

October 17, 2025

Company name: Rakuten Group, Inc.

Representative: Hiroshi Mikitani

Chairman and CEO

(Stock Code: 4755

Tokyo Stock Exchange Prime Market)

Announcement Regarding the Issuance of Unsecured Undated Bonds with Interest Payment Deferral and Optional Redemption Clauses (With Special Subordination Clauses Applicable in Liquidation Bankruptcy Proceedings)

Today, Rakuten Group, Inc. (hereinafter “the Company”) has determined the terms and conditions for the issuance of its unsecured undated bonds with interest payment deferral and optional redemption clauses (with special subordination clauses applicable in liquidation bankruptcy proceedings) (hereinafter “the Undated Subordinated Bonds”) in the form of a public offering in Japan.

The Undated Subordinated Bonds are structured to be eligible for a 50% equity credit from rating agencies (Rating and Investment Information, Inc. (R&I), Japan Credit Rating Agency, Ltd. (JCR), and S&P Global Ratings Japan Inc. (S&P)), considering their characteristics similar to equity, such as no maturity date, optional deferral of interest, and subordination in priority of payment to senior obligations.

The net proceeds from the issuance of the Undated Subordinated Bonds are intended to be used to redeem or otherwise repurchase and cancel the USD-denominated 5-year non-call undated subordinated notes (with an interest deferral clause) of USD 750 million issued in 2021 (first call date: April 22, 2026). The Undated Subordinated Bonds are assigned the same equity credit as the subordinated bonds subject to redemption or repurchase.

The terms and conditions are as follows:

Name of bond

Rakuten Group, Inc.

The first series of unsecured undated bonds with interest payment deferral and optional redemption clauses (with special subordination clauses applicable in liquidation bankruptcy proceedings)

Issuance amount

JPY 82 billion

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Interest rate	Up to October 23, 2030: 4.691% per year. Between the date immediately following October 23, 2030 and October 23, 2045: the interest rate obtained by adding 3.750% to the One-year JGB Yield. On or after the date immediately following October 23, 2045 (or October 23, 2050 if it is announced that the issuer credit rating by S&P will be BBB- or above): the interest rate obtained by adding 4.500% to the One-year JGB Yield.
Payment date	October 23, 2025
Maturity date	No fixed redemption date. However, optional redemption for all (but not part) of the Undated Subordinated Bonds is possible on each interest payment date on and after the first optional redemption date.
First optional redemption date	October 23, 2030
Interest payment date	April 23 and October 23 every year
Optional suspension of interest payment	The Company may wholly or partially defer at its discretion payment of interest on the Undated Subordinated Bonds.
Special subordination clauses	In the issuer's liquidation or bankruptcy proceedings, or liquidation proceedings, bankruptcy proceedings, or proceedings equivalent to liquidation or bankruptcy proceedings under laws other than Japanese laws, each of the bondholders of the Undated Subordinated Bonds shall have subordinated claim rights. Any clause of the agreement pertaining to the Undated Subordinated Bonds cannot be changed in any way to the disadvantage of the creditors of senior obligations.

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