

May 14, 2025

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

Announcement of Merger (Simplified Merger and Short form Merger) of Subsidiaries

At a Board of Directors meeting held today, Rakuten Group, Inc. (hereinafter “the Company”) resolved to merge Rakuten Mart, Inc. (hereinafter “Rakuten Mart”), Rakuten Ticket, Inc. (hereinafter “Rakuten Ticket”), Rakuten Car Inc. (hereinafter “Rakuten Car”), Rakuten STAY, Inc. (hereinafter “Rakuten STAY”), and Monzen Corporation Japan (hereinafter “Monzen Corporation Japan”) into the Company (hereinafter “the Merger”) effective January 1, 2026, as outlined below. Since this is a simplified absorption-type merger involving consolidated subsidiaries, disclosure of certain items and details has been omitted.

1. Purpose of the Merger

The Rakuten Group’s core mission is to “contribute to society by creating value through innovation and entrepreneurship”. Currently, the Group does not limit its activities to e-commerce, but offers over 70 diverse services, from internet services such as travel, digital contents and communications, FinTech (financial) services such as credit cards, banking, securities, insurance, electronic money and smartphone app payment, mobile services such as MNO (Mobile Network Operator) business, to management of professional sports teams. These various services cover a wide range of life scenes and are organically linked together around membership, centering on Rakuten members, enhancing cross use activity by users within the Group’s services, and expanding our own unique Rakuten Ecosystem. By creating an environment that allows domestic and international members to use these multiple services in a migratory and continuous manner, the Rakuten Group aim to enlarge the lifetime value per member, create synergies such as minimization of customer acquisition costs, and maximize the Group revenues.

Based on these business objectives, we have been working to improve cost efficiency group-wide by promoting further use of AI. We have decided to proceed with this merger to further reduce administrative costs and improve operational efficiency. In addition to this merger, we may implement additional absorption mergers among some of our other subsidiaries, and we will promptly disclose any event that should be announced.

2. Summary of the Merger

(1) Schedule

Merger resolution by the Board of Directors	May 14, 2025
Approval resolution of the Merger contract by the Board of Directors (tentative)	October 2025
Merger contract (tentative)	October 2025

Effective date (tentative)

January 1, 2026

(Note 1) Dates are tentative and subject to change.

(Note 2) According to simplified merger rules in Company Law article 796 clause 2, the Company is proceeding with the merger without receiving approval at the Annual General Shareholders Meeting. Also, according to short form merger rules in Company Law article 784 clause 1, Rakuten Mart, Rakuten Ticket, Rakuten Car, Rakuten STAY, and Monzen Corporation Japan are proceeding with the merger without receiving approval at the Annual General Shareholders Meeting.

(2) Merger Method

The Company shall be the surviving company under absorption-type merger, and Rakuten Mart, Rakuten Ticket, Rakuten Car, Rakuten STAY, and Monzen Corporation Japan shall be dissolved.

(3) Merger ratio

The Company plans to acquire 100% of the shares of Rakuten Mart and Rakuten STAY before the Merger effective date. Since this will be a merger of wholly-owned consolidated subsidiaries, there will be no issuance of new shares and no payment for the Merger.

(4) Handling of subscription rights to shares and bonds with subscription rights to shares of the dissolved company

The Company has not issued any subscription right to shares and any bonds with stock acquisition right.

3. Overview of companies in merger (As of December 31, 2024)

	Company surviving absorption type merger	Company absorbed in absorption type merger
(1) Company name	Rakuten Group, Inc.	Rakuten Mart, Inc.
(2) Head office	1-14-1 Tamagawa, Setagaya-ku, Tokyo	1-14-1 Tamagawa, Setagaya-ku, Tokyo
(3) Representative	Hiroshi Mikitani	Makoto Roh
(4) Main business	Internet Services, etc.	Internet-based food delivery service, etc.
(5) Shareholders' equity	452,647 million yen	100 million yen
(6) Date of establishment	February 7, 1997	April 2, 2018
(7) Outstanding no. of shares	2,154,483,600 shares	25,490,000 shares
(8) Fiscal year end	December 31	December 31
(9) Major shareholders and percentage of	Crimson Group, LLC. 10.51%	Rakuten Group, Inc. 66.6%

shares held	The Master Trust Bank of Japan, Ltd. (Trust account)	10.06%	Rakuten Capital S.C.S.p. 33.4%*
	Hiroshi Mikitani	8.20%	

* Rakuten Capital S.C.S.p. is wholly owned by the Company through wholly-owned subsidiaries of the Company.

(10) Business Results of the most recent fiscal year

	Rakuten Group, Inc. (Consolidated, IFRS)
Fiscal year	Year ended December 31, 2024
Total equity attributable to owners of the parent company (million yen)	927,868
Total assets (million yen)	26,514,728
Total equity attributable to owners of the parent company per share (yen)	430.67
Revenue (million yen)	2,279,233
Operating income (loss) (million yen)	52,975
Net income (loss) attributable to owners of the parent company (million yen)	(162,442)
Net income (loss) attributable to owners of the parent company per share (yen)	(75.61)

	Rakuten Mart (Non-consolidated, J-GAAP)
Fiscal year	Year ended December 31, 2024
Net assets (million yen)	(6,312)
Total assets (million yen)	4,076
Net assets per share (yen)	(247.63)
Revenue (million yen)	23,299
Operating income (loss) (million yen)	(5,737)
Ordinary income (loss) (million yen)	(5,821)
Net income (loss) (million yen)	(5,860)
Net income (loss) per share (yen)	(229.90)

	Company surviving absorption type merger	Company absorbed in absorption type merger
(1) Company name	Rakuten Ticket, Inc.	Rakuten Car Inc.
(2) Head office	1-14-1 Tamagawa, Setagaya-ku, Tokyo	1-14-1 Tamagawa, Setagaya-ku, Tokyo

(3) Representative	Etsuro Umemoto	Shujiro Osaki
(4) Main business	Buying and selling of tickets for various events, etc.	Buying and selling used cars, etc.
(5) Shareholders' equity	100 million yen	72 million yen
(6) Date of establishment	January 27, 2011	November 17, 2015
(7) Outstanding no. of shares	300 shares	10,368 shares
(8) Fiscal year end	December 31	December 31
(9) Major shareholders and percentage of shares held	Rakuten Group, Inc. 100%	Rakuten Group, Inc. 100%
(10) Business Results of the most recent fiscal year		
	(Non-consolidated, J-GAAP)	(Non-consolidated, J-GAAP)
Fiscal Year	Year ended December 31, 2024	Year ended December 31, 2024
Net assets (million yen)	(4,112)	(724)
Total assets (million yen)	2,216	1,891
Net assets per share (yen)	(13,705,092.75)	(69,855.69)
Revenue (million yen)	3,108	3,267
Operating income (loss) (million yen)	(1,960)	(158)
Ordinary income (loss) (million yen)	(1,988)	(202)
Net income (loss) (million yen)	(2,226)	(172)
Net income (loss) per share (yen)	(7,420,953.66)	(16,594.41)

	Company surviving absorption type merger	Company absorbed in absorption type merger
(1) Company name	Rakuten STAY, Inc.	Monzen Corporation Japan
(2) Head office	14 th Floor, NBF Shinagawa Tower,	1-14-1 Tamagawa, Setagaya-ku,

	2-16-5 Konan, Minato-ku, Tokyo	Tokyo
(3) Representative	Yasuaki Koide	Tatsuya Kato
(4) Main business	Hotel/private accommodation reservation website operation and agency business, etc.	Import processing agency service for overseas approved medicines, etc.
(5) Shareholders' equity	10 million yen	1 million yen
(6) Date of establishment	March 13, 2017	April 23, 2012
(7) Outstanding no. of shares	3,650 shares	20 shares
(8) Fiscal year end	December 31	December 31
(9) Major shareholders and percentage of shares held	RAKUTEN TRAVEL XCHANGE PTE.LTD. 100%*	Rakuten Group, Inc. 100%
(10) Business results of the most recent fiscal year		
	(Non-consolidated, J-GAAP)	(Non-consolidated, J-GAAP)
Fiscal Year	Year ended December 31, 2024	Year ended December 31, 2024
Net assets (million yen)	567	44
Total assets (million yen)	2,441	98
Net assets per share (yen)	155,220.99	2,221,930.90
Revenue (million yen)	5,606	41
Operating income (loss) (million yen)	457	2
Ordinary income (loss) (million yen)	462	6
Net income (loss) (million yen)	307	4
Net income (loss) per share (yen)	84,116.70	201,632.85

* RAKUTEN TRAVEL XCHANGE PTE.LTD. is wholly owned by Rakuten Group, Inc. through wholly-owned subsidiaries of the Company.

4. Post-merger details

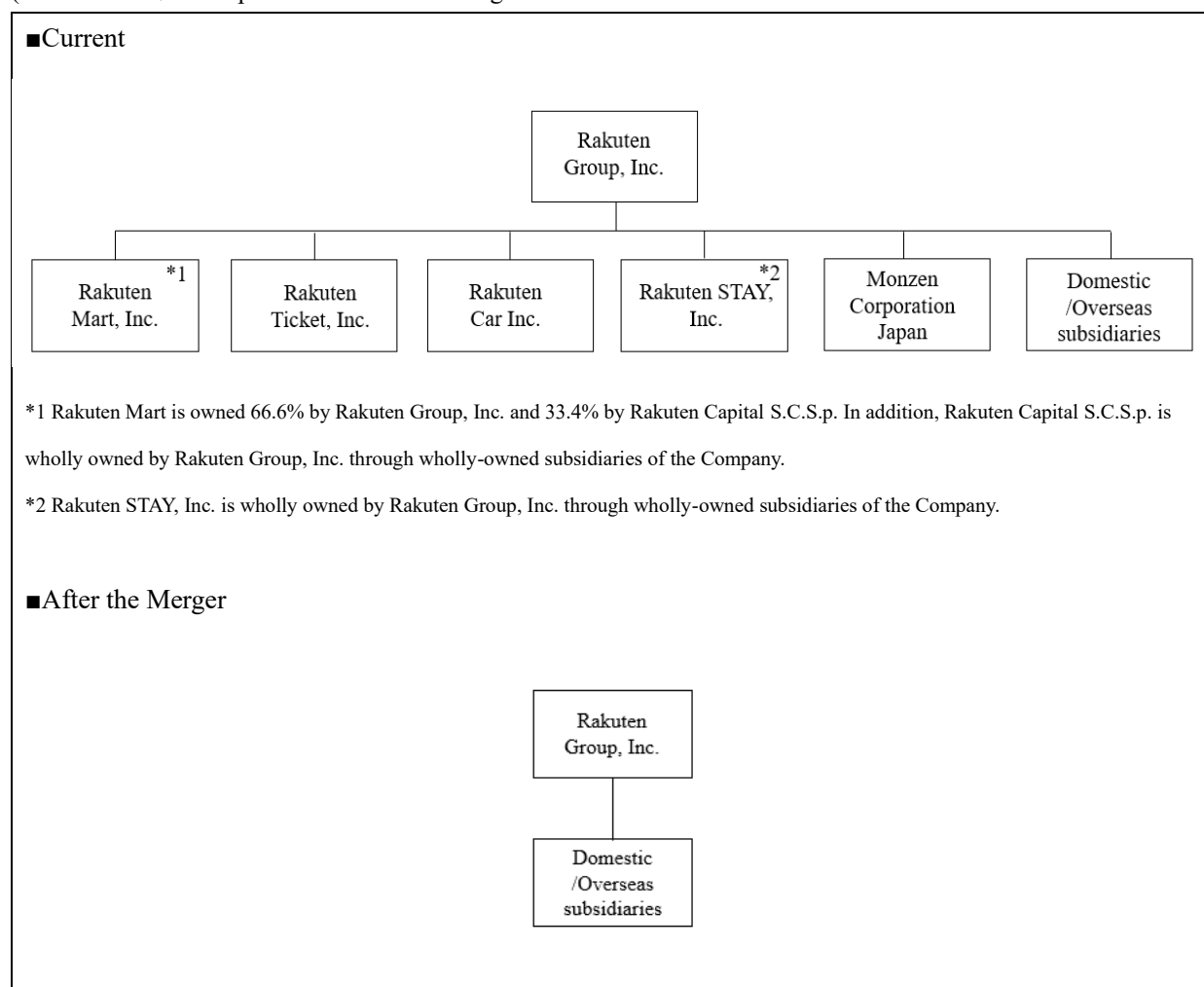
Following this merger, there are no changes to the business name, head office, the title and name of

representative, main business, shareholders equity and fiscal year end of the Company.

5. Impact on business results

Since this is a merger of wholly-owned consolidated subsidiaries, the impact on Rakuten Group consolidated financial performance is limited. The Company and related group company will execute the agreement of the Merger and proceed with discussions to make it effective. However, depending on the results of future discussions and examinations, the outline of the Merger, including the above schedule, may be changed. The Company will promptly disclose if any other matters that should be publicly announced arise.

(For reference) Group structure after the Merger



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