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Corporate Governance Report
CORPORATE GOVERNANCE Rakuten Bank, Ltd.

Last Update: November 14, 2024

Rakuten Bank, Ltd.

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https://www.rakuten-bank.co.jp/corp/english/

The corporate governance of Rakuten Bank, Ltd. (the "Company") is described below.

I. Basic Views on Corporate Governance, Capital Structure, Corporate Attributes, and Other Key Information

1. Basic Views

At the Company, 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.

Reasons for Non-compliance with the Principles of the Corporate Governance Code

The Company adopts and implements every principle defined under the Corporate Governance Code.

Disclosure Based on each Principle of the Corporate Governance Code Updated

<Principle 1.4 Cross-Shareholdings>
The Company currently does not hold any listed shares as cross-shareholdings.

<Principle 1.7 Related Party Transactions>
The Board of Directors appropriately handles conflict-of-interest transactions with directors in accordance with the Companies Act. For related party transactions, except for those that are clearly in the interest of general shareholders, the Company verifies the business necessity and fairness of transaction terms and follows procedures based on internal regulations to ensure the soundness and appropriateness of transactions. These transactions are reported to the Special Advisory Committee, which consists of independent officers (Outside Directors and Outside Audit and Supervisory Board Members who do not have conflicts of interest with general shareholders). Additionally, decisions on management policies based on strategic requests from Rakuten Group, Inc., personnel matters related to both the Company and Rakuten Group, and transactions and actions requiring approval by the President or higher are pre-consulted with the Special Advisory Committee to ensure the sound and appropriate operation of the Company and the protection of minority shareholders.

<Supplementary Principle 2.4.1 Ensuring Diversity in the Appointment of Core Human Resources>
The Company, as part of the Rakuten Group, recruits personnel based on their abilities and follows a non-discriminatory policy. The Company employs individuals of diverse ages and backgrounds. The Company has a policy of promoting employees to managerial positions based on their abilities and aptitudes, regardless of gender, nationality, or whether they were hired as new graduates or mid-career. While the Company does not set quantitative targets for promoting foreigners or mid-career hires to managerial positions, it believes that appointing suitable candidates based on the required experience, skills, and attributes for each position is more reasonable than setting uniform targets. The Company, being relatively new, has a majority of its managerial positions filled by mid-career hires, resulting in a diverse background compared to traditional financial institutions. The Company has set and achieved targets to have women occupy at least 33% of managerial positions and to have a gender difference in average tenure (female average tenure/male average tenure) of at least 72% by March 31, 2024. New targets have been set to have women occupy at least 35% of managerial positions and to have a gender difference in average tenure of at least 75% by March 31, 2026. The Company will continue to improve the working environment for all employees, regardless of gender, nationality, or hiring status.

<Principle 2.6 Roles of Corporate Pension Funds as Asset Owners>
The Company has not introduced defined benefit pension plans or welfare pension funds as stipulated by the Code. However, to support stable asset formation for employees, the Company has introduced a corporate defined contribution pension plan (Life Plan System).

<Principle 3.1: Full Disclosure>
(i) The Company discloses its management philosophy, management policies, and medium- to long-term vision on its website.
(ii) For the basic policy on corporate governance, please refer to I.1 “Basic Views” in this report.
(iii) Policies and procedures for determining remuneration for senior management and directors are as follows: The President determines the remuneration of executive officers based on job content, personal evaluation, and business performance. Policies and procedures for determining remuneration for senior management and directors are disclosed in II.1 (Director Remuneration) “Disclosure of Policy on Determining Remuneration Amounts and Calculation Methods” in this report.
(iv) Policies and procedures for appointing and dismissing senior management and nominating Director and Audit and Supervisory Board Member candidates are as follows: When appointing executive officers, the Board of Directors selects individuals who are well-versed in the Company's operations, possess excellent character, insight, and execution ability, and are capable of fulfilling their duties. Additionally, the Board of Directors may request the resignation or dismiss an executive officer if they are found to be unsuitable according to internal regulations.
In recommending director candidates, the Board of Directors, in accordance with the intent of the Banking Act, selects individuals who are highly insightful and socially credible. It is the Board's policy to nominate a majority of its members as Outside Directors.
In selecting candidates for Audit and Supervisory Board Members, the Audit and Supervisory Board carefully considers candidate qualifications as Audit and Supervisory Board Members, taking into consideration factors including the candidate’s ability to serve out their full term of office, ensure independence from business executors, and maintain a fair and unbiased perspective.
Further, when nominating a candidate from the Rakuten Group, the Special Advisory Committee is consulted in advance to determine whether there are any obstacles to the sound and appropriate management of the Company’s business, as well as to protect minority shareholders, as interrelated personnel matters between the Company group and the Rakuten Group.
(v) The reasons for nominating individual Director and Audit and Supervisory Board Member candidates are disclosed in the Notice of General Shareholders’ Meeting. Reasons for appointing or dismissing senior management are disclosed on the Company’s website as necessary.

<Supplemental Principle 3.1.3 Initiatives for Sustainability>
The Company’s initiatives on sustainability are disclosed on its website.
https://www.rakuten-bank.co.jp/corp/english/sustainability/
As an investment in human capital, the Company provides management training, annual training, and support for obtaining various qualifications and learning English. As an investment in intellectual property, the Company enhances various security services to ensure safe and secure use of its financial services. The Company is an official supporter of the Task Force on Climate-related Financial Disclosures (TCFD),” an international initiative, and will enhance information disclosure on climate change to meet stakeholder expectations.

<Supplementary Principle 4.1.1 Roles and Responsibilities of the Board>
The Board of Directors monitors the Company’s management, resolves statutory matters, determines basic policies, exchanges opinions from broad perspectives, and establishes a management control framework in an effort to enhance the fairness and transparency of business execution. The Company has established a Management Committee separate from the Board of Directors. The Management Committee serves as a deliberative body for matters to be resolved by the Board of Directors, a business execution body based on business operation policies decided by the Board of Directors, and a prior consultation body for matters authorized by the President under the authority of the Board of Directors to facilitate decision-making and provide information necessary for management monitoring with regard to proposals submitted to the Board of Directors.

<Principle 4.9 Independence Criteria and Qualifications for Outside Directors>
The Company considers directors to have sufficient independence if they do not fall under any of the following criteria and appoints all independent officers accordingly.
A. A person for whom the Company is a major trading partner, an executive[*1] of a company for which the Company is a major trading partner, or a major trading partner of the Company or an executive[*1] 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[*2] 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 and 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

<Supplementary Principle 4.10.1 Use of Optional Approach>
The Company has selected three outside directors out of the five directors, with outside directors constituting the majority of the Board of Directors. The Company receives appropriate involvement and advice from outside directors in the deliberation of important matters.

<Supplementary Principle 4.11.1 Composition of the Board of Directors>
The Company's Board of Directors consists of directors with diverse backgrounds in terms of expertise and experience, and the number of directors is set to ensure the most effective and efficient functioning of the Board. Currently, the Board consists of five directors, which is considered an appropriate size for effective decision-making and supervision, with a balanced mix of knowledge, experience, and skills. The Company discloses the positions, career summaries, and reasons for selection of each director in the Notice of General Shareholders' Meeting, indicating the roles, expertise, and experience expected of each director. The selection of director candidates is based on the skills possessed by each director, with candidates decided by the Board of Directors, which has a majority of outside directors. The combination of skills and other attributes of the directors is disclosed on the Company's website.
https://www.rakuten-bank.co.jp/corp/english/about/governance/corporate/

<Supplementary Principle 4.11.2 Concurrent Posts Held by Directors>
Directors and Audit and Supervisory Board Member, including Outside Directors and Outside Audit and Supervisory Board Member, devote the necessary time and effort to their duties and limit concurrent positions to a reasonable extent. The status of concurrent positions of Directors and Audit and Supervisory Board Member is disclosed on the Company's website.
https://www.rakuten-bank.co.jp/corp/english/about/management.html

<Supplementary Principle 4.11.3 Effectiveness Evaluation of the Board of Directors>
To further improve the Board of Directors' efficacy with the aim of ascertaining matters that require consideration going forward, the Company conducted a survey on the Board of Directors' operation targeting all directors and Audit and Supervisory Board Members in April 2024 to assess the overall efficacy of the Board of Directors. The results of this survey were reported to the Board of Directors in May 2024, which confirmed that the Company's Board of Directors is generally effective. We will make additional improvements to further enhance the efficacy of the Board of Directors.

<Supplementary Principle 4.14.2 Training Policy for Directors and Audit and Supervisory Board Members>
The Company provides opportunities for directors and Audit and Supervisory Board Members to acquire knowledge and information necessary for executing their duties, enabling them to properly fulfill their roles. Specifically, newly appointed executives have always received operational explanations from divisional general managers pertaining to the division under their jurisdiction, while the President & CEO, Outside Directors, and Outside Audit and Supervisory Board Members are, in principle, provided with opportunities to Audit and Supervisory Board Members exchange opinions individually after regular Board of Directors meetings to continuously support the acquisition of information and knowledge necessary to fulfill executive roles upon appointment. The Company also bears the cost of outside seminars and other self-study required to fulfill expected roles.

<Principle 5.1 Dialogue with Shareholders>
Our basic policy is to strive to enhance corporate value through timely and appropriate disclosure to shareholders and investors, as well as fair and equitable disclosure to all stakeholders, including customers, business partners, and employees, in accordance with the Banking Act, the Financial Instruments and Exchange Act, other relevant laws and regulations, and the rules on timely disclosure established by the Tokyo Stock Exchange (TSE). The following measures are implemented to achieve this:

1. The Executive Manager in charge of the Planning Division oversees general dialogue with shareholders, supported by the IR team and other departments such as planning, finance, legal, general affairs, and human resources, ensuring close coordination and information sharing.
2. In addition to individual meetings with shareholders, the Company provides opportunities to explain business performance and strategies through the General Shareholders' Meeting, financial results briefings, small meetings for analysts, and individual meetings with institutional investors. The Company also strives to provide fair and prompt information through live and on-demand streaming of financial results briefings. Furthermore, the Company enhances information provision by disclosing financial results summaries, financial results reference materials, timely disclosure materials, and press releases on its website, as well as IR-related materials such as the Notice of General Shareholders' Meeting.

3. Opinions and feedback from shareholders obtained through dialogue are shared with the President, relevant directors, departments, and the Board of Directors as necessary to ensure information sharing and utilization.
4. The Rakuten Group Code of Ethics stipulates the proper use and management of information related to the Group, including the Company, and its customers. The Company strictly manages material facts and related parties to prevent insider trading and conducts awareness-building activities for employees. To ensure fairness and prevent leaks of financial information, we and our parent company have established a "quiet period" during the four weeks immediately preceding the release of quarterly results for us and our parent company. During this period, our internal rules stipulate that it will not make any external comments or respond to inquiries regarding information related to financial results. This stipulation does not apply to inquiries concerning facts that have already been publicly disclosed, or in the event that a fact arises during this period that should be legally disclosed or disclosed in a timely manner.

(Actions taken to conduct management conscious of cost of capital and stock price) 【Update Date：2024/11/11】
Disclosed in the financial results reference materials. For details, please refer to the Company's website.
https://www.rakuten-bank.co.jp/corp/english/investors/documents/

(Status of dialogue with shareholders)
Disclosed on the Company's website. Please refer to the Company's website.
https://www.rakuten-bank.co.jp/corp/english/about/governance/corporate/engagements.html

2. Capital Structure

Foreign Shareholding Ratio	30% or more

Status of Major Shareholders

Name or Company Name	Number of Shares Owned	Percentage (%)
Rakuten Group, Inc.	85,962,580	49.26
The Master Trust Bank of Japan, Ltd. (Trust Account)	11,424,700	6.54
Custody Bank of Japan, Ltd. (Trust Account)	9,225,000	5.28
MSIP CLIENT SECURITIES	8,827,600	5.05
J.P. MORGAN BANK LUXEMBOURG S.A. 384513	3,918,000	2.24
GOVERNMENT OF NORWAY	3,638,100	2.08
JP JPMSE LUX RE CITIGROUP GLOBAL MARKETS L EQ CO	3,054,044	1.75
THE CHASE MANHATTAN BANK, N.A. LONDON SPECIAL ACCOUNT NO.1	2,413,000	1.38
GOLDMAN SACHS INTERNATIONAL	2,222,387	1.27
KIA FUND 147-TOKIO MARINE	1,421,600	0.81

Name of Controlling Shareholder, if applicable (excluding Parent Companies)	—
Name of Parent Company, if applicable	Rakuten Group, Inc. (Listed Stock Exchange: Tokyo) (Code) 4755

Supplementary Explanation

1. The above capital structure reflects the status as of March 31, 2024.
2. The large shareholding reports (including amendment reports) submitted between the new listing date of April 21, 2023, and March 31, 2024, are as follows, excluding those submitted by our parent company, Rakuten Group, Inc. However, as of March 31, 2024, we have not been able to confirm the actual ownership status, so the above major shareholders' status does not include these. Additionally, the reports by each large shareholder include the holdings of joint holders.
   Name / Reporting Obligation Date / Number of Shares Held / Shareholding Ratio
   Rheos Capital Works Inc. / November 15, 2023 / 5,448,900 / 3.12%
   J.P. Morgan Asset Management (Japan) Limited. / March 15, 2024 / 11,957,657 / 6.85%

3. Corporate Attributes

Listed Stock Exchange and Market Segment	Tokyo Stock Exchange Prime Market
Fiscal Year-End	March
Business Sector	Banks
Number of Employees (Consolidated) as of the End of the Previous Fiscal Year	1,000 or more
Net Sales (Consolidated) for the Previous Fiscal Year	¥100 billion or more but less than ¥1 trillion
Number of Consolidated Subsidiaries as of the End of the Previous Fiscal Year	10 or more but fewer than 50

4. Policy on Measures to Protect Minority Shareholders in Conducting Transactions with Controlling Shareholder

As is stated in <Principle 1.7 Related Party Transactions>, a Special Advisory Committee, which consists of independent officers (Outside Directors and Outside Audit and Supervisory Board Members having no conflicts of interest with general shareholders), determines management policies based on requests from the Rakuten Group pertaining to Group business strategy, and in the event of interrelated personnel matters between the Company group and Rakuten Group, or any transactions with the Rakuten Group, examines the appropriateness of the arm's length rule, conflict-of-interest and other transactions from the perspective of ensuring sound and appropriate management of bank business, as well as the necessity and appropriateness of such rules from the perspective of protecting minority shareholders.

5. Other Special Circumstances which May have a Material Impact on Corporate Governance

<Parent Company's Views on Group Management>
Rakuten Group, Inc., the parent company of the Company, believes that in order for the Rakuten Group to continue its sustainable growth in the rapidly changing internet industry, it is important to improve the Group's competitiveness and agility by establishing a structure that enables prompt decision-making in each business while further increasing the capital efficiency of each business, taking into account the changes in the environment surrounding each business. Additionally, Rakuten Group, Inc. believes that the further enhancement of services based on the high level of expertise of each business through advanced technology and the expansion and autonomous acceleration of the Rakuten Ecosystem through increased value of each business will contribute to maximizing the Group's corporate value. Rakuten Group, Inc. has a policy of establishing and operating systems at its listed subsidiaries that are independent from the Company and giving due consideration to the protection of minority shareholders to maintain their independence.

<Parent Company's Views on the Significance of Having Listed Subsidiaries>
Rakuten Group, Inc., the parent company of the Company, believes that expanding the Rakuten Ecosystem and improving the Group's competitiveness and agility are important for the further sustainable growth of the Rakuten Group. Therefore, Rakuten Group, Inc. continuously considers all possibilities to maximize the growth and corporate value of the Group, taking into account the Group's creditworthiness and financial soundness, as well as the Group's organizational and capital structures. Listing a subsidiary is one of the options, and if the listing is expected to increase corporate value and this outweighs the disadvantages of profit outflow, it is one factor to consider listing a subsidiary.

Additionally, Rakuten Group, Inc. currently intends to maintain the Company as a consolidated subsidiary. The Company believes that by executing its growth strategy from a more autonomous management perspective as a listed company and implementing various growth and financial strategies, including independent fundraising, the Company will realize the expansion of its business and the enhancement of its corporate value, thereby increasing the corporate value of the Rakuten Group as well. Furthermore, the Company provides customers with convenience and price competitiveness that differ from other internet banks by utilizing the Rakuten Ecosystem through Rakuten points, brand and name recognition, and reciprocal customer referrals with other Group companies. Given that these synergies with the Rakuten Ecosystem contribute to efficient acquisition of new customers and customer retention, the Company believes that continuing to strengthen synergies with the Rakuten Ecosystem with the Company as its subsidiary will contribute to maximizing the corporate value of the Company and the Rakuten Group.

<Segmentation of Businesses within the Rakuten Group>
The Rakuten Group is based on three business segments: Internet Services, FinTech, and Mobile. The Company belongs to the FinTech segment and operates a banking business. Other financial businesses in the FinTech segment include Rakuten Card Co., Ltd., Rakuten Securities, Inc., Rakuten Life Insurance Co., Ltd., Rakuten General Insurance Co., Ltd., and Rakuten Payment, Inc. However, the Company does not compete with these companies, and there are no plans for future competition. The Company has a mutually beneficial relationship with these companies, including entrusting banking agency services to

Rakuten Card Co., Ltd., Rakuten Securities, Inc., Rakuten Life Insurance Co., Ltd., and Rakuten General Insurance Co., Ltd., using our bank accounts as withdrawal accounts for Rakuten Card and charge/source accounts for Rakuten Pay, and providing the “Money Bridge” account linkage service between our bank accounts and Rakuten Securities accounts.

<Relationship with the Rakuten Ecosystem>
The Rakuten Ecosystem, a business model that provides various services to users centered on Rakuten Group members, aims to maximize the lifetime value of each member and minimize customer acquisition costs by creating an environment where domestic and international members can continuously use multiple services such as e-commerce, FinTech, digital content, and mobile carrier services.

The Company pursues synergies with the Rakuten Ecosystem and promotes measures to acquire new customers and enhance loyalty to the Company by leveraging the strong customer base of over 100 million IDs of the Rakuten Group. We engage in various partnerships with Rakuten Group companies, such as the points program partnership with Rakuten Group, Inc., account linkage (Money Bridge) with Rakuten Securities, Inc., banking agency services, and financial product brokerage services with Rakuten Card Co., Ltd., Rakuten Life Insurance Co., Ltd., and Rakuten General Insurance Co., Ltd. Additionally, we believe that providing added value to customers through banking services combined with Rakuten Group services enhances customer loyalty to the Company and the Rakuten Group.

As one of the incentive measures to enhance customer loyalty to the Company, we autonomously use Rakuten points and provide customers with convenience and price competitiveness that differ from other internet banks through the utilization of the Rakuten Ecosystem, including brand and name recognition and reciprocal customer referrals with other Rakuten Group companies. We believe that these efforts contribute to the efficient acquisition of new customers and customer retention.

As stated in <Principle 1.7: Related Party Transactions>, the Company has established a “Special Advisory Committee” composed of independent officers (outside Directors and Outside Audit and Supervisory Board Members who do not have conflicts of interest with general shareholders). This committee verifies the appropriateness of management policies based on requests from Rakuten Group, Inc. for group business strategies, mutual personnel matters related to our bank group and Rakuten Group, and transactions and actions with Rakuten Group from the perspective of ensuring the sound and appropriate operation of the Company’s business and protecting minority shareholders. The committee must be consulted in advance or reported to afterward to verify the appropriateness of various partnerships, ensuring that the Company’s independence is not compromised, and the interests of minority shareholders are not harmed.

<Basic Management Agreement with the Parent Company>
The Company has entered into a “Basic Management Agreement” with Rakuten Group, Inc., the parent company, to define the basic relationship between the two companies. The agreement stipulates compliance with the “Rakuten Shugi (Rakuten principles),” the “Core Policies” as the fundamentals of the Group’s governance, and the “Rakuten Group Code of Ethics” as the fundamentals to adhere to by directors and employees. It also stipulates that the independence required from the perspective of public interest and the independence required of listed subsidiaries will be respected. Rakuten Group, Inc. 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 include any arrangements regarding the appointment of the Company’s officers or executive officers by Rakuten Group, Inc. The agreement does not stipulate prior approval or prior consultation with Rakuten Group, Inc., and the Company reports to the parent company as necessary and within the bounds of laws and regulations. Furthermore, Rakuten Group, Inc. will take necessary measures to ensure the sound and appropriate management of the Company’s business if the Company’s business conditions deteriorate, and Rakuten Group, Inc. will not request capital injection, loans, or other support from the Company if Rakuten Group, Inc.’s business conditions deteriorate. These provisions ensure the independence of the Company’s management.

The Special Advisory Committee was consulted with in advance on this agreement, and no committee members in attendance expressed any objections.

<Views on the Appointment of Rakuten Group Personnel as Officers of the Company>
The Company’s “Board of Directors Regulations” stipulate that, in principle, half of the directors should be appointed from outside the Rakuten Group. As mentioned above, the Basic Management Agreement also stipulates that Rakuten Group, Inc. respects the active appointment of directors from outside the Rakuten Group. Therefore, the Company actively appoints directors from outside the Rakuten Group. The Board of Directors of the Company consists of five directors, with a majority of three being outside directors, all of whom are considered sufficiently independent based on the independence criteria described in <Principle 4.9: Independence Criteria and Qualifications for Independent Outside Directors>.

When nominating candidates from the Rakuten Group, the Company considers whether the appointment will contribute to the pursuit of further synergies between the Rakuten Group and the Company and the expansion of the Company’s business foundation outside the Rakuten Group. As stated in <Principle 3.1: Full Disclosure> (iv), the Company consults with the Special Advisory Committee in advance to ensure that the appointment does not hinder the sound and appropriate operation of the Company’s business and the protection of minority shareholders.

Hiroshi Mikitani, the Chairman of the Company’s Board of Directors, concurrently serves as an officer of Rakuten Group, Inc. and its major subsidiaries. His extensive track record, experience, and broad network are considered beneficial for pursuing further synergies between the Rakuten Group and the Company and expanding the Company’s business foundation outside the

Rakuten Group. His appointment was made after consulting with the Special Advisory Committee in advance, and all committee members in attendance expressed no objections.

II. Business Management Organization and Other Corporate Governance Systems regarding Decision-making, Execution of Business, and Oversight

1. Organizational Composition and Operation

Corporate Governance System	Company with Audit and Supervisory Board*

*Referred to as "Company with *Kansayaku* Board" in the Corporate Governance Code reference translation

Directors

Number of Directors Stipulated in Articles of Incorporation	13
Directors' Term of Office Stipulated in Articles of Incorporation	1 year
Chairperson of the Board	President
Number of Directors	5
Election of Outside Directors	Elected
Number of Outside Directors	3
Number of Independent Directors	3

Outside Directors' Relationship with the Company (1)

Name	Attribute	Relationship with the Company*										
		a	b	c	d	e	f	g	h	i	j	k
Eiji Ebinuma	Lawyer											
Michio Kayano	From another company											
Masatsugu Nagato	From another company											

*Categories for "Relationship with the Company".
(Use "○" when the director presently falls or has recently fallen under the category; "△" when the director fell under the category in the past; "●" when a close relative of the director presently falls or has recently fallen under the category; and "▲" when a close relative of the director fell under the category in the past.)

a. Person who executes business for the Company or its subsidiary
b. Person who executes business for or a non-executive director of the Company's parent company
c. Person who executes business for a fellow subsidiary
d. Person/entity for which the Company is a major client or a person who executes business for said person/entity
e. Major client of the Company or a person who executes business for said client
f. Consultant, accounting expert, or legal expert who receives large amounts of cash or other assets from the Company in addition to remuneration as a director/Audit and Supervisory Board Member
g. Major shareholder of the Company (in cases where the shareholder is a corporation, a person who executes business for the corporation)
h. Person who executes business for a client of the Company (excluding persons categorized as any of d, e, or f above) (applies to director him/herself only)
i. Person who executes business for another company that holds cross-directorships/cross-auditorships with the Company (applies to director him/herself only)
j. Person who executes business for an entity receiving donations from the Company (applies to director him/herself only)
k. Other

Outside Directors' Relationship with the Company (2)

Name	Designation as Independent Director	Supplementary Explanation of the Relationship	Reasons for Appointment
Eiji Ebinuma	○	—	Possesses professional knowledge and experience as an attorney, as well as a wealth of experience and insight, including that gained as Counselor of the Human Resources Planning Department at Mizuho Holdings, Inc. and General Manager of the President's Office and General Planning Office at Olympic Corporation. Appointed as an Outside Director to receive advice and opinions from an objective perspective based on the aforementioned knowledge and experience, which will be incorporated to further enhance our corporate governance.
Michio Kayano	○	—	Possesses a wealth of experience and insight gained as Deputy General Manager of the Information Systems Planning Department of Sumitomo Mitsui Banking Corporation, and as Director and Senior Managing Executive Officer of The Japan Research Institute, Limited. Appointed as an Outside Director to incorporate this experience and insight and further enhance our corporate governance.
Masatsugu Nagato	○	—	Held important positions such as Director and President and Representative Executive Officer of Japan Post Bank Co., Ltd. and Japan Post Holdings Co., Ltd. Appointed as an Outside Director to incorporate this experience and insight and further enhance our corporate governance.

Voluntary Establishment of Committee(s) equivalent to Nomination Committee or Remuneration Committee	Not Established

Audit and Supervisory Board Member*

*Referred to as "*kansayaku*" in Corporate Governance Code reference translation

Establishment of Audit and Supervisory Board	Established
Number of Audit and Supervisory Board Members Stipulated in Articles of Incorporation	4
Number of Audit and Supervisory Board Members	4

Cooperation among Audit and Supervisory Board Members, Accounting Auditors and Internal Audit Departments

The head of the Internal Audit Department participates in monthly Audit and Supervisory Board meetings, during which internal audits are reported and opinions are exchanged as needed. Audit and Supervisory Board Members, the head of the Internal Audit Department, and Department staff also exchange opinions on audits by Audit and Supervisory Board Members and internal audits on a daily basis.
Audit and Supervisory Board Members and the Internal Audit Department exchange audit plans and explain and report on them, sharing information on the audit environment and other issues specific to the Company.
The Company's accounting audits are conducted by ERNST & YOUNG SHINNIHON LLC. The Company exchanges opinions, shares information, and provides the results of internal audits and audits by Audit and Supervisory Board Members with the accounting auditors as necessary.
Audit and Supervisory Board Members and accounting auditors exchange audit plans, explain and provide reports as necessary, and share information on the audit environment and other issues specific to the Company.
In addition, three-way audit meetings are held comprising Audit and Supervisory Board Members, accounting auditors, and the Internal Audit Department, where opinions are exchanged among the three parties.

Appointment of Outside Audit and Supervisory Board Members	Appointed
Number of Outside Audit and Supervisory Board Members	3
Number of Independent Audit and Supervisory Board Members	3

Outside Audit and Supervisory Board Members' Relationship with the Company (1)

Name	Attributes	Relationship with the Company*												
		a	b	c	d	e	f	g	h	i	j	k	l	m
Shinnosuke Yamada	CPA													
Tadamichi Shibano	From another company													
Toru Mimura	Lawyer													

*Categories for "Relationship with the Company".
(Use "○" when the director presently falls or has recently fallen under the category; "△" when the director fell under the category in the past; "●" when a close relative of the director presently falls or has recently fallen under the category; and "▲" when a close relative of the director fell under the category in the past.)
a. Person who executes business for the Company or its subsidiary
b. A non-executive director or an accounting advisor of the Company or its subsidiaries
c. Person who executes business for or a non-executive director of the Company's parent company
d. An Audit and Supervisory Board Member of a parent company of the Company
e. Person who executes business for a fellow subsidiary
f. Person/entity for which the Company is a major client or a person who executes business for said person/entity
g. Major client of the Company or a person who executes business for said client
h. Consultant, accounting expert, or legal expert who receives large amounts of cash or other assets from the Company in addition to remuneration as a director/ Audit and Supervisory Board Member
i. Major shareholder of the Company (in cases where the shareholder is a corporation, a person who executes business for the corporation)
j. Person who executes business for a client of the Company (excluding persons categorized as any of f, g, or h above) (applies to the auditor him/herself only)
k. Person who executes business for another company that holds cross-directorships/cross-auditorships with the Company (applies to the director/auditor him/herself only)
l. Person who executes business for an entity receiving donations from the Company (applies to the person him/herself only)
m. Other

Outside Audit and Supervisory Board Members' Relationship with the Company (2)

Name	Designation as Independent Audit and Supervisory Board Member	Supplementary Explanation of the Relationship	Reasons for Appointment
Shinnosuke Yamada	○	—	Possesses a wealth of experience and insight gained as a certified public accountant, Chairman of the employee meeting of KPMG AZSA LLC, Director (Audit Committee Member) of T&D Holdings, Inc., and outside corporate auditor of EXIO Group, Inc. Appointed as an Outside Audit and Supervisory Board Member to incorporate this experience and insight and further enhance our corporate governance.
Tadamichi Shibano	○	—	Possesses a wealth of experience and insight gained as Manager of the Internal Audit Department of Mitsui knowledge Industry Co., Ltd. and as a full-time auditor of Kit Co., Ltd. Appointed as an Outside Audit and Supervisory Board Member to incorporate this experience and insight and further enhance our corporate governance.
Toru Mimura	○	—	Held important positions such as Director and President and Representative Executive Officer of Japan Post Bank Co., Ltd. and Japan Post Holdings Co., Ltd. Appointed as an Outside Director to incorporate this experience and insight and further enhance our corporate governance.

Matters Concerning Independent Directors and Independent Audit and Supervisory Board Members

Number of Independent Directors and Independent Audit and Supervisory Board Members	6

Other Matters Concerning Independent Directors and Independent Audit and Supervisory Board Members

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*1 of a company for which the Company is a major trading partner, or a major trading partner of the Company or an executive*1 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*2 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 and 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

Incentives

Implementation Status of Measures related to Incentives Granted to Directors	Stock Options

Supplementary Explanation for Applicable Items

Since the value of the stock acquisition rights is linked to the Company's stock price, we believe that by granting these stock acquisition rights to the Company's directors, the directors will share the benefits of a rise in the stock price and the disadvantages of a fall in the stock price with shareholders, thereby increasing their motivation to contribute to the improvement of the Company's performance and the rise in its stock price.
These stock acquisition rights can be exercised only within 10 days from the day following the day of retirement from the Company, its subsidiaries, and affiliates. We believe that making such stock acquisition rights exercisable in this manner will contribute to the long-term improvement of the Company's performance and stock price, as well as the retention of existing excellent human resources.
Thus, in order to continuously improve the corporate value and shareholder value of the entire Company by attracting and retaining excellent human resources and increasing the motivation of the Company's directors, we are implementing a stock option system targeting the Company's directors.

Persons Eligible for Stock Options	Inside Directors / Employees / Subsidiaries' Directors

Supplementary Explanation for Applicable Items

By granting stock acquisition rights to the officers and employees of the Company's group, we believe that the officers and employees will share the benefits of a rise in the stock price and the disadvantages of a fall in the stock price with shareholders, thereby increasing their motivation to contribute to the improvement of the Company's performance and the rise in its stock price. The purpose of implementing the stock option system is to continuously improve the corporate value and shareholder value of the entire Company by attracting and retaining excellent human resources and increasing the motivation of the recipients.

Director Remuneration

Status of Disclosure of Individual Director's Remuneration	No Disclosure for any Directors

Supplementary Explanation for Applicable Items

Since there are no individuals whose total compensation exceeds 100 million yen, individual compensation is not disclosed.

Policy on Determining Remuneration Amounts and Calculation Methods	Established

Disclosure of Policy on Determining Remuneration Amounts and Calculation Methods

1. 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.

2. Compensation Structure
Executive director compensation consists of fixed compensation (basic compensation) and variable compensation (performance-linked compensation and non-monetary compensation (Stock Options)). 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 non-monetary compensation (Stock Options)) 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.

Fixed compensation (monthly payments)
Executive director fixed compensation is determined based on comprehensive consideration of their duties as executive officers, character evaluation, length of tenure, and past contributions to Bank 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 contributions to Bank management through past proposals, as well as expected contributions to Bank management through future proposals.

Variable compensation (annual payment)
Executive director variable compensation is determined based on consideration of Bank performance in the relevant fiscal year and the degree to which the executive director contributed to that performance, and contributions to efforts in the relevant fiscal year aimed at enhancing the Company's future corporate value.

3. 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. All Outside Directors review and determine the proposed compensation for each director within the maximum scope of compensation approved by the Shareholders Meeting and in accordance with the intent of the policy for determining director compensation.
The President & CEO determines compensation for each director, respecting to the maximum extent possible the compensation proposals for each director reviewed and determined by all Outside Directors.

Support System for Outside Directors (and/or Outside Audit and Supervisory Board Members)

The Company provides support to Outside Directors and Outside Audit and Supervisory Board Members by offering explanations of the operations of each department from the respective department heads upon their appointment. Additionally, after regular board meetings, we generally arrange individual opportunities for the president and outside directors and outside Audit and Supervisory Board Members to exchange opinions. This ensures that they continuously acquire the information and knowledge necessary to fulfill their roles. Furthermore, board meeting materials are distributed, in principle, two business days before the meeting to give Outside Directors and Audit and Supervisory Board Members sufficient time to review them. If an outside director notifies us in advance of their absence, we provide explanations of the agenda and seek their opinions and share the minutes after the meeting to ensure information is shared. For Outside Audit and Supervisory Board Members, the full-time Audit and Supervisory Board Members share information related to audits. Additionally, we have established an Audit and Supervisory Board Secretariat with dedicated staff to assist all Audit and Supervisory Board Members, including Outside Audit and Supervisory Board Members, in their audit duties.

2. Matters Concerning Functions of Business Execution, Auditing and Supervision, Nomination, and Remuneration Decisions (Overview of Current Corporate Governance System)

The Company has adopted the form of a company with an Audit and Supervisory Board, as we believe that having the Audit and Supervisory Board audit the Board of Directors from an independent standpoint is effective in ensuring the appropriateness of business execution. This structure helps ensure the transparency and soundness of the decision-making process for management policies and establishes a fair, efficient, and appropriate decision-making and business operation process.

In addition to the general meeting of shareholders, the Board of Directors, and the Audit and Supervisory Board, the Company has established a management meeting. To facilitate decision-making by the Board of Directors and the management meeting, or to provide necessary information for management oversight, we have also established various committees, including the Risk Management Committee, Compliance Committee, ALM Committee, Investment Committee, and Project Committee. As stated in <Principle 1.7: Related Party Transactions>, the Company has established a "Special Advisory Committee" composed of independent officers (outside directors and outside Audit and Supervisory Board Members who do not have conflicts of interest with general shareholders). This committee verifies the appropriateness of management policies based on requests from Rakuten Group, Inc. for group business strategies, mutual personnel matters related to our bank group and Rakuten Group, and transactions and actions with Rakuten Group from the perspective of ensuring the sound and appropriate operation of the Company's business and protecting minority shareholders. The committee must be consulted in advance or reported to afterward to verify the appropriateness of various partnerships, ensuring that the Company's independence is not compromised and the interests of minority shareholders are not harmed.

<Board of Directors>
The Board of Directors monitors the Company's management, resolves statutory matters, determines basic policies, exchanges opinions from broad perspectives, and establishes a management control framework in an effort to enhance the fairness and transparency of business execution. The Board of Directors consists of five members, including three outside directors who are experienced executives and practitioners from the business world, providing an objective evaluation and supervision of the management's business execution. The Board of Directors meets, in principle, once a month and as needed. In fiscal 2023, the Board of Directors met 17 times, with the attendance of each director as follows:

Hiroyuki Nagai: 17/17
Hiroshi Mikitani: 17/17
Eiji Ebinuma: 17/17
Michio Kayano: 17/17
Masatsugu Nagato: 17/17

Specific matters discussed by the Board of Directors in fiscal 2023 include:
(Resolutions)
Based on the criteria for matters to be submitted to the Board of Directors, important management decisions were made. Major initiatives included the formulation of management plans, the development and implementation of compliance programs, the formulation of sustainability initiatives, approval of company financial statements, decisions and revisions of policies and regulations, decisions on important investments and loans, and decisions related to listing preparations.
(Reports)
Based on the reporting criteria of the Board of Directors, regular reports and necessary reports from the perspective of management oversight were provided. Major initiatives included progress reports on management plans and projects, reports on the evaluation of the effectiveness of the Board of Directors, reports on audits by Audit and Supervisory Board Members, internal audits, and accounting audits, reports on the financial status of the Rakuten Group, reports on self-assessment results, and reports on bad debt write-offs and provisions, and reports on listing preparations.

<Audit and Supervisory Board>
The Audit and Supervisory Board receives reports on, discusses, and resolves important matters related to audits. It also meets regularly with the President & CEO to exchange opinions on issues to be addressed by the Company, risks surrounding the Company, the state of the audit environment for Audit and Supervisory Board Members, and important audit issues, in an effort to deepen mutual recognition and trust with the President & CEO.

The Audit and Supervisory Board consists of four members, including three Outside Audit and Supervisory Board Members who are experts with extensive experience and knowledge in the financial industry, enhancing the function of monitoring and supervising the management. The Audit and Supervisory Board meets, in principle, once a month and as needed. In fiscal 2023, the Audit and Supervisory Board met 16 times, with the attendance of each Audit and Supervisory Board Member as follows:

Takeo Shikato: 16/16
Shigeo Kajimoto: 3/3
Shinnosuke Yamada: 16/16
Tadamichi Shibano: 16/16
Toru Mimura: 13/13
(Note) 1. Shigeo Kajimoto retired as an Audit and Supervisory Board Member at the conclusion of the general meeting of shareholders held on June 21, 2023, so his attendance is recorded for the period until his retirement.

2. Toru Mimura was appointed as an Audit and Supervisory Board Member at the general meeting of shareholders held on June 21, 2023, so his attendance is recorded for the period after his appointment.

<Internal Audit>
The internal audit of the Company is conducted by the Internal Audit Department, which reports directly to the president. The Internal Audit Department conducts internal audits independently of all organizations subject to audit. The results of the audits are reported to the president and also to the Board of Directors and the Audit and Supervisory Board. The Board of Directors and the Audit & Supervisory Board have a system in place to allow the head of the Internal Audit Department to provide information directly.

The Internal Audit Department verifies the appropriateness and effectiveness of the internal control and risk management systems in overall business operations, taking into account the characteristics of operating as an internet bank, and identifies, points out, and suggests improvements.

Internal audits are conducted annually based on the medium-term audit plan and annual audit plan approved by the management meeting and the Board of Directors. When formulating the audit plan, risk assessments are conducted based on the recognition of external and internal environments, and audit themes are determined using a risk-based approach. High-risk audit items form the basis of key audit items, but low-risk audit items are not uniformly excluded from the audit scope, and past audit results and rotation are considered to create a balanced plan.

Given that the Company is an internet bank, we place a strong emphasis on system audits. We assign auditors responsible for system audits and conduct annual system audits, as well as periodic evaluations of the system risk management system by external third parties every three years.

Additionally, the Company has established in its articles of incorporation that it can enter into liability limitation agreements with directors (excluding those who are executive directors, etc.) and Audit and Supervisory Board Members to limit their liability for damages to the amount stipulated by law, based on Article 427, Paragraph 1 of the Companies Act. We have entered into such agreements with all directors (excluding those who are executive directors, etc.) and Audit and Supervisory Board Members.

3. Reasons for Adoption of Current Corporate Governance System

As stated in 2 above, 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 & Supervisory Board. This decision is based on the determination that having the Audit and Supervisory Board Members and the Audit and Supervisory Board audit the Board of Directors from an independent standpoint is effective in ensuring the appropriateness of business execution.

III. Implementation of Measures for Shareholders and Other Stakeholders

1. Measures to Vitalize General Meeting of Shareholders and Facilitate Exercise of Voting Rights

	Supplementary Explanation
Early Posting of Notice of the General Meeting of Shareholders	Prior to the dispatch of the notice of convocation of the general meeting of shareholders, we post the reference documents for the general meeting of shareholders on our website and submit them to the Tokyo Stock Exchange at least three weeks before the date of the general meeting.
Electronic Exercise of Voting Rights	We enable the exercise of voting rights via the internet.
Participation in a Platform for the Electronic Exercise of Voting Rights and Other Initiatives to Enhance Environment for Institutional Investors to Exercise Voting Rights	The Company participates in the “electronic exercise of voting rights platform ” operated by ICJ, Inc.
Provision of Notice (or Summary of Notice) of the General Meeting of Shareholders in English	The Company discloses the Convocation Notice in English on the Company website, “the electronic exercise of voting rights platform” and it is also submitted to the Tokyo Stock Exchange.
Other	—

2. Status of IR-related Activities Updated

	Supplementary Explanation	Explanation by a representative director or a representative executive officer
Formulation and Publication of Disclosure Policies	We publish our disclosure policy on our website. https://www.rakuten-bank.co.jp/corp/english/investors/policy/ir-policy.html	
Regular Investor Briefings held for Individual Investors	We strive to enhance understanding of our business performance and operations through business reports at the annual general meeting of shareholders. Additionally, we hold quarterly financial results briefings where the management explains performance and business strategies.	Held
Regular Investor Briefings held for Analysts and Institutional Investors	In addition to quarterly financial results briefings, we arrange meetings and other opportunities based on requests from analysts and institutional investors, where the management explains performance and business strategies.	Held
Regular Investor Briefings held for Overseas Investors	Based on requests from overseas investors, we arrange individual meetings between the management and major overseas institutional investors, and participate in conferences hosted by securities companies, where the management explains performance and business strategies.	Held
Online Disclosure of IR Information	We promptly publish various IR information on our website after disclosure. The main types of disclosures include: Securities reports/quarterly reports, financial results summaries, financial results briefing materials, data books, disclosure magazines, rating information, analyst coverage, timely disclosure materials, press releases, notices of general meetings of shareholders, etc. In addition to video streaming of financial results briefings, we post transcripts of major Q&A sessions, and also post transcripts of major Q&A sessions from small meetings for analysts.	
Establishment of Department and/or Placement of a Manager in Charge of IR	We have established dedicated IR personnel within the IR Department.	
Other	—	

3. Status of Measures to Ensure Due Respect for Stakeholders

	Supplementary Explanation
Establishment of Internal Rules Stipulating Respect for the Position of Stakeholders	The Rakuten Group, to which the Company belongs, has established ethical standards for stakeholders in the “Rakuten Group Code of Ethics.” Based on this, the Company has established an “Ethics Code” and ensures that officers and employees comply with laws and regulations, as well as social norms, and act fairly based on a solid sense of ethics.
Implementation of Environmental Preservation Activities and CSR Activities, etc.	The Company leverages the characteristics of an internet bank to promote paperless procedures for account opening and other banking services. We also participate as an official supporter of the international initiative “TCFD (Task Force on Climate-related Financial Disclosures)” and work on conserving natural resources and addressing climate change issues to achieve a sustainable society. We disclose our sustainability initiatives, including these environmental conservation and CSR activities, on our website. https://www.rakuten-bank.co.jp/corp/english/sustainability/
Formulation of Policies, etc. on Provision of Information to Stakeholders	Formulation of Policies for Providing Information to Stakeholders: The Company’s “Ethics Code” stipulates that ensuring the transparency of management by actively and appropriately disclosing corporate information, with a primary focus on enhancing capital adequacy and financial soundness, is a behavioral standard for officers and employees.
Other	—

IV. Matters Concerning the Internal Control System

1. Basic Views on Internal Control System and Status of Development

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, we formulate 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 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 meetings, project committees, and risk management committees 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 execution of duties by directors is 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 meetings 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 bounds of laws and regulations. Management policies based on requests from Rakuten Group, Inc. for group business strategies, mutual personnel matters related to our bank group and 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 Member 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 & 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 our 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 meetings, management meetings, 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.

2. Basic Views on Measures for Eliminating Anti-Social Forces and Status of Development

<Basic Policy on Eliminating Antisocial Forces>
Based on the Rakuten Bank group's belief that it is essential to take a resolute stance against and eliminate any association with antisocial forces in order to maintain public trust in financial institutions and ensure appropriate and sound business operations, the group has established internal rules stipulating the promotion of a system for handling antisocial forces as an important part of the Company's business operations and specifying details regarding how to respond to antisocial forces. The group strives to ensure that all employees are fully aware of these rules and that appropriate systems are in place. In addition, the "Basic Policy for Responding to Antisocial Forces" is published on the Company's website (Japanese only).
https://www.rakuten-bank.co.jp/policy/anti-social.html

<Systems for Eliminating Antisocial Forces>
The Company formulates plans for promoting efforts to eliminate antisocial forces within the Compliance Program, which is a specific, Bank-wide practical plan for realizing an effective compliance framework. These plans are resolved by the Board of Directors at the beginning of each fiscal year, and plan progress is reported to the Board of Directors on a quarterly basis.
The Compliance Division is responsible for the development of a system to eliminate antisocial forces. To ensure the Company responds to antisocial forces in an integrated manner, the President & CEO designates a person in charge of responding to antisocial forces in accordance with internal rules. This person is tasked with responding to antisocial forces and educating persons in charge of responding to antisocial forces.

We have also formulated and implemented internal rules and regulations aimed at eliminating antisocial forces in accordance with business operations. In addition to conducting periodic compliance training and internal education, we provide explanations to new employees upon joining the Company to ensure they are fully aware of the importance of compliance. The Rakuten Bank group collaborates with outside specialized organizations including the Tokubouren and Anti-Organized Crime Campaign Center of Tokyo, as well as law firms with expertise in dealing with antisocial forces. In the event that antisocial forces are discovered among existing business partners, the group requests that its lawyers take countermeasures and cooperate with the police to respond to the threat.

The contracts that the Rakuten Bank group enters into and the terms and conditions that it presents to customers include a clause for the exclusion of antisocial forces, which states that the group may terminate the contract if it is found that a counterparty or customer is associated with an antisocial force.

V. Other

1. Adoption of Anti-Takeover Measures

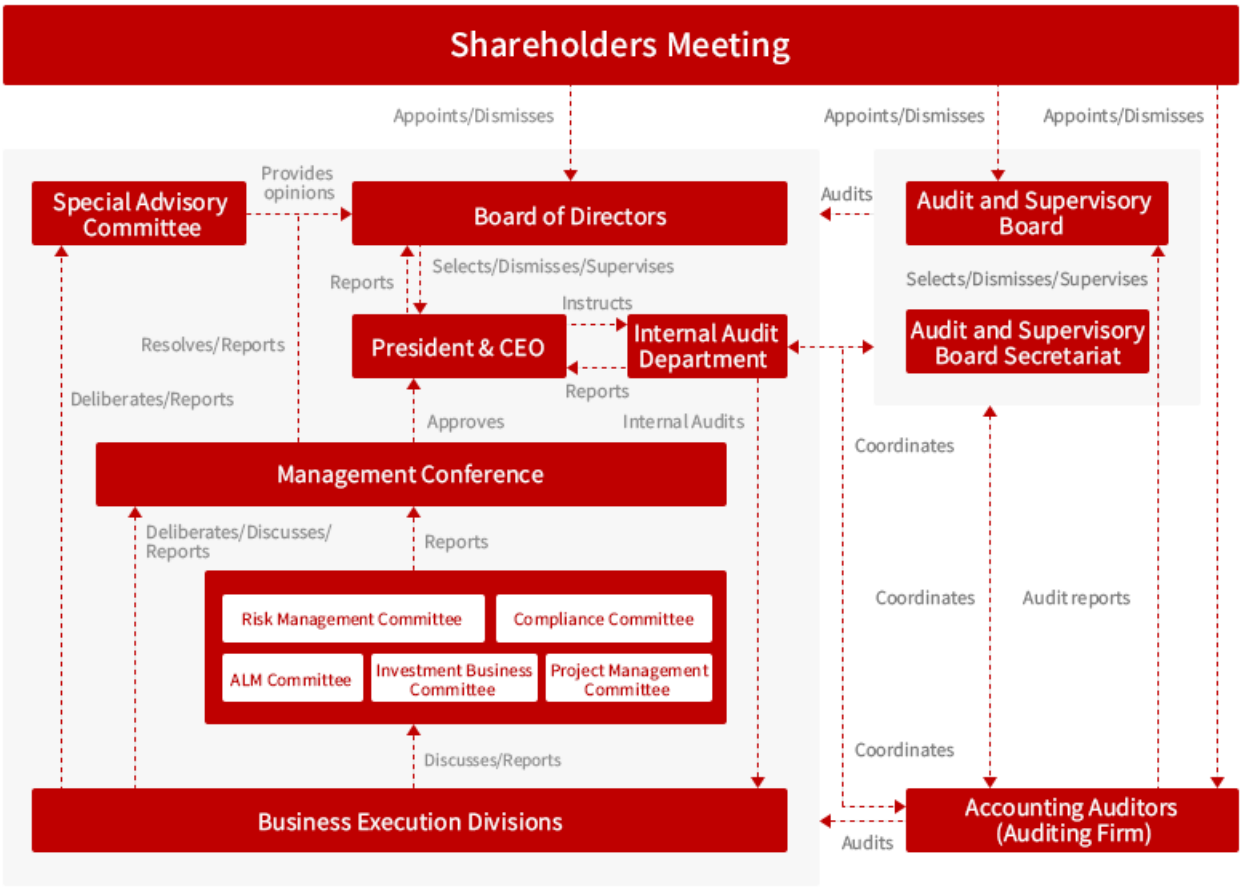
Adoption of Anti-Takeover Measures	Not Adopted

Supplementary Explanation for Applicable Items
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2. Other Matters Concerning the Corporate Governance System

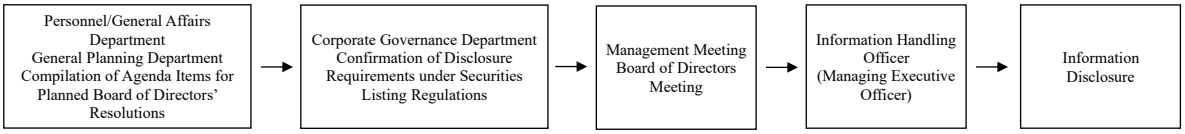
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(Overview of Corporate Governance System)

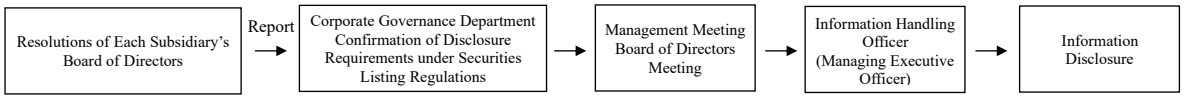


(Overview of the Timely Disclosure System (Schematic Diagram)) Updated

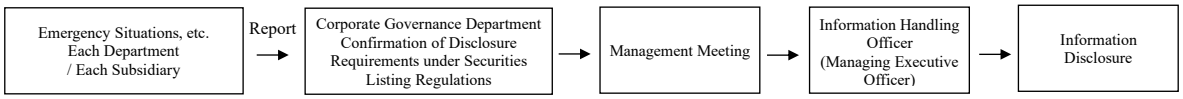
<Information on Decisions and Financial Results Related to the Company>



<Information on Decisions Related to Subsidiaries>



<Information on Facts which Occured Related to the Company Group>



(end)