

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

## **Seven & i Holdings Co., Ltd. (security code: 3382)**

<Credit Monitor Removal> <Rating Change>

Long-term Issuer Rating: from #AA+/Negative to AA

Outlook: Stable

Bonds: from #AA+/Negative to AA

Shelf Registration: from Preliminary #AA+/Negative to Preliminary AA

## **SEVEN-ELEVEN JAPAN CO., LTD. (security code: -)**

<Credit Monitor Removal> <Rating Change>

Long-term Issuer Rating: from #AA+/Negative to AA

Outlook: Stable

### *Rationale*

Issuer: Seven & i Holdings Co., Ltd.

- (1) Seven & i Holdings Co., Ltd. (the "Company") on August 3, 2020 announced that 7-Eleven, Inc. ("SEI") under its umbrella had entered into an agreement on acquisition of stocks and other equity interests in plural companies operating convenience store (CVS) operations, etc. mainly under U.S. Marathon Petroleum Corporation ("MPC")'s Speedway brand from MPC (the "Transaction"). In the wake of the announcement, JCR on the same date placed the Company's ratings under Credit Monitor with Negative direction. On May 14, 2021, the said Transaction procedure was completed through SEI Speedway Holding, LLC, which was established as SEI's wholly-owned subsidiary. However, following the statement of objection from two commissioners of Federal Trading Commission ("FTC") released on May 15, with consideration given to the discussion process with the government-affiliated agency, the Company postponed the announcement of its Medium-term Management Plan (the "Plan"). Subsequently, the draft of content order was approved by the resolution at FTC effective as of June 25, and the Plan was announced on July 1.
- (2) Through the Transaction, SEI's leading position in the U.S. CVS market became more solidified, strengthened the business base of the Seven & I Group (the "Group")'s overseas CVS business. The business will continue to play the role as the Group's core growth driver and will gain importance further, in JCR's view. On the other hand, the acquisition price for the Transaction was a huge amount of about 2.3 trillion yen, worsening the financial structure with increased interest-bearing debt. Although synergy effects such as growth in product sales and improvement in gross profit rate are expected, it would take time before the recovery of the financial structure. Based on the above, JCR has removed Credit Monitor and downgraded the ratings on the Company by one notch. JCR has meanwhile placed Stable outlook, given that the Group's performance is projected to grow steadily driven by the domestic and overseas CVS businesses and the financial structure will improve after the Transaction.
- (3) The Group's core company SEVEN-ELEVEN JAPAN CO., LTD. ("SEJ"), which handles the domestic CVS business, will likely maintain high earning capacity. Introduction of new store layouts matched to customer needs such as growing demand for home meals, continued new product launch and other efforts are expected to bring results. SEI, as aforementioned, would expand performance through business base enhancement. For Ito-Yokado Co., Ltd. ("IY"), which operates general supermarkets in the superstores business, profitability improvement through personnel optimization and review of store space, among others, would be important. Sogo and Seibu Co., Ltd. ("SS") in the department business closed unprofitable stores. However, hit hard by self-restraint from going outside, etc. under the COVID-19 pandemic, it would need to accelerate the business structural reforms including personnel cuts. JCR will keep watching the efforts and results of the business structural reforms by IY and SS. The finance services business centered on Seven Bank, Ltd. is assumed to continue making a certain contribution to the Group's overall performance.

- (4) As described above, the financial structure has worsened by the Transaction but is expected to improve subsequently. Capital investments will likely be implemented by narrowing down to projects from which high investment effects can be expected and environment-related projects, among others mainly in SEJ and SEI. After the Transaction, debt repayment through free cash flow and an increase in equity capital with profit accumulation are assumed. JCR going forward will observe the improvement of the financial structure.

Issuer: SEVEN-ELEVEN JAPAN CO., LTD.

- (1) SEJ is a core business company of the Group. Based on the judgement that SEJ's rating has unity with the creditworthiness of the Group, JCR assigns the same rate with that of the Company.
- (2) SEJ is the largest company in the CVS industry with a chain-wide sales of 4.8 trillion yen in the fiscal year ended February 28, 2021 (FY2020), and the largest chain in the retail industry. With the number of stores in Japan reaching 21,167 (as of February 28, 2021, including Okinawa Prefecture run by its subsidiary), the business base is robust. The average daily sales per store is also far ahead of its rivals, and it also has high competitiveness in service quality.
- (3) Support to franchisees will likely continue to be important. SEJ is working on measures such as communication enhancement, changes in incentive compensation as well as introduction of semi self-checkout system and new product inspection system for efficiency gain at store operations. Such measures would need to be continued for sustainable growth with franchisees. New stores opened in FY2020 was 610 (743 in FY2019), which shows that there is no change in its stringent store opening criteria in order to increase daily sales.
- (4) The business performance is projected to stay solid. Under the pandemic, self-restraint from going outside and expanded homeworking under the pandemic are affecting the ability to gather customers of stores in business districts and sightseeing areas. However, efforts such as new product launches based on high product development ability, expansion of new store layouts, etc. would bring results. Constraint of SG&A will also likely contribute to performance. Going forward, JCR will pay attention to progress in the online convenience store service and its contribution to performance.

Hiroyuki Chikusa, Hiroyoshi Otsuka

### Rating

Issuer: Seven & i Holdings Co., Ltd.

<Credit Monitor Removal> <Rating Change>

Issue	Amount (bn)	Issue Date	Due Date	Coupon	Rating
Bonds no. 13	JPY 130	Dec. 14, 2020	Dec. 20, 2023	0.060%	AA
Bonds no. 14	JPY 180	Dec. 14, 2020	Dec. 19, 2025	0.190%	AA
Bonds no. 15	JPY 40	Dec. 14, 2020	Dec. 20, 2027	0.280%	AA

Shelf Registration: Preliminary AA

Maximum: JPY 600 billion

Valid: two years effective from November 10, 2020

Issuer: SEVEN-ELEVEN JAPAN CO., LTD.

<Credit Monitor Removal> <Rating Change>

Long-term Issuer Rating: AA Outlook: Stable

Rating Assignment Date: July 1, 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), "Retail" (May 29, 2020), "Rating Methodology for a Holding Company" (January 26, 2015), "Rating Viewpoints on Pure Holding Companies (Domestic Industrial Corporations)" (July 1, 2003) and "Rating Perspectives for subsidiary companies" (December 14, 2007) 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:	Seven & i Holdings Co.,Ltd.
Rating Publication Date:	July 2, 2021

**1** 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** 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

- 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**

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.

E) Order of Seniority in Debt Payment

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.

4 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 Rule 17g-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)(I) 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.

## 10 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 Explanation or Measure of the Potential Volatility of the Credit Rating as Required by Paragraph (a)(1)(ii)(K) of Rule 17g-7

### 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.

## 12

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

Information on the Representations, Warranties, and Enforcement Mechanisms of an Asset-backed Security as Required by Paragraph (a)(1)(ii)(N) of rule 17g-7

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

**Japan Credit Rating Agency, Ltd.**

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## The Historical Performance of the Credit Rating

Issuer Name	Issue Name	Publication Date	Rating	Outlook/Direction
Seven & i Holdings Co., Ltd.	Issuer(Long-term)	March 1, 2006	AA+	Stable
Seven & i Holdings Co., Ltd.	Issuer(Long-term)	March 1, 2007	AA+	Stable
Seven & i Holdings Co., Ltd.	Issuer(Long-term)	January 21, 2008	AA+	Stable
Seven & i Holdings Co., Ltd.	Issuer(Long-term)	February 26, 2009	AA+	Stable
Seven & i Holdings Co., Ltd.	Issuer(Long-term)	February 4, 2010	AA+	Stable
Seven & i Holdings Co., Ltd.	Issuer(Long-term)	February 24, 2011	AA+	Stable
Seven & i Holdings Co., Ltd.	Issuer(Long-term)	February 7, 2012	AA+	Stable
Seven & i Holdings Co., Ltd.	Issuer(Long-term)	January 29, 2013	AA+	Stable
Seven & i Holdings Co., Ltd.	Issuer(Long-term)	January 22, 2014	AA+	Stable
Seven & i Holdings Co., Ltd.	Issuer(Long-term)	January 30, 2015	AA+	Stable
Seven & i Holdings Co., Ltd.	Issuer(Long-term)	February 1, 2016	AA+	Stable
Seven & i Holdings Co., Ltd.	Issuer(Long-term)	January 30, 2017	AA+	Stable
Seven & i Holdings Co., Ltd.	Issuer(Long-term)	January 25, 2018	AA+	Stable
Seven & i Holdings Co., Ltd.	Issuer(Long-term)	January 28, 2019	AA+	Stable
Seven & i Holdings Co., Ltd.	Issuer(Long-term)	January 28, 2020	AA+	Stable
Seven & i Holdings Co., Ltd.	Issuer(Long-term)	August 3, 2020	#AA+	Negative
Seven & i Holdings Co., Ltd.	Shelf Registration	November 2, 2020	#AA+	Negative
Seven & i Holdings Co., Ltd.	Bonds no.13	November 27, 2020	#AA+	Negative
Seven & i Holdings Co., Ltd.	Bonds no.14	November 27, 2020	#AA+	Negative
Seven & i Holdings Co., Ltd.	Bonds no.15	November 27, 2020	#AA+	Negative

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

I, Shigenobu Tonomura, 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.

殿村 成信

Shigenobu Tonomura

General Manager of Corporate Rating Department II

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## INFORMATION DISCLOSURE FORM

Japan Credit Rating Agency, Ltd.

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

Issuer:	SEVEN-ELEVEN JAPAN CO.,LTD.
Rating Publication Date:	July 2, 2021

1

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

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

- 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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#### B) Financial Grounds and Asset Quality

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#### 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.

E) Order of Seniority in Debt Payment

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.

4 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 Rule 17g-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)(I) 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.

## 10 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 Explanation or Measure of the Potential Volatility of the Credit Rating as Required by Paragraph (a)(1)(ii)(K) of Rule 17g-7

### 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.

**12**

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

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 parent company or subsidiaries, guarantor or other providers of credit enhancement, the government of the issuer's business domicile or other related parties' status and stance of support/ assistance for the issuer. 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 there is a major change on the part of related parties, such as replacement, disappearance, some drastic improvement/ deterioration of financial grounds/ balances, etc.

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.

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Information on the Representations, Warranties, and Enforcement Mechanisms of an Asset-backed Security as Required by Paragraph (a)(1)(ii)(N) of rule 17g-7

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

**Japan Credit Rating Agency, Ltd.**

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## The Historical Performance of the Credit Rating

Issuer Name	Issue Name	Publication Date	Rating	Outlook/Direction
SEVEN-ELEVEN JAPAN CO.,	Issuer(Long-term)	January 4, 2001	AAA	
SEVEN-ELEVEN JAPAN CO.,	Issuer(Long-term)	February 24, 2003	AAA	
SEVEN-ELEVEN JAPAN CO.,	Issuer(Long-term)	February 23, 2004	AAA	
SEVEN-ELEVEN JAPAN CO.,	Issuer(Long-term)	February 22, 2005	AAA	
SEVEN-ELEVEN JAPAN CO.,	Issuer(Long-term)	April 20, 2005	#AAA	
SEVEN-ELEVEN JAPAN CO.,	Issuer(Long-term)	September 1, 2005	AAA	
SEVEN-ELEVEN JAPAN CO.,	Issuer(Long-term)	December 26, 2005	#AAA	Negative
SEVEN-ELEVEN JAPAN CO.,	Issuer(Long-term)	March 1, 2006	AA+	Stable
SEVEN-ELEVEN JAPAN CO.,	Issuer(Long-term)	March 1, 2007	AA+	Stable
SEVEN-ELEVEN JAPAN CO.,	Issuer(Long-term)	January 21, 2008	AA+	Stable
SEVEN-ELEVEN JAPAN CO.,	Issuer(Long-term)	February 26, 2009	AA+	Stable
SEVEN-ELEVEN JAPAN CO.,	Issuer(Long-term)	February 4, 2010	AA+	Stable
SEVEN-ELEVEN JAPAN CO.,	Issuer(Long-term)	February 24, 2011	AA+	Stable
SEVEN-ELEVEN JAPAN CO.,	Issuer(Long-term)	February 7, 2012	AA+	Stable
SEVEN-ELEVEN JAPAN CO.,	Issuer(Long-term)	January 29, 2013	AA+	Stable
SEVEN-ELEVEN JAPAN CO.,	Issuer(Long-term)	January 22, 2014	AA+	Stable
SEVEN-ELEVEN JAPAN CO.,	Issuer(Long-term)	January 30, 2015	AA+	Stable
SEVEN-ELEVEN JAPAN CO.,	Issuer(Long-term)	February 1, 2016	AA+	Stable
SEVEN-ELEVEN JAPAN CO.,	Issuer(Long-term)	January 30, 2017	AA+	Stable
SEVEN-ELEVEN JAPAN CO.,	Issuer(Long-term)	January 25, 2018	AA+	Stable
SEVEN-ELEVEN JAPAN CO.,	Issuer(Long-term)	January 28, 2019	AA+	Stable
SEVEN-ELEVEN JAPAN CO.,	Issuer(Long-term)	January 28, 2020	AA+	Stable
SEVEN-ELEVEN JAPAN CO.,	Issuer(Long-term)	August 3, 2020	#AA+	Negative

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

I, Shigenobu Tonomura, 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.

殿村 成信

Shigenobu Tonomura

General Manager of Corporate Rating Department II

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