

May 24, 2023

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

Announcement Regarding Determination of Issue Price and Other Matters

Rakuten Group, Inc. (head office: Setagaya-ku, Tokyo; Representative Director, Chairman, President and CEO: Hiroshi Mikitani; the “Company”) determined the Issue Price and other matters in relation to the issuance of new shares through Public Offering and Third-Party Allotment, which was resolved at its board of directors meeting held on May 16, 2023, as described below.

1. Issuance of New Shares through Public Offering

(1) Class and Number of Shares to be Offered	Total of (i) through (iii) below, 468,102,100 shares of common stock of the Company. (i) 198,943,300 shares of common stock of the Company to be underwritten and purchased by the Japanese Underwriters in the Japanese Public Offering. (ii) 208,102,100 shares of common stock of the Company to be underwritten and purchased by the International Managers in the International Offering. (iii) Up to an additional 61,056,700 shares of common stock of the Company to be newly issued and purchased by the International Managers in the International Offering upon exercise of the option granted to them.
(2) Issue Price (Offer Price)	(Note 1) <u>566 yen per share</u>
(3) Total Amount of Issue Price	(Note 2) <u>264,945,788,600 yen</u>
(4) Amount to be Paid in	(Note 1) <u>542.64 yen per share</u>
(5) Total Amount to be Paid in	(Note 2) <u>254,010,923,544 yen</u>
(6) Amount of Stated Capital and Additional Paid-in Capital to be Increased	Amount of Stated Capital to be Increased <u>127,005,461,772 yen</u> Amount of Additional Paid-in Capital to be Increased (Note 2) <u>127,005,461,772 yen</u>
(7) Subscription Period (in Japanese Public Offering)	<u>From May 25, 2023 (Thurs.) to May 26, 2023 (Fri.)</u>
(8) Payment Date	<u>May 31, 2023 (Wed.)</u>

- (Notes) 1. The Underwriters will underwrite and purchase the shares at the amount to be paid in, and will offer them at the Issue Price (Offer Price).
2. These figures are based on the assumption that the option set forth in (1)(iii) above will be exercised in full by the International Managers.

2. Issuance of New Shares through Third-Party Allotment to Mikitani Kosan, Inc. (“Mikitani Kosan”), Spirit Inc. (“Spirit”), CyberAgent, Inc. (“CyberAgent”), and TOKYU CORPORATION (“Tokyu”) (Parallel Third-Party Allotment)

(1)	Class and Number of Shares to be Offered		78,799,000 shares of common stock of the Company
(2)	Amount to be Paid in		566 yen per share
(3)	Total Amount to be Paid in	(Note)	44,600,234,000 yen
(4)	Allottees and Number of Shares to be Allotted		Mikitani Kosan 28,142,500 shares Spirit 28,142,500 shares CyberAgent 18,761,700 shares Tokyu 3,752,300 shares
(5)	Amount of Stated Capital and Additional Paid-in Capital to be Increased	(Note)	Amount of Stated Capital to be Increased 22,300,117,000 yen Amount of Additional Paid-in Capital to be Increased 22,300,117,000 yen
(6)	Subscription Period		From May 25, 2023 (Thurs.) to May 26, 2023 (Fri.)
(7)	Payment Date		May 31, 2023 (Wed.)
(8)	Mikitani Kosan and Spirit have indicated that if the total amount to be paid in based on the Issue Price to be determined on the Pricing Date exceeds 15 billion yen each they will subscribe for the only the number of shares of common stock of the Company obtained by dividing 15 billion yen each by the Issue Price (rounded down to the nearest 100 shares); CyberAgent has indicated that if the total amount to be paid in based on the Issue Price to be determined on the Pricing Date exceeds 10 billion yen they will subscribe for the only the number of shares of common stock of the Company obtained by dividing 10 billion yen by the Issue Price (rounded down to the nearest 100 shares); and Tokyu has indicated that if the total amount to be paid in based on the Issue Price to be determined on the Pricing Date exceeds 2 billion yen Tokyu will subscribe for the only the number of shares of common stock of the Company obtained by dividing 2 billion yen by the Issue Price (rounded down to the nearest 100 shares). Based on the Issue Price of 566 yen, Mikitani Kosan and Spirit are scheduled to subscribe to 26,501,700 shares respectively, CyberAgent is scheduled to subscribe to 17,667,800 shares, and Tokyu is scheduled to subscribe to 3,533,500 shares. Shares of common stock of the Company that are not subscribed to will not be issued.		

(Note) These figures are based on the assumption that all of the shares to be offered, as stated in “(1) Class and Number of Shares to be Offered,” are subscribed to by the allottees and issued. Based on the number of shares to which each allottee is scheduled to subscribe, as described in (8) above, the total issue price of Mikitani Kosan and Spirit will be 29,999,924,400 yen and the total amount of capital incorporation thereof will be 14,999,962,200 yen, the total issue price of CyberAgent will be 9,999,974,800 yen and the total amount of capital incorporation thereof will be 4,999,987,400 yen, the total issue price of Tokyu will be 1,999,961,000 yen and the total amount of capital incorporation thereof will be 999,980,500 yen.

<Reference>

1. Calculation of Issue Price

(1) Calculation Reference

Date and Price	May 24, 2023 (Wed.)	584 yen
(2) Discount Rate		3.08%

2. Use of Proceeds

The Company plans to apply the maximum total net proceeds in the aggregate amount of approximately 294,249,783,744 yen, including the net proceeds from the Japanese Public Offering in the amount of approximately 107,389,592,312 yen; the maximum net proceeds from the International Offering, which was resolved by the board of directors of the Company on the same date as the Japanese Public Offering, in the amount of approximately 145,061,331,232 yen; the net proceeds from the Parallel Third-Party Allotment in the amount of approximately 41,798,860,200 yen (net proceeds based on the number of shares to which the allottees of each Parallel Third-Party Allotment are scheduled to subscribe), to fund the redemption of the 5th unsecured bonds due in June 2023 in an amount of 10,000 million yen; to fund the redemption of the 1st publicly offered subordinated bonds with initial voluntary redemption date in December 2023 in an amount of 68,000 million yen; and to fund investments and loans to Rakuten Mobile, Inc., a consolidated subsidiary of the Company, by the end of December 2023 in an amount of 188,300 million yen, and plans to apply the remaining amount to fund the redemption of commercial paper due at the end of December 2023.

For details, please refer to “Announcement Regarding the Issuance of New Shares through Public Offering and Third-Party Allotment,” announced on May 16, 2023.

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