

January 23, 2016

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

## Issuance of Subscription Rights to Shares as Stock Options to Directors and Employees of Rakuten, Inc and subsidiaries

Rakuten, Inc. (the "Company") announces that at the meeting of the Board of Directors held today, it resolved to issue the following Subscription Rights to Shares as stock options to Executive Officers and Employees of the Company, Directors, Executive Officers and Employees of the Company's subsidiaries on February 1, 2016, pursuant to "Issuance of Subscription Rights to Shares as Stock Options", approved at the 18th Annual General Shareholders' Meeting held on March 27, 2015.

1. Since the value of the Subscription Rights to Shares is linked with the Company's stock price, delivering the Subscription Rights to Shares as part of a performance-linked compensation package to the executives and employees of the Group will enhance the motivation towards higher performance and higher stock prices among the executives and employees of the Group, and allow shareholders and the executives and employees of the Group to share equal benefits.

In addition, the exercise period of a portion of the Subscription Rights to Shares shall commence on the date on which one year has passed from the issuance of the Subscription Rights to Shares, while the proportion of the Subscription Rights to Shares, which may be exercised, shall increase gradually in stages until the date prior to the date on which four years have passed from the issuance, with the rest of the Subscription Rights to Shares becoming exercisable thereafter. By making the stock options exercisable in stages in such a way and having the executives and employees of the Group share not only in the benefits of higher stock prices but also in the risks of lower stock prices with the shareholders, it will be possible to further raise the incentive of the Group towards higher performance and higher stock prices in the medium to long term and retain existing talented staff, as well as to offer an attractive compensation package to prospective recruits to the Group, especially in countries and regions where the competition for talented human resources is intense.

The Company intends to implement stock option plans for the executives and employees of the Group for the purpose of continuous enhancement of the Group's corporate and shareholder values by raising the motivation of the executives and employees of the Group towards higher performance and by recruiting and retaining talented staff.

In the determination of the total amount of compensation, including the granting of the Subscription Rights to Shares, factors such as the degree to which the Group's operating profit targets were achieved; the business performance of each Group company, business segment or division; and the personnel evaluation of each individual are taken into account.

In addition, the Group has designed its compensation system so that, as a general rule, the higher the rank of and the larger the role played by an individual, the larger the bonus linked to the performance of each Group company, business segment or division, and to the performance of the individual, and the larger the proportion of the stock options linked to stock prices. Nevertheless, a major feature of the Group's compensation system is that it delivers Subscription Rights to Shares to a wide range of personnel starting with second-year employees with relatively small ranks and roles up to the Directors. This reflects the Group's belief that by making the

majority of its executives and employees potential shareholders, it will further raise the awareness of each executive and employee towards enhancing corporate and shareholder values, as well reinforce the sense of unity among the Group members, which is thought to be an indispensable element in expanding and fostering the “Rakuten Eco-System” both in Japan and abroad.

## 2. Outline of the issuance of the Subscription Rights to Shares

### (1) Total number of units and persons to whom Subscription Rights to Shares will be allotted

|   |                |                       |
|---|----------------|-----------------------|
| Executive Officers and Employees of the Company       | 4,310 in total | 10,167 units in total |
| Directors of the subsidiaries:                        | 6 in total     | 324 units in total    |
| Executive Officers and Employees of the subsidiaries: | 2,511 in total | 9,502 units in total  |

### (2) Class and number of shares to be issued upon exercise of Subscription Rights to Shares

Common stock of the Company: 1,999,300 shares

However, if the Company splits its common stock (including allotment of its common stock without compensation; hereinafter the same shall apply) or consolidates its common stock, the number of shares to be issued upon exercise of each unit of such Subscription Rights to Shares shall be adjusted according to the following formula; provided that such adjustment shall be made only to those remain unexercised or uncanceled at the time of such adjustment and; provided, further, that if any fraction less than one share arises as a result of such adjustment, such fraction shall be discarded.

$$\text{Number of shares after adjustment} = \text{Number of shares before adjustment} \times \text{Ratio of split or consolidation}$$

In addition, if the Company carries out a merger, a company split, share exchange, share transfer, etc. that makes it necessary to adjust the number of shares, the number of shares shall be adjusted within a reasonable range, taking into account the conditions of the merger, company split, share exchange, share transfer, etc.

### (3) Total number of Subscription Rights to Shares: 19,993 units

One hundred shares shall be issued for each Subscription Right to Shares, provided however that in the event of any adjustment in the number of shares stipulated in (2) above, the number of shares to be issued for the Subscription Right to Shares shall be adjusted likewise.

### (4) Cash payment for Subscription Rights to Shares

No cash payment is required for Subscription Rights to Shares.

### (5) Value of the assets to be contributed upon exercise of Subscription Rights to Shares

The Price for one Subscription Right to Shares shall be one yen.

### (6) Exercise period of Subscription Rights to Shares

The exercise period shall be from the date on which one year has passed from the issuance of the Subscription Rights to Shares (hereinafter “date of issuance”) to the date on which ten years have passed from the date of issuance. If the final day of the exercise period falls on a holiday of the Company, the final day shall be the working day immediately preceding the final day.

### (7) Conditions for exercise of Subscription Rights to Shares

(i) Those who received the allotment of the issue of Subscription Rights to Shares (hereinafter “Holders of Subscription Rights to Shares”) shall remain Directors, Executive Officers, Company Auditors or employees of the Company, or its subsidiaries or affiliates at the time of exercising such rights; provided, however, that exceptional treatment may be allowed in this

regard by the Board of Directors in consideration of circumstances.

(ii) Subscription Rights to Shares shall not be inherited; provided, however, that exceptional treatment may be allowed in this regard by the Board of Directors in consideration of circumstances.

(iii) Subscription Rights to Shares shall not be offered for pledge or disposed of in any other way.

(iv) Subscription Rights to Shares may be exercised by the Holder, in whole or in part, according to the following categories.

i) The entire allotment of Subscription Rights to Shares shall not be exercised prior to the date on which one year has passed from the date of issuance.

ii) Fifteen percent of the allotment of Subscription Rights to Shares may be exercised from the date on which one year has passed from the date of issuance to the date prior to the date on which two years have passed from the date of issuance (if a fraction less than one share arises in the number of exercisable Subscription Rights to Shares, such fraction shall be discarded).

iii) Thirty-five percent of the allotment of Subscription Rights to Shares (if a portion of the allotment of Subscription Rights to Shares had been exercised prior to the date on which two years have passed from the date of issuance, the total amount exercisable including the previously exercised portion shall be 35%) may be exercised from the date on which two years have passed from the date of issuance to the date prior to the date on which three years have passed from the date of issuance (if a fraction less than one share arises in the number of exercisable Subscription Rights to Shares, such fraction shall be discarded).

iv) Sixty-five percent of the allotment of Subscription Rights to Shares (if a portion of the allotment of Subscription Rights to Shares had been exercised prior to the date on which three years have passed from the date of issuance, the total amount exercisable including the previously exercised portion shall be 65%) may be exercised from the date on which three years have passed from the date of issuance to the date prior to the date on which four years have passed from the date of issuance (if a fraction less than one share arises in the number of exercisable Subscription Rights to Shares, such fraction shall be discarded).

v) The entire allotment of Subscription Rights to Shares may be exercised from the date on which four years have passed from the date of issuance to the date on which ten years have passed from the date of issuance.

vi) The Holders of Subscription Rights to Shares have duties to pay all taxes (including but not limited to income tax, social security contributions, pensions, and employment insurance premium) specified by laws and regulations in relation to stock options and shares. In the case where the Company and its subsidiaries and affiliates is obliged to levy income tax, etc., the relevant company obliged to levy income tax, etc. shall be able to levy tax from such Holders of Subscription Rights to Shares by the methods listed below.

i) Receipt by cash

ii) Appropriation of shares owned by the Holders of Subscription Rights to Shares

iii) Deduction from salaries, bonuses, etc. of the Holders of Subscription Rights to Shares

iv) Other methods specified by the Company

(8) Matters concerning increase in capital stock and capital reserve by issuing of shares (including transferred treasury stock in lieu of issuance of shares; hereinafter the same shall be applied) upon exercise of Subscription Rights to Shares

(i) Amount of increase in capital stock by issuing shares upon exercise of Subscription Rights to Shares shall be half of the upper limit of capital increase as calculated pursuant to the provisions of Article 17, Paragraph 1 of the Ordinance on Accounting of Companies, where any resultant fraction less than one yen shall be rounded up.

(ii) Amount of increase in capital reserve by issuing shares upon exercise of Subscription Rights to Shares shall be the upper limit of capital stock increase as described in (i) above less the amount of increase in capital stock set out therein.

(9) Reasons and conditions for the acquisition of Subscription Rights to Shares

(i) In case that the proposal of any merger agreement under which the Company is dissolved, or

any absorption-type company split (kyushu-bunkatsu) agreement or incorporation-type company split (shinsetsu-bunkatsu) plan in which the Company will be a splitting company, or any share exchange agreement or share transfer plan in which the Company will be a wholly-owned subsidiary of another company is approved at a General Shareholders' Meeting of the Company, the Company may acquire Subscription Rights to Shares at the date specifically determined by the Board of Directors of the Company without any compensation therefor.

- (ii) In case that a holder of Subscription Rights to Shares ceases to accommodate the conditions of (7) (i) above before exercising Subscription Rights to Shares, the Company may acquire such Subscription Rights to Shares at the date specifically determined by the Board of Directors of the Company without any compensation therefor.

(10) Restriction on the acquisition of Subscription Rights to Shares by transfer

Any acquisition of Subscription Rights to Shares by transfer shall require an approval of the Board of Directors of the Company by its resolution.

(11) Treatment of Subscription Rights to Shares in case of organizational restructuring of the Company

In the event the Company merges (limited to cases where the Company becomes a dissolving company), performs an absorption-type company split or an incorporation-type company split, or conducts a share exchange or a share transfer (hereinafter collectively referred to as "Organizational Restructuring"), Subscription Rights to Shares of a corporation described in Article 236, Paragraph 1, Items 8.1 through 8.5 of the Companies Act (hereinafter "Restructured Company") shall be delivered under the following conditions to each those who received the allotment of issue of Subscription Rights to Shares remaining unexercised (hereinafter "Remaining Subscription Rights to Shares") at the time when Organizational Restructuring takes effect. In this case, the Remaining Subscription Rights to Shares will lapse and the Restructured Company will issue new Subscription Rights to Shares. However, the foregoing shall apply only to cases in which the delivery of Subscription Rights to Shares of the Restructured Company according to the following conditions is stipulated in the merger agreement, the absorption-type company split agreement, the incorporation-type company split plan, the share exchange agreement or the share transfer plan.

(i) Number of Subscription Rights to Shares of the Restructured Company to be delivered

The Restructured Company shall deliver Subscription Rights to Shares, the number of which shall equal the number of Subscription Rights to Shares held by the holder of the Remaining Subscription Rights to Shares.

(ii) Class of shares of the Restructured Company to be issued upon the exercise of Subscription Rights to Shares

Shares of common stock of the Restructured Company

(iii) Number of shares of the Restructured Company to be issued upon the exercise of Subscription Rights to Shares

To be decided according to (2) and (3) above after taking into consideration the conditions etc. of the Organizational Restructuring.

(iv) Value of the assets to be contributed upon the exercise of Subscription Rights to Shares

The value of the assets to be contributed upon the exercise of each Subscription Right to Shares shall be decided according to (5) above after taking into consideration the conditions, etc. of the Organizational Restructuring.

(v) Exercise period of Subscription Rights to Shares

Starting from the later of either the first date of the exercise period of Subscription Rights to Shares as stipulated in (6) above, or the date on which the Organizational Restructuring becomes effective and ending on the expiration date for the exercise of Subscription Rights to Shares as stipulated in (6) above.

(vi) Matters concerning increase in capital stock and capital reserve to be increased by issuing of shares by the Restructured Company upon the exercise of Subscription Rights to Shares

To be determined in accordance with (8) above.

(vii) Restriction on acquisition of Subscription Rights to Shares by transfer

Acquisition of Subscription Rights to Shares by transfer shall be subject to the approval of the Board of Directors of the Company under Organizational Restructuring (or by the majority decision of directors if such company is not a company with board of directors).

(viii) Reason and conditions for acquisition of Subscription Rights to Shares

To be determined in accordance with (9) above.

(12) Rules pertaining to fractions of less than one share arising from the exercise of Subscription Rights to Shares

Fractions of less than one share in the number of shares to be delivered to holders of Subscription Rights to Shares who exercised Subscription Rights to Shares shall be discarded.

(13) Date of issuance of Subscription Rights to Shares as stock options

February 1, 2016

**【Notes】**

(1) Date of Board of Directors resolution for submitting the Proposal to the General Shareholders Meeting: February 20, 2015

(2) Date of General Shareholders Meeting resolution: March 27, 2015