

May 22, 2019

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

Company name Gurunavi, Inc.  
Representative Seiichiro Kubo  
President  
(Stock Code: 2440  
Tokyo Stock Exchange First Section)

## **Notice Regarding Strengthening Capital and Business Alliance**

Rakuten, Inc. (Head office: Setagaya-ku, Tokyo; Representative Director, Chairman, President and CEO: Hiroshi Mikitani, hereafter referred to as "Rakuten") and Gurunavi, Inc. (Head office: Chiyoda-ku, Tokyo; Representative director: Seiichiro Kubo, hereafter referred to as "Gurunavi") announces that Rakuten and Gurunavi entered into an agreement on strengthening capital and business alliance between the two companies which has been progressing since July 2018, as announced on May 13, 2019.

### **1. Purpose and Reasons for Strengthening the Capital and Business Alliance**

\*Same as "Notice Regarding Commencement of Talks for Strengthening Capital and Business Alliance" announced on May 13, 2019.

Rakuten and Gurunavi signed a capital and business alliance agreement in July 2018, whereby Rakuten acquired 4,677,600 shares (9.60% of the total number of issued shares) of Gurunavi in August. Also, collaboration between Rakuten Member IDs and Gurunavi Member IDs started from October 2018, and we have promoted our business alliance mainly in the field of online reservations, making it possible to earn Rakuten Super Points for Gurunavi's online reservations, etc. In addition, we have been promoting various collaborations in fields other than online reservations. As a result of these efforts, for Rakuten, the Rakuten ecosystem has begun to expand in the restaurant area. In addition, for Gurunavi, there has been an acceleration in the pace of expansion of the number of Gurunavi members and online reservations, leading to the improvement of the customer referral capability to member restaurants.

Consumer needs for online reservations and points in the food service market are increasing, and the methods of information search have diversified. Rakuten has seen further expansion of the Rakuten ecosystem in the eating out area, and Gurunavi is seeing comprehensive support that goes beyond the promotion of sales to restaurants, as well as improving the customer referral capability to member restaurants for the convenience of consumers. In order to accelerate the strengthening and expansion of the two companies' businesses, and in order to strengthen the business alliance as described below, we wish to further develop collaboration between the two companies, and to strongly promote the capital and business alliance, by the dispatch of Rakuten executives to Gurunavi, and to change Gurunavi's management system.

## 2. Details of Strengthening the Capital and Business Alliance

### (1) Strengthening the business alliance

\*Same as “Notice Regarding Commencement of Talks for Strengthening Capital and Business Alliance” announced on May 13, 2019.

1. Strengthening collaboration to expand online reservations
2. Collaboration aimed at improving the value of the Gurunavi brand (such as improving the convenience of "Gurunavi" sites by utilizing Rakuten and Gurunavi knowledge)
3. Mutual use of data collected and accumulated by both companies
4. Enhance sales and referrals to Rakuten and Gurunavi's services to each customer and member restaurants.

### (2) Strengthening the capital alliance

On May 22, 2019, Rakuten entered into an agreement to acquire 2,339,700 shares in Gurunavi (hereinafter “Share Transfer”) currently under the ownership of Hisao Taki, Chairman and Representative Director of Gurunavi, through a secondary offering of shares. The shares will be transferred on May 31, 2019. For further details of the Share Transfer, please refer to the announcement “Notice Regarding Secondary Offering of Shares and Change in Largest Major Shareholder” announced by Gurunavi today.

### (3) Dispatch of executives and change of management system

Gurunavi will submit a proposal at Gurunavi’s 30<sup>th</sup> Annual General Meeting of Shareholders scheduled for June 19, 2019 for electing directors including candidates appointed by Rakuten namely Mr. Akio Sugihara (Group Managing Executive Officer of Rakuten), Mr. Kazunori Takeda (Group Executive Vice President of Rakuten) and Ms. Naho Kono (Group Managing Executive Officer of Rakuten), and will change its management system and strengthen the executive officer system, by abolishing the executive director system and significantly delegating authority to executive officers.

In addition, Mr. Sugihara is a candidate for representative director and Mr. Takeda and Ms. Kono are candidates for outside directors. For further details of these matters, please refer to the announcement “Notice of Change in Representative Directors” announced by Gurunavi today.

## 3. Overview of the Parties Involved in Strengthening the Capital and Business Alliance

### ① Rakuten (As of December 31, 2018)

(1)	Company Name	Rakuten, Inc.
(2)	Head Office	1-14-1 Tamagawa, Setagaya-ku, Tokyo
(3)	Representative	Hiroshi Mikitani, Chairman, President and CEO
(4)	Description of Business	Internet Services, FinTech etc.
(5)	Capital	205,924 million yen
(6)	Founded	February 7, 1997
(7)	Major Shareholders and Shareholding Ratio (Percentage of owned shares in the total number of issued shares excluding treasury shares)	Crimson Group, LLC 16.75%
		Hiroshi Mikitani 13.04%
		Haruko Mikitani 9.81%
		The Master Trust Bank of Japan, Ltd. (Trust Account) 4.63%
		Japan Trustee Services Bank, Ltd. (Trust Account) 3.88%
		Culture Convenience Club Co., Ltd. 1.31%

	Japan Trustee Services Bank, Ltd. (Trust Account #5) GIC PRIVATE LIMITED – C (Standing proxy: Settlement Division, Mitsubishi UFG Bank) STATE STREET BANK WEST CLIENT -TREATY 505234 (Standing proxy: Settlement Sales Division, Mizuho Bank, Ltd) THE BANK OF NEW YORK MELLON 140051 (Standing proxy: Settlement Sales Division, Mizuho Bank, Ltd.)	1.29%	1.12%	1.10%	1.08%
(8)	Relationship with Gurunavi				
	Capital relationship	Rakuten holds 4,677,600 shares of Gurunavi (9.60% of the total number of issued shares).			
	Personal relationship	None			
	Trade relationship	Coordination of member IDs and point services, and sales of products and services of both companies, to collaborate and promote usage of services.			
	Related party status	None			
(9)	Financial Position and Performance in the Past 3 Fiscal Years				
	Consolidated fiscal year ended	December 31, 2016	December 31, 2017	December 31, 2018	
	Total equity attributable to owners of the parent company	682,490	683,408	776,207	
	Total assets	4,604,672	6,184,299	7,345,002	
	Total equity attributable to owners of the parent company per share (yen)	478.40	507.32	572.83	
	Revenue	781,916	944,474	1,101,480	
	Operating Income	78,512	149,344	170,425	
	Net income	38,435	110,488	141,889	
	Net income attributable to owners of the company	38,429	110,585	142,282	
	Basic earnings per share attributable to owners of the parent company (yen)	26.96	80.03	105.43	
	Dividend per share (yen)	4.50	4.50	4.50	

(Note) In millions of yen unless specified otherwise

② Gurunavi (As of March 31, 2019)

(1)	Company Name	Gurunavi, Inc.
(2)	Head Office	1-2-2 Yurakucho, Chiyoda-ku, Tokyo
(3)	Representative	Seiichiro Kubo, President and Representative Director

(4)	Description of Business	Web-based information provision relating to restaurants etc. using the platform of PC and smartphones etc. Provision of support service associated with the management of restaurants etc. and other related business		
(5)	Capital	2,334 million yen		
(6)	Founded	October 2, 1989		
(7)	Major Shareholders and Shareholding Ratio (Percentage of owned shares in the total number of issued shares excluding treasury shares)	Hisao Taki	17.74%	
		Rakuten, Inc.	9.99%	
		Japan Traffic Culture Association	3.98%	
		The Master Trust Bank of Japan, Ltd. (Trust Account)	3.55%	
		Odakyu Electric Railway Co., Ltd.	2.41%	
		Tokyo Metro Co., Ltd.	2.08%	
		Mizuho Trust & Banking Co., Ltd. retirement benefit trust (Keikyu Corporation account) re-trust trustees, Trust & Custody Services Bank, Ltd.	1.93%	
		Japan Trusty Services Bank, Ltd. (Trust Account #9)	1.87%	
		BARCLAYS BANK PLC A/C CLIENT SEGREGATED A/C PB CAYMAN CLIENTS	1.84%	
		Hiroko Taki	1.81%	
(8)	Relationship with Rakuten			
	Capital Relationship	Rakuten holds 4,677,600 shares of Gurunavi (9.60% of the total number of issued shares).		
	Personal Relationship	None		
	Trade Relationship	Coordination of member IDs and point services, and sales of products and services of both companies, to collaborate and promote usage of services.		
	Related Party Status	None		
(9)	Financial Position and Performance in the Past 3 Fiscal Years			
	Consolidated fiscal year ended	March 31, 2017	March 31, 2018	March 31, 2019
	Consolidated net assets	18,038	19,186	18,704
	Consolidated total assets	23,917	25,457	23,797
	Consolidated net assets per Share (yen)	385.31	409.70	398.48
	Consolidated net sales	36,979	36,226	32,728
	Consolidated operating income	6,740	4,742	1,216
	Consolidated ordinary income	6,813	4,809	1,289
	Net income attributable to owners of parent	4,799	3,192	581
	Consolidated basic earnings per Share (yen)	102.25	68.27	12.42
	Annual dividends (yen)	42	44	8

(Note) In millions of yen unless specified otherwise

#### **4. Schedule**

(1)	Conclusion date of Capital and Business Alliance agreement	May 22, 2019
(2)	Conclusion date of share purchase agreement	May 22, 2019
(3)	Date of Share Transfer	May 31, 2019 (planned)

#### **5. Outlook**

At present, it remains to be seen whether there may be any specific impact on the consolidated results. We will promptly announce any matters that require disclosure in the future.