

December 6, 2023

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

Notice of the Overseas Secondary Offering of Shares of  
Rakuten Bank, Ltd., a Consolidated Subsidiary of Rakuten Group, Inc.

Rakuten Group, Inc. (hereinafter “the Company”) announces that today we decided to conduct the overseas secondary offering of common stock of Rakuten Bank, Ltd. (“Rakuten Bank”) owned by the Company (the “Secondary Offering”).

Based on our financial commitment not to increase total interest-bearing debt, we are working to reduce the balance of interest-bearing debt by actively pursuing non-interest-bearing debt financing, and the Secondary Offering is intended primarily to secure funds to be used for the early repayment of the bonds. In addition, after the Secondary Offering, there will be no change in the positioning of Rakuten Bank as an important consolidated subsidiary of the Company in forming the Rakuten Ecosystem.

**1. Overview of Rakuten Bank**

(1) Name	Rakuten Bank, Ltd.
(2) Head office address	2-16-5 Konan Minato-ku Tokyo, 108-0075
(3) Representative	Hiroyuki Nagai, President and CEO
(4) Business outline	Banking
(5) Share capital	32,616 million yen (December 6, 2023)
(6) Date of start of business	July 2001

**2. Outline of the Secondary Offering**

Number of shares to be offered	Rakuten Bank shares 25,500,000 shares (Planned) The final number of shares in the Secondary Offering will be decided considering demand, market environment and other factors at a certain time between December 6, 2023 (Wed) and 8:00 a.m. (JST) on December 7, 2023 (Thu).
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Delivery date            December 11, 2023

### **3. Future outlook**

In the Company's consolidated financial statements, Rakuten Bank will continue to be a consolidated subsidiary of the Company even after the Secondary Offering. The amount equivalent to the sale proceeds (after deducting expenses and taxes) in the Secondary Offering is expected to be recorded as the changes in a capital surplus and non-controlling interests in the consolidated statement of financial position. We will promptly announce the specific impact on our consolidated financial statements as soon as it becomes clear.

Note: This disclosure document is a press release to publicly announce the overseas secondary offering of common stock of Rakuten Bank owned by the Company. It was not created for the purpose of soliciting investment or similar acts both in Japan and overseas.

In addition, this disclosure document is not part of an investment offer for any securities. This disclosure document does not constitute an offer of securities in the United States. The securities referred to above have not been, and will not be, registered under the United States Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration thereunder or an applicable exemption from registration requirements. No public offering will be made in the United States.