

[Translation for Reference Only]

ENGLISH TRANSLATION OF DOCUMENT IN JAPANESE

This is an English translation of an original document in Japanese and is only provided for convenience. In all cases, the original Japanese version takes precedence.

May 14, 2019

For Immediate Release

Company Name	Seibu Holdings Inc.
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Notice Regarding the Re-adoption of a “Stock Benefit Trust (Employee Shareholding Association Purchase-type)”

Seibu Holdings Inc. (the “Company”) hereby announces that at its Board of Directors’ meeting held on May 14, 2019, it passed a resolution to readopt a “Stock Benefit Trust (Employee Shareholding Association Purchase-type)” (the “Plan”) with the aim of improving the welfare of its employees and providing an incentive for enhancing the Company’s corporate value.

1. Purpose of Adopting the Plan

The purpose of the Plan is to improve the welfare of the Company’s employees, raise their awareness of the Company’s stock price performance and increase their motivation to work through the steady provision of the Company’s shares to the employee shareholding association and the distribution of the profits generated by the administration of trust assets so as to improve the Company’s corporate value.

The Plan is an employee benefit program based on the ESOP (Employee Stock Ownership Plan), an employee compensation plan that is common in the United States as part of employee incentive plans, and the “Report on a New Holding Scheme of Treasury Stocks,” which was announced by the Ministry of Economy, Trade and Industry on November 17, 2008.

The Plan, which the Company adopted in April 2014, was terminated in April 2019. However, the Company resolved to readopt the Plan after comprehensive consideration of its results and effects.

2. Overview of the Plan

This is an incentive plan to return the benefits from the appreciation of the Company’s stock price to all employees who are members of the “Seibu Holdings Employee Shareholding Association” (the “Shareholding Association”).

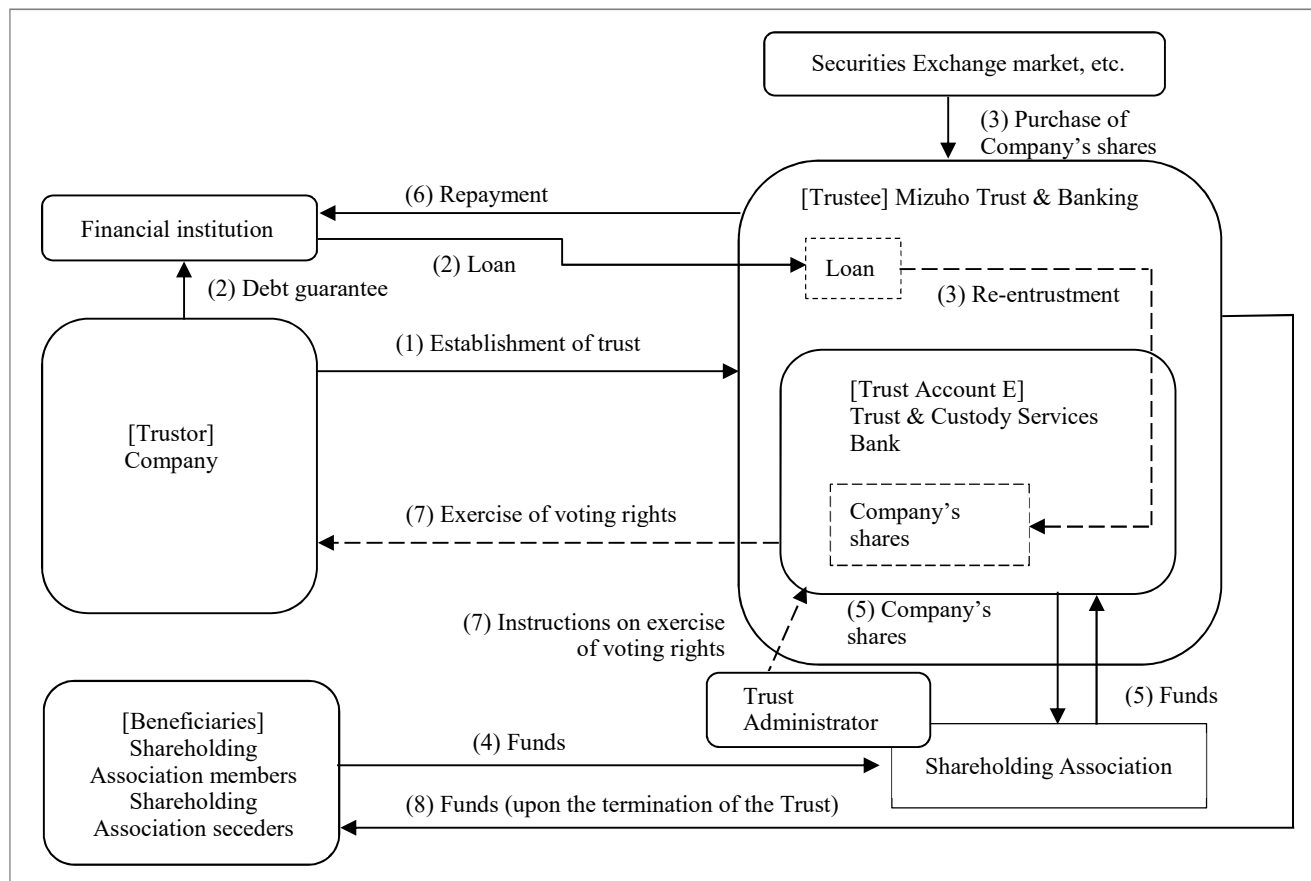
Upon the adoption of the Plan, the Company will enter into a “Stock Benefit Trust (Employee

Shareholding Association Purchase-type) Agreement” (the “Trust Agreement”) with the Company as the trustor and Mizuho Trust & Banking Co., Ltd. as the trustee (the “Trustee”) (hereinafter the trust that is established based on the Trust Agreement is referred to as the “Trust”). The Trustee will enter into an agreement with the Trust & Custody Services Bank, Ltd. to re-entrust the administration of the trust assets, such as securities, with the Trust & Custody Services Bank, Ltd. as the re-entrustee.

The Trust & Custody Services Bank, Ltd. will acquire the Company’s shares collectively in advance in an amount equivalent to the number that the Shareholding Association is expected to purchase over the next five years from trust account E, which will be established by the Trust & Custody Services Bank, Ltd. (“Trust Account E”), and thereafter, regularly sell the stock to the Shareholding Association upon its purchase of such shares. If any amount equivalent to the net gains on the sale of such shares accumulate within the trust assets of the Trust by the end of the trust period through the sale of such shares to the Shareholding Association by Trust Account E, such funds will be distributed as the residual assets to the “Shareholding Association members” and “Shareholding Association seceders” meeting the beneficiary eligibility requirements.

In addition, in accordance with the guarantee agreement, the Company will act as a guarantor for the borrowing undertaken by the Trustee to make Trust Account E acquire the Company’s shares and will repay any outstanding portion of the loan if a decrease in the market price of the Company’s shares, etc. result in residual borrowings equivalent to the loss on the sale of the shares at the time of the termination of the Trust.

3. Structure of the Plan



- (1) The Company shall contribute funds to Trust Account E and establish a third-party benefit trust.
- (2) The Trustee shall borrow from the financial institution the funds for acquiring the shares. (The Company shall provide the financial institution with a guarantee against the loan.)
- (3) The Trustee shall re-entrust the borrowed funds to Trust Account E and Trust Account E shall acquire the Company's shares with the funds through a securities exchange market, etc.
- (4) The Shareholding Association members shall make payments into the Shareholding Association along with their incentive payments.
- (5) The Shareholding Association shall use the purchase funds contributed by the employees on a monthly basis to purchase the Company's shares from Trust Account E at the prevailing market price.
- (6) The Trustee shall repay the principal of the loan using the proceeds from the sale of the Company's shares by Trust Account E to the Shareholding Association and shall repay the interest on the loan using the dividends, etc. that Trust Account E receives from the Company.
- (7) Throughout the trust period, the Trust shall exercise the voting rights attached to the Company's shares held by Trust Account E in accordance with the instructions on the exercise of voting rights by the Trust administrator.
- (8) The Trust shall terminate upon the termination of the trust period or due to causes such as the extinction of the trust assets of the Trust. Any residual shares held by the Trust will be sold upon the termination of the Trust. Any surplus that remains after the full repayment of the loan will be distributed to the "Shareholding Association members" and "Shareholding Association seceders" meeting the beneficiary eligibility requirements. (If the Trustee is not able to repay the loan using the trust assets of the Trust upon the termination thereof, the Company will repay the loan by performing its guarantee obligations).

4. Overview of the Trust

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| (1) Purpose of the Trust | Stable provision of the Company's shares to the Shareholding Association and the distribution of the profits generated by the administration and disposal of the trust assets of the Trust |
| (2) Trustor | Company |
| (3) Trustee | Mizuho Trust & Banking Co., Ltd.
Mizuho Trust & Banking Co., Ltd. shall conclude a comprehensive trust agreement with the Trust & Custody Services Bank, Ltd., upon which the Trust & Custody Services Bank, Ltd. will become the re-entrustee. |
| (4) Beneficiaries | "Shareholding Association members" and "Shareholding Association seceders" who meet the beneficiary eligibility requirements |
| (5) Trust contract date | May 30, 2019 (scheduled) |
| (6) Period of the trust | From May 30, 2019 to June 10, 2024 (scheduled) |

5. Contents of the Acquisition of the Company's Shares through the Trust

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| (1) Shares to be acquired | Common shares of the Company |
| (2) Total acquisition cost | 3,229,000,000 yen (scheduled) |
| (3) Period of acquisition | From May 30, 2019 to May 31, 2019 (scheduled) |
| (4) Method for acquiring the shares | The shares shall be acquired through a securities exchange market, etc. |

End