

February 28, 2020

Company name Rakuten, Inc.
Representative Hiroshi Mikitani
Chairman and CEO
(Stock Code: 4755
Tokyo Stock Exchange First Section)

Notice on Partial Amendments to the Articles of Incorporation

Rakuten, Inc. (hereinafter the “Company”) announces that the Board of Directors today resolved to propose the following amendments to the Articles of Incorporation at the 23rd Annual General Shareholders’ Meeting to be held on March 27, 2020.

1. Reasons for the proposal

This proposal requests the approval of partial amendments to the current Article 27 (Exemptions from Directors’ Liability) and Article 35 (Exemptions from Liability of Audit & Supervisory Board Members) of the Company’s Articles of Incorporation to allow Directors who are non-executive Directors, etc. and Audit & Supervisory Board Members to conclude a liability limitation agreement based on Paragraph 1 of Article 427 of the Companies Act to adequately fulfill their expected roles.

Each Audit & Supervisory Board Member has given the consent with regard to the amendments to current Article 27 of the Company’s Articles of Incorporation.

2. Details of the proposed amendments

The details of the proposed amendment are as follows:

(Amendments are underlined)

Existing Articles of Incorporation	Proposed amendment
(Exemptions from Directors’ Liability) Article 27 The Company may, by resolution of the Board of Directors, exempt Directors (including former Directors) from the liability for damages arising as a result of negligence in performing their duties to the extent permitted by the applicable laws and regulations pursuant to paragraph 1 of article 426 of the Companies Act.	(Exemptions from Directors’ Liability) Article 27 (Unchanged)

Existing Articles of Incorporation	Proposed amendment
<p>2. The Company may enter into an agreement with <u>outside Directors</u> to limit their liability for damages arising as a result of negligence in performing their duties, pursuant to paragraph 1 of article 427 of the Companies Act, provided, however, that the limitation of such liability for damages under such agreement shall be set forth within the amount stipulated in the applicable laws and regulations.</p> <p>(Exemptions from Liability of Company Auditors)</p> <p>Article 35 The Company may, by resolution of the Board of Directors, exempt Company Auditors (including former Company Auditors) from liability for damages arising as a result of negligence in performing their duties to the extent permitted by the applicable laws and regulations pursuant to paragraph 1 of article 426 of the Companies Act.</p>	<p>2. The Company may enter into an agreement with <u>Directors (excluding executive Directors, etc.)</u> to limit their liability for damages arising as a result of negligence in performing their duties, pursuant to paragraph 1 of article 427 of the Companies Act, provided, however, that the limitation of such liability for damages under such agreement shall be set forth within the amount stipulated in the applicable laws and regulations.</p> <p>(Exemptions from Liability of Audit & Supervisory Board Members)</p> <p>Article 35 (Unchanged)</p>
<p>2. The Company may enter into an agreement with <u>outside Company Auditors</u> to limit their liability for damages arising as a result of negligence in performing their duties pursuant to paragraph 1 of article 427 of the Companies Act, provided, however, that the limitation of such liability for damages under such agreement shall be set forth within the amount stipulated in the applicable laws and regulations.</p>	<p>2. The Company may enter into an agreement with <u>Audit & Supervisory Board Members</u> to limit their liability for damages arising as a result of negligence in performing their duties pursuant to paragraph 1 of article 427 of the Companies Act, provided, however, that the limitation of such liability for damages under such agreement shall be set forth within the amount stipulated in the applicable laws and regulations.</p>

3. Schedule of amendments

Annual General Shareholders' Meeting held to approve the amendments to the Articles of Incorporation: March 27, 2020.