

## Notice Relating to Secondary Offering of Shares

Notice is hereby provided that Seven Bank, Ltd. (the "Bank"), at a meeting of its Board of Directors held on December 2, 2011, resolved certain matters relating to a secondary offering of shares of its common stock as follows:

1. Secondary Offering of Shares (Secondary Offering by way of Underwriting by Underwriters)

(1) Class and Number of Shares to be Sold	67,400,000 shares of common stock of the Bank	
(2) Seller and Number of Shares to be Sold	<u>Name of Seller</u>	<u>Number of Shares to be Sold</u>
	Life Foods Co., Ltd.	25,000,000 shares
	York-Benimaru Co., Ltd.	7,400,000 shares
	Asahi Breweries, Ltd.	5,000,000 shares
	Sompo Japan Insurance Inc.	5,000,000 shares
	Tokio Marine & Nichido Fire Insurance Co., Ltd.	5,000,000 shares
	NIPPONKOA Insurance Company, Limited	5,000,000 shares
	Nippon Life Insurance Company	5,000,000 shares
	Mitsui Sumitomo Insurance Company, Limited	5,000,000 shares
	Meiji Yasuda Life Insurance Company	5,000,000 shares

(3) Offer Price To be determined.  
(To be determined taking into account market demand based on a preliminary price calculated by multiplying the closing price in regular trading of shares of common stock of the Bank on the Osaka Securities Exchange Co., Ltd. on any day during the period from Tuesday, December 13, 2011 to Thursday, December 15, 2011 (the "Pricing Date") (or, if no closing price is quoted on such day, the closing price on the day immediately preceding such day) by 0.90-1.00 (with any fraction less than one yen being rounded down), in accordance with the method stated in Article 25 of the Regulations Concerning Underwriting of Securities, etc. promulgated by the Japan Securities Dealers Association.)

(4) Method of Secondary Offering Secondary offering of shares will be made by way of underwriting of all shares by an underwriting syndicate (the "Underwriters") led by Nomura Securities Co., Ltd., as lead manager.

Note: This press release has been prepared for the sole purpose of public announcement of matters relating to the secondary offering of the shares of the Bank, and not for the purpose of soliciting investment. When making an investment, investors are advised to do so based on their own judgment upon having read the prospectus (including any amendments thereto) prepared by the Bank. This press release does not constitute an offer to sell securities in the United States. Shares of common stock of the Bank have not been and will not be registered under the U.S. Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

The consideration to be distributed among the Underwriters in connection with the secondary offering will be the aggregate amount of the difference between the offer price and the underwriting price to be paid to the Sellers by the Underwriters.

- (5) Subscription Period                      The subscription period will be from the business day immediately following the Pricing Date to the second business day immediately following the Pricing Date.
- (6) Delivery Date                              Monday, December 26, 2011
- (7) Application Money                        Application money will be the same amount as the offer price per share.
- (8) Subscription Unit                         100 shares
- (9) The offer price and any other matters necessary for the secondary offering by way of underwriting by the Underwriters will be determined by Kensuke Futagoishi, President and Representative Director of the Bank, at his discretion.

2. Secondary Offering of Shares (Secondary Offering by way of Over-Allotment) (See 2. of "For Reference" below.)

- (1) Class and Number of Shares to be Sold                      10,000,000 shares of common stock of the Bank  
  
The number of shares mentioned above is the maximum number of shares to be sold. The above number may decrease, or the secondary offering by way of over-allotment may not be made at all, depending on market demand. The number of shares to be sold will be determined on the Pricing Date taking into account market demand.
- (2) Seller    Nomura Securities Co., Ltd.
- (3) Offer Price                                        To be determined.  
(To be determined on the Pricing Date. The offer price will be the same as the offer price in respect of the secondary offering by way of underwriting by the Underwriters.)
- (4) Method of Secondary Offering                      Taking into account market demand for the secondary offering by way of underwriting by the Underwriters,

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Nomura Securities Co., Ltd. will make a secondary offering of shares of common stock of the Bank, in a number not exceeding 10,000,000 shares, which it will borrow from certain shareholders of the Bank.

- (5) Subscription Period                      The subscription period will be the same as the subscription period in respect of the secondary offering by way of underwriting by the Underwriters.
- (6) Delivery Date                              The delivery date will be the same as the delivery date in respect of the secondary offering by way of underwriting by the Underwriters.
- (7) Application Money                        Application money will be the same amount as the offer price per share.
- (8) Subscription Unit                         100 shares
- (9) The offer price and any other matters necessary for the secondary offering by way of over-allotment will be determined by Kensuke Futagoishi, President and Representative Director of the Bank, at his discretion.

[For Reference]

1. Purpose of Secondary Offering

The purpose of the secondary offering mentioned above is to further develop investors' understanding of the Bank, to broaden its investor base and to increase the liquidity of shares of its common stock.

2. Secondary Offering by way of Over-Allotment and Other Matters

The secondary offering by way of over-allotment is a secondary offering of shares of common stock of the Bank which will be made in connection with the secondary offering by way of underwriting by the Underwriters of a number of such shares not exceeding 10,000,000 shares, which Nomura Securities Co., Ltd., as the lead manager of the secondary offering by way of underwriting by the Underwriters, will borrow from the above-mentioned shareholders of the Bank, taking into account market demand therefor. The number of shares to be offered in the secondary offering by way of over-allotment is scheduled to be 10,000,000 shares; however, this is the maximum number of shares to be sold, and such number may decrease, or the secondary offering by way of over-allotment may not be made at all, depending on market demand.

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When the secondary offering by way of over-allotment is made, apart from shares to be underwritten for the secondary offering by way of underwriting by the Underwriters, Nomura Securities Co., Ltd. will be granted by the above-mentioned shareholders the right (the "Greenshoe Option"), exercisable during the period from the above-mentioned delivery date to Thursday, January 5, 2012, to acquire additional shares of common stock of the Bank up to the number of shares to be offered in the secondary offering by way of over-allotment.

Nomura Securities Co., Ltd. may also purchase shares of common stock of the Bank on the Osaka Securities Exchange Co., Ltd. or the Tokyo Stock Exchange, Inc. (the "Syndicate Cover Transactions") during the period from the day immediately following the last day of the above-mentioned subscription period to Thursday, December 29, 2011 (the "Syndicate Cover Transaction Period"), up to the number of shares to be offered in the secondary offering by way of over-allotment, for the purpose of returning the shares which it has borrowed from the above-mentioned shareholders of the Bank as mentioned above (the "Borrowed Shares"). All of the shares of common stock of the Bank purchased by Nomura Securities Co., Ltd. through the Syndicate Cover Transactions will be used to return the Borrowed Shares. During the Syndicate Cover Transaction Period, Nomura Securities Co., Ltd. may decide not to conduct any Syndicate Cover Transactions or may decide to terminate the Syndicate Cover Transactions before the number of shares purchased reaches the number of shares offered in the secondary offering by way of over-allotment.

Nomura Securities Co., Ltd. may conduct stabilizing transactions along with the secondary offering by way of underwriting by the Underwriters and the secondary offering by way of over-allotment, and the shares of common stock of the Bank purchased through such stabilizing transactions may be used, in whole or in part, to return the Borrowed Shares.

Any Borrowed Shares which remain unreturned following all returns of Borrowed Shares effected through the Syndicate Cover Transactions and the stabilizing transactions described above may be returned through the exercise of the Greenshoe Option by Nomura Securities Co., Ltd.

### 3. Lock-up

In connection with the secondary offering by way of underwriting by the Underwriters, Life Foods Co., Ltd., York-Benimaru Co., Ltd., Nippon Life Insurance Company and Mitsui Sumitomo Insurance Company, Limited, as the Sellers, and Seven-Eleven Japan Co., Ltd. and Ito-Yokado Co., Ltd., as shareholders of the Bank, have agreed with Nomura Securities Co., Ltd. not to sell or otherwise enter into certain transactions with respect to shares of the Bank (excluding the secondary offering by way of underwriting by the Underwriters, sale or transfer of shares as trust assets of specified stock investment trusts, sale or transfer of shares through reserve accounts, sale or transfer of shares through special accounts, sale or transfer of shares through specified money

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trusts, sale or transfer of shares of the Bank which the Sellers hold as collateral or which the collateral providers have pledged as collateral, and certain other excluded transactions) during the period from the Pricing Date to the 90th day after the delivery date for the secondary offering by way of underwriting by the Underwriters (the "Lock-up Period") without the prior written consent of Nomura Securities Co., Ltd.

The Bank has agreed with Nomura Securities Co., Ltd. not to sell or issue its shares, issue securities that can be converted to or exchanged for its shares, or issue any other securities that represent the right to acquire or receive its shares (excluding issuance of new shares by way of stock split and certain other excluded transactions) during the Lock-up Period without the prior written consent of Nomura Securities Co., Ltd.

Nomura Securities Co., Ltd. is entitled to grant exemptions from any of the above agreements, in part or in whole, at its sole discretion, even during the Lock-up Period.

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