parties who are issuer, underwriter, depositor or sponsor.
- JCR did not receive in the last fiscal year in the past payment of compensation from the same party for any kind of JCR's service other than the determination of public or private credit rating, such as one in the ancillary business.

 $11 \begin{bmatrix} \text{Explanation or Measure of the Potential Volatility of the Credit Rating as Required by Paragraph} \\ \textbf{(a)(1)(ii)(K) of Rule 17g-7} \end{bmatrix}$

A) Business Bases

The credit rating is subject to alteration if there is improvement or deterioration of the issuer's business bases, since its revenue, etc. may improve or deteriorate by the change in its business management policies, clients' preferences, competitive situation, or a technological innovation. The resultant alteration of the credit rating is usually by a notch, with possibility of a few notches if and when the change in the business bases is large.

B) Financial Grounds and Asset Quality

The credit rating is subject to alteration if the issuer increases/ decreases its debt/ capital or vice versa and thereby makes its individual debt payment liability less or more bearable and its loss absorption capacity into the future decreased or increased. Also, the changes in the quality of asset under the issuer's holding may affect the credit rating, since such changes could raise or lower the likelihood of future loss of the issuer's financial grounds. The resultant alteration of the credit rating is usually by a notch, with possibility of a few notches if and when the change in the financial grounds and/ or asset quality is large.

C) Liquidity Positions

The credit rating is subject to alteration if there is a change in the issuer's financial management policy or in the relations with fund procurement sources and the change thereby makes its liquidity positions improve or deteriorate. The resultant alteration of the credit rating is usually by a notch, with possibility of a few notches if and when the change is large.



D) Related Parties' Status and Stance of Support/ Assistance for the Issuer

The credit rating is subject to alteration if there is a change in the issuer's parent company or subsidiary, guarantor or other provider of credit enhancement, or the government of the issuer's business domicile, or other related parties' own conditions and/ or position of support/ assistance for the issuer, and the change thereby makes its business bases, financial grounds and/ or liquidity positions improve or deteriorate, and/ or making the effectiveness of guarantee and other credit enhancement improve or deteriorate. The resultant alteration of the credit rating is usually a notch, with possibility of a few notches if and when the change is large.

E) Order of Seniority in Debt Payment and Non-Payment Forgiven by Contract

The credit rating is subject to alteration if there is a change in the rated debt's status in the order of seniority relative to other debts caused by the improvement/ deterioration of the issuer's financial condition. The resultant alteration of the credit rating is usually a notch, with possibility of a few notches if and when the change is large. Also, in case of the financial products for which non-payment of interest/ principal is contractually permissible, the credit rating is subject to alteration if and when the likelihood of such non-payment is projected to increase or decrease. The resultant alteration of the credit rating could be by a notch but often as much as a few notches.

F) Rise and Fall in General Economy and Markets

The credit rating is subject to alteration if there is a rise/ fall in the general economy and/ or the markets inducing the issuer's revenues/ expenses to increase/ decrease and vice versa, etc. The resultant alteration of the credit rating is usually by a notch, with possibility of a few notches if and when the change is exceptionally large.

G) Various Events

The credit rating is subject to alteration on occurrence of various events, such as change in the issuer's major shareholders, M&A and other organizational change, accident, violation of the law, litigation, legal/ regulatory change, natural disaster, etc., which are unforeseeable at the time when the credit rating is determined, causing a significant change on the issuer's business bases, financial grounds, etc. The resultant alteration of the credit rating could be by a notch but more often than not as much as a few notches.

Information on the Content of the Credit Rating, Including the Historical Performance of the Credit Rating and the Expected Probability of Default and the Expected Loss in the Event of Default as Required by Paragraph (a)(1)(ii)(L) of Rule 17g-7

- Historical records of the credit rating herewith presented are posted in the end of this paper.
- The credit rating herewith presented by JCR is its summary opinion with regard to the likelihood of given debt payment and hence not necessarily a perfect representation of such likelihood. The credit rating is not intended to estimate the probability of default or the loss on given default, either.
- Facts of the probability of default are posted as Form NRSRO Exhibit 1 on the JCR website under the URL:

https://www.jcr.co.jp/en/service/company/regu/nrsro/

13 Information on the Sensitivity of the Credit Rating to Assumptions Made as Required by Paragraph (a)(1)(ii)(M) of Rule 17g-7

A) Business Bases

The credit rating herewith presented could be changed if and when the assumptions made at the time of its determination turn out to be inaccurate with regard to the issuer's business bases and powers of earning or cash flow generation, etc. The resultant change of the credit rating is most likely by a notch, as JCR speculates, but possibly as much as a few notches if the development is rapid in improvement or deterioration of the issuer's business bases on some drastic change in the operational environments, etc.

B) Financial Grounds and Asset Quality

The credit rating herewith presented could be changed if and when the assumptions made at the time of its determination turn out to be inaccurate with regard to the issuer's financial grounds and asset

quality. The resultant change of the credit rating is most likely by a notch, as JCR speculates, but possibly as much as a few notches if the development is rapid in improvement or deterioration of the issuer's financial grounds and/ or asset quality on some drastic change in its business bases.

C) Liquidity Risks

The credit rating herewith presented could be changed if and when the assumptions made at the time of its determination turn out to be inaccurate with regard to the issuer's liquidity positions. The resultant change of the credit rating is most likely by a notch, as JCR speculates, but possibly as much as a few notches if the development is rapid in improvement or deterioration of the issuer's liquidity positions on some drastic change in its financial management policy or relations with fund procurement sources, etc.

D) Order of Seniority in Debt Payment and Non-Payment Forgiven by Contract

The credit rating herewith presented could be changed if and when the assumptions made at the time of its determination turn out to be inaccurate with regard to the order of seniority in repayment of interests and principal. JCR assumes the resultant change of the credit rating is most likely by a notch. The change could be as much as a few notches if the issuer's financial structure differs so much and thereby the balance between debts shifted so greatly. Rating change is also possible in case of the financial products for which non-payment of interest/ principal is contractually permissible, if and when the assumptions made at the time of its determination turns out to be inaccurate. The change of the credit rating is assumed to be by a notch but often as much as a few notches.

E) Rise and Fall in General Economy and Markets

The credit rating herewith presented could be changed if and when the assumptions made at the time of its determination turn out to be inaccurate with regard to the prospects of general economy and markets. JCR expects the change should be most likely by a notch but could be as much as a few notches, should the economy or the markets change so greatly.

$14 \left| \begin{array}{c} \mbox{Information on the Representations, Warranties, and Enforcement Mechanisms of an Assetbacked Security as Required by Paragraph (a)(1)(ii)(N) of rule 17g-7 \end{array} \right.$

• The credit rating herewith presented is not for an ABS product, and hence no relevant issue.

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JCR



The Historical	Performance	of the	Credit Rating

Issuer Name	Issue Name	Publication Date	Rating	Outlook/Direction
ZENSHO HOLDINGS CO., LTD.	Issuer(Long-term)	November 9, 2011	BBB	Stable
ZENSHO HOLDINGS CO., LTD.	Issuer(Long-term)	November 29, 2012	BBB	Stable
ZENSHO HOLDINGS CO., LTD.	Issuer(Long-term)	September 11, 2013	BBB	Stable
ZENSHO HOLDINGS CO., LTD.	Issuer(Long-term)	August 6, 2014	#BBB	Negative
ZENSHO HOLDINGS CO., LTD.	Issuer(Long-term)	September 3, 2014	BBB-	Stable
ZENSHO HOLDINGS CO., LTD.	Issuer(Long-term)	November 10, 2014	#BBB-	Negative
ZENSHO HOLDINGS CO., LTD.	Issuer(Long-term)	March 26, 2015	BBB-	Stable
ZENSHO HOLDINGS CO., LTD.	Issuer(Long-term)	February 10, 2016	BBB-	Stable
ZENSHO HOLDINGS CO., LTD.	Issuer(Long-term)	February 1, 2017	BBB-	Positive
ZENSHO HOLDINGS CO., LTD.	Issuer(Long-term)	January 26, 2018	BBB	Stable
ZENSHO HOLDINGS CO., LTD.	Issuer(Long-term)	February 25, 2019	BBB	Stable
ZENSHO HOLDINGS CO., LTD.	Issuer(Long-term)	November 15, 2019	BBB	Positive
ZENSHO HOLDINGS CO., LTD.	Issuer(Long-term)	December 11, 2020	BBB	Positive
ZENSHO HOLDINGS CO., LTD.	СР	March 21, 2012	J-2	
ZENSHO HOLDINGS CO., LTD.	СР	November 29, 2012	J-2	
ZENSHO HOLDINGS CO., LTD.	СР	September 11, 2013	J-2	
ZENSHO HOLDINGS CO., LTD.	СР	September 3, 2014	J-2	
ZENSHO HOLDINGS CO., LTD.	СР	November 10, 2014	#J-2	Negative
ZENSHO HOLDINGS CO., LTD.	СР	March 26, 2015	J-2	
ZENSHO HOLDINGS CO., LTD.	СР	February 10, 2016	J-2	
ZENSHO HOLDINGS CO., LTD.		February 1, 2017	J-2	
ZENSHO HOLDINGS CO., LTD.	СР	January 26, 2018	J-2	
ZENSHO HOLDINGS CO., LTD.	СР	February 25, 2019	J-2	
ZENSHO HOLDINGS CO., LTD.	СР	November 15, 2019	J-2	
ZENSHO HOLDINGS CO., LTD.	СР	December 11, 2020	J-2	
ZENSHO HOLDINGS CO., LTD.	Shelf Registration	August 6, 2021	BBB	
ZENSHO HOLDINGS CO., LTD.	Bonds no.2	December 7, 2018	BBB	
ZENSHO HOLDINGS CO., LTD.	Bonds no.2	February 25, 2019	BBB	
ZENSHO HOLDINGS CO., LTD.	Bonds no.2	November 15, 2019	BBB	
ZENSHO HOLDINGS CO., LTD.	Bonds no.2	December 11, 2020	BBB	
ZENSHO HOLDINGS CO., LTD.	Loan(subordinated)	June 20, 2018	BB+	
ZENSHO HOLDINGS CO., LTD.	Loan(subordinated)	February 25, 2019	BB+	
ZENSHO HOLDINGS CO., LTD.		November 15, 2019	BB+	
ZENSHO HOLDINGS CO., LTD.		December 11, 2020	BB+	
ZENSHO HOLDINGS CO., LTD.		March 22, 2019	BB+	
ZENSHO HOLDINGS CO., LTD.		November 15, 2019	BB+	
ZENSHO HOLDINGS CO., LTD.	· · · · · · · · · · · · · · · · · · ·	December 11, 2020	BB+	
ZENSHO HOLDINGS CO., LTD.		February 5, 2021	BB+	

Attestation Required by Paragraph (a)(1)(iii) of Rule 17g-7

I, Mikiya Kubota, have responsibility to this Rating Action and to the best of my knowledge:

- A) No part of the credit rating was influenced by any other business activities.
- B) The credit rating was based solely upon the merits of the obligor, security, or money market instrument being rated.
- C) The credit rating was an independent evaluation of the credit risk of the obligor, security, or money market instrument.

窪田 幹也

Mikiya Kubota General Manager of Corporate Rating Department I

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