April 15, 2026

Company name Rakuten Group, Inc.
Representative Hiroshi Mikitani
Representative Director,
Chairman, President and CEO
(Stock Code: 4755, TSE Prime)

Issuance of Share Options as Retirement Compensation to Directors of the Company who serve concurrently as Executive Officers of the Company

Rakuten Group, Inc. (the "Company") announces that the Board of Directors resolved today to issue the following Share Acquisition Rights as share options to directors of the Company who serve concurrently as executive officers of the Company.

1. **Reason for Issuing Share Acquisition Rights**

Since the value of the Share Acquisition Rights is linked with the Company's stock price, delivering the Share Acquisition Rights as part of a performance-linked compensation package to the Officers of the Company will allow the Officers of the Company to share the gains of shareholders when stock prices rise and feel shareholders' losses when stock prices fall, thus enhancing their motivation to achieve higher performance and higher stock prices.

The Share Acquisition Rights may only be exercised by the Officers of the Company within ten days from the date following the date on which they retire from the Company, and its subsidiaries and affiliates. As a result of these Share Acquisition Rights, it will be possible to further raise the incentive of the Group towards higher performance and higher stock prices in the long-term, and retain existing talented staff.

The Company intends to implement retirement compensation share option plans for the Officers of the Company in order to continuously enhance the Group's corporate and shareholder value, by recruiting and retaining talented staff and by raising the motivation of the Officers of the Company towards higher performance.

[Determination Methods and Main Features of the Group's Compensation System]

In determination of the total amount of compensation, including the granting of Share Acquisition Rights, several factors are taken into account, 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.

As a general rule, the Group has designed its compensation system so that as an individual's rank and responsibility increases, the portion of their total compensation comprised of performance-based bonuses (based on individual, Group Company, business unit or department performance) and Share Acquisition Rights (that are linked to stock prices) also increases. Nevertheless, it is the Group's belief that the Officers of the Company, in particular, compared to the other executives and employees of the Company, its subsidiaries or affiliates, are responsible for and should contribute to the further enhancement of performance and shareholder value of the entire Group in the long-term. Accordingly, in order to raise the motivation of the Officers of Company to contribute to the enhancement of performance and stock prices in the long-term, the Company shall issue Share Acquisition Rights that may be exercised within ten days from the date following the date on which they retire from the Company, and its subsidiaries and affiliates.

2. Outline of the Issuance of the Share Acquisition Rights

(1) Total number of units and persons to whom Share Acquisition Rights will be allotted

Directors of the Company who serve concurrently as executive officers of the Company:
2 in total 5,423 units in total

(2) Class and number of shares to be issued upon exercise of Share Acquisition Rights

Common stock of the Company: 542,300 shares

However, if the Company splits its common stock (including allotment of its common stock without compensation; hereinafter the same will apply) or consolidates its common stock, the number of shares to be issued upon exercise of each unit of such Share Acquisition Rights will be adjusted according to the following formula; provided that such adjustment will be made only to those that 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.

Number of shares after adjustment = Number of shares before adjustment × Ratio of split or consolidation

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

(3) Total number of Share Acquisition Rights: 5,423 units

One hundred shares will be issued for each Share Acquisition Right; 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 Share Acquisition Rights will be adjusted accordingly.

(4) Cash payment for Share Acquisition Rights

No cash payment is required for Share Acquisition Rights. Share acquisition rights are fairly issued and granted as the consideration for execution of duties and do not fall under issuance with favorable terms and conditions.

(5) Value of the assets to be contributed upon exercise of Share Acquisition Rights

The Price for one Share Acquisition Right will be one yen.

(6) Exercise period of Share Acquisition Rights

The exercise period will be from the date on which Share Acquisition Rights are issued until the date on which 40 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 will be the working day immediately preceding the final day.
(For reference) May 1, 2026 to May 1, 2066

(7) Conditions etc. for exercise of Share Acquisition Rights

(i) Those who received an allotment of the issue of Share Acquisition Rights (hereinafter “Holders of Share Acquisition Rights”), shall exercise such rights within ten days from the date following the date on which they retire as Directors, Executive Officers, Company Auditors and employees of the Company and its subsidiaries and affiliates.
(ii) Share Acquisition Rights may not be inherited; provided, however, that exceptional treatment may be allowed in this regard by the Board of Directors in consideration of circumstances.
(iii) Share Acquisition Rights may not be offered for pledge or disposed of in any other way.
(iv) The Holders of Share Acquisition Rights 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 share acquisition rights and shares. In cases where the Company and its subsidiaries and affiliates is obliged to levy income tax, etc., the relevant company obliged to levy income tax, etc. will be able to levy tax from Holders of Share Acquisition Rights by the methods listed below.

i) Receipt by cash
ii) Appropriation of shares owned by the Holders of Share Acquisition Rights
iii) Deduction from salaries, bonuses, etc. of the Holders of Share Acquisition Rights
iv) Other methods specified by the Company

(8) Matters concerning increase in capital stock and capital reserve by issuing of shares upon exercise of Share Acquisition Rights

(i) Amount of increase in capital stock by issuing shares upon exercise of Share Acquisition Rights will 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 will be rounded up.

(ii) Amount of increase in capital reserve by issuing shares upon exercise of Share Acquisition Rights will be the upper limit of capital stock increase as described in (i) above minus the amount of increase in capital stock set out therein.

(9) Reasons and conditions for the acquisition of Share Acquisition Rights

(i) In cases where 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 Share Acquisition Rights at a date specifically determined by the Board of Directors of the Company without any compensation.

(ii) In cases where Holders of Share Acquisition Rights cease to accommodate the conditions of (7) (i) above before exercising Share Acquisition Rights, the Company may acquire such Share Acquisition Rights at a date specifically determined by the Board of Directors of the Company without any compensation.

(10) Restriction on the acquisition of Share Acquisition Rights by transfer

Any acquisition of Share Acquisition Rights by transfer will require approval via a resolution of the Board of Directors of the Company.

(11) Treatment of Share Acquisition Rights 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 "Organizational Restructuring"), Share Acquisition Rights of a corporation described in Article 236, Paragraph 1, Items 8.1 through 8.5 of the Companies Act (hereinafter "Restructured Company") will be delivered under the following conditions to Holders of Share Acquisition Rights remaining unexercised (hereinafter "Remaining Share Acquisition Rights") at the time when Organizational Restructuring takes effect. In this case, the Remaining Share Acquisition Rights will lapse and the Restructured Company will issue new Share Acquisition Rights. However, the foregoing will apply only to cases in which the delivery of Share Acquisition Rights 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 Share Acquisition Rights of the Restructured Company to be delivered

The Restructured Company shall deliver Share Acquisition Rights, the number of which will equal the number of Share Acquisition Rights held by the holder of the Remaining Share Acquisition Rights.

(ii) Class of shares of the Restructured Company to be issued upon the exercise of Share Acquisition Rights

Shares of common stock of the Restructured Company

(iii) Number of shares of the Restructured Company to be issued upon the exercise of Share Acquisition Rights

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 Share Acquisition Rights

The value of the assets to be contributed upon the exercise of each Share Acquisition Rights will be decided according to (5) above after taking into consideration the conditions, etc. of the Organizational Restructuring.

(v) Exercise period of Share Acquisition Rights

Starting from the later of either the first date of the exercise period of Share Acquisition Rights 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 Share Acquisition Rights as stipulated in (6) above.

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

To be determined in accordance with (8) above.

(vii) Restriction on acquisition of Share Acquisition Rights by transfer

Acquisition of Share Acquisition Rights by transfer will be subject to the approval of the Board of Directors of the Restructured Company (or by the majority decision of Directors if such company is not a company with a Board of Directors).

(viii) Reasons and conditions for the acquisition of Share Acquisition Rights

To be determined in accordance with (9) above.

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

Fractions of less than one share in the number of shares to be delivered to Holders of Share Acquisition Rights who exercised Share Acquisition Rights will be discarded.

(13) Date of issuance of Share Acquisition Rights

May 1, 2026

(14) Matters concerning certificates of the Share Acquisition Rights

Certificates of the Share Acquisition Rights shall not be issued.