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Securities code: 5838

Date of notice: June 4, 2025

Date of commencement of measures for electronic provision: May 27, 2025

**To Shareholders with Voting Rights:**

Hiroyuki Nagai  
Representative Director,  
President and CEO  
Rakuten Bank, Ltd.  
2-16-5 Konan, Minato-ku,  
Tokyo, Japan

**NOTICE OF  
THE 26TH ANNUAL GENERAL SHAREHOLDERS' MEETING**

Dear Shareholders:

We would like to express our appreciation for your continued support and patronage.

We hereby inform you that the 26th Annual General Shareholders' Meeting of Rakuten Bank, Ltd. (the "Company") will be held as described below.

In convening this General Shareholders' Meeting, we have adopted measures for electronic provision of information, including that contained in the Reference Documents for the General Shareholders' Meeting, and have posted this information on the website shown below. If you choose not to attend the meeting, please review the Reference Documents for the General Shareholders' Meeting included in the matters subject to measures for electronic provision, and refer to the Information on the Exercise of Voting Rights below, to cast your votes by 5:30 p.m. on Tuesday, June 24, 2025.

The Company's Shareholders' Meeting website:

<https://www.rakuten-bank.co.jp/corp/english/investors/stock/meeting.html>

Please access the website shown above and select the **Notice of the 26th Annual General Shareholders' Meeting** to view the documents.

- 1. Date and Time:** Wednesday, June 25, 2025 at 10:00 a.m. Japan Standard Time  
(Reception opens at 9:00 a.m.)
- 2. Venue:** Large Hall, 5th Floor, Tokyo Conference Center Shinagawa  
Area Shinagawa, 1-9-36 Konan, Minato-ku, Tokyo, Japan  
Please note that the venue is not the same as last year.
- 3. Meeting Agenda:**  
**Matters to be reported:**
  1. The Business Report and Consolidated Financial Statements for the Company's 26th Fiscal Year (April 1, 2024 – March 31, 2025) and results of audits by the Accounting Auditors and the Audit and Supervisory Board of the Consolidated Financial Statements
  2. Non-consolidated Financial Statements for the Company's 26th Fiscal Year (April 1, 2024 – March 31, 2025)  
**Proposals to be resolved:**  
**Proposal:** Election of Five (5) Directors

This information is also presented on the following Internet website.

**Tokyo Stock Exchange Listed Company Search website:**

**<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>**

Please access the website shown above, enter the Company's name or securities code (5838) to search, and click on "Basic Information" then "Documents for public inspection/PR information" to view the information.

**General Shareholders Meeting Portal Site™ (Sumitomo Mitsui Trust Bank):**

**<https://www.soukai-portal.net>**

Scan the QR code printed on the attached voting rights exercise form or enter the login ID and password for the General Shareholders Meeting Portal Site.

**Corrections**

Any corrections to the matters subject to measures for electronic provision will be posted on each of these websites.

## **Flow of the General Shareholders' Meeting**

Information on the flow of the General Shareholders' Meeting, from the method for execution of voting rights to the procedures on the day of the meeting, is presented below.

### **Before the Day of the Meeting**

By Tuesday, June 24, 2025, at 5:30 p.m.

#### **■ Review the meeting notice**

<https://www.rakuten-bank.co.jp/corp/english/investors/stock/meeting.html>

#### **■ Exercise your voting rights before the meeting**

##### **Exercising voting rights through the Internet:**

Please scan the QR Code\* or access the website shown on the voting rights exercise form and cast your votes.

\* "QR Code" is a registered trademark of DENSO WAVE INCORPORATED.

Deadline for the exercise of voting rights: **5:30 p.m. Japan Standard Time on Tuesday, June 24, 2025**

##### **Exercising voting rights in writing:**

Please indicate your approval or disapproval on each proposal on the voting rights exercise form and return it by post.

Deadline for the exercise of voting rights: **5:30 p.m. Japan Standard Time on Tuesday, June 24, 2025**

#### **We recommend the "Smart Exercise" system as a simple and convenient way to exercise your voting rights.**

You can log into the voting website without entering your voting rights exercise code or password.

1. Scan the QR Code shown in the bottom right of the voting rights exercise form with a smartphone or other device.
2. Follow the on-screen instructions to cast your vote.

**Note: You can exercise your voting rights using the Smart Exercise system only once.**

If you wish to change a vote you have cast using the Smart Exercise system, you must re-scan the QR Code and enter the voting rights exercise code and password printed on your voting rights exercise form.

#### **Notes concerning the exercise of voting rights:**

- If you exercise your voting rights both on the voting rights exercise form and through the Internet, etc., only the vote cast electronically shall be deemed valid.
- If you vote multiple times through the Internet, etc., only the last vote shall be deemed valid.
- If you do not indicate a vote for or against a proposal on the voting rights exercise form, it shall be treated as a vote for the proposal.

### Questions in Advance (in Japanese Only)

Please access the General Shareholders Meeting Portal Site from the QR Code or URL (<https://www.soukai-portal.net>) printed on the voting rights exercise form, click on the Questions in Advance button, enter and send your question.

Deadline for questions: **5:00 p.m. Japan Standard Time on Tuesday, June 17, 2025**

#### Notes:

- Documents sent to shareholders who requested the delivery of documents:  
The following information is not included in these documents, in accordance with laws, regulations, and Article 14, Paragraph 2 of the Company's Articles of Incorporation.
- "Share Acquisition Rights," "Systems to Ensure the Properness of Operations," and "Operational Status of Systems to Ensure the Properness of Operations" in the Business Report, "Consolidated Statements of Changes in Net Assets" and "Notes to the Consolidated Financial Statements" in the Consolidated Financial Statements, and "Non-consolidated Statements of Changes in Net Assets" and "Notes to the Non-consolidated Financial Statements" in the Non-consolidated Financial Statements. These documents were among those audited by the Audit and Supervisory Board Members and the Accounting Auditors in preparing their audit reports.
- Institutional investors that have applied in advance to use the Electronic Voting Platform operated by ICJ, Inc. may also exercise their voting rights electronically through that platform.

### On the Day of the Meeting

Wednesday, June 25, 2025, at 10:00 a.m.

#### ■ Attend on the day of the meeting

Please bring the voting rights exercise form and this notice with you to the meeting.

**Venue:** Large Hall, 5th Floor, Tokyo Conference Center Shinagawa  
Area Shinagawa, 1-9-36 Konan, Minato-ku, Tokyo, Japan

**Access:** One minute's walk from the Konan Exit of Shinagawa Station (JR Yamanote Line, JR Keihin-Tohoku Line, JR Tokaido Main Line, JR Yokosuka Line, Keihin Kyuko Line)

#### ■ Attend via live broadcast on the Internet (in Japanese only)

You can view a live broadcast of the meeting by accessing the website shown below and entering your login ID and password.

##### **Date and time when the live broadcast begins:**

10:00 a.m. Japan Standard Time on Wednesday, June 25, 2025

##### **Login URL for viewing:**

<https://5838.ksoukai.jp>

Login ID: Shareholder number (9 digits)

Password: Zip code of the address recorded on the register of shareholders (7 digits)

#### Notes:

- We will endeavor to avoid showing shareholders in the live broadcast, but it is inevitable that the video footage may show some shareholders.
- The video and audio broadcast may be unclear or temporarily disconnected due to factors such as the Internet communications environment.

- You may be unable to view the broadcast depending on your device and network environment.
- Shareholders will be responsible for all expenses related to communications devices, Internet connection charges, communications expenses, etc. required to participate in the live broadcast.
- It is forbidden to provide your login ID or password to a third party, to record or copy audio or video of the live broadcast, or to provide the same to a third party.
- We will do our utmost to ensure that the live broadcast is available for all shareholders, but participation may not be possible due to unforeseen circumstances such as a deterioration in the communications environment, system malfunction, etc. Furthermore, depending on the circumstances, it may be necessary for us to cancel the broadcast. We request your understanding in advance.

**Inquiries (in Japanese Only)**

Inquiries regarding the use of the General Shareholders Meeting Portal Site and voting website:

Sumitomo Mitsui Trust Bank, Limited

Stock Transfer Agency Web Support Helpline:

0120-652-031 (9:00 a.m. to 9:00 p.m. JST)

Inquiries on connecting to the live broadcast: (in Japanese Only)

V-cube, Inc.

03-4335-8079

(From 9:00 a.m. JST until the conclusion of the General Shareholders' Meeting, Wednesday, June 25)

Dear Shareholders:

I would like to begin by thanking all our stakeholders for their continued support.

Looking back on fiscal 2024, the support of our customers propelled us past several major milestones, as the number of deposit accounts passed the 16 million mark in July 2024, and our non-consolidated balance of deposits exceeded 12 trillion yen as of December 31, 2024. This has enabled us to cement our status as the digital bank with the greatest number of accounts and largest deposit balance in Japan. We also achieved consolidated ordinary income of 184.5 billion yen (up 33% year on year) and consolidated ordinary profit of 71.5 billion yen (up 47% year on year), both our highest ever. These results were due to the expansion of our business scale, which also boosted operational efficiency, in addition to substantial growth in net interest income.

As a bank, we are fully aware of our social responsibilities and the public role. We have worked to win the unshakable trust of society and firmly establish the value of our existence through our focus on sound and efficient business operations based on a high level of self-discipline. We have also striven to leverage the Rakuten Group's strong customer base and our strengths as a digital bank to expand our business and enhance our earning power. As a member of the Rakuten Group, we also share its common Mission, Vision, Values and Principles. We have strengthened our efforts to be a Global Innovation Company in the FinTech domain.



At Rakuten Bank, we always listen to our customers, aiming to further enhance our level of service to enable customers to use convenient banking services anytime, anywhere, with no restrictions on time or location. We aim to continue to provide the highest level of digital banking services as the Safe, Secure, and Most Convenient Bank.

We will continue to expand our business, enhance performance, and maximize corporate value to contribute to our shareholders as a leading FinTech Company. All of us at Rakuten Bank will work together for a better future by helping social development through banking, and we look forward to your continued understanding and support.

June 2025

*Hirofumi Nagai*, President and CEO

# Reference Documents for the General Shareholders' Meeting

## Proposals and References

### Proposal: Election of Five (5) Directors

The terms of office for five Directors, Mr. Hiroyuki Nagai, Mr. Hiroshi Mikitani, Mr. Eiji Ebinuma, Mr. Michio Kayano, and Mr. Masatsugu Nagato, will expire at the conclusion of this Annual General Shareholders' Meeting. Accordingly, the election of Mr. Tomotaka Torin, Mr. Hiroshi Mikitani, Mr. Eiji Ebinuma, Mr. Masatsugu Nagato, and Ms. Kayoko Kawamura is proposed.

The candidates for Directors are as follows:

No.	Name	Current position in the Company	Number of years in office	Attendance at meetings of the Board of Directors
1	Tomotaka Torin Male [New election]	Executive Vice President	—	—
2	Hiroshi Mikitani Male [Reelection]	Executive Chairman	3 years and 2 months	100% (17/17) (Note)
3	Eiji Ebinuma Male [Reelection] [Outside] [Independent]	Outside Director	9 years	100% (19/19)
4	Masatsugu Nagato Male [Reelection] [Outside] [Independent]	Outside Director	3 years	100% (19/19)
5	Kayoko Kawamura Female [New election] [Outside] [Independent]	—	—	—

[New election] New candidate for election

[Reelection] Candidate for reelection

[Outside] Candidate for Outside Director

[Independent] Independent Director as prescribed by Tokyo Stock Exchange, Inc.

Note: Mr. Hiroshi Mikitani concurrently serves as Representative Director, Chairman, President and CEO of Rakuten Group, Inc., the controlling shareholder of the Company. His attendance at meetings of the Board of Directors differs from that of the other Directors as he does not participate in deliberations and resolutions in which he has a special interest.

**(Reference) Corporate Governance**

**Basic Approach to Corporate Governance**

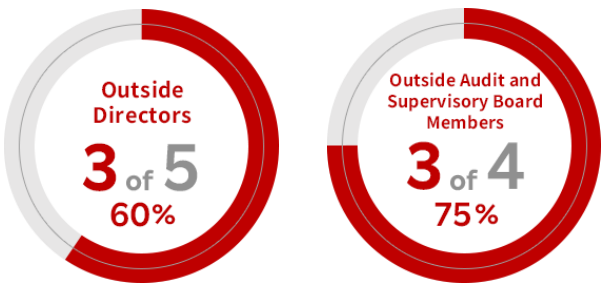
At Rakuten Bank, we are aware that maximizing corporate value while also meeting our public responsibilities as a bank is fundamental to the concept of corporate governance. Therefore, we have established a corporate management framework that strengthens corporate governance while maintaining efficient and fair decision-making and business management systems utilizing transparent and sound management policy decision-making processes, strengthened mutual supervision provisions, a clearly defined compliance framework and clear disclosure mechanisms.

**Corporate Governance Structure**

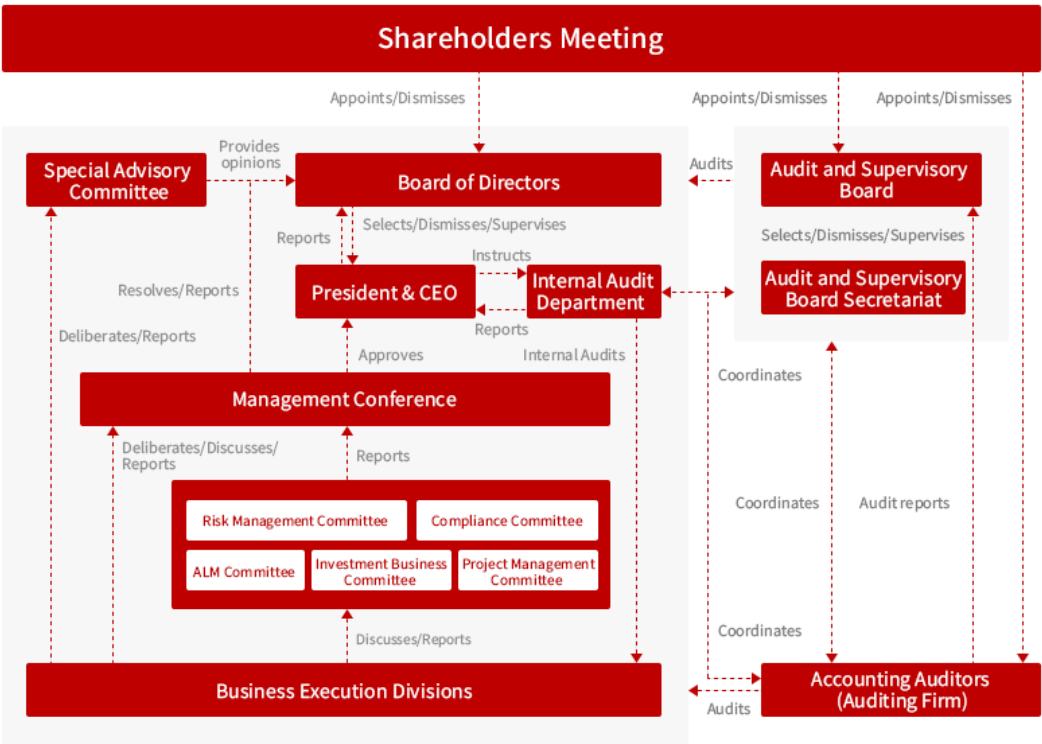
To ensure transparent and sound management policy decision-making processes and establish appropriate, efficient, and fair decision-making and business operation processes, the Company has adopted the structure of a company with an Audit and Supervisory Board based on the determination that auditing the Board of Directors from an independent standpoint by the Audit and Supervisory Board Members and the Audit and Supervisory Board is effective in ensuring the appropriateness of business execution.

The Board of Directors consists of five members, including three Outside Directors who have extensive business experience and are capable of evaluating and auditing the business results from an objective point of view.


The independent Audit and Supervisory Board Members consists of four members, including three Outside Audit and Supervisory Board Members, comprising highly experienced specialists possessing extensive knowledge from the finance industry to effectively monitor and audit management.





**Structure Chart**







No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
1	 Tomotaka Torin (June 30, 1965) [New election]	<p>Apr. 1988 Joined The Long-Term Credit Bank of Japan, Limited (currently SBI Shinsei Bank, Limited)</p> <p>Sep. 1998 Joined Asian Development Bank</p> <p>Jan. 2001 Joined The Industrial Bank of Japan, Limited (currently Mizuho Bank, Ltd.)</p> <p>Sep. 2006 Joined Rakuten Securities, Inc.</p> <p>Sep. 2007 Transferred to Rakuten, Inc. (currently Rakuten Group, Inc.)</p> <p>Apr. 2016 Senior Executive Officer of Rakuten, Inc. (currently Rakuten Group, Inc.)</p> <p>Jan. 2017 Managing Executive Officer of the Company</p> <p>June 2019 Function CCO (Chief Compliance Officer) of Rakuten, Inc. (currently Rakuten Group, Inc.)            Audit and Supervisory Board Member of Rakuten Card Co., Ltd.            Audit and Supervisory Board Member of Rakuten Vissel Kobe, Inc.            Audit and Supervisory Board Member of Rakuten Management, Inc.            Audit and Supervisory Board Member of Rakuten Baseball, Inc.</p> <p>Jan. 2020 CCO (Chief Compliance Officer) of Rakuten Mobile, Inc.</p> <p>May 2020 Supervisor of Rakuten International Commercial Bank Co., Ltd.</p> <p>June 2021 Manager at Rakuten Marketing LLC            Director at Rakuten Kobo Inc.            Director at Ebates Inc.            Director of Global Business Supervisory Department of Rakuten Group, Inc.</p> <p>Aug. 2021 Director at Rakuten Asia Pte. Ltd.            Manager at Rakuten Europe S.a r.l            Manager at Viber Media S.à r.l.</p> <p>Dec. 2021 Executive Officer and CCO (Chief Compliance Officer) of Rakuten Mobile, Inc.</p> <p>Apr. 2022 Managing Executive Officer of Rakuten Group, Inc.</p> <p>Dec. 2022 CCO (Chief Compliance Officer) of Rakuten Group, Inc.</p> <p>Mar. 2024 Director and CCO (Chief Compliance Officer) of Rakuten Symphony, Inc.</p> <p>Apr. 2025 Executive Vice President of the Company (current position)</p>	0
Reason for nomination as a candidate for Director: Mr. Tomotaka Torin has many years of experience in businesses including banking and securities in Japan and overseas. He has also served in important positions such as Chief Compliance Officer of Rakuten Group, Inc., Chief Compliance Officer of Rakuten Mobile, Inc., and Managing Executive Officer of Rakuten Group, Inc. He also has management experience as Managing Executive Officer of the Company. The Company proposes him as a new candidate for Director because it believes that these extensive achievements and experience will contribute to the Company's further development.			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
2	 <p>Hiroshi Mikitani (March 11, 1965)</p> <p>[Reelection]</p> <p>3 years and 2 months in office</p> <p>Attendance at meetings of the Board of Directors: 100% (17/17)</p>	<p>Apr. 1988 Joined The Industrial Bank of Japan, Limited (currently Mizuho Bank, Ltd.)</p> <p>May 1993 Received MBA from Harvard Business School</p> <p>Feb. 1996 President and Representative Director (currently Representative Partner) of Crimson Group, Inc. (currently Crimson Group, LLC) (current position)</p> <p>Feb. 1997 Founder and President and Representative Director of MDM, Inc. (currently Rakuten Group, Inc.)</p> <p>Feb. 2001 Chairman, and President and Representative Director of Rakuten, Inc. (currently Rakuten Group, Inc.) (current position)</p> <p>Mar. 2004 Chief Executive Officer of Rakuten, Inc. (currently Rakuten Group, Inc.) (current position)</p> <p>Apr. 2006 Chairman and Representative Director of Crimson Football Club, Inc. (currently Rakuten Vissel Kobe, Inc.) (current position)</p> <p>Feb. 2010 Representative Director of Japan e-business Association (currently Japan Association of New Economy) (current position)</p> <p>Oct. 2011 Chairman of Tokyo Philharmonic Orchestra (current position)</p> <p>Aug. 2012 Chairman and Representative Director and team owner of Rakuten Baseball, Inc. (current position)</p> <p>July 2016 Group President of Group Company Division of Rakuten, Inc. (currently Rakuten Group, Inc.) (current position)</p> <p>July 2017 Chairman and Representative Director of Rakuten Aspyrian Japan K.K. (currently Rakuten Medical, K.K.) (current position)</p> <p>Apr. 2021 Director of AST SpaceMobile, Inc. (current position)</p> <p>Mar. 2022 Representative Director and Chairman of Rakuten Mobile, Inc. (current position)</p> <p>Mar. 2022 Executive Chairman of Rakuten Card Co., Ltd. (current position)</p> <p>Apr. 2022 Executive Chairman of the Company (current position)</p> <p>June 2022 Executive Chairman of Rakuten Payment, Inc. (current position)</p> <p>July 2022 Executive Chairman of Rakuten Insurance Holdings Co., Ltd. (current position)</p> <p>Oct. 2022 Executive Chairman of Rakuten Securities Holdings, Inc. (current position)</p> <p>Aug. 2023 Representative Director, Chairman and CEO of Rakuten Symphony, Inc. (current position)</p> <p>Aug. 2024 Vice Chairman of the Board &amp; Co-CEO of Rakuten Medical, Inc. (current position)</p>	0
<p>Reason for nomination as a candidate for Director:</p> <p>Since founding what is now the Rakuten Group in February 1997, Mr. Hiroshi Mikitani has directed the management of the Rakuten Group as its Representative Director, establishing the unique Rakuten Ecosystem, an innovative and unprecedented business model. He concurrently serves as Representative Director, Chairman, President and CEO of Rakuten Group, Inc., Executive Chairman of Rakuten Card Co., Ltd., and Representative Director and Chairman of Rakuten Mobile, Inc. The Company considers that his extensive achievements and experience will contribute to strengthening the Company's function, and therefore proposes his reelection.</p> <p>Note: Mr. Hiroshi Mikitani concurrently serves as Representative Director, Chairman, President and CEO of Rakuten Group, Inc., the controlling shareholder of the Company. His attendance at meetings of the Board of Directors differs from that of the other Directors as he does not participate in deliberations and resolutions in which he has a special interest.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
3	 <p>Eiji Ebinuma (July 3, 1957)</p> <p>[Reelection] [Outside] [Independent]</p> <p>9 years in office</p> <p>Attendance at meetings of the Board of Directors: 100% (19/19)</p>	<p>Apr. 1980    Joined The Industrial Bank of Japan, Limited (currently Mizuho Bank, Ltd.)</p> <p>Sep. 2000    Seconded to Mizuho Holdings, Inc., serving as Counselor of Human Resources Planning Department</p> <p>Apr. 2003    Head of President's Office and General Planning Office of Olympic Corporation</p> <p>Dec. 2008    Registered as an attorney-at-law (Tokyo Bar Association) Joined Toranomom Sougoh Law Firm</p> <p>Jan. 2013    Partner of Tanabe &amp; Partners</p> <p>June 2014    Director of MIRAIT Holdings Corporation (currently MIRAIT ONE Corporation)</p> <p>June 2016    Outside Director of the Company (current position)</p> <p>Mar. 2019    Outside Auditor of SymBio Pharmaceuticals Limited</p> <p>June 2019    Outside Company Auditor of TOKO ELECTRICAL CONSTRUCTION CO., LTD.</p> <p>Mar. 2021    Outside Director of SymBio Pharmaceuticals Limited (current position)</p> <p>June 2024    Outside Director of OZAX CORPORATION (current position)</p> <p>Jan. 2025    Partner of RENAISS LAW OFFICE (current position)</p>	0
<p>Reason for nomination as a candidate for Outside Director and expected roles:</p> <p>Mr. Eiji Ebinuma possesses professional knowledge and experience as an attorney-at-law and a wealth of experience and insight nurtured during his tenure as Counselor of Human Resources Planning Department of Mizuho Holdings, Inc. and Head of President's Office and General Planning Office of Olympic Corporation, among other positions. The Company expects Mr. Ebinuma to provide advice and make other contributions from an objective viewpoint based on his knowledge and experience. Furthermore, the Company believes that he will be able to utilize the experience and insight to further enhance the Company's corporate governance. The Company therefore proposes the reelection of Mr. Ebinuma as Outside Director. Although Mr. Ebinuma has never been involved in corporate management except as an outside director or auditor, the Company believes he is able to appropriately fulfill his duties as Outside Director based on the reasons described above and his achievements at the Company.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
4	 <p>Masatsugu Nagato (November 18, 1948)</p> <p>[Reelection] [Outside] [Independent]</p> <p>3 years in office</p> <p>Attendance at meetings of the Board of Directors: 100% (19/19)</p>	<p>Apr. 1972 Joined The Industrial Bank of Japan, Limited (currently Mizuho Bank, Ltd.)</p> <p>June 2000 Executive Officer and General Manager of Sales Department II (Automobiles / Electric Appliances) of The Industrial Bank of Japan, Limited</p> <p>June 2001 Managing Executive Officer and General Manager of Research Department of The Industrial Bank of Japan, Limited</p> <p>Apr. 2002 Managing Executive Officer (in charge of branch sales) of Mizuho Bank, Ltd.</p> <p>Apr. 2003 Managing Executive Officer overseeing the Americas region of Mizuho Corporate Bank, Ltd. (currently Mizuho Bank, Ltd.)</p> <p>June 2006 Corporate Executive Vice President of Fuji Heavy Industries, Ltd.</p> <p>June 2007 Director, Corporate Executive Vice President in charge of the entire overseas sales of Fuji Heavy Industries, Ltd.</p> <p>June 2010 Representative Director and Executive Vice President of Fuji Heavy Industries, Ltd.</p> <p>June 2011 Director and Deputy Chairman of Citibank Japan, Ltd.</p> <p>Jan. 2012 Director and Chairman of Citibank Japan, Ltd.</p> <p>May 2015 Director, President and Representative Executive Officer of Japan Post Bank Co., Ltd.</p> <p>June 2015 Director of Japan Post Holdings Co., Ltd.</p> <p>Apr. 2016 Director, Representative Executive Officer, President and CEO of Japan Post Holdings Co., Ltd. Director of Japan Post Co., Ltd. Director of Japan Post Bank Co., Ltd. Director of Japan Post Insurance Co., Ltd.</p> <p>June 2016</p> <p>Oct. 2018 Councillor of the Gakushuin School Corporation</p> <p>Jan. 2021 Senior Advisor of McKinsey &amp; Company Incorporated (current position)</p> <p>Feb. 2021 Senior Advisor of Insight Partners (current position)</p> <p>Feb. 2022 Director of The Industry Club of Japan (current position)</p> <p>June 2022 Outside Director of the Company (current position)</p>	0
<p>Reason for nomination as a candidate for Outside Director and expected roles:</p> <p>Mr. Masatsugu Nagato held prominent positions, including Director, President and Representative Executive Officer of Japan Post Bank Co., Ltd. and Director, Representative Executive Officer, President and CEO of Japan Post Holdings Co., Ltd., and possesses a wealth of experience and insight nurtured while serving as a corporate manager. The Company expects Mr. Nagato to provide advice and make other contributions from an objective viewpoint based on his knowledge and experience. Furthermore, the Company believes that Mr. Nagato will be able to utilize the experience and insight to further enhance the Company's corporate governance. The Company therefore proposes the reelection of Mr. Nagato as Outside Director.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
5	 <p>Kayoko Kawamura (July 12, 1964) Note: Ms. Kayoko Kawamura's name is recorded on the family register as Kayoko Ishigami.</p> <p>[New election] [Outside] [Independent]</p>	<p>Apr. 1987    Joined IBM Japan, Ltd.</p> <p>Aug. 1999    Executive Assistant to the GM of Global Services, IBM Asia Pacific and Japan</p> <p>Jan. 2006    Manager, Global Delivery Solution of IBM Japan, Ltd.</p> <p>Apr. 2008    Director, Head of Open System Development of IBM Japan, Ltd.</p> <p>July 2009    Director, Head of Financial Service Delivery - Application Management Service Delivery of IBM Japan, Ltd.</p> <p>Mar. 2010    Director (non-executive), Regional Bank Solution and Services Co., Ltd. Director (non-executive), IBM Global Services Japan Collaboration Solutions and Services Company</p> <p>Jan. 2012    Director, Head of Application Management Service Delivery of IBM Japan, Ltd.</p> <p>Mar. 2012    Director (non-executive), D&amp;I Information Systems Inc. Director (non-executive), MLI Systems Inc.</p> <p>July 2016    Director, Head of Sales, Technology Support Service of IBM Japan, Ltd.</p> <p>Jan. 2019    Director, Head of Business Consulting of Teradata Japan, Ltd.</p> <p>Apr. 2021    Director, Head of Business Consulting, Executive Officer of Teradata Japan, Ltd.</p> <p>July 2021    Senior Director, Customer Support Services, Executive Officer of Teradata Japan, Ltd. (current position)</p> <p>June 2024    Director (Outside) of Mitsubishi HC Capital Inc. (current position)</p>	0
<p>Reason for nomination as a candidate for Outside Director and expected roles: Ms. Kayoko Kawamura has served as systems engineer for financial institutions and head of application development at IBM Japan, Ltd. and is currently mainly responsible for supporting digital transformation (DX) at client companies. She possesses a wealth of knowledge and experience relating to DX. She also has experience in managing corporate organizations as a non-executive director. The Company expects Ms. Kawamura to provide advice and make other contributions from an objective viewpoint based on this knowledge and experience. Furthermore, the Company expects her to utilize these qualities to reinforce the Company's strengths as a digital bank and further enhance the Company's corporate governance. The Company therefore proposes her as a new candidate for Outside Director.</p>			

Notes: 1. Mr. Eiji Ebinuma, Mr. Masatsugu Nagato, and Ms. Kayoko Kawamura are candidates for Outside Directors.

2. Liability limitation agreements with Directors

The Articles of Incorporation of the Company stipulate that the Company may enter into an agreement with each of its Directors (excluding those who are executive directors, etc.) to limit their liability for damages to the Company within a certain range.

Mr. Hiroshi Mikitani, the candidate for non-executive director, is currently a non-executive director of the Company. Mr. Eiji Ebinuma and Mr. Masatsugu Nagato, the candidates for Outside Directors, are currently Outside Directors of the Company. The Company has already entered into a liability limitation agreement with each of them and plans to renew the liability limitation agreements if they are reelected to the office of Director. If the election of Ms. Kayoko Kawamura as an Outside Director is approved, the Company also plans to enter into a similar liability limitation agreement with her.

An outline of the content of the liability limitation agreements is as follows:

- (i) In the event that the Director incurs liability for damages to the Company due to negligence of his duties, his liability shall be limited to the minimum liability amount stipulated in Article 425, Paragraph 1 of the Companies Act.

- (ii) The aforementioned liability limitation shall be applied only to cases where the Director performed his duties that gave rise to such liability in good faith and without gross negligence.

3. Indemnity agreements with Directors

The Company enters into an agreement with each of its Directors under which the Company shall indemnify the Directors against the expenses stipulated in Article 430-2, Paragraph 1, Item 1 of the Companies Act and the loss stipulated in Paragraph 1, Item 2 of the same article to the extent specified by laws and regulations. The Company has already entered into indemnity agreements with Mr. Hiroshi Mikitani, Mr. Eiji Ebinuma, and Mr. Masatsugu Nagato, the candidates for Directors, and plans to renew the agreements with each of them if they are reelected to the office of Director. If the election of Mr. Tomotaka Torin and Ms. Kayoko Kawamura as Directors is approved, the Company also plans to enter into similar agreements with them.

4. Directors and officers liability insurance agreement for Directors

The Company has entered into a directors and officers liability insurance agreement with an insurance company pursuant to Article 430-3, Paragraph 1 of the Companies Act to insure all of its Directors. The agreement will cover damage that may arise when insured Directors incur liability in the course of executing their duties or receive a claim for such liability. However, there are certain grounds for exemptions. For example, damage caused intentionally or due to gross negligence will not be covered. If the candidates for Directors are elected and assume office as Directors, they will be insured under the agreement, and the Company plans to renew the agreement during their tenure.

5. Numbers of years since the candidates for Outside Directors assumed the office of Outside Director

The numbers of years since the candidates for Outside Directors, who are currently Outside Directors of the Company, assumed the office of Outside Director as of the conclusion of this Annual General Shareholders' Meeting will be as follows:

Name	Date of assumption of office	Years of service
Eiji Ebinuma	June 29, 2016	Nine years
Masatsugu Nagato	June 27, 2022	Three years

6. If the reelection of Mr. Eiji Ebinuma and Mr. Masatsugu Nagato, and the election of Ms. Kayoko Kawamura, are approved, the Company plans to appoint them as Independent Directors as prescribed by Tokyo Stock Exchange, Inc.

## Independence Criteria and Qualities of Independent Outside Directors

As a rule, Directors who do not fall under any of the criteria below shall be deemed to possess sufficient independence and shall all be elected as Independent Directors.

- A. A person for whom the Company is a major trading partner, an executive\*<sup>1</sup> of a company for which the Company is a major trading partner, or a major trading partner of the Company or an executive\*<sup>1</sup> thereof;
- B. A consultant, accounting or legal specialist, or a member of a group thereof, that receives substantial monetary payments or other property from the Company, other than remuneration as a corporate officer;
- C. A major shareholder of the Company or an executive of a major shareholder of the Company;
- D. A person who recently\*<sup>2</sup> fell under criteria A, B, or C;
- E. A person who fell under criteria (i) or (ii) below within ten years before election as Director:
  - (i) An executive or non-executive Director or Audit & Supervisory Board Member of Rakuten Group, Inc. (limited to cases where an Outside Audit and Supervisory Board Member is designated as an Independent Audit and Supervisory Board Member); or,
  - (ii) An executive at a company for which Rakuten Group, Inc. is the parent company;or,
- F. A relative within the second degree of kinship of a person falling under (i), (ii), or (iii) below (excluding those who are not significant):
  - (i) A person falling under any of A to E above;
  - (ii) An executive or non-executive director of a subsidiary of the Company (limited to cases where an Outside Audit and Supervisory Board Member is designated as an Independent Audit and Supervisory Board Member); or,
  - (iii) A person who recently fell under F. (ii) above or was recently an executive of the Company (in case an Outside Audit and Supervisory Board Member is designated as an Independent Audit and Supervisory Board Member, non-executive Directors shall be included).

\*1 “Executive” as defined under Article 2, Paragraph 3, Item 6 of the Regulations for Enforcement of the Companies Act, including not only executive directors but also employees.

\*2 “Recently” refers to the timing considered to be substantially the same as present, such as where the person fell under criteria A, B, or C at the time when a resolution for election as an Outside Director or Outside Audit and Supervisory Board Member was adopted by the General Shareholders’ Meeting.

**(Reference) Skills Matrix of Director Candidates and Audit and Supervisory Board Members**

Position	Name	IT	Finance	Management	Legal Affairs	Financial affairs and Accounting
Director	Tomotaka Torin	●	●	●		
Director	Hiroshi Mikitani	●	●	●		
Outside Director	Eiji Ebinuma		●		●	
Outside Director	Masatsugu Nagato		●	●		
Outside Director	Kayoko Kawamura	●				
Audit and Supervisory Board Member	Takeo Shikado		●	●		
Outside Audit and Supervisory Board Member	Shinnosuke Yamada					●
Outside Audit and Supervisory Board Member	Tadamichi Shibano	●				
Outside Audit and Supervisory Board Member	Toru Mimura		●		●	

Note: The above does not represent all of the knowledge and experience of each individual. Furthermore, the above skills matrix reflects the situation as of the conclusion of this Annual General Shareholders' Meeting, provided that all proposed resolutions are approved as originally drafted.



# Business Report for the 26th Term

(April 1, 2024 - March 31, 2025)

## 1. Current Status of Rakuten Bank

### (1) Business Progress and Results of the Corporate Group

#### 1) Main business of the corporate group

The Rakuten Bank Group (Rakuten Bank and affiliates thereof) is a corporate group consisting of 23 consolidated subsidiaries and four non-consolidated subsidiaries, topped by Rakuten Bank, an internet bank in which Rakuten Group, Inc. holds a 49.26% stake. The Rakuten Bank Group provides banking and related financial services to meet the needs of diverse customers, including individuals and corporations (including sole proprietors) in Japan and mainly individuals in Taiwan.

#### 2) Financial and economic environment

During the fiscal year ended March 31, 2025 (fiscal 2024), although continuing to grow gradually, the global economy faced uncertainty owing to a range of factors, including geopolitical risk, concerns over trade friction, and sustained inflation at high levels. In the U.S., we saw steady economic growth backed by firm personal consumption. In Europe, despite being on the path of gradual recovery, growth was curtailed by political instability, concerns over trade friction, and other factors. In China, despite achieving economic growth of around 5%, uncertainty over the future increased due to the real estate market slowdown and concerns over trade friction between China and the U.S.

Meanwhile, the Japanese economy continued on a path of gradual recovery due to steady increases in capital investment in the corporate sector and increased personal consumption backed by improvements in real income in the household sector. However, rising prices for food and other items as well as uncertainty over the trading environment have resulted in some concerns over the sustainability of the economic recovery.

As for the monetary policy, the Federal Reserve Board (FRB) cut its policy interest rate at the Federal Open Market Committee (FOMC) meetings in September, November, and December of 2024 consecutively, while the European Central Bank (ECB) also reduced key interest rates at its Governing Council meetings in September, October, and December of 2024 and January and March of 2025, consecutively. In contrast, the Bank of Japan (BOJ) raised its policy interest rate at its Monetary Policy Meetings in July of 2024 and January of 2025, leading to divergent policy rate adjustments between the U.S. and Europe and Japan.

#### 3) Business progress and results of the corporate group during the fiscal year under review

Taking into account that banking services are a form of social infrastructure and considering the growing need for digital banking services against the background of the accelerating digital shift in individuals' lives and corporate activities, during the fiscal year under review, we promoted the operation of convenient and stable settlement infrastructure, further enhanced security, and upgraded our internal control systems. Furthermore, we focused more on increasing profitability and growth potential than ever before through the improvement of services, expansion of fund management, and other initiatives. During the fiscal year under review, we started offering account transfer services for public money of Kawasaki City and Sagami City in Kanagawa Prefecture, Musashino City in Tokyo Metropolis, Sanda City in Hyogo Prefecture, and Yachiyo City in Chiba Prefecture, as well as for Hokkaido Gas Co., Ltd., enhancing convenience for customers who use their accounts with us as their main accounts. We also promoted Banking as a Service (BaaS), through which we offer our customers new usage experience, by launching the "JRE BANK" services in May 2024 in partnership with East Japan Railway Company and Viewcard Co., Ltd. Since the launch of its services, the "JRE BANK" has attracted wide-spread customer interest and steadily expanded.

Furthermore, in Japan, which is experiencing the on-going phenomenon of the ageing society, the balance of the Rakuten Bank Reverse Mortgage, which is one of our key products in helping solve issues surrounding retirement funds, had exceeded ¥10 billion as of December 31, 2024. A reverse mortgage is a loan product that allows homeowners to use their homes as collateral to secure bank loans while continuing to live in their homes.

As a result of these initiatives, the number of accounts reached 16.83 million as of March 31,

2025, and the deposit balance on a non-consolidated basis increased to ¥11,476,322 million as of March 31, 2025. The scale of business of the Company has been significantly expanded.

(Business results)

Business results for the fiscal year under review were as follows:

With regard to assets as of March 31, 2025, loans and bills discounted amounted to ¥5,044,131 million, an increase of ¥974,564 million from the end of the previous fiscal year, owing to increases in the balances of investment property loans, affiliated loans, card loans, and other loans. Monetary claims bought amounted to ¥2,919,421 million, an increase of ¥368,608 million from the end of the previous fiscal year due to increases in trust beneficiary rights backed by credit card receivables of Rakuten Card Co., Ltd. and trust beneficiary rights backed by various assets held by companies outside the Rakuten Group. Securities amounted to ¥1,791,408 million, an increase of ¥700,901 million from the end of the previous fiscal year due to the purchase of bonds, including Japanese government bonds, government guaranteed bonds, corporate bonds, and foreign bonds. Cash and due from banks amounted to ¥4,241,858 million, a decrease of ¥549,238 million from the end of the previous fiscal year. As a result, total assets amounted to ¥14,748,639 million, having increased by ¥1,268,165 million from the end of the previous fiscal year.

As for liabilities, ordinary deposits were ¥10,195,532 million, an increase of ¥719,983 million from the end of the previous fiscal year due to an increase in the number of accounts and because more individual customers use their accounts with the Company as their main bank accounts. Term deposits were ¥1,162,947 million, an increase of ¥284,366 million from the end of the previous fiscal year. Borrowed money amounted to ¥2,749,800 million, an increase of ¥184,000 million from the end of the previous fiscal year, reflecting the Company's use of funds supplied by BOJ to support increased lending. As a result, total liabilities amounted to ¥14,429,522 million, having increased by ¥1,228,636 million from the end of the previous fiscal year.

As for net assets, share capital amounted to ¥32,616 million, unchanged from the end of the previous fiscal year, and capital surplus was ¥10,543 million, also unchanged from the end of the previous fiscal year. Retained earnings increased by ¥50,779 million from the end of the previous fiscal year to ¥271,931 million due to the recording of profit attributable to owners of parent. As a result, total net assets amounted to ¥319,117 million, having increased by ¥39,529 million from the end of the previous fiscal year.

Consolidated ordinary income for the fiscal year under review totaled ¥184,534 million, an increase of ¥46,584 million year on year. Looking at the breakdown of ordinary income, interest income increased by ¥43,666 million year on year to ¥128,184 million. This increase was attributable to an increase in assets under management and higher investment yields following the Bank of Japan's policy interest rate increase. Fees and commissions increased by ¥3,496 million year on year to ¥46,345 million, owing to increases in exchange-related fees, account transfer fees, and card related fees, because more individual customers use their accounts with the Company as their main bank accounts in line with the increase in the number of accounts. Other operating income decreased by ¥713 million year on year to ¥7,505 million mainly owing to a decrease in income pertaining to foreign currency deposits. Moreover, Rakuten International Commercial Bank Co., Ltd. in Taiwan recorded ordinary income of ¥4,014 million, an increase of ¥1,825 million year on year.

On the other hand, consolidated ordinary expenses totaled ¥113,009 million, an increase of ¥23,426 million year on year. Among ordinary expenses, interest expenses increased by ¥16,003 million year on year to ¥27,129 million, mainly due to the growth in deposit balances and the rise in deposit interest rates, which resulted from increases in the Company's ordinary deposit interest rates implemented in September of 2024 and March of 2025. Fees and commissions payments increased by ¥446 million year on year to ¥33,853 million because of an increase in fees and commissions on domestic and foreign exchanges due to an increase in exchange transactions, despite a decrease in loan guarantee expenses for external guaranteed card loans. General and administrative expenses increased by ¥4,399 million year on year to ¥46,349 million owing mainly to increases in amortization of software, outsourcing expenses, and advertising expenses. Rakuten International Commercial Bank Co., Ltd. recorded ordinary expenses of ¥7,234 million, an increase of ¥1,937 million year on year.

As a result, consolidated ordinary profit totaled ¥71,524 million, an increase of ¥23,157 million year on year, and profit attributable to owners of parent totaled ¥50,779 million, an increase of ¥16,343 million year on year.

The consolidated capital adequacy ratio (Japanese domestic standard) was 10.61%, due to own

capital of ¥307,871 million and total risk assets of ¥2,901,426 million.

4) Issues to be addressed

a. Promoting the use of Rakuten Bank accounts as main bank accounts

To enhance the Group's earnings power and accelerate growth, it is essential to expand the number of accounts, but it is also important to solicit individual customers to use accounts at the Company to fulfill their needs for various financial services in their lives and to keep settled funds in accounts at the Company, expanding the number of transactions and the amount of revenue per customer. Therefore, the Group promotes customers' use of accounts as main bank accounts while working to expand deposits and currency exchange and acquiring direct payroll deposits and account transfers following the acquisition of new accounts mainly by utilizing the Rakuten Group's customer base, and then cross-selling other services in line with customer preferences. When promoting the use of accounts as main bank accounts, in addition to the cost competitiveness of internet banks without physical branches, it is essential to provide convenient and affordable services to customers by taking advantage of the flexibility and cost competitiveness of the Group's system. The Group will focus more on developing convenient and affordable services to accelerate customers' use of accounts as main bank accounts, and expand the customer base.

b. Strengthening the revenue base through diversification of asset management

The Bank of Japan decided to terminate its negative interest rate policy during the March 2024 Monetary Policy Meeting and set a new guideline for money market operations to encourage the uncollateralized overnight call rate to hover around 0% to 0.1%. This level was subsequently raised to 0.25% in July 2024 and 0.50% in January 2025. At present, Rakuten Bank provides housing loans, card loans, education loans, auto loans, real estate secured loans, reverse mortgages, and other loans to individual customers. However, amid this changing environment, we believe that we will be able to increase interest income even more by further diversifying our loan products and fully meeting the various financial needs of customers in their daily lives. Furthermore, efforts such as increasing corporate loans by qualitatively and quantitatively strengthening our sales structure to better respond to corporate customers and increasing our investment in securitized assets by arranging the securitization of monetary claims, real estate, and other corporate holdings will also contribute to building up our interest income. Through the speedy implementation of the above measures, as well as the diversification and increase of our assets under management, the Group hopes to realize growth in interest income.

In addition, we believe it is possible to expand operating margins by appropriately controlling the rise in deposit interest rates, as yields increase on many of the Company's assets under management when short-term market interest rates rise.

The Bank of Japan withdrew from long-term interest rate manipulation (yield curve control), and at the same time, it terminated the negative interest rate policy mentioned above. As a result, long-term interest rates have gradually risen, and therefore, while opportunities to capitalize increase by acquiring assets under management linked to medium- to long-term interest rates, unrealized losses may incur or expand on existing securities holdings.

c. Ensuring system capacity and security

The Group currently has the largest number of accounts and the largest deposit amount among internet banks, and at present, its system has enough capacity to provide services to all customers. In addition, the Group prides itself on providing customers with security at the highest industry level by predicting trends in future crime and unauthorized transactions through methods such as analyzing the modus operandi of crimes and unauthorized transactions, and establishing preemptive countermeasures. However, given that the number of customers is expected to continue increasing, the system's capacity will need to undergo planned growth based on customer transaction trends. In addition, given that the modus operandi of crimes and unauthorized transactions evolves over time, if the Group does not continue to improve security in a timely and appropriate manner, this will undeniably put customers at risk. The Company therefore aims to constantly ensure sufficient system capacity and continue providing security at the highest industry level by sustainably allocating sufficient management resources to expand system capacity and security assurance and by building a bank-wide system to promote this.

d. Further enhancing corporate governance

At all companies, strengthening corporate governance is one of the most important

management tasks, and the Rakuten Bank Group likewise needs to constantly work on enhancing corporate governance. The Group is required to have a particularly high level of corporate governance as it is engaged in the banking business. The Group will work to further enhance corporate governance, making efforts to strengthen the operations management structure so that changes in the management environment can be addressed quickly and appropriately, as well as the management supervision function to ensure the fairness and transparency of management execution. The Group expects to expand business operations in the future, and therefore it is essential to build risk management and compliance frameworks in line with these business operations. Continuous improvement of the risk management and compliance frameworks is positioned as the Company's highest management priority, and all officers and employees approach the task with a sense of personal responsibility so that every officer and employee is aware of the public mission as a bank and will work to further improve the corporate culture of action.

e. Further enhancement of own capital

The Company lists increasing revenue from loan interest and increasing assets under management by expanding individual and corporate customers as one of the growth strategies for the "Second Growth Stage," aimed at achieving the medium- to long-term vision. The Company believes that further diversifying and accelerating the accumulation of assets under management is essential for continuing to expand business by expanding the customer base and further solidifying the Company's competitive edge. To achieve this, we need to increase our own capital continually. The capital adequacy ratio, calculated based on the formula specified in Article 14-2 of the Banking Act as "the criteria for a Bank to use in order to determine whether the adequacy of the Bank's equity capital is appropriate in light of circumstances such as the assets owned by that Bank (Financial Services Agency Public Notice No. 19 of 2006)," was 10.61% as of March 31, 2025. The Company is not in a situation where it must work to increase own capital in the short term, and increasing own capital is not a task that should be addressed as a priority at present, but the Company believes that steadily accumulating profits and further increasing own capital each term is necessary if we wish to add assets under management over the medium- to long-term.

(2) Assets and Income of the Corporate Group and the Company

1) Assets and income of the corporate group (Consolidated)

(Millions of yen)

	Fiscal 2021 (March 31, 2022)	Fiscal 2022 (March 31, 2023)	Fiscal 2023 (March 31, 2024)	Fiscal 2024 (March 31, 2025)
Ordinary income	106,026	120,445	137,950	184,534
Ordinary profit	27,909	38,746	48,367	71,524
Profit attributable to owners of parent	20,039	27,692	34,436	50,779
Comprehensive income	19,704	23,776	34,534	39,164
Net assets	206,494	231,684	279,587	319,117
Total assets	9,490,689	11,589,508	13,480,473	14,748,639

2) Assets and income of the Company (Non-consolidated)

(Millions of yen)

		Fiscal 2021 (March 31, 2022)	Fiscal 2022 (March 31, 2023)	Fiscal 2023 (March 31, 2024)	Fiscal 2024 (March 31, 2025)
Deposits		7,765,315	9,129,876	10,540,202	11,476,322
	Time deposits	397,538	748,343	814,596	1,072,777
	Other	7,367,777	8,381,533	9,725,606	10,403,545
Loans and bills discounted		2,942,523	3,769,085	4,029,319	4,954,630
	To individuals	2,004,135	1,741,918	1,975,313	2,059,817
	To SME	7,186	18,407	18,298	17,400
	Other	931,202	2,008,759	2,035,707	2,877,413
Trading securities		-	-	-	-
Securities		816,094	980,859	1,286,431	1,981,678
	Japanese government bonds	484,123	640,310	644,596	732,317
	Other	331,970	340,549	641,834	1,249,360
Total assets		9,647,755	11,694,235	13,527,690	14,705,832
Domestic exchange handled		82,011,707	96,661,568	108,466,003	126,758,721
Foreign exchange handled		484,980	630,046	794,918	1,023,956
Ordinary profit		29,530	40,581	50,038	72,514
Net income		20,474	28,073	34,688	50,548
Earnings per share		¥124.49	¥170.69	¥199.87	¥289.70

Note: The Company conducted a seventy-for-one stock split of its common shares effective September 27, 2022.

Accordingly, the profit per share has been calculated based on the assumption that the stock split was conducted at the beginning of the fiscal year ended March 31, 2022.

(3) Employees of the Corporate Group

	As of March 31, 2025		
	Banking (Domestic)	Banking (Overseas)	Other business
Number of employees	901	161	14

Note: The number of employees includes regular, non-regular, or contract employees, and seconded employees, while employees seconded from the Company to other companies have been excluded.

(4) Main Offices of the Corporate Group

1) Banking

The Company's main offices and the number of offices

Domestic: Central branch and two other offices

Overseas: Rakuten International Commercial Bank Co., Ltd. in Taiwan

2) Other business

Domestic: Headquarters of Rakuten Trust Co., Ltd.

Overseas: Not applicable.

### 3) List of bank agents

Name	Main office location	Main operations outside bank agency business
Rakuten Securities, Inc.	Rakuten Crimson House Aoyama 2-6-21 Minami-Aoyama, Minato-ku, Tokyo	Financial instruments business
Rakuten Life Insurance Co., Ltd.	Rakuten Crimson House Aoyama 2-6-21 Minami-Aoyama, Minato-ku, Tokyo	Life insurance business
Rakuten General Insurance Co., Ltd.	Rakuten Crimson House Aoyama 2-6-21 Minami-Aoyama, Minato-ku, Tokyo	General insurance business
Rakuten Card Co., Ltd.	Rakuten Crimson House Aoyama 2-6-21 Minami-Aoyama, Minato-ku, Tokyo	Credit card business
The Ogaki Kyoritsu Bank, Ltd.	3-98 Kuruwamachi, Ogaki City, Gifu Prefecture	Banking business
The Nishi-Nippon City Bank, Ltd.	3-1-1 Hakata-ekimae, Hakata-ku, Fukuoka City, Fukuoka Prefecture	Banking business
&Do Holdings Co., Ltd.	670 Tearaimizu-cho, Nakagyo-ku, Kyoto City, Kyoto Prefecture	Real estate business
The Dai-ichi Life Insurance Company, Limited	1-13-1 Yurakucho, Chiyoda-ku, Tokyo	Life insurance business
Viewcard Co., Ltd.	1-5-1 Osaki, Shinagawa-ku, Tokyo	Credit card business

### 4) Bank agency business operated by banks Not applicable.

## (5) Capital Investments of the Corporate Group

### 1) Total amount of capital investments

(Millions of yen)	
Business segment	Total amount of capital investment
Banking business	13,969
Other business	—
Total	13,969

### 2) Establishment of significant facilities Not applicable.

## (6) Material Parent Company and Subsidiaries

### 1) Parent company

Company name	Location	Main business	Share capital	Percentage of voting rights in the Company held by the parent company	Other
Rakuten Group, Inc.	Setagaya-ku, Tokyo	E-commerce, travel agency	¥453,973 million	49.27%	Notes 1, 2

- Notes:
1. The Company has entered into a Basic Management Agreement with Rakuten Group, Inc. for the purpose of establishing a basic relationship between the two companies. This agreement stipulates that Rakuten Group, Inc. respects the management independence required of the Company from the perspective of public interest and the independence required of listed subsidiaries. Rakuten Group, Inc. also respects the establishment of a system in which appropriate checks are made on governance by actively appointing directors from outside the Rakuten Group and respects the personnel rights of the Company's employees. The agreement does not stipulate prior approval or prior consultation with Rakuten Group, Inc., and reports to Rakuten Group, Inc. are made as necessary and within the scope that does not conflict with laws and regulations. In addition, the agreement stipulates that Rakuten Group, Inc. will take measures needed to ensure the sound and appropriate operation of the Company's business, in the event of a deterioration of the Company's business conditions. If the business condition of Rakuten Group, Inc. worsens, the agreement stipulates that Rakuten Group, Inc. will not ask the Company for support, such as capital investment or financing.
  2. The Company has entered into a non-exclusive brand license agreement with Rakuten Group, Inc. to use items such as logos and domains displaying the Rakuten brand. Pursuant to this agreement, the brand license fee paid by the Company to Rakuten Group, Inc. is a certain percentage of the Rakuten Bank Group's gross profit, and this percentage is determined reasonably through discussions with Rakuten Group, Inc.

### 2) Subsidiaries

Company name	Location	Main business	Share capital	Percentage of voting rights in the subsidiary held by the Company	Other
Rakuten Trust Co., Ltd.	Minato-ku, Tokyo	Trust business	¥259 million	100.00%	—
Rakuten International Commercial Bank Co., Ltd.	Taipei, Taiwan	Banking business	TWD 10.0 billion	50.00%	—

## (7) Business Transfers

Not applicable.

## (8) Other Material Items Regarding the Current Status of the Corporate Group

Not applicable.



## 2. Company Officers (Directors and Audit and Supervisory Board Members)

### (1) Company Officers

(As of March 31, 2025)

Name	Position and responsibilities	Significant concurrent positions	Other
Hiroyuki Nagai	Representative Director, President and CEO	Director of Japan Multi-Payment Network Promotion Association Director of Rakuten Trust Co., Ltd. Director of Rakuten International Commercial Bank Co., Ltd.	—
Hiroshi Mikitani	Executive Chairman	Representative Director, Chairman, President and CEO of Rakuten Group, Inc. Representative Partner of Crimson Group, LLC Chairman and Representative Director of Rakuten Vissel Kobe, Inc. Representative Director of Japan Association of New Economy Chairman of Tokyo Philharmonic Orchestra Chairman and Representative Director and team owner of Rakuten Baseball, Inc. Group President of Group Company Division of Rakuten Group, Inc. Chairman and Representative Director of Rakuten Medical K.K. Director of AST SpaceMobile Inc. Executive Chairman of Rakuten Card Co., Ltd. Representative Director and Chairman of Rakuten Mobile, Inc. Executive Chairman of Rakuten Payment, Inc. Executive Chairman of Rakuten Insurance Holdings Co., Ltd. Executive Chairman of Rakuten Securities Holdings, Inc. Representative Director, Chairman and CEO of Rakuten Symphony, Inc. Vice Chairman of the Board & Co-CEO of Rakuten Medical, Inc.	—
Eiji Ebinuma	Director (Outside Officer)	Outside Director of SymBio Pharmaceuticals Limited Outside Director of OZAX CORPORATION Partner of RENAISS LAW OFFICE	—
Michio Kayano	Director (Outside Officer)	—	—

Name	Position and responsibilities	Significant concurrent positions	Other
Masatsugu Nagato	Director (Outside Officer)	Senior Advisor of McKinsey & Company Incorporated Senior Advisor of Insight Partners Director of The Industry Club of Japan	—
Takeo Shikado	Full-time Audit and Supervisory Board Member	—	—
Shinnosuke Yamada	Audit and Supervisory Board Member (Outside Officer)	Director of Shinnosuke Yamada Certified Public Accountant Firm Auditor of Toho University Auditor of Social Welfare Service Corporation KODOMONOKUNI Auditor of Mitsumaru Estate Co., Ltd. Auditor of The Yokohama Nursery Co., Ltd. Director (Audit and Supervisory Board Member) of T&D Holdings, Inc.	(Note 2)
Tadamichi Shibano	Audit and Supervisory Board Member (Outside Officer)	Full-time Auditor of LIFE CREATE, Inc.	—
Toru Mimura	Audit and Supervisory Board Member (Outside Officer)	Attorney at Law, Shiba International Law Offices Audit and Supervisory Board Member, Sunward Securities Co., Ltd.	—

- Notes: 1. The Company has designated Directors Mr. Eiji Ebinuma, Mr. Michio Kayano, and Mr. Masatsugu Nagato, and Audit and Supervisory Board Members Mr. Shinnosuke Yamada, Mr. Tadamichi Shibano, and Mr. Toru Mimura as Independent Officers pursuant to the rules and regulations of Tokyo Stock Exchange, Inc., and has notified the stock exchange accordingly.
2. Audit and Supervisory Board Member Mr. Shinnosuke Yamada is qualified as Certified Public Accountant and has considerable knowledge relating to finance and accounting.

## (2) Compensation for Company Officers

### 1) Total amounts of compensation for Directors and Audit and Supervisory Board Members

(Millions of yen)

Category	Total amount of compensation, etc.	Total amount of each type of compensation			Number of recipients
		Fixed compensation	Performance-linked compensation	Non-monetary compensation (stock options)	
Directors	210	101	61	48	4
[of which Outside Directors]	[36]	[36]	[-]	[-]	[3]
Audit and Supervisory Board Members	29	29	-	-	4
[of which Outside Audit and Supervisory Board Members]	[14]	[14]	[-]	[-]	[3]
Total	239	130	61	48	8

- Notes:
1. The total amount of compensation for Directors shall not exceed the maximum of ¥100 million per month (not including employee salaries) resolved at the 7th Annual General Shareholders' Meeting held on June 9, 2006. The number of Directors was 11 (including two Outside Directors) at the conclusion of this Annual General Shareholders' Meeting. In addition to this, remuneration for Directors (excluding Outside Directors) in the form of stock acquisition rights, as stock options, of up to ¥200 million per year and remuneration upon retirement for Directors (excluding Outside Directors) in the form of stock acquisition rights, as stock options (up to 2,000 units for each fiscal year) were resolved at the 25th Annual General Shareholders' Meeting held on June 27, 2024. The number of Directors was 2 (excluding Outside Directors) at the conclusion of this Annual General Shareholders' Meeting.
  2. The total amount of compensation for Audit and Supervisory Board Members shall not exceed the maximum of ¥40 million per month, as resolved at the organizational meeting held on January 14, 2000. The number of Audit and Supervisory Board Members stood at one (including zero Outside Audit and Supervisory Board Members) at the conclusion of this organizational meeting.
  3. The number of Directors stood at five, and that of Audit and Supervisory Board Members was four at the conclusion of this Annual General Shareholders' Meeting. These figures differ from the number of individuals mentioned above, as they include one Director who serves without compensation.

### 2) Policy for the determination of individual compensation of Directors

The Company resolved the policy for the determination of individual compensation for Directors at the meeting of the Board of Directors held on September 26, 2022.

The Board of Directors has confirmed that the method for determining the content of compensation and the content of the individual compensation for Directors in the fiscal year under review are consistent and aligned with the said policy for determination.

The following is an overview of the method for determining the content of individual compensation for Directors.

#### a. Basic policy

With an awareness of our social responsibility and public role as a bank, the executive compensation system is designed in line with our management philosophy of working to win the unshakable trust of society and firmly establish our value through our commitment to sound and efficient business operations based on a high level of self-discipline.

Compensation levels are determined on the basis of economic and social conditions, industry trends, and the Company's business environment and performance, among other factors, to ensure appropriateness as an incentive for Directors to maximize their roles, as well as compensation commensurate with responsibilities and achievements.

#### b. Compensation structure

Executive director compensation consists of fixed compensation (basic compensation) and variable compensation (performance-linked compensation and stock options as non-monetary compensation). To achieve sustainable growth through the achievement of management targets and enhance corporate value over the medium to long term, the Company has adopted a compensation system in which variable compensation

(performance-linked compensation and stock options as non-monetary compensation) accounts for a higher proportion of overall compensation.

Non-executive directors receive fixed compensation in light of their role in supervising the Company's management from an objective and independent standpoint. The policies for determining each type of compensation are as follows.

(a) Fixed compensation

Executive director fixed compensation is determined based on a comprehensive consideration of their duties as executive officers, character evaluation, length of tenure, and past contributions to the Company's performance and enhancement of corporate value.

Non-executive director fixed compensation is determined based on consideration of each executive officer's character evaluation, knowledge, experience, and expectation for contributions to the Company's management.

(b) Variable compensation

Executive director variable compensation is determined based on consideration of the Company's performance in the relevant fiscal year and executive directors' contributions to efforts aimed at enhancing the Company's performance and corporate value.

c. Compensation determination process

The specific amount of compensation for each Director is determined by a resolution of the Board of Directors and authorized by the President & CEO.

3) Delegation of the determination of compensation for each Director

Decisions on specific details of compensation for individual Directors are made by Representative Director and President Hiroyuki Nagai, after being delegated by the Board of Directors.

The decision-making authority was delegated because the Representative Director and President was considered to be in the most appropriate position to evaluate each Director while taking into account the Company's business performance as a whole. Compensation proposals for each Director are reviewed by all Outside Directors in accordance with the policy in 2) above and decided within the limit of compensation approved at the general shareholders' meeting. The Representative Director and President determines the compensation for each Director, respecting to the maximum extent possible the compensation proposals.

(3) Liability Limitation Agreement

The Articles of Incorporation allow the Company to enter into an agreement with Directors (excluding executive directors, etc.) and Audit and Supervisory Board Members limiting their liability under Article 423, Paragraph 1 of the Companies Act, and the liability limit under such agreement shall be the minimum liability amount provided for in Article 425, Paragraph 1 of the Companies Act. The Company has entered into such agreements with Mr. Hiroshi Mikitani, Mr. Eiji Ebinuma, Mr. Michio Kayano, Mr. Masatsugu Nagato, Mr. Takeo Shikado, Mr. Shinnosuke Yamada, Mr. Tadamichi Shibano, and Mr. Toru Mimura.

(4) Indemnity Agreements

1) Indemnity agreements with current company officers

Name of Director	Outline of indemnity agreements
Hiroyuki Nagai	The Company provides indemnity (including settlement money if applicable) to officers for expenses (e.g., legal expenses) required to handle liability claims and losses from compensation for damages to third parties.
Hiroshi Mikitani	Same as above
Eiji Ebinuma	Same as above
Michio Kayano	Same as above
Masatsugu Nagato	Same as above
Takeo Shikado	Same as above
Shinnosuke Yamada	Same as above
Tadamichi Shibano	Same as above
Toru Mimura	Same as above

2) Performance of indemnity agreements

Not applicable.

(5) Directors and Officers Liability Insurance Agreement

The Company has entered into a directors and officers liability insurance agreement with an insurance company pursuant to Article 430-3, Paragraph 1 of the Companies Act, the content of which is as follows.

1) Scope of insured individuals

All Directors and Audit and Supervisory Board Members of the Company and its subsidiaries under the Companies Act (Japan) on or before the start date of the insurance term.

2) Percentage of insurance premiums paid by the insured

The Company pays the insurance premiums, and the insured is essentially not responsible for the insurance premiums.

3) Outline of events insured against

Insurance benefits will be paid up to a certain limit in the event that an individual officer incurs costs for compensation of damages or settlements arising from the execution of their duties and for related litigation expenses.

4) Measures to avoid undermining the proper execution of duties by officers

Insurance benefits will not be paid for damages arising from criminal activities or any conduct committed while knowing that the conduct violates laws and regulations. Additionally, limits have been set on payment amounts. A policy for the determination of individual compensation of Directors has been resolved.

### 3. Outside Officers

#### (1) Concurrent Positions and Other Statuses of Outside Officers

Name	Significant concurrent positions
Eiji Ebinuma	Outside Director of SymBio Pharmaceuticals Limited Outside Director of OZAX CORPORATION Partner of RENAISS LAW OFFICE
Michio Kayano	-
Masatsugu Nagato	Senior Advisor of McKinsey & Company Incorporated Senior Advisor of Insight Partners Director of The Industry Club of Japan
Shinnosuke Yamada	Director of Shinnosuke Yamada Certified Public Accountant Firm Auditor of Toho University Auditor of Social Welfare Service Corporation KODOMONOKUNI Auditor of Mitsumaru Estate Co., Ltd. Auditor of The Yokohama Nursery Co., Ltd. Director (Audit and Supervisory Board Member) of T&D Holdings, Inc.
Tadamichi Shibano	Full-time Auditor of LIFE CREATE, Inc.
Toru Mimura	Attorney at Law, Shiba International Law Offices Audit and Supervisory Board Member, Sunward Securities Co., Ltd.

(2) Major Activities of Outside Officers

Name	Years of service	Attendance at meetings of the Board of Directors and the Audit and Supervisory Board	Comments at meetings of the Board of Directors and the Audit and Supervisory Board and other activities
Eiji Ebinuma	8 years and 9 months	19/19 meetings of the Board of Directors held in the fiscal year under review	At meetings of the Board of Directors, he provides useful feedback and opinions to the Company based on his extensive experience in finance.
Michio Kayano	3 years and 3 months	19/19 meetings of the Board of Directors held in the fiscal year under review	At meetings of the Board of Directors, he provides useful feedback and opinions to the Company based on his extensive experience in finance.
Masatsugu Nagato	2 year and 9 months	19/19 meetings of the Board of Directors held in the fiscal year under review	At meetings of the Board of Directors, he provides useful feedback and opinions to the Company based on his extensive experience in finance.
Shinnosuke Yamada	3 years and 3 months	19/19 meetings of the Board of Directors and 17/17 meetings of the Audit and Supervisory Board held in the fiscal year under review	At meetings of the Board of Directors and Audit and Supervisory Board, he provides useful feedback and opinions to the Company based on his extensive experience in finance and accounting.
Tadamichi Shibano	3 years and 3 months	19/19 meetings of the Board of Directors and 17/17 meetings of the Audit and Supervisory Board held in the fiscal year under review	At meetings of the Board of Directors and Audit and Supervisory Board, he provides useful feedback and opinions to the Company based on his extensive experience in corporate auditing.
Toru Mimura	1 year and 9 months	19/19 meetings of the Board of Directors and 17/17 meetings of the Audit and Supervisory Board held in the fiscal year under review	At meetings of the Board of Directors and Audit and Supervisory Board, he provides useful feedback and opinions to the Company based on his extensive experience in finance.

(3) Compensation for Outside Officers

(Millions of yen)

	Number of payees	Compensation from the Company	Compensation from parent company of the Company
Total compensation	6	50	-

(4) Opinions of Outside Officers  
Not applicable.

#### 4. Shares of the Company

(1) Number of Shares

Total number of shares authorized to be issued:	Common stock	630,000 thousand shares
Total number of shares outstanding:	Common stock	174,482 thousand shares

(2) Number of Shareholders:

Common stock	18,934 persons
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(3) Major Shareholders

Name of shareholder	Equity investment in the Company	
	Number of shares owned (Thousand shares)	Percentage (%)
Rakuten Group, Inc.	85,962	49.26
The Master Trust Bank of Japan, Ltd. (Trust Account)	12,844	7.36
Custody Bank of Japan, Ltd. (Trust Account)	6,107	3.50
JP MORGAN CHASE BANK 380634	4,695	2.69
BNYM AS AGT/CLTS NON TREATY JASDEC	2,880	1.65
J.P. MORGAN BANK LUXEMBOURG S.A. 384513	2,723	1.56
GOVERNMENT OF NORWAY	2,522	1.44
NORTHERN TRUST CO. (AVFC) RE NON TREATY CLIENTS ACCOUNT	2,479	1.42
THE CHASE MANHATTAN BANK, N.A. LONDON SPECIAL ACCOUNT NO. 1	2,439	1.39
STATE STREET BANK AND TRUST COMPANY 505103	2,410	1.38



## 5. Stock Acquisition Rights of the Company

(1) Stock Acquisition Rights of the Company Held by Officers of the Company as of March 31, 2025  
Stock acquisition rights by resolution of the Board of Directors meeting held on June 27, 2024

Stock acquisition rights by Resolution of the Board of Directors meeting held on June 27, 2024

Amount to be paid in for stock acquisition rights	No cash payment is required in exchange for the issuance of the stock acquisition rights. The stock acquisition rights are fairly issued and granted as the consideration for the execution of duties and do not fall under issuance with favorable terms and conditions.										
Value of the property to be contributed upon exercise of stock acquisition rights	One yen per stock acquisition right										
Exercise period of stock acquisition rights	The exercise period will be from the issuance of the stock acquisition rights (hereinafter referred to as the "Date of Issuance") to the date on which 40 years have passed from the Date of Issuance. If the first day or final day of the exercise period falls on a holiday of the Company, the first day will be changed to the following business day and the final day will be changed to the preceding business day.										
Conditions for exercising the stock acquisition rights	<p>(1) Those who received an allotment of the stock acquisition rights (hereinafter "Holder(s)") may exercise their stock acquisition rights within ten days from the day following the day on which they cease to hold any position as directors, executive officers, corporate auditor or employee of the Company, its subsidiaries or its affiliates.</p> <p>(2) The stock 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.</p> <p>(3) The stock acquisition rights may not be offered for pledge or disposed of in any other way.</p> <p>(4) The Holders have duties to pay all taxes, etc. (including but not limited to tax such as income tax, social security contributions, pension contributions, and employment insurance premium, whether or not provided in Japan or not) provided by laws and regulations in relation to stock acquisition rights and shares. In cases where the Company is obliged to collect the tax, etc., the relevant company obliged to collect may collect such tax, etc. from Holders by the methods listed below.</p> <p>i) Receipt by cash</p> <p>ii) Appropriation of shares owned by the Holders</p> <p>iii) Deduction from salaries, bonuses, etc. of the Holders</p> <p>iv) Other methods specified by the Company</p> <p>(5) Other details and conditions shall be determined by the Company's Board of Directors.</p>										
Stock acquisition rights held	<table><tr><td></td><td>Number of stock acquisition rights</td><td>Type and number of shares</td><td>Number of recipients</td></tr><tr><td>Directors of the Company</td><td>147</td><td>Common stock 14,700 shares</td><td>1</td></tr></table>				Number of stock acquisition rights	Type and number of shares	Number of recipients	Directors of the Company	147	Common stock 14,700 shares	1
	Number of stock acquisition rights	Type and number of shares	Number of recipients								
Directors of the Company	147	Common stock 14,700 shares	1								

(2) Stock Acquisition Rights of the Company Delivered to Employees During the Fiscal Year  
Stock acquisition rights by resolution of the Board of Directors meeting held on May 27, 2024  
(Tenure Type)

Amount to be paid in for stock acquisition rights	No cash payment is required in exchange for the issuance of the stock acquisition rights. The stock acquisition rights are fairly issued and granted as the consideration for the execution of duties and do not fall under issuance with favorable terms and conditions.
Value of the property to be contributed upon exercise of stock acquisition rights	One yen per stock acquisition right
Exercise period of stock acquisition rights	The exercise period will be from the date on which one year has passed from the issuance of the stock acquisition rights (hereinafter referred to as the "Date of Issuance") to the date on which ten years have passed from the Date of Issuance. If the first day or final day of the exercise period falls on a holiday of the Company, the first day will be changed to the following business day and the final day will be changed to the preceding business day.
Conditions for exercising the stock acquisition rights	<p>(1) Those who received an allotment of the stock acquisition rights (hereinafter "Holder(s)") are required to remain Directors, Executive Officers, Audit and Supervisory Board Members, or employees of the Company at the time of exercising such rights; provided, however, that in the event where the Holders have made applications for the exercise of the stock acquisition rights in accordance with the procedures prescribed by the Company by the date of retirement (or by the application date immediately following the date of retirement if it is recognized that there are justifiable grounds for not being able to make the application by the date of retirement) or in the event where the exceptional treatment is allowed by the Board of Directors in consideration of circumstances.</p> <p>(2) The stock 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.</p> <p>(3) The stock acquisition rights may not be offered for pledge or disposed of in any other way.</p> <p>(4) Holders may exercise the stock acquisition rights, in whole or in part, according to the following categories.</p> <p>i) All of the stock acquisition rights allotted may not be exercised by the day preceding one to the date on which one year has passed from the Date of Issuance.</p> <p>ii) 15% of the stock acquisition rights allotted may be exercised from the date on which one year has passed from the Date of Issuance to the day preceding to the date on which two years have passed from the Date of Issuance (if a fraction less than one unit arises in the number of exercisable stock acquisition rights, such fraction will be rounded down).</p> <p>iii) 35% of the stock acquisition rights allotted (if a portion of the stock acquisition rights had been exercised by the day preceding to the date on which two years have passed from the Date of Issuance, the exercisable stock acquisition rights and the previously exercised stock acquisition rights in aggregate shall be up 35% of the stock acquisition rights allotted) may be exercised from the date on which two years have passed from the Date of Issuance to the day preceding to the date on which three years have passed from the Date of Issuance (if a fraction less than one unit arises in the number of exercisable stock acquisition rights, such fraction will be rounded down).</p> <p>iv) 65% of the stock acquisition rights allotted (if a portion of the stock acquisition rights had been exercised by the day preceding to the date on which three years have passed from the Date of Issuance, the</p>

	<p>exercisable stock acquisition rights and the previously exercised stock acquisition rights in aggregate shall be up to 65% of the stock acquisition rights allotted) may be exercised from the date on which three years have passed from the Date of Issuance to the day preceding the date on which four years have passed from the Date of Issuance (if a fraction less than one unit arises in the number of exercisable stock acquisition rights, such fraction will be rounded down).</p> <p>v) All of the stock acquisition rights allotted 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.</p> <p>(5) The Holders have duties to pay all taxes, etc. (including but not limited to tax such as income tax, social security contributions, pension contributions, and employment insurance premium, whether or not provided in Japan or not) provided by laws and regulations in relation to the stock acquisition rights and shares. In cases where the Company is obliged to collect the tax, etc., the relevant company obliged to collect may collect such tax, etc. from Holders by the methods listed below.</p> <p>i) Receipt by cash</p> <p>ii) Appropriation of shares owned by the Holders</p> <p>iii) Deduction from salaries, bonuses, etc. of the Holders</p> <p>iv) Other methods specified by the Company</p> <p>(6) Other details and conditions shall be determined by the Company's Board of Directors.</p>										
Delivery to employees of the Company	<table border="1"> <thead> <tr> <th></th><th>Number of stock acquisition rights</th><th>Type and number of shares</th><th>Number of recipients</th></tr> </thead> <tbody> <tr> <td>Executive Officers of the Company</td><td>20</td><td>Common stock 2,000 shares</td><td>7</td></tr> </tbody> </table>				Number of stock acquisition rights	Type and number of shares	Number of recipients	Executive Officers of the Company	20	Common stock 2,000 shares	7
	Number of stock acquisition rights	Type and number of shares	Number of recipients								
Executive Officers of the Company	20	Common stock 2,000 shares	7								

Stock acquisition rights by resolution of the Board of Directors meeting held on May 27, 2024  
(Retirement Type)

Amount to be paid in for stock acquisition rights	<p>No cash payment is required in exchange for the issuance of the stock acquisition rights.</p> <p>The stock acquisition rights are fairly issued and granted as the consideration for the execution of duties and do not fall under issuance with favorable terms and conditions.</p>
Value of the property to be contributed upon exercise of stock acquisition rights	One yen per stock acquisition right
Exercise period of stock acquisition rights	<p>The exercise period will be from the Date of Issuance to the date on which 40 years have passed from the Date of Issuance.</p> <p>If the first day or final day of the exercise period falls on a holiday of the Company, the first day will be changed to the following business day and the final day will be changed to the preceding business day.</p>
Conditions for exercising the stock acquisition rights	<p>(1) Those who received an allotment of the stock acquisition rights (hereinafter "Holder(s)") may exercise their stock acquisition rights within ten days from the day following the day on which they cease to hold any position as directors, executive officers, corporate auditor or employee of the Company, its subsidiaries or its affiliates.</p> <p>(2) The stock 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.</p>

	<p>(3) The stock acquisition rights may not be offered for pledge or disposed of in any other way.</p> <p>(4) The Holders have duties to pay all taxes, etc. (including but not limited to tax such as income tax, social security contributions, pension contributions, and employment insurance premium, whether or not provided in Japan or not) provided by laws and regulations in relation to the stock acquisition rights and shares. In cases where the Company is obliged to collect the tax, etc., the relevant company obliged to collect may collect such tax, etc. from Holders by the methods listed below.</p> <p>i) Receipt by cash</p> <p>ii) Appropriation of shares owned by the Holders</p> <p>iii) Deduction from salaries, bonuses, etc. of the Holders</p> <p>iv) Other methods specified by the Company</p> <p>(5) Other details and conditions shall be determined by the Company's Board of Directors.</p>										
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	Number of stock acquisition rights	Type and number of shares	Number of recipients								
Executive Officers of the Company and directors of the Company's subsidiaries	193	Common stock 19,300 shares	14								

Stock acquisition rights by resolution of the Board of Directors meeting held on July 29, 2024

Amount to be paid in for stock acquisition rights	<p>No cash payment is required in exchange for the issuance of the stock acquisition rights.</p> <p>The stock acquisition rights are fairly issued and granted as the consideration for the execution of duties and do not fall under issuance with favorable terms and conditions.</p>
Value of the property to be contributed upon exercise of stock acquisition rights	One yen per stock acquisition right
Exercise period of stock acquisition rights	<p>The exercise period will be from the date on which one year has passed from the issuance of the stock acquisition rights (hereinafter referred to as the "Date of Issuance") to the date on which ten years have passed from the Date of Issuance.</p> <p>If the first day or final day of the exercise period falls on a holiday of the Company, the first day will be changed to the following business day and the final day will be changed to the preceding business day.</p>
Conditions for exercising the stock acquisition rights	<p>(1) Those who received an allotment of the stock acquisition rights (hereinafter "Holder(s)") are required to remain Directors, Executive Officers, Audit and Supervisory Board Members, or employees of the Company at the time of exercising such rights; provided, however, that in the event where the Holders have made applications for the exercise of the stock acquisition rights in accordance with the procedures prescribed by the Company by the date of retirement (or by the application date immediately following the date of retirement if it is recognized that there are justifiable grounds for not being able to make the application by the date of retirement) or in the event where the exceptional treatment is allowed by the Board of Directors in consideration of circumstances.</p>

	<p>(2) The stock 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.</p> <p>(3) The stock acquisition rights may not be offered for pledge or disposed of in any other way.</p> <p>(4) Holders may exercise the stock acquisition rights, in whole or in part, according to the following categories.</p> <ul style="list-style-type: none"> <li>i) All of the stock acquisition rights allotted may not be exercised by the day preceding one to the date on which one year has passed from the Date of Issuance.</li> <li>ii) 15% of the stock acquisition rights allotted may be exercised from the date on which one year has passed from the Date of Issuance to the day preceding to the date on which two years have passed from the Date of Issuance (if a fraction less than one unit arises in the number of exercisable stock acquisition rights, such fraction will be rounded down).</li> <li>iii) 35% of the stock acquisition rights allotted (if a portion of the stock acquisition rights had been exercised by the day preceding to the date on which two years have passed from the Date of Issuance, the exercisable stock acquisition rights and the previously exercised stock acquisition rights in aggregate shall be up 35% of the stock acquisition rights allotted) may be exercised from the date on which two years have passed from the Date of Issuance to the day preceding to the date on which three years have passed from the Date of Issuance (if a fraction less than one unit arises in the number of exercisable stock acquisition rights, such fraction will be rounded down).</li> <li>iv) 65% of the stock acquisition rights allotted (if a portion of the stock acquisition rights had been exercised by the day preceding to the date on which three years have passed from the Date of Issuance, the exercisable stock acquisition rights and the previously exercised stock acquisition rights in aggregate shall be up 65% of the stock acquisition rights allotted) may be exercised from the date on which three years have passed from the Date of Issuance to the day preceding to the date on which four years have passed from the Date of Issuance (if a fraction less than one unit arises in the number of exercisable stock acquisition rights, such fraction will be rounded down).</li> <li>v) All of the stock acquisition rights allotted 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.</li> </ul> <p>(5) The Holders have duties to pay all taxes, etc. (including but not limited to tax such as income tax, social security contributions, pension contributions, and employment insurance premium, whether or not provided in Japan or not) provided by laws and regulations in relation to the stock acquisition rights and shares. In cases where the Company is obliged to collect the tax, etc., the relevant company obliged to collect may collect such tax, etc. from Holders by the methods listed below.</p> <ul style="list-style-type: none"> <li>i) Receipt by cash</li> <li>ii) Appropriation of shares owned by the Holders</li> <li>iii) Deduction from salaries, bonuses, etc. of the Holders</li> <li>iv) Other methods specified by the Company</li> </ul> <p>(6) Other details and conditions shall be determined by the Company's Board of Directors.</p>
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Delivery to employees of the Company		Number of stock acquisition rights	Type and number of shares	Number of recipients
	Employees of the Company	587	Common stock 58,700 shares	513

Stock acquisition rights by resolution of the Board of Directors meeting held on January 27, 2025

Amount to be paid in for stock acquisition rights	No cash payment is required in exchange for the issuance of the stock acquisition rights. The stock acquisition rights are fairly issued and granted as the consideration for the execution of duties and do not fall under issuance with favorable terms and conditions.
Value of the property to be contributed upon exercise of stock acquisition rights	One yen per stock acquisition right
Exercise period of stock acquisition rights	The exercise period will be from the date on which one year has passed from the issuance of the stock acquisition rights (hereinafter referred to as the “Date of Issuance”) to the date on which ten years have passed from the Date of Issuance. If the first day or final day of the exercise period falls on a holiday of the Company, the first day will be changed to the following business day and the final day will be changed to the immediately business day.
Conditions for exercising the stock acquisition rights	<p>(1) Those who received an allotment of the stock acquisition rights (hereinafter “Holder(s)”) are required to remain Directors, Executive Officers, Audit and Supervisory Board Members, or employees of the Company at the time of exercising such rights; provided, however, that in the event where the Holders have made applications for the exercise of the stock acquisition rights in accordance with the procedures prescribed by the Company by the date of retirement (or by the application date immediately following the date of retirement if it is recognized that there are justifiable grounds for not being able to make the application by the date of retirement) or in the event where the exceptional treatment is allowed by the Board of Directors in consideration of circumstances.</p> <p>(2) The stock 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.</p> <p>(3) The stock acquisition rights may not be offered for pledge or disposed of in any other way.</p> <p>(4) Holders may exercise the stock acquisition rights, in whole or in part, according to the following categories.</p> <p>i) All of the stock acquisition rights allotted may not be exercised by the day preceding one to the date on which one year has passed from the Date of Issuance.</p> <p>ii) 15% of the stock acquisition rights allotted may be exercised from the date on which one year has passed from the Date of Issuance to the day preceding to the date on which two years have passed from the Date of Issuance (if a fraction less than one unit arises in the number of exercisable stock acquisition rights, such fraction will be rounded down).</p> <p>iii) 35% of the stock acquisition rights allotted (if a portion of the stock acquisition rights had been exercised by the day preceding to the date on which two years have passed from the Date of Issuance, the exercisable stock acquisition rights and the previously exercised stock</p>

	<p>acquisition rights in aggregate shall be up 35% of the stock acquisition rights allotted) may be exercised from the date on which two years have passed from the Date of Issuance to the day preceding to the date on which three years have passed from the Date of Issuance (if a fraction less than one unit arises in the number of exercisable stock acquisition rights, such fraction will be rounded down).</p> <p>iv) 65% of the stock acquisition rights allotted (if a portion of the stock acquisition rights had been exercised by the day preceding to the date on which three years have passed from the Date of Issuance, the exercisable stock acquisition rights and the previously exercised stock acquisition rights in aggregate shall be up 65% of the stock acquisition rights allotted) may be exercised from the date on which three years have passed from the Date of Issuance to the day preceding to the date on which four years have passed from the Date of Issuance (if a fraction less than one unit arises in the number of exercisable stock acquisition rights, such fraction will be rounded down).</p> <p>v) All of the stock acquisition rights allotted 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.</p> <p>(5) The Holders have duties to pay all taxes, etc. (including but not limited to tax such as income tax, social security contributions, pension contributions, and employment insurance premium, whether or not provided in Japan or not) provided by laws and regulations in relation to the stock acquisition rights and shares. In cases where the Company is obliged to collect the tax, etc., the relevant company obliged to collect may collect such tax, etc. from Holders by the methods listed below.</p> <p>i) Receipt by cash</p> <p>ii) Appropriation of shares owned by the Holders</p> <p>iii) Deduction from salaries, bonuses, etc. of the Holders</p> <p>iv) Other methods specified by the Company</p> <p>(6) Other details and conditions shall be determined by the Company's Board of Directors.</p>										
Delivery to employees of the Company	<table border="1"> <thead> <tr> <th></th><th>Number of stock acquisition rights</th><th>Type and number of shares</th><th>Number of recipients</th></tr> </thead> <tbody> <tr> <td>Employees of the Company</td><td>380</td><td>Common stock 38,000 shares</td><td>369</td></tr> </tbody> </table>				Number of stock acquisition rights	Type and number of shares	Number of recipients	Employees of the Company	380	Common stock 38,000 shares	369
	Number of stock acquisition rights	Type and number of shares	Number of recipients								
Employees of the Company	380	Common stock 38,000 shares	369								

## 6. Accounting Auditor

### (1) Accounting Auditor

Name	Compensation for the fiscal year under review	Other
Ernst & Young ShinNihon LLC Designated and Engagement Partner: Yasuo Iwasaki Designated and Engagement Partner: Nobuhiko Kato Designated and Engagement Partner: Mitsutaka Kumagai	¥67 million	Notes 2, 3

Notes: 1. Amounts listed are shown with values below one yen rounded down.

2. Reasons the Audit and Supervisory Board agreed to the compensation of the accounting auditor  
The Audit and Supervisory Board has agreed to the amount of compensation, etc. for the accounting auditor as a result of verifying, evaluating, and finding appropriate the details of the auditing plan, the execution of duties in the previous fiscal year, and the basis for calculating the estimate for compensation, by obtaining the necessary materials and hearing reports from Directors, relevant departments of the Company, and the accounting auditor.
3. Services provided to the Company, other than those prescribed in Article 2, Paragraph 1 of the Certified Public Accountants Act, include services related to the reorganization of the Rakuten Group's FinTech Business and other matters.
4. The total amount of money and other property benefits payable to the accounting auditor by the Company and its subsidiary companies and corporations is ¥174 million.
5. The audit agreement between the Company and the accounting auditor does not distinguish between compensation for audits performed under the Companies Act and compensation for audits performed under the Financial Instruments and Exchange Act, and such amounts cannot be separated practically. Therefore, the above amount includes these amounts.
6. The above amount does not include national and local consumption taxes.

### (2) Liability Limitation Agreement

Not applicable.

### (3) Indemnity Agreement

Not applicable.

### (4) Other Matters Concerning the Accounting Auditor

Policy for determination of dismissal or non-reappointment of an accounting auditor

If any item of Article 340, Paragraph 1 of the Companies Act, is believed to be applicable to the accounting auditor, the Audit and Supervisory Board will dismiss the accounting auditor subject to the consent of all Audit and Supervisory Board Members.

In addition, the Audit and Supervisory Board will decide the details of any proposal on dismissal or non-reappointment of the accounting auditor to be presented to a general shareholders' meeting, in cases where there are deemed to be issues, for example, with regard to the suitability, independence, or reliability of the accounting auditor.

Moreover, if the Board of Directors deems that there are issues, for example, with regard to the suitability, independence, or reliability of the accounting auditor, the Board of Directors will request the Audit and Supervisory Board to submit a proposal for the dismissal or non-reappointment of the accounting auditor to a general shareholders' meeting. The Audit and Supervisory Board will evaluate the appropriateness of this request and decide the details of the proposal to be presented to the general shareholders' meeting.

## 7. Basic Policy Regarding the Individuals Who Control Decisions on Financial and Business Policies

Not applicable.



## **8. System to Ensure Appropriate Conduct of Operations**

The Company's Board of Directors has resolved the "Basic Policy on the System and Operation of Internal Controls." The outline is as follows.

### **(1) System for Ensuring Directors and Employees Comply with Laws, Regulations and the Articles of Incorporation**

The Company, in accordance with its "Management Philosophy and Policies," not only complies with laws and regulations but also engages in business activities with a high sense of ethics.

The Board of Directors has established a "Compliance Code" and an "Ethics Code" and has developed a compliance manual as a specific guide to achieve compliance. At the beginning of each fiscal year, it formulates a compliance program, which is a specific action plan to achieve compliance. We have also established a department responsible for overseeing compliance and follow up on the progress of the compliance program.

We take a firm stance against anti-social forces that threaten the order and safety of civil society and sever all relationships with them.

The internal audit department, an independent organization reporting directly to the Audit and Supervisory Board Members and the President, conducts regular audits of the execution of duties by Directors and employees. The Compliance Committee and other bodies promote compliance efforts to ensure proper execution of duties.

Additionally, Outside Directors and Audit and Supervisory Board Members thoroughly supervise the execution of duties by Directors.

The department responsible for overseeing compliance conducts compliance education for all officers and employees to foster the necessary knowledge and ethics as members of the Company and the Rakuten Group. It also promotes the early detection of fraud and the prevention of scandals by establishing a compliance hotline and ensuring appropriate operation in accordance with the Whistleblower Protection Act.

### **(2) System for Managing and Protecting Information Related to the Execution of Duties by Directors**

Documents, electronic records, and other information related to the execution of duties by Directors at the Company are stored and managed appropriately and legally in accordance with internal regulations such as the "Document Management Regulations" and "Approval Regulations." Directors and Audit and Supervisory Board Members can access this information at any time.

Important company information is disclosed in a timely manner based on the "Company Information Disclosure Regulations" resolved by the Board of Directors. Each department complies with the Banking Act, Companies Act, Financial Instruments and Exchange Act, and other laws and internal regulations to ensure that company information is disclosed according to the basic principles of disclosure.

### **(3) System for Risk Management**

Various risks arising from business activities are appropriately addressed by each responsible department based on internal regulations and detailed rules.

Risks related to information management are thoroughly managed by the department responsible for information security risk management to minimize such risks. We also promote the rapid consolidation of various risk information by strengthening the emergency reporting system.

For business-related risks, decisions on matters exceeding a certain amount require a resolution by the Board of Directors to ensure proper supervision of the execution of duties by Directors. We also ensure thorough reporting on business execution risks at Management Conference, Project Management Committee, and Risk Management Committee to consolidate risk information and ensure thorough risk management.

In the event of a situation that causes significant damage, we have established and operate response plans to minimize the damage and continuously review our business continuity policies.

Internal audits are conducted based on the "Internal Audit Regulations" resolved by the Board of Directors. The internal audit department verifies the appropriateness and effectiveness of internal control and risk management systems in overall business operations. Important matters identified in the audit results are reported to the Board of Directors and the Audit and Supervisory Board.

### **(4) System Allowing Directors to Efficiently Carry Out Their Duties**

The authority and scope of responsibility for the execution of duties by Directors are appropriately defined by internal regulations such as the "Directors Regulations," "Organizational Management Regulations," and "Division of Duties and Authority Regulations," establishing an appropriate and

efficient decision-making system. We also promote the digitization of various internal procedures to clarify and expedite decision-making.

Important matters related to business execution are pre-discussed at Management Conference to ensure the efficiency of deliberations at the Board of Directors.

The execution of duties based on decisions is carried out by officers appointed by the Board of Directors, promoting agile execution of duties.

The Board of Directors formulates medium-term and annual management plans based on the “Management Plan Management Regulations” resolved by the Board of Directors and regularly verifies the status of duty execution.

#### (5) System to Report Financial Information Appropriately

Regarding financial reporting related to the disclosure of management and financial information, we establish a system to ensure the appropriateness of operations, conduct appropriate accounting processing and timely disclosure, and evaluate the effectiveness of internal controls related to financial reporting in accordance with the “Standards for Evaluation and Auditing of Internal Control over Financial Reporting” based on the Financial Instruments and Exchange Act.

#### (6) System to Ensure Proper Operations within the Corporate Group

Based on the “Directors Regulations,” “Regulations for Ensuring the Soundness of Banks within the Rakuten Group,” and “Subsidiary and Affiliate Management Regulations” resolved by the Board of Directors, the departments responsible for managing group companies and business departments oversee the management and business operations of subsidiaries and affiliates.

Additionally, based on the “Regulations on Transactions with Specific Related Parties” resolved by the Board of Directors, we comply with the arm’s length rule stipulated by the Banking Act to ensure that transactions with group companies do not cause mutual disadvantages.

Furthermore, based on the “Internal Audit Regulations” resolved by the Board of Directors, the internal audit department conducts internal audits of the Company and its subsidiaries, and important matters identified in the audit results are reported to the Board of Directors and the Audit and Supervisory Board.

#### (7) System to Ensure Proper Relationship with Rakuten Group, Inc.

We have entered into a “Basic Management Agreement” with Rakuten Group, Inc., which stipulates that Rakuten Group, Inc. respects the management independence required from the perspective of public interest and the independence required of listed subsidiaries. Rakuten Group, Inc. also respects the establishment of a system in which appropriate checks are made on governance by actively appointing directors from outside the Group and respects the personnel rights of the Company’s employees. The agreement does not stipulate prior approval or prior consultation with Rakuten Group, Inc., and reports are made as necessary and within the scope that does not conflict with laws and regulations.

Management policies based on requests from Rakuten Group, Inc. for group business strategies, mutual personnel matters related to the Rakuten Bank Group and the Rakuten Group, and transactions and actions with Rakuten Group that exceed the authority of the president as stipulated in the division of duties and authority table are pre-consulted with the Special Advisory Committee to ensure that they do not hinder the sound and appropriate operation of the Company’s business and the protection of minority shareholders.

#### (8) Requests from Audit and Supervisory Board Members for Employees’ Assistance and Employees’ Independence from Directors

To assist Audit and Supervisory Board Members in their duties, we have established an Audit and Supervisory Board Secretariat. Employees belonging to the Audit and Supervisory Board Secretariat do not receive instructions from Directors regarding their duties. These employees must follow the instructions of the Audit and Supervisory Board Members. Matters related to the independence of these employees require the consent of the Audit and Supervisory Board.

#### (9) System for Directors and Employees to Report to Audit and Supervisory Board Members

Directors, employees, and equivalent personnel of subsidiaries, including directors and , audit and supervisory board members, report statutory matters to the Audit and Supervisory Board Members and provide necessary reports and information upon request from the Audit and Supervisory Board Members. If significant facts that may cause substantial damage to the Company or the Rakuten Bank Group, fraudulent acts, or serious violations of laws and regulations or the articles of incorporation are

discovered, they must be reported to the Audit and Supervisory Board Members immediately.

Based on the “Compliance Code” resolved by the Board of Directors, those who report are not subject to unfair treatment for making such reports.

#### (10) Other Systems to Ensure Effective Audits by Audit and Supervisory Board Members

To ensure the effectiveness of audit operations, Audit and Supervisory Board Members can request reports from accounting auditors, Directors, the internal audit department, and others as necessary.

Audit and Supervisory Board Members can attend Board of Directors, Management Conference, and other important committees. Directors and employees cooperate with investigations or hearings requested by Audit and Supervisory Board Members and respect the “Audit & Supervisory Board Regulations,” “Audit & Supervisory Board Audit Detailed Rules,” and “Internal Control System Audit Detailed Rules.”

If Audit and Supervisory Board Members request necessary expenses for the execution of their duties, the Company bears those expenses.

### **9. Operational Status of the System to Ensure Appropriate Conduct of Operations**

The following is an outline of the operational status of the Company’s internal control system in the fiscal year under review, based on section 8 above, “System to Ensure Appropriate Conduct of Operations.”

#### (1) System for Ensuring Directors and Employees Comply with Laws, Regulations and the Articles of Incorporation

A compliance program for the fiscal year under review was formulated on April 22, 2024, and the progress of the compliance program was reviewed and reported to the Board of Directors quarterly in July 2024, October 2024, January 2025, and April 2025. Additionally, the Compliance Committee met 13 times during the fiscal year under review to work on compliance initiatives.

A total of 38 internal audits were performed, including one business operation audit, 14 thematic audits, two system audits, 18 internal control system audits, and three on-site vendor audits.

#### (2) System for Managing and Protecting Information Related to the Execution of Duties by Directors

Information is managed and protected in accordance with the “Document Management Regulations” and “Approval Regulations,” and the necessary disclosures are made in accordance with the “Company Information Disclosure Regulations.”

#### (3) System for Risk Management

Various risks are reported at monthly meetings of the Risk Management Committee, which met 18 times during the fiscal year under review. In addition, projects exceeding a certain amount are resolved by the Board of Directors, and business execution risks are reported at Management Conference, Project Management Committee, and the Risk Management Committee in necessary situations.

#### (4) System Allowing Directors to Efficiently Carry Out their Duties

The Board of Directors held 19 meetings during the fiscal year under review.

In addition, the duties, authority, and responsibilities of Directors are defined by internal regulations such as the “Directors Regulations,” “Organizational Management Regulations,” and “Division of Duties and Authority Regulations.” However, to ensure the system that allows Directors to appropriately and efficiently carry out their duties, the “Division of Duties and Authority Regulations” were reviewed three times during the fiscal year under review.

#### (5) System to Report Financial Information Appropriately

In addition to conducting appropriate accounting processing and timely disclosure of financial reporting related to the disclosure of management and financial information, the effectiveness of such reporting was evaluated in accordance with the “Standards for Evaluation and Auditing of Internal Control over Financial Reporting” based on the Financial Instruments and Exchange Act.

#### (6) System to Ensure Proper Operations within the Corporate Group

The management and business operations of subsidiaries and affiliates are overseen based on the “Directors Regulations,” “Regulations for Ensuring the Soundness of Banks within the Rakuten Group,” and “Subsidiary and Affiliate Management Regulations.” Four directors and one audit and supervisory board member have been dispatched from the Company to the subsidiary Rakuten Trust Co., Ltd.

In addition, the internal audit department receives reports from the internal audit divisions of Rakuten Trust Co., Ltd. and Rakuten International Commercial Bank Co., Ltd., and if necessary, conducts internal audits of the Company's subsidiaries.

(7) System to Ensure Proper Relationship with Rakuten Group, Inc.

The Special Advisory Committee met 12 times during the fiscal year under review.

(8) Requests from Audit and Supervisory Board Members for Employees' Assistance and Employees' Independence from Directors

To assist Audit and Supervisory Board Members in their duties, an Audit and Supervisory Board Secretariat consisting of three employees has been established under the Audit and Supervisory Board as of March 31, 2025. These employees do not receive instructions from Directors, and matters relating to the independence of these employees require the consent of the Audit and Supervisory Board.

(9) System for Directors and Employees to Report to Audit and Supervisory Board Members

Audit and Supervisory Board Members receive the necessary reports and are provided with information as required.

(10) Other Systems to Ensure Effective Audits by Audit and Supervisory Board Members

Audit and Supervisory Board Members attended Board of Directors, Management Conference, Compliance Committee, Risk Management Committee, Project Management Committee, Investment Business Committee, and other meetings. Additionally, the Company bears the necessary expenses for the execution of duties by Audit and Supervisory Board Members.

## **10. Specified Wholly Owned Subsidiaries**

Not applicable.

## **11. Transactions with Parent Company and Other Entities**

As stated in item (7) of section 8 above, “System to Ensure Appropriate Conduct of Operations,” Rakuten Bank has established a Special Advisory Committee composed of independent officers (meaning Outside Directors and Outside Audit and Supervisory Board Members who are unlikely to have conflicts of interest with general shareholders). This committee verifies the necessity of transactions and appropriateness of transaction conditions, such as the arm’s length rule and conflict-of-interest transactions, from the perspective of ensuring sound and proper banking operations and protecting minority shareholders when deciding on management policies based on requests from Rakuten Group, Inc. relating to group business strategies, personnel matters related to the Rakuten Bank Group and Rakuten Group, and executing transactions and other acts with Rakuten Group, such as the conclusion of a Basic Management Agreement and a non-exclusive brand license agreement. Rakuten Bank is obligated to either consult with the committee in advance or report to it after the fact. The “Special Advisory Committee Regulations” stipulate that proposals receiving opposition from any of the Special Advisory Committee members must be resolved by the Board of Directors, even if they are matters for which decision-making authority is lower than the Board of Directors.

Additionally, periodic reporting items, such as monthly, quarterly, and semi-annual reporting items, are stipulated in the attachment to the Special Advisory Committee Regulations. These includes the “balance report on transactions with Rakuten Group,” “Rakuten Card Super Trust performance report,” “list of transactions with Rakuten Group (specified affiliate transactions),” “list of related party transactions,” “status of seconded employees,” “verification of the appropriateness of Group core asset usage fees under the Group core Asset usage agreement with Rakuten Group, Inc. and brand license fees under the non-exclusive brand license agreement with Rakuten Group, Inc.,” “verification of the appropriateness of expenses relating to the Group comprehensive agreement with Rakuten Group, Inc.,” and “status of attendance at Rakuten Group-sponsored meetings by full-time Directors.” We have thus established a framework for verifying the appropriateness of transactions with Rakuten Group from the perspective of the arm’s length rule and conflict-of-interest transactions. The “Balance Report on Transactions with Rakuten Group” is also reported to the Board of Directors. There have been no cases of doubt raised by the Board of Directors or the Special Advisory Committee regarding the appropriateness of transactions with Rakuten Group during the fiscal year under review.

## **12. Accounting Advisors**

Not applicable.

## **13. Other**

Policy on exercise of authority when the Articles of Incorporation provide that the Board of Directors shall determine the dividends of surplus (Companies Act, Article 459, Paragraph 1)

As a listed company, the Company considers stable dividends to shareholders important.

At the same time, as we are still in our growth phase, we also believe that maximizing our corporate value by prioritizing sufficient internal reserves, expanding our businesses, and accelerating profit growth may result in more appropriate shareholder returns. We will seek to achieve an optimal balance between these two aspects to enhance shareholder returns.

Pursuant to the provisions of Article 459 of the Companies Act, our Articles of Incorporation provide that dividends of surplus may be declared by a resolution of our Board of Directors. Under our Articles of Incorporation, the record dates for annual and interim dividends are March 31 and September 30, respectively, and for other dividends, we may set a record date. However, our Articles of Incorporation do not set forth a specific policy in terms of the frequency of dividends.

We have not distributed dividends for the fiscal year under review.

Our payments of dividends as a distribution of surplus are restricted under Article 18 of the Banking Act. Notwithstanding the provisions of Paragraph 4 of Article 445 of the Companies Act (Amounts of Stated Capital and Amounts of Reserves), if we pay dividends of surplus, we must record an amount equivalent to one fifth of the amount of the deduction from surplus as a result of the payment of such dividends as capital reserves or retained earnings reserves.

## Consolidated Balance Sheet

(As of March 31, 2025)

(Millions of Yen)

Items	Amounts	Items	Amounts
(Assets)		(Liabilities)	
Cash and due from banks	4,241,858	Deposits	11,451,517
Call loans	5,837	Negotiable certificates of deposit	15,838
Cash collateral provided for securities borrowed	516,866	Call money	19,459
Monetary claims bought	2,919,421	Cash collateral received for securities lent	8,726
Securities	1,791,408	Borrowed money	2,749,800
Loans and bills discounted	5,044,131	Foreign exchanges	10,637
Foreign exchanges	8,377	Other liabilities	155,489
Other assets	158,614	Provision for bonuses	688
Tangible fixed assets	4,619	Provision for bonuses for directors (and other officers)	6
Buildings, net	631	Retirement benefit liability	1,566
Other tangible fixed assets	3,988	Provision for reimbursement of deposits	15
Intangible fixed assets	30,582	Acceptances and guarantees	15,776
Software	16,842		
Software in progress	13,739	Total liabilities	14,429,522
Other intangible fixed assets	0	(Net assets)	
Deferred tax assets	17,359	Share capital	32,616
Customers' liabilities for acceptances and guarantees	15,776	Capital surplus	10,543
Allowance for loan losses	(6,214)	Retained earnings	271,931
		Treasury shares	(0)
		Total shareholders' equity	315,090
		Valuation difference on available-for-sale securities	(18,088)
		Deferred gains or losses on hedges	277
		Foreign currency translation adjustment	4,546
		Remeasurements of defined benefit plans	10
		Total accumulated other comprehensive income	(13,253)
		Share acquisition rights	409
		Non-controlling interests	16,870
		Total net assets	319,117
Total assets	14,748,639	Total liabilities and net assets	14,748,639

## Consolidated Statement of Income

From April 1, 2024 to March 31, 2025

(Millions of Yen)

Items	Amounts	
Ordinary income		184,534
Interest income	128,184	
Interest on loans and discounts	67,145	
Interest and dividends on securities	16,306	
Interest on call loans	78	
Interest income on cash collateral provided for securities borrowed	544	
Interest on deposits with banks	10,692	
Other interest income	33,416	
Fees and commissions	46,345	
Other operating income	7,505	
Other ordinary income	837	
Recoveries of written off receivables	10	
Other	827	
Trust fees	1,660	
Ordinary expenses		113,009
Interest expenses	27,129	
Interest on deposits	16,012	
Interest on negotiable certificates of deposit	222	
Interest on call money	242	
Interest expenses on cash collateral received for securities lent	135	
Interest on borrowings and rediscounts	156	
Other interest expenses	10,359	
Fees and commissions payments	33,853	
Other operating expenses	0	
General and administrative expenses	46,349	
Other ordinary expenses	5,677	
Provision of allowance for loan losses	3,184	
Other	2,492	
Ordinary profit		71,524
Extraordinary losses		1
Loss on disposal of non-current assets	1	
Profit before income taxes		71,523
Income taxes - current	24,595	
Income taxes - deferred	(2,569)	
Total income taxes		22,025
Profit		49,497
Loss attributable to non-controlling interests		1,282
Profit attributable to owners of parent		50,779

## Non-consolidated Balance Sheet

(As of March 31, 2025)

(Millions of Yen)

Items	Amounts	Items	Amounts
<b>(Assets)</b>		<b>(Liabilities)</b>	
Cash and due from banks	4,231,890	Deposits	11,476,322
Due from banks	4,231,890	Ordinary deposits	10,310,507
Cash collateral provided for securities borrowed	488,725	Time deposits	1,072,777
Monetary claims bought	2,828,609	Other deposits	93,037
Securities	1,981,678	Borrowed money	2,749,800
Government bonds	732,317	Borrowings from other banks	2,749,800
Short-term corporate bonds	259,196	Foreign exchanges	10,637
Corporate bonds	687,256	Foreign bills payable	10,637
Stocks	2,291	Other liabilities	153,311
Other securities	300,616	Domestic exchange settlement account, credit	29,091
Loans and bills discounted	4,954,630	Income taxes payable	17,165
Loans on deeds	4,618,238	Accrued expenses	9,864
Overdrafts	336,392	Unearned revenue	2,950
Foreign exchanges	8,377	Margin deposits received for futures transactions	14,430
Due from foreign banks (our accounts)	8,377	Financial derivatives	33,721
Other assets	156,534	Cash collateral received for financial instruments	2,560
Domestic exchange settlement account, debit	37,876	Asset retirement obligations	362
Prepaid expenses	2,649	Other	43,164
Accrued revenue	19,060	Provision for bonuses	598
Margin deposits for futures transactions	2,063	Provision for retirement benefits	1,577
Financial derivatives	30,119	Provision for reimbursement of deposits	15
Cash collateral paid for financial instruments	46,182	Acceptances and guarantees	15,776
Other	18,582	<b>Total liabilities</b>	<b>14,408,040</b>
Tangible fixed assets	2,929	<b>(Net assets)</b>	
Buildings, net	620	Share capital	32,616
Other tangible fixed assets	2,308	Capital surplus	10,543
Intangible fixed assets	27,410	Legal capital surplus	9,130
Software	13,670	Other capital surplus	1,412
Software in progress	13,739	Retained earnings	271,755
Other intangible fixed assets	0	Other retained earnings	271,755
Deferred tax assets	14,510	Retained earnings brought forward	271,755
Customers' liabilities for acceptances and guarantees	15,776	Treasury shares	(0)
Allowance for loan losses	(5,241)	Total shareholders' equity	314,914
		Valuation difference on available-for-sale securities	(17,809)
		Deferred gains or losses on hedges	277
		Total valuation and translation adjustments	(17,531)
		Share acquisition rights	409
		<b>Total net assets</b>	<b>297,791</b>
<b>Total assets</b>	<b>14,705,832</b>	<b>Total liabilities and net assets</b>	<b>14,705,832</b>



## Non-consolidated Statement of Income

From April 1, 2024 to March 31, 2025

(Millions of Yen)

Items	Amounts	
Ordinary income		178,138
Interest income	123,716	
Interest on loans and discounts	65,305	
Interest and dividends on securities	16,026	
Interest income on cash collateral provided for securities borrowed	51	
Interest on deposits with banks	10,586	
Other interest income	31,746	
Fees and commissions	46,086	
Fees and commissions on domestic and foreign exchanges	10,441	
Other fees and commissions	35,644	
Other operating income	7,500	
Gain on foreign exchange transactions	5,827	
Gain on financial derivatives	1,673	
Other ordinary income	834	
Recoveries of written off receivables	10	
Other	824	
Ordinary expenses		105,623
Interest expenses	24,355	
Interest on deposits	13,837	
Interest on call money	2	
Interest expenses on cash collateral received for securities lent	0	
Interest on borrowings and rediscounts	156	
Interest expenses on interest rate swaps	10,028	
Other interest expenses	330	
Fees and commissions payments	33,707	
Fees and commissions on domestic and foreign exchanges	4,467	
Other fees and commissions	29,240	
General and administrative expenses	42,527	
Other ordinary expenses	5,033	
Provision of allowance for loan losses	2,541	
Write-off of loans	815	
Other	1,676	
Ordinary profit		72,514
Extraordinary losses		1
Loss on disposal of non-current assets	1	
Income before income taxes		72,512
Income taxes - current	23,869	
Income taxes - deferred	(1,905)	
Total income taxes		21,964
Net income		50,548