

# Results for the Three Months Ended December 31, 2008 (FY2008-3Q)

2009.1.27

Company name: Yahoo Japan Corporation

Share Listings: 1<sup>st</sup> section of TSE and JASDAQ

Code No. 4689

URL: <http://www.yahoo.co.jp>

Representative: Masahiro Inoue, President and CEO

Contact: Akira Kajikawa, Director and CFO

Tel: 03-6440-6000

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(Amounts less than one million yen are omitted)

## 1. Consolidated Results for FY2008 - Third Quarter (April 1, 2008-December 31, 2008)

(Figures in parenthesis are % change YoY)

### (1) Consolidated Financial Results for the Cumulative Period (April 1, 2008 – December 31, 2008)

	Revenue		Operating income		Ordinary income		Net income	
	Millions of yen (%)		Millions of yen (%)		Millions of yen (%)		Millions of yen (%)	
FY2008-3Q	198,614	-	99,057	-	97,919	-	56,027	-
FY2007-3Q	187,802	(21.2)	91,045	(18.7)	88,660	(19.3)	46,443	(10.6)

	Net income per share-primary	Net income per share-diluted
	Yen	Yen
FY2008-3Q	939.41	938.34
FY2007-3Q	767.90	766.78

### (2) Consolidated Financial Position

	Total assets	Net assets	Ratio of equity capital	Net assets per share
	Millions of yen	Millions of yen	%	Yen
FY2008-3Q	330,375	246,702	74.0	4,124.64
FY2007	369,660	250,672	67.1	4,100.94

(For reference) Equity capital: FY2008 3Q ¥244,552 million FY2007 ¥248,107 million

## 2. Cash Dividends

(Record date)	Dividends per share				
	1Q	2Q	3Q	Year end	Full year
	Yen	Yen	Yen	Yen	Yen
FY2007	-	0.00	-	104.00	104.00
FY2008	-	0.00	-	-	-
FY2008 (estimates)	-	-	-	127.00 – 130.00	127.00 – 130.00

Note: Revision in dividends scheduled for the quarter: Yes

### 3. Consolidated Business Outlook for FY2008 (April 1, 2008 – March 31, 2009)

(Figures in parenthesis are % change Yon Y)

	Revenue		Operating income		Ordinary income		Net income		Net income per share-primary
	Millions of yen		Millions of yen		Millions of yen		Millions of yen		Yen
FY2008	264,914–	%	132,857–	%	131,419–	%	75,527–	%	1,266.36–
	267,714	(-)	134,457	(-)	133,019	(-)	76,527	(-)	1,283.13

Note: Revisions in consolidated performance forecasts for the quarter: Yes

### 4. Others

(1) Reclassification of significant subsidiaries during the period (Reclassification due to change in scope of consolidation): None

(2) Changes due to simplification of accounting methods: None

(3) Changes in the accounting principles and procedures for producing financial statements and in method of presentation for the quarter

1) Revisions in accounting standards: Yes

2) Other changes: Yes

(4) Issued stocks (common stock)

1) Issued stocks at end of quarter (including treasury stocks)

FY 2008-3Q 59,290,736 stocks                      FY 2007 60,502,022 stocks

2) Treasury stocks at end of quarter

FY 2008-3Q 10 stocks                              FY 2007 1,932 stocks

3) Average stocks (cumulative period)

FY 2008-3Q 59,641,060 stocks                      FY 2007-3Q 60,481,066 stocks

\* Performance estimates have been made based on the information available to Yahoo Japan Corporation (the "Company"), and the Company and its consolidated subsidiaries and affiliates (the "Group") at the current point in time. Readers are cautioned, however, that these performance estimates contain elements of risk and uncertainty.

## 5. Information regarding Consolidated Sales Performance

### (1) Highlights for the Third Quarter Ended December 31, 2008

- For the cumulative period up to the third quarter (April to December 2008), the revenue amounted to ¥198.6 billion.\* Operating income was ¥99.0 billion, rising 8.8% year on year. Ordinary income totaled ¥97.9 billion, increasing 10.4% from a year earlier. Net income was ¥56.0 billion, growing 20.6% from the previous year.

(\*) Commencing with the first quarter, the Company changed its method of accounting for the traffic acquisition cost (TAC) paid to other partner sites and recorded in the cost of sales and the commissions paid to sales agencies and others and recorded in SG&A expenses to a net of sales method (presentation and booking on net basis). For an explanation, please see page 12, “(4) Others, Change in Revenue Accounting Methods.” Hereinafter, calculations of revenue are on a net basis (presentation and booking on net basis) or the previous gross basis as indicated below.

(Billions of yen)

	Revenue (Net basis)	Year on Year	Revenue (Gross basis)	Year on Year
Advertising Business	103.7	+14.3%	122.0	+34.5%
Business Service Business	41.1	-4.1%	42.2	-1.7%
Personal Service Business	53.7	-0.7%	56.6	+4.6%
Total	198.6	+5.8%	220.8	+17.6%

- In the third quarter (October to December 2008), the Company generated revenues of ¥66.9 billion\*. Operating income advanced 6.0% year on year, to ¥33.1 billion while ordinary income increased 6.5%, to ¥32.8 billion. Net income totaled ¥19.1 billion, rising 11.4% from the previous third quarter.

(Billions of yen)

	Revenue (Net basis)	Year on Year	Revenue (Gross basis)	Year on Year
Advertising Business	34.9	-4.9%	41.4	+13.0%
Business Service Business	13.7	-6.8%	14.1	-4.1%
Personal Service Business	18.3	-1.4%	19.3	+4.1%
Total	66.9	-4.4%	74.9	+7.0%

- In the third quarter, the deterioration in the Japanese economy deepened, creating a difficult business climate across the board for advertising media, including television, newspaper, and others. Amid this business climate, the Group aggressively sold advertising products that took advantage of its competitive edge, working to acquire more advertising. Display advertising sales grows firmly on the strength of substantial growth in behavioral targeting and demographic targeting advertising compared with the same period in the previous fiscal year and expansion in the number of partner sites due to the progress in developing our ad network. Paid search advertising sales also advanced favorably compared with the third quarter last year due to the full scale start of the interest-linked advertising Interest Match™ and the increase in use of paid search advertising by companies outside the Group based on the Group's pursuit of an open strategy.
- In business services other than advertising, Yahoo! Shopping continued its efforts during the quarter such as developing sales promotions in line with its sales drive during the year-end shopping season as well as simplification of the shopping procedures and the addition of shopping item review functions. As a result, monthly transaction volume for December hit a record high and mobile transaction volume also expanded substantially. Based on their continued efforts to acquire new stores, at the end of December, the number of merchant stores registered on Yahoo! Shopping and Yahoo! Auctions totaled 32,673, expanding by 2,450

stores, or 8.1% year on year. Tenant and commission fees for Yahoo! Shopping and Yahoo! Auctions also expanded favorably, helped by the upward revision in Yahoo! Auctions store royalties that began in December. Among information listing revenues, although sales of Yahoo! Gourmet, Yahoo! Real Estate, and others increased compared with the third quarter last year, sales of Yahoo! Rikunabi declined substantially.

- In the personal service business, due to efforts by the Yahoo! Premium service to add special benefits for members, such as member-exclusive services, and to increase value-added content, the number of Yahoo! Premium membership IDs rose to a record high and sales expanded favorably. At the end of December, the number of Yahoo! Premium membership IDs amounted to 7.26 million IDs, rising 7.7% year on year. Although Yahoo! Auctions implemented various measures to increase usage and the number of listed items grew steadily, its total transaction volume declined slightly year on year due to a slump in fall and winter apparel-related items. Sales of pay content services expanded firmly primarily due to growth in sales of Yahoo! Partner and Yahoo! Comics.
- Total commercial transaction volume of Yahoo! Auctions, Yahoo! Shopping, Yahoo! Travel, and Yahoo! Ticket for the calendar year 2008 amounted to 950.8 billion, climbing 1.7% year on year.

## (2) Consolidated Financial Results

### (i). Consolidated Balance Sheets

(Millions of yen)

	As of Dec. 31, 2007	As of Dec. 31, 2008	Increase/ decrease		As of Sept. 30, 2008
	Amount	Amount	Amount	Change (%)	Amount
<b>Assets</b>					
Current assets					
Cash and cash equivalents (*1)	81,907	74,891	-7,016	-8.6	76,769
Notes and accounts receivable-trade	34,535	33,907	-627	-1.8	34,071
Inventory assets	149	194	44	30.0	190
Deferred tax assets	3,215	2,918	-296	-9.2	3,628
Other current assets (*2)	12,516	17,119	4,603	36.8	14,181
Allowance for doubtful accounts (*3)	-2,341	-1,493	847	-36.2	-1,527
Total current assets	129,983	127,537	-2,445	-1.9	127,314
Fixed assets					
Tangible fixed assets					
Buildings and structures	3,415	3,000	-415	-12.2	2,943
Machinery and equipment	12,822	12,314	-508	-4.0	13,197
Other tangible fixed assets	49	19	-30	-60.9	17
Total tangible fixed assets	16,287	15,333	-953	-5.9	16,157
Intangible fixed assets					
Software	11,339	12,052	712	6.3	12,040
Goodwill (*4)	4,765	2,458	-2,307	-48.4	2,302
Other intangible fixed assets	31	56	24	79.1	188
Total intangible fixed assets	16,137	14,567	-1,569	-9.7	14,531
Investments and other assets					
Investment securities (*5)	163,807	161,160	-2,646	-1.6	161,831
Deferred tax assets	3,755	5,377	1,622	43.2	5,203
Others	7,041	6,456	-585	-8.3	6,005
Allowance for doubtful accounts	-2	-57	-55	-	-56
Total investments and other assets	174,602	172,936	-1,665	-1.0	172,984
Total fixed assets	207,026	202,838	-4,188	-2.0	203,674
<b>Total assets</b>	<b>337,010</b>	<b>330,375</b>	<b>-6,634</b>	<b>-2.0</b>	<b>330,988</b>

(Millions of yen)

	As of Dec. 31, 2007	As of Dec. 31, 2008	Increase/ decrease		As of Sept. 30, 2008
	Amount	Amount	Amount	Change (%)	Amount
<b>Liabilities</b>					
Current liabilities					
Accounts payable-trade (*6)	6,308	5,062	-1,246	-19.8	5,272
Short-term bank loans	20,120	20,020	-100	-0.5	20,020
Accounts payable-other (*7)	12,873	11,237	-1,636	-12.7	10,696
Income taxes payable	14,026	13,648	-378	-2.7	27,449
Provision for Yahoo! Points	2,210	2,531	320	14.5	2,469
Other current liabilities (*8)	17,759	21,030	3,270	18.4	16,498
Total current liabilities	73,299	73,529	230	0.3	82,405
Long-term liabilities					
Long-term debt (*9)	30,000	10,000	-20,000	-66.7	20,000
Other long-term liabilities	10	143	133	-	92
Total long-term liabilities	30,010	10,143	-19,866	-66.2	20,092
<b>Total liabilities</b>	<b>103,309</b>	<b>83,673</b>	<b>-19,636</b>	<b>-19.0</b>	<b>102,497</b>
<b>Net assets</b>					
Shareholders' equity					
Common stock (*10)	7,317	7,428	110	1.5	7,376
Capital surplus	2,398	2,509	110	4.6	2,457
Retained earnings (*11)	220,519	234,378	13,858	6.3	215,244
Treasury stock	-28	-0	27	-98.8	-0
Total shareholders' equity	230,208	244,315	14,107	6.1	225,078
Unrealized gain on available-for-sale securities (*12)	1,140	236	-903	-79.2	515
Stock acquisition rights	90	216	126	139.9	178
Minority interests	2,261	1,933	-328	-14.5	2,718
<b>Total net assets</b>	<b>233,700</b>	<b>246,702</b>	<b>13,002</b>	<b>5.6</b>	<b>228,490</b>
<b>Total liabilities and net assets</b>	<b>337,010</b>	<b>330,375</b>	<b>-6,634</b>	<b>-2.0</b>	<b>330,988</b>

## Main Points Regarding Consolidated Balance Sheets for the Third Quarter

### Assets

- \*1 While there was a ¥51.9 billion outflow (for the cumulative period) due to the purchase of the own stocks, cash and cash equivalents decreased ¥7.0 billion compared with the same quarter in the previous fiscal year primarily because of the increase in cash flow from operating activities.
- \*2 The growth in other current assets from the same period a year earlier was mainly due to the increase in debt related to Yahoo! JAPAN card and Yahoo! ezPay operations.
- \*3 The decline in the allowance for doubtful accounts from a year earlier can principally be attributed to an improvement in the debt collection ratio for individuals.
- \*4 Goodwill decreased from the third quarter last year primarily due to an amortization of the goodwill of a subsidiary related to an evaluation loss.
- \*5 Although investment securities increased during the quarter due to stock purchases, they declined from a year earlier due to write downs and mark-to-market losses.

## Liabilities

- \*6 The decrease in accounts payable-trade year on year resulted principally from a decline in the accounts payable-trade of Overture K.K.
- \*7 The decrease in accounts payable-other year on year can be attributed to a decline in the accounts payable-other related to the purchase of fixed assets.
- \*8 The increase in other current liabilities from a year earlier was mainly due to increases in deposits received by Yahoo! ezPay and prepayments received for paid search advertising.
- \*9 The decline in long-term debts from the same period in the previous fiscal year resulted from repayments.

## Net Assets

- \*10 The rise in common stock compared with the same period in the previous fiscal year was due to the exercise of stock options.
- \*11 The growth in retained earnings from a year earlier was due to the increase in net income.
- \*12 The decrease in unrealized gain on available-for-sale securities year on year resulted mainly from evaluation losses on other securities due to declines in market values.

(ii) Consolidated Statements of Income

(Millions of yen)

	Three months ended Dec. 31, 2007	Three months ended Dec. 31, 2008	Increase/ decrease		Nine months ended Dec. 31, 2008
	Amount	Amount	Amount	Change (%)	Amount
Revenue	70,067	66,986	-3,080	-4.4	198,614
Cost of sales	9,971	7,085	-2,886	-28.9	21,129
Gross profit	60,095	59,901	-194	-0.3	177,484
Selling, general & administrative expenses	28,805	26,749	- 2,056	-7.1	78,427
Personnel expenses (*1)	6,070	6,865	795	13.1	19,520
Business commissions	4,053	3,799	-253	-6.3	12,314
Depreciation expenses (*2)	2,488	2,903	414	16.7	7,890
Communication charges (*3)	2,109	2,474	365	17.3	6,997
Royalties	1,983	1,980	-2	-0.1	5,888
Lease and utility expenses	1,990	1,868	-122	-6.1	5,441
Content provider fees	1,386	1,652	265	19.2	4,523
Sales promotion costs	1,153	1,234	80	7.0	3,911
Sales commissions (*4)	2,859	1,129	- 1,730	-60.5	3,222
Administrative and maintenance expenses	492	601	109	22.1	1,752
Advertising costs	399	316	-82	-20.8	938
Taxes and public dues	307	297	-10	-3.4	896
Allowance for doubtful accounts (*5)	421	261	-159	-37.9	648
Payment commissions (*4)	1,454	227	-1,227	-84.4	670
Amortization of goodwill (*6)	472	135	-336	-71.3	565
Others (*7)	1,161	1,000	-161	-13.9	3,245
Operating income	31,290	33,152	1,861	6.0	99,057
Non-operating income	234	128	-105	-45.0	499
Non-operating expenses	696	453	-242	-34.9	1,637
Ordinary income	30,828	32,827	1,999	6.5	97,919
Extraordinary gains	-1	122	123	-	1,072
Extraordinary losses	806	218	-588	-72.9	1,706
Quarterly income before income taxes	30,020	32,731	2,711	9.0	97,285
Income taxes, inhabitants' taxes and enterprise taxes	12,410	12,710	300	2.4	39,862
Adjustment to income taxes	231	714	482	208.0	882
Minority interests in gains of consolidated subsidiaries	201	174	-26	-13.4	512
Net income for the period	17,177	19,133	1,955	11.4	56,027

Change in Accounting Methods

\* Commencing with the first quarter, the Company changed its method of accounting for revenue from the gross method to the net of deduction method (presentation on a net basis) for the traffic acquisition cost (TAC) paid to other partner sites and recorded in the cost of sales and the commissions paid to sales agencies and recorded in SG&A expenses.

## Main Points Regarding Consolidated Statements of Income for the Third Quarter

### Revenue

Revenue for the third quarter decreased ¥3.0 billion due to the change to presentation on a net basis. Using the previous calculation method (gross presentation), revenue was ¥74.9 billion, increasing 7.0% from a year earlier.

### Cost of Sales

Cost of sales for the third quarter contracted ¥2.8 million due to the change to presentation on a net basis. Using the previous calculation method (gross presentation), cost of sales was ¥11.6 billion, increasing 16.5% from the third quarter last year.

### Selling, General and Administrative Expenses

#### \*1 Personnel expenses

At the end of the quarter, after eliminating overlap, the total number of directors and employees of the Group amounted to 4,344 up 627, or 16.5%, from the end of the same quarter in the previous fiscal year.

#### \*2 Depreciation expenses

The year-on-year increase in quarterly depreciation expenses for the quarter can mainly be attributed to the increased purchase of software and servers.

#### \*3 Communications charges

The increase in communication charges from the same period in the previous fiscal year resulted from the growth in distribution fees related to content distribution.

#### \*4 Sales and payment commissions

The year-on-year decline in quarterly sales and payment commissions was mainly due to the change to the deduction method where agency and settlement-related commissions are deducted from net sales.

#### \*5 Allowance for doubtful accounts

The primary reason for the year-on-year decline in the allowance for doubtful accounts for the quarter was an improvement in the debt collection ratio for individuals.

#### \*6 Amortization of goodwill

The main reason that the amortization amount fell compared with a year earlier was an amortization of goodwill due to an impairment loss.

#### \*7 Others

The major expenses in others during the third quarter were employment, travel and transportation, and compensation.

### Non-Operating Expenses (Income)

The main components of non-operating income for the third quarter were foreign exchange gains and interest received. The main components of non-operating expenses for the quarter were losses on investment under the equity method and retirement of fixed assets.

### Extraordinary Gains (Losses)

The major extraordinary gain for the third quarter was compensation received, while the major extraordinary loss was for the settlement fee.

### Income Taxes, etc.

The effective income tax burden ratio for the third quarter was 41.0% and that for the cumulative period was 41.9%.

### Minority Interests in Gains of Consolidated Subsidiaries

Minority interest in gains reflects the interest of shareholders other than the Company in the profit and losses of the consolidated subsidiaries.

### Quarterly Net Income

Net income per share amounted to ¥322.72 for the quarter. Cumulative net income per share for the fiscal year so far was ¥939.41.

### (iii). Consolidated Statements of Cash Flows

(Millions of yen)

	Three months ended Dec. 31, 2007	Three months ended Dec. 31, 2008	Nine months ended Dec. 31, 2008
	Amount	Amount	Amount
<b>Cash flows from operating activities:</b>			
Income before income taxes for the periods	30,020	32,731	97,285
Depreciation and amortization	2,638	3,060	8,334
Increase/decrease in accounts receivable-trade	-3,522	648	3,893
Increase/decrease in accounts payable-trade	2,595	-209	-1,558
Payment of income taxes and other taxes	-23,106	-26,346	-55,230
Other cash flows	951	2,036	-1,635
Cash flows from operating activities	9,577	11,921	51,087
<b>Cash flows from investing activities:</b>			
Expenditures on tangible fixed assets	-1,534	-1,085	-5,672
Expenditures on intangible fixed assets	-1,002	-1,128	-3,455
Other cash flows	18,102	-185	-250
Cash flows from investing activities	15,565	-2,399	-9,378
<b>Cash flows from financing activities:</b>			
Redemption of long-term debt	-10,000	-10,000	-20,000
Expenditures on purchase of treasury stock	-0	-0	-51,973
Other cash flows	-132	-1,398	-7,906
Cash flows from financing activities	-10,132	-11,399	-79,879
Net change in cash and cash equivalents	15,009	-1,878	-38,170
Cash and cash equivalents at the beginning of the periods	66,897	76,769	113,027
Increase in cash and cash equivalents from the consolidation of subsidiaries	-	-	34
Cash and cash equivalents at the end of the periods	81,907	74,891	74,891

### Main Points Regarding Consolidated Statement of Cash Flows for the Third Quarter

#### Cash Flows from Operating Activities

Despite a ¥26.3 billion payment of income taxes, etc., for the interim period, third-quarter cash flows provided by operating activities amounted to ¥11.9 billion due to growth in net income.

#### Cash Flows from Investing Activities

Cash flows used in investing activities for the third quarter, mainly for the purchase of servers and other equipment and software, amounted to ¥2.3 billion.

#### Cash Flows from Financing Activities

Cash flows used in financing activities for the third quarter increased chiefly due to the redemption of long-term debt, amounting to ¥11.3 billion. Cumulative cash flows used in financing activities for the fiscal year amounted to ¥79.8 billion, resulting from the redemption of long-term debt and the payment of dividends in addition to the purchase of the own stocks.

### (3) Performance Outlook

The business climate surrounding the Group can fluctuate widely over a short interval. Consequently, it is extremely difficult to make performance forecasts for the next fiscal year with a high degree of reliability.

The Group views the degree of usage of each of their services by customers as important management indicators in determining estimations of income and expenses. However, in the rapidly changing environment of the Internet, it is difficult to establish a specific rate of growth or change in these indicators. Accordingly, we limit our performance estimates announced with each quarter report to estimates of performance for the next quarter.

Therefore, changes in conditions could result in the possibility of actual performance varying significantly from announced estimates. In such cases, we are committed to quickly announcing revisions in our estimates.

The performance estimates for the fiscal year ending March 2009 shown below have been estimated by adding the forecast for the fourth quarter to the actual results of the fiscal year 2008 – 1Q to 3Q.

#### Consolidated Performance Estimates for the Fourth Quarter of the Fiscal Year Ending March 31, 2009 (FY2008-4Q) (January 1, 2009 to March 31, 2009)

Revenue	¥ 66,300 million ~ ¥69,100 million
Operating income	¥ 33,800 million ~ ¥ 35,400 million
Ordinary income	¥ 33,500 million ~ ¥ 35,100 million
Net income	¥ 19,500 million ~ ¥ 20,500 million

#### Consolidated Performance Estimates for the Fiscal Year Ending March 31, 2009 (FY2008-1Q to 4Q) (April 1, 2008 to March 31, 2009)

Revenue	¥ 264,914 million ~ ¥ 267,714 million
Operating income	¥ 132,857 million ~ ¥ 134,457 million
Ordinary income	¥ 131,419 million ~ ¥ 133,019 million
Net income	¥ 75,527 million ~ ¥ 76,527 million

### (4) Others

#### Change in Revenue Accounting Methods

Commencing with the first quarter, the Company changed its method of accounting for revenue from the gross method to the net of deduction method (presentation on a net basis) for the traffic acquisition cost (TAC) paid to other partner sites and recorded in the cost of sales and the commissions paid to sales agencies and recorded in opportunities through partner sites, the Company decided that it would be more rational to present revenue on a net basis as a result of a reconsideration of the allocations of roles and risk between the Company and its sales agencies and business partners. A comparison of the two methods of presenting revenue shows that under the new method, consolidated revenue for the cumulative period was ¥22,185 million less, cost of sales ¥12,336 million less, and SG&A expenses ¥9,848 million less than the old method of presentation. As a result, gross profit was ¥9,848 million less under the new method. The new method has no impact on operating income, ordinary income, and income before income taxes.

The affect of this change in accounting method on segment information is indicated appropriately in that section.

## 6. Segment Information

### (1) Outline of Businesses

Type of Business	Major Services
Advertising	Internet advertising sales and related sales. <ul style="list-style-type: none"> <li>• Display advertising (sales of banner, text, e-mail, and video advertising) and revenue for planning and production of advertising.</li> <li>• Pay per performance advertising (paid search advertising, interest-linked advertising, content-linked advertising, and affiliate advertising), etc.</li> </ul>
Business Services	Sales to corporations other than advertising. <ul style="list-style-type: none"> <li>• Information listing fees for Yahoo! Rikunabi, Yahoo! Real Estate, Yahoo! Autos, and others.</li> <li>• Tenant fees and sales commissions for BtoC auctions at Yahoo! Auctions and Yahoo! Shopping.</li> <li>• Yahoo! BB customer acquisition and continual incentive fees.</li> <li>• Yahoo! Research, Yahoo! Business Express, Yahoo! WebHosting, and other sales.</li> </ul>
Personal Services	Sales from services for individuals. <ul style="list-style-type: none"> <li>• System use fees for Yahoo! Auctions.</li> <li>• Yahoo! Premium revenues.</li> <li>• Yahoo! BB ISP fees, content fees and others.</li> </ul>

### (2) Cumulative and Quarterly Results

Results for cumulative period (April 1, 2008-December 31, 2008) (Millions of yen)

	Advertising Business	Business Services Business	Personal Services Business	Total	Elimination or Corporate	Consolidated
Revenue	103,747	41,197	53,778	198,723	-108	198,614
Operating income	54,177	15,790	38,758	108,726	-9,669	99,057

Results for the quarter (October 1, 2008-December 31, 2008) (Millions of yen)

	Advertising Business	Business Services Business	Personal Services Business	Total	Elimination or Corporate	Consolidated
Revenue	34,912	13,766	18,360	67,040	-53	66,986
Operating income	18,029	5,129	13,413	36,572	-3,420	33,152

\*Commencing with the first quarter, the Company changed its method of accounting for net sales from the gross method to the net of deduction method (presentation on a net basis) for the traffic acquisition cost (TAC) paid to other partner sites and recorded in the cost of sales and the commissions paid to sales agencies and recorded in SG&A expenses. A comparison of the two methods of presenting cumulative revenue up to the third quarter shows that under the new method cumulative revenue of the Advertising, Business Services, and Personal Services businesses up to the third quarter fell ¥18,285 million, ¥1,050 million, and ¥2,849 million, and for the third quarter dropped ¥6,561 million, ¥401 million, and ¥1,023 million, respectively compared with the old method. Use of the new method resulted in only a minor change in cumulative segment operating incomes.

### Advertising Business

During the period under review, the sudden slowdown in the economy and the deterioration in the business climate had a serious effect on the overall advertising market. Amid the across-the-board troubles in the TV, newspaper

and other mass media, we endeavored to win advertising by further strengthening our collaboration with advertising companies and making sales proposals that match client needs and took advantage of the special features of Internet advertising.

Sales of behavioral targeting advertising, which targets users according to their past history of usage; demographic targeting advertising, which distributes according to information on specific groups; and area targeting advertising, which targets specific areas, all expanded substantially from the same quarter in the previous fiscal year. By industry type, sales of overall behavioral targeting advertising grew sharply from real estate and construction, automobile-related, and transportation-/leisure-related companies. In demographic targeting advertising, we continued to make inroads in sales to companies that mainly target women, such as cosmetics and toiletries and beauty-related companies and also achieved growth in sales from pharmaceuticals and medical-treatment equipment and food-related companies. In area targeting advertising, sales from transportation and leisure companies increased.

By advertising product category, Prime Display sales rose substantially along with the growth in distribution of targeting advertising related to the expansion of the scope of categories to be distributed. Sales of Brand Panel advertising on Yahoo! JAPAN's top page also rose favorably compared with a year earlier. In addition, advertising sales growth was boosted by the expansion in the number of partner sites due to progress in the development of the ad network.

Paid search advertising revenues expanded firmly compared with the third quarter last year, supported by increased use of paid search advertising on media outside the Group due to the open strategy. Moreover, Interest Match™ has been gradually understood by advertisers, which analyzes the content of web pages that users are viewing, as well as their view and search histories, in order to distribute advertisements in line with their interests. Mobile advertising also expanded favorably during the quarter on the strength of gains by paid search advertising year on year.

Consequently, third quarter advertising business sales amounted to ¥34.9 billion.

### Business Services Business

During the quarter, Yahoo! Shopping continued their efforts to further increase its use during the quarter through such efforts as developing sales promotions in line with its sales drive during the year-end shopping season as well as making simplification of the shopping procedures and the addition of shopping item review functions during its renewal of the shopping cart function. Reflecting these efforts, transaction volume for December hit a record monthly high and mobile transaction volume also rose substantially. Yahoo! Shopping and Yahoo! Auctions also maintained their efforts to acquire more merchant stores during the quarter. As a result, the number of merchant stores registered on Yahoo! Shopping and Yahoo! Auctions totaled 32,673 at the end of December 2008, increasing by 2,450 stores, or 8.1% year on year. Revenues from tenant fees and sales commissions also expanded favorably, assisted by the contribution from an upward revision in Yahoo! Auctions store royalties that began in December. Total commercial transaction volume of Yahoo! Auctions, Yahoo! Shopping, Yahoo! Travel, and Yahoo! Ticket for the quarter amounted to ¥246.4 billion, declining 0.8% year on year. Among information listing revenues, Yahoo! Gourmet and Yahoo! Real Estate grew in sales year on year. Research-related sales were helped by a firm increase in the sales of Yahoo! Japan Value Insight Corporation. In contract, Yahoo! BB incentive fees declined and Yahoo! Rikunabi sales fell sharply.

Overall, business service sales for the third quarter amounted to ¥13.7 billion.

## e-Commerce Related Performance Figures

### Yahoo! Shopping Number of Stores, etc.

	December 2007	December 2008
Number of shopping domain unique browsers	14.67 million browsers	
Number of shopping store unique browsers	18.72 million browsers	
Number of unique browsers		25.31 million browsers
Number of stores (As of the end of each month)	15,881 stores	16,488 stores

Note: Number of shopping unique browsers means the number of unique browsers which accessed the entire Yahoo! Shopping services as of June 2008.

### Shopping Related Transaction Volume

	October 2007 - December 2007	October 2008 - December 2008
Daily average transaction volume	¥ 587 million	¥ 636 million

Note: Transaction volume represents the combined sales transaction volumes of Yahoo! Shopping, Yahoo! Travel, and Yahoo! Ticket. Transactions from fraudulent orders and cancellations have been removed from the above amounts.

### Yahoo! Auctions Number of Total Listed Items, etc.

	December 2007	December 2008
Number of auction unique browsers	31.30 million browsers	31.54 million browsers
Number of total listed items (Monthly average)	16.50 million items	18.17 million items
Number of stores (As of the end of each month)	14,342 stores	16,185 stores

### Yahoo! Auctions Transaction Volume etc.

	October 2007 - December 2007	October 2008 - December 2008
Daily average number of new listings	891 thousand items	1,019 thousand items
Daily average transaction volume	¥2,112 million	¥2,041 million
Average closing price per item	¥5,378	¥5,220
The average ratio of successful auctions per day	23%	19%

Note: Daily average transaction volume is before cancellations or adjustments.

## Personal Services Business

During the quarter, Yahoo! Premium continued to work on raising the value of membership and acquiring new members. Among its own efforts, Yahoo! Premium offered a Free All Volumes Reading Feast for different series weekly on Yahoo! Comics and endeavored to expand and improve exclusive Yahoo! JAPAN services for membership. In addition, Yahoo! Premium strengthened its special gift collaborations with companies outside the Group, such as starting to offer discounts on the monthly fees for the personal computer karaoke service of Daiichikosho Co., Ltd. As a result, despite raising the monthly membership fees, the number of Yahoo! Premium member IDs rose to a record high of 7.26 million at the end of December 2008, demonstrating a net increase of 520,000 IDs, or 7.7% from the third quarter last year. Accordingly, Yahoo! Premium revenues expanded favorably year on year, supported by this growth as well as the added contribution from the revision in monthly membership fees that began in December. Yahoo! Auctions took steps to improve the convenience of its site, including conducting a renewal of its top page. It also targeted expansion of transaction opportunities and increased listing items steadily by running a variety of free item listing campaigns and introducing Auction Item Master, a promotion system that awards special gifts to users listing items according to a ranking system determined by users meeting specific requirements. Although mobile transaction volume on Yahoo! Auctions rose substantially, overall transaction volume declined slightly from a year earlier due to a slump in sales of fall and winter apparel items. Sales of pay content services expanded firmly year on year primarily due to growth in sales of Yahoo! Partner and Yahoo! Comics.

Overall, personal service sales for the third quarter amounted to ¥18.3 billion.

## **7. Operating Review**

### **(1) Search Business**

#### **Main Services**

Yahoo! Search, Yahoo! Blog Search, Yahoo! Product Search, Yahoo! Image Search, Yahoo! Search Ranking, Yahoo! Dictionary, Yahoo! Encyclopedia, Yahoo! Translation, Yahoo! Answers, Yahoo! Category, Yahoo! Bookmark

In the third quarter, we endeavored to make further progress with adding social media functions to our search services and with making our search services available everywhere. We also worked to further upgrade the functions and convenience of our search result displays. We took various steps to improve the functions of Yahoo! Search during the quarter. We expanded the scope of our direct searches, which directly display information matching keyword searches, to include images of items listed on Yahoo! Shopping and other Group sites. We also upgraded Yahoo! Product Search by allowing users to focus their searches on specific shopping sites. During the quarter, we made efforts to expand and improve search services that meet user needs. Among new services, we launched Yahoo! Encyclopedia, an online encyclopedia service that contains the full contents of SHOGAKUKAN Inc.'s Complete Japanese Encyclopedia (Nipponica). On Yahoo! Answers, we introduced the Yahoo! Answers x All About Profile Experts Answer, a service that offers answers to topics by experts, and added a function enabling submission of images.

### **(2) Auction Business**

#### **Main Services**

Yahoo! Auctions, Yahoo! Delivery, Yahoo! Classified

During the third quarter, we made efforts to improve the degree of convenience of our site, including carrying out a renewal of the top page of Yahoo! Auctions and improved the functionality of the item listing form. We also worked to expand transaction opportunities through such activities as running free auction item listing campaigns or holding events that awarded Yahoo! Points to users and introducing Auction Item Master, a promotion system that awards special gifts to users listing items according to a ranking system determined by users meeting specific requirements for number of items listed or auction participation evaluation grades. To create an environment where users can more confidently enjoy our auctions, we expanded the number of categories of transactions using specific settlement services that can use the Item Payment Management service, which manages the payment procedure for winners of auctions. Also, in collaboration with Microsoft Company Limited, we strengthened measures to prevent the sale of pirated or fake software.

### **(3) Member Service Business**

#### **Main Services**

Yahoo! Premium, Yahoo! BB, Yahoo! Insurance, Yahoo! Trading, Yahoo! Forex, Yahoo! Partner, Yahoo! Marriages, Yahoo! Deliver, Yahoo! Keitai Shop

In the third quarter, we worked to expand the number of members of Yahoo! Premium and other membership services of Yahoo! JAPAN as well as to enhance the degree of satisfaction of existing members. In our Yahoo!

Premium services, we endeavored to increase the value of membership by substantially expanding and improving our special benefits for members through such measures as introducing a Free All Volumes Reading Feast service, which enables users to enjoy popular comic series for free on Yahoo! Comics, and strengthening our special gift collaborations with companies outside the Group. By increasing the value of membership, the number of Yahoo! Premium member IDs rose despite an increase in the monthly membership fees. Among efforts to expand service usage, we began taking applications for Yahoo! BB White Plan on Yahoo! BB. With Yahoo! Marriage, we started collaborating with marriage partner introduction service companies and launched a campaign offering free service for the first 31 days. Among efforts to expand and improve services, we initiated a Automobile Insurer Satisfaction Ranking service through a tie-up with OriconDD Inc., on Yahoo! Insurance, and added MONEY PARTNERS CO., LTD., to the list of FX companies introduced on Yahoo! Forex.

#### **Number of Yahoo! Premium Member IDs**

December 2007	December 2008
6.74 million IDs	7.26 million IDs

#### **(4) Media Business**

##### **Main Services**

Yahoo! News, Yahoo! Topics, Yahoo! Finance, Yahoo! Sports, Yahoo! Weather, Yahoo! TV, Yahoo! Streaming, Yahoo! Disaster Information, Yahoo! Politics, Yahoo! Guess

During the quarter under review, the Media Business continued to emphasize planning and development of content and services that would be supported by users and advertisers. For Yahoo! Finance, we targeted improvements in the degree of convenience of our services by beginning to offer a listing service for the timely disclosure information released by companies. With Yahoo! TV, in collaboration with the CHUBU-NIPPON BROADCASTING CO., LTD., we launched a special feature linked to the major travel documentary program The Equatorial Journey "Africa" and worked with that program in conducting related charity drives and other events. On Yahoo! Sports, we listed the Professional Baseball Asia Series 2008 and the FIFA Club World Cup Japan 2008, attracting considerable attention with our distribution of news on ongoing games and their final results in real time. Moreover, we added a function for the mobile version of Yahoo! TV that allows users to view evaluations and comments on programs. We made progress with promoting our everywhere strategy through such actions as launching a mobile version of our Yahoo! Finance currency rates information service.

#### **(5) Lifestyle Business**

##### **Main Services**

Yahoo! Rikunabi, Yahoo! Autos, Yahoo! Drive, Yahoo! Music, Yahoo! Movies, Yahoo! Rental DVD, Yahoo! Tickets, Yahoo! Live Talk, Yahoo! Fan Club, Yahoo! Fashion, Yahoo! Beauty, Yahoo! Wedding, Yahoo! Baby, Yahoo! Consumer Electronics Navigator, Yahoo! Books, Yahoo! Comics, Yahoo! Games, Yahoo! Fortune Telling, Yahoo! Ringtone, Yahoo! Pet, Yahoo! Retirement

In our Lifestyle Business, we continued our efforts to provide social media services in lifestyle related fields that require a high degree of expertise or interest. During the quarter, Yahoo! Rikunabi launched Shiftwork, a service that matches temporary workers' lifestyle with employing companies' needs. Yahoo! Music strove to increase usage

of its services through such measures as introducing Taito - Everybody's Karaoke, a karaoke video streaming service. Yahoo! Wedding took several steps aimed at boosting the degree of convenience of its services. It enabled users to view information on approximately 3,000 wedding venues throughout Japan as well as about 2,000 word-of-mouth entries on such venues. It also set up a Couples webpage where wedding partners can share managing their wedding schedule, costs, and choosing their favorite wedding venue right up to the wedding date. In other areas, Yahoo! Books initiated various actions to expand and improve its content, undertaking a major website renewal, expanding the scope of free book browsing to all book genres, and adding a book and magazine review function.

## **(6) Regional Service Business**

### **Main Services**

Yahoo! Real Estate, Yahoo! Maps, Yahoo! Get Local, Yahoo! Transit, Yahoo! Traffic Information, Yahoo! Phone Book, Yahoo! Gourmet, Yahoo! Coupons, Yahoo! Flyer Information, Yahoo! StepUp, Yahoo! Internet Certification, Yahoo! Everybody's Certification, Yahoo! Healthcare, Yahoo! Business Express

During the third quarter, the Regional Services Business focused on improving information coverage related to regional activities, providing enriched services based on submitted information, enhancing information linked to user behavior, and expanding and improving mobile versions of services. We endeavored to expand and improve the functions of Yahoo! Maps by carrying out a renewal of the Wai Wai Map webpage and adding an image posting function for our Spot Comment service and a ranking function for the authors of postings. In addition, we made it possible to attach route maps to blogs. We also focused on promoting the conversion of our services to social media, launching a beta version of SNS site, CU, a business person's support tool for creating professional networks. Furthermore, Yahoo! Traffic took steps to make its services available everywhere, by launching a Yahoo! Traffic Information Appli service for the iPhone™ 3G and iPod® touch. This service enables users to simply set the search conditions by moving their fingers on the display and is also capable of searching for the nearest train or subway station to a location using the internal GPS function.

## **(7) Shopping Business**

### **Main Services**

Yahoo! Shopping, Yahoo! Prize Competition

During the third quarter, we made various efforts to further increase site usage and expand transaction volume. We emphasized conducting sales promotion special features in tune with the year-end sales drive, such as special features on Christmas and gift giving (Oseibo). We also renewed the shopping cart function to simplify the purchasing process and added a shopping item review function that helps purchasers when they are selecting items by allowing them to view the comments of other buyers. As a result of our continued drive for growth in the number of stores, the number of merchant stores at the end of December 2008 amounted to 16,488, up 607 stores, or 3.8%, from the third quarter last year.

## **(8) Social Net Business**

### **Main Services**

Yahoo! Mail, Yahoo! Calendar, Yahoo! Photo, Yahoo! Groups, Yahoo! Messenger, Yahoo! Avatar, Yahoo! Profile,

Yahoo! Blogs, Yahoo! Days, Yahoo! GeoCities, Yahoo! Message Boards, Yahoo! Polls, Yahoo! Podcast

Acting as the driver of the development of social media on Yahoo! Japan, the Social Net Business continued to work to increase the value-added content of related services and to link up with various services of Yahoo! JAPAN. During the quarter, we took various steps to enhance our services. On Yahoo! Profile, we included a newly-added-item recognition function that allows users to check all-at-once newly submitted content or newly submitted information for their postings or the postings of linked users, expanding the linkage with various Yahoo! JAPAN services, such as Yahoo! Blog, and Yahoo! Mail. Among our efforts to increase the use of our services, we made a full-scale launch of the beta version of Yahoo! Mail, a next-generation browser email service, and added 11 more universities and academic institutions to the service list of Yahoo! Mail Academic Edition, a web email service for academic institutions.

## (9) Mobile Business

### Main Services

Yahoo! Mobile, Yahoo! Content Store, Yahoo! Posting Appli, Yahoo! MachiMoba, Yahoo! Decoration

During the third quarter, we continued our efforts to increase the degree of customer satisfaction with our Yahoo! Keitai service for SOFTBANK mobile phones and our mobile version of Yahoo! JAPAN for i-mode and EZweb formats. Among our efforts to increase usage of our services, we began offering our oneSearch service to i-mode and EZweb mobile phone users as well. The oneSearch search service displays the most appropriate search results directly on the display based on an understanding of the intentions of the user. Our measures to expand and improve our services also included starting to offer our Yahoo! Decoration services to i-mode and EZweb mobile phone users. Yahoo! Decoration enables users to freely post or download decoration e-mail graphics, call waiting screens, and pictograms.

### Number of Page Views

	December 2007	December 2008
Yahoo! Mobile page views	3,393 million page views	4,991 million page views
Daily Average Yahoo! Mobile page views	109 million page views	161 million page views

## (10) New Business Office

### Main Services

Yahoo! ezPay, Yahoo! NetBanking, Yahoo! Points, Yahoo! Card, Yahoo! Public Utility Payment, Yahoo! toto, Yahoo! Travel, Yahoo! Business Travel, Yahoo! Research, Yahoo! WebHosting, Yahoo! On Business

### (Settlement Business)

During the quarter, we launched Yahoo! toto, a service selling the sports promotion lottery toto, targeting Yahoo! NetBanking and Yahoo! Card users. We also emphasized the promotion of open systems through such actions as enabling the conversion of Chobirich's points into Yahoo! Points.

#### (Travel Business)

In the third quarter, we focused on sales promotions of hotels and other accommodations, taking such steps as commencing sales of Premier Pick Up, which is displayed in the upper area of the domestic accommodations reservations by region web page of Yahoo! Travel and each of the individual station web pages of Yahoo! Business Travel. Among our efforts to further improve our travel information, we started sales of H.I.S. Co., Ltd.'s airline tickets for overseas travel and launched various special features covering the winter and spring holidays.

#### (Research Business)

During the quarter Yahoo! Research strengthened its collaboration with Yahoo Japan Value Insight Corporation, launching Search Insight, a new research service that incorporates search behavior data. At the end of December 2008, the total number of people on research panels amounted to approximately 1.85 million, the largest research-dedicated survey panel organization in Japan.

#### (Others)

As a result of efforts to expand and improve information listing content and special features on Yahoo! On Business and to promote its services to companies, the number of registered companies registered with the service during the one year since its inception exceeded 20,000 in the third quarter. To advance our everywhere strategy, we added a new function to Yahoo! JAPAN for AQUOS to make it possible to enjoy viewing photographs uploaded from personal computers or mobile phones to Yahoo! Photo Album on AQUOS large full high-definition television screens. We also enabled AQUOS TV owners to perform other functions, such as logging in using a Yahoo! JAPAN ID. In other areas, in collaboration with YOSHIMOTO KOGYO CO., LTD., we launched the beta version of "myzo," a video streaming service composed mainly of original video clips produced by the YOSHIMOTO KOGYO Group.

### (11) Service Supervising Division

#### Main Services

Yahoo! JAPAN Top Page, Yahoo! Toolbar, My Yahoo!, Yahoo! Widgets, Yahoo! Volunteer, Yahoo! Kids, Yahoo! Safety Net, Yahoo! Developer Network, Yahoo! Newsletter, Yahoo! eMail Magazine, Yahoo! JAPAN Help Center, Yahoo! Download Center

During the third quarter, we began accepting applications for Sports Support Project 2008's One-Day Homeroom Athlete Teacher program, where famous athletes visit elementary and middle schools and act as teachers for one day. We also started accepting applications for the Mobile Widget Contest, which aims to promote the use and development of mobile widgets for Softbank mobile phones. The contest is the first scheme of a mutual collaboration project on mobile Internet services with five of Japan's major Internet companies. In other areas, on Yahoo! Kids, we endeavored to provide services that children and family could use to enjoy the Internet. During the quarter, we ran a Everyone Loves Christmas Special Feature, which introduced Christmas songs and listed confectionary recipes, games, and other enjoyable content connected with the Christmas season.

(Reference)

#### Yahoo! JAPAN Page Views etc.

	December 2007	December 2008
Total Monthly Page Views	39,501 million page views	41,111 million page views
Daily Average Total Monthly Page Views	1,274 million page views	1,326 million page views
Number of Yahoo! JAPAN Unique Browsers	155.06 million browsers	189.74 million browsers
Number of Active User IDs on Yahoo! JAPAN	21.36 million IDs	23.63 million IDs

Notes:

- RSS distribution feeds are eliminated from the calculation of Total Monthly Pages Views.
- Number of Yahoo! JAPAN unique browsers is the browsers which accessed Yahoo! JAPAN services each month.
- Number of active user IDs on Yahoo! JAPAN is the IDs which logged in each month.

#### Main Services Launched and Enhanced during the Quarter

Date	New services and service upgrades
October 1	• Began collaborating with So-net Entertainment Corporation on various contents.
October 1	• Launched Shiftwork, a new temporary worker matching service.
October 22	• Implemented large-scale overhaul of Yahoo! JAPAN for AQUOS, an Internet service for high-definition television, adding log in and other functions.
November 4	• Made a full-scale launch of the beta version of the next-generation Yahoo! Mail service.
November 7	• Obtained PCI DSS certification for Yahoo! Wallet, an Internet settlement service.
November 10	• Through Yahoo! toto, began selling the sports promotion lottery toto.
November 27	• Launched Yahoo! Encyclopedia, an online encyclopedia service that contains the full contents of SHOGAKUKAN Inc.'s Complete Japanese Encyclopedia (Nipponica).
December 25	• In collaboration with the YOSHIMOTO KOGYO Group, launched the video streaming service "myzo."

#### Yahoo! JAPAN CSR Activities

As an Internet service company group, our Group carries out a variety of activities to contribute to the healthy development of the emerging Internet society. A report on our views and record regarding corporate social responsibility (CSR) activities can be viewed at <http://forgood.yahoo.co.jp/>

The "Yahoo! JAPAN Sustainability Report 2008" (<http://csr.yahoo.co.jp/>, Japanese language only) posted on the previously mentioned site introduces our various CSR activities from three points of view—carrying out appropriate corporate activities, a good relationship with our customers, and making a social contribution.

Our Group's major social contribution activities during the quarter were as follows.

#### Volunteer Activities

- During the quarter we commenced Click Contributions, a service enabling users to make charity contributions of ¥1 without cost to themselves by clicking on buttons on the page.
- Through Internet Charity Contributions, we collect and donate charity funds using the two methods of Yahoo! Wallet (purchase of wallpaper) and Yahoo! Points. The following are the new solicitations for contributions on our Internet Charity Contributions site during the quarter (no particular order).

- WWF Japan’s “Coral Reef Protection Drive Shiraho Coral Village”
- Charity platform “Supporting Children’s Future,” “SayLOVE 2008—Making a Hunger-/Poverty-Free World, Let’s Understand and Share the Joy of Eating”
- The Japan Red Cross Society’s “Let’s Help People Overseas Charity Fund”
- Child AFRICA’s “Child-Friendly Schools” charity fund.

## Charity Activities

As part of our social contribution efforts, we regularly host charity auctions through Yahoo! Auctions and donate all the funds raised. During the third quarter, we again held many charity auctions featuring athletes and famous people. Among them, we auctioned a “former Nankai HAWKS team’s baseball uniform” actually worn by and personally signed by Sadaharu Oh, former manager of the Fukuoka SoftBank HAWKS professional baseball team, and an uniform signed personally by Saori Yoshida, a women’s amateur wrestler. In total, we held 932 charity auctions during the quarter, raising a total of ¥35,524,781. The funds raised by such auctions are being donated to the following charities (not listed in any special order).

- HAWKS JUNIOR ACADEMY, a program that contributes to society through activities supporting the development and popularization of baseball in Japan, principally in Kyushu.
- First Aid—The First Link, an organization that raises awareness of umbilical cord blood therapy through sports and music and provides support for victims of difficult blood diseases.
- Acting as the Japanese representative of the United Nations Children’s Fund, the Japan Committee for UNICEF solicits charity funds, advertises UNICEF, and undertakes activities to achieve children’s rights.
- Green Cross Japan, the Japan chapter of the global environmental protection body Green Cross International.
- Japanese Foundation for AIDS Prevention, which provides a social support for AIDS and HIV positive people as well as disseminating information about AIDS prevention.

## Others

- Renewed the Yahoo! JAPAN Earth Project, Yahoo! JAPAN’s portal site for environmental enlightenment activities and launched the 3<sup>rd</sup> and 4<sup>th</sup> special features, Planet Earth’s Atmosphere (From October 1, 2008) and Planet Earth’s Future (From December 26, 2008).
- Listed the group of winners of Yahoo! JAPAN Sports Project 2008, the purpose of which was to promote sports culture in Japan and contribute to its development. Also posted video clips of the lecture given by a famous professional sports player to the winners (From October 16, 2008).
- Began accepting applications for the 4<sup>th</sup> Yahoo! JAPAN Literary Awards (November 11 to December 24, 2008). The winning pieces of work are to be published in SHOGAKUKAN Inc.’s literary magazine Kirara.
- Announced the winners of the Internet Creative Awards 2008, which search out the future potential of the Internet, and develop and support the talent of the participants (November 28, 2008).

## 8. Risk Factors

Major risk factors with regard to the businesses of Yahoo Japan Corporation and its consolidated subsidiaries and affiliates (the Group) as of the publication date of this document are discussed below. The Group proactively discloses those risk factors it deems necessary that potential investors consider in their investment decisions, including external factors beyond the control of the Group and business risks with a low probability of materializing. Cognizant of the potential risks, the Group makes every effort to prevent these risks from materializing and will respond rapidly should problems arise. Management recommends that shareholders and potential investors consider the issues below before assessing the position of the Group and its future performance. Please note that the risk factors listed below do not represent complete coverage of risks that should be considered before investing in the shares of Yahoo Japan Corporation.

### 1. Impact of Internet Markets and Competition

#### 1) Influence of Economy, Internet Markets and Users

##### **a. The development of the Group's business depends on the growth of Internet –related markets.**

Internet usage in Japan has continued to grow steadily in the number of users and time spent since the Internet's emergence as a recognizable force in 1995, with particularly notable growth due to the recent spread of broadband communications and the progress of mobile terminals. As the Group is dependent on the Internet both indirectly and directly, the most basic requirements for its business growth are the continued expansion of Internet-based communications and commercial activities including the number of Internet users or the time they spend on it, as well as a stable and secure infrastructure for Internet users.

However, a number of factors contribute to uncertainty in the continued expansion of the Internet-related markets: the number of Internet users could reach the saturation point or there could be a slump in Internet usage time; new regulations or charges could restrict the use of the Internet; and new protocols or the development and application of technological standards needed to deal with the growing number of Internet users and advanced level of usage may not be implemented properly, limiting usage.

##### **b. It is uncertain whether the Internet can maintain and expand its position as major media.**

The Internet-based advertising industry in Japan is generally thought to have begun with the Group's start of operations. Since that time, the Internet advertising market has grown significantly, accounting for 8.6% of the total advertising market in calendar year 2007, according to a recent DENTSU INC. report. During the same year, the Internet advertising market became the third-largest advertising market, after the television and newspaper advertising markets.

To increase its value as a media, the Group is enhancing its service content. In addition, with display advertising in particular, the Group is endeavoring to expand and stabilize its client base of advertisers and advertising agencies through methods, such as holding seminars periodically, aimed at increasing the understanding and appreciation of Internet advertising in the advertising industry. With pay per performance advertising in particular, the Group works to increase its precision in matching the information required by users and the advertising content being listed, seeking to be a media that provides advantages for users and advertisers alike.

Despite these efforts, it is not clear that the Internet will become an established and commercially viable advertising media capable of competing with traditional media. Potentially disruptive factors include that the market might not grow as much as expected or the pace of growth may slow or the Group may not achieve its anticipated levels of advertising revenues. Any of these factors could negatively impact the Group's business performance.

##### **c. Internet advertising and information listing services may be influenced by short-term economic trends.**

The advertising business is highly susceptible to trends in the overall economy. During downward cycles, advertising expenditures are among the first expenses that companies reduce. Moreover, Internet advertising has a short history, and changes in more developed markets, such as the United States, could affect the Japanese market. Contract periods for Internet advertising are relatively short. In addition, Internet usage and demand from advertisers for advertising space tend to be seasonal. These factors produce underlying short-term fluctuations in the Group's advertising revenue.

The Internet information listing service also is easily affected by economic trends. In recruiting services especially, there is a trend among client companies to adjust the number of employees being sought in anticipation of economic trends, resulting in information listing income from recruiting services being strongly influenced by such economic trends.

Further, as the Group's cost structure includes a high proportion of fixed costs, such as personnel and lease and utility expenses, expenditures cannot easily be adjusted according to revenues, contributing to underlying volatility in the Group's earnings stream.

**d. The Internet advertising business could be affected by the advertising budget allocations of advertisers and advertising agencies.**

Generally, the advertising of major advertisers is handled by advertising agencies. In addition to how the advertising budget is allocated among the different advertising media, such as the Internet, television, and newspapers, the amount of advertising the Group receives mainly depends on the inclinations of the major advertiser and the amount of discretion allowed the advertising agency. While the Group has implemented various measures to increase the appeal of Yahoo! JAPAN as an advertising media as well as to boost the effectiveness of its advertising products, the trends in advertising allocations among the different media may have an influence on the Group's advertising sales.

**e. The Group may fail to acquire the same position in the mobile advertising field as it did in the PC field.**

Based on projections that advertising via Internet-enabled terminals such as mobile phones will grow at a quickening pace, the Group is working to enable the provision of its services via such terminals in addition to PCs. If Internet use on mobile phones expands substantially, however, the Group may fail to acquire the same number of mobile Internet users or achieve the same Internet usage time as it did with PCs and thus may see a fall in viewer rates and a corresponding reduction in its market share, which could slow down growth in advertising revenue and negatively impact earnings.

**f. Commercial use of the Internet by corporations might not expand as anticipated.**

To expand the market for information listing services, particularly Yahoo! Rikunabi, an employment information site jointly operated with RECRUIT Co., Ltd., the Group is leveraging the convenience of its Web sites and its dominant brand strength to attract new customers. Using an enhanced sales infrastructure, the Group also continually works to attract stores to the Yahoo! Auctions and Yahoo! Shopping sites with the aim of expanding e-commerce revenues.

Despite these efforts, the market might not expand for various reasons. Commercial use of the Internet by corporations might not expand as anticipated. The shift of information listing services to the Internet from traditional media, particularly printed media such as newspapers, magazines, and flyer inserts, might not advance as hoped. The number of users of the Group's auction and shopping sites might not increase as anticipated. Transaction volumes of those sites might be less than expected, or the number of registered stores might be insufficient. The Group's performance could be influenced by one or more of these factors.

**g. The Group's income could be influenced by a change in the broadband market.**

Broadband provider service Yahoo! BB is operated jointly by the Group and Softbank BB Corporation and mainly provides inexpensive and high-speed DSL services.

Due to progress in communication technology, however, the broadband market has recently shifted from DSL services to faster optical-fiber based FTTH services. To acquire new subscribers under these conditions, Softbank BB Corporation has taken such steps as adding to its existing services by providing Yahoo! BB Hikari, a broadband integrated service. However, these efforts could be ineffective in acquiring new subscribers or sales as anticipated or existing customers could shift to competitors' services. Moreover, the Group's income may be negatively affected by unexpected expenses.

**h. The Group's earnings may be influenced by a change in the number of pay service users.**

With the spread of broadband communications, the number of Internet users has increased drastically. Accordingly, the market for pay services is likely to continue expanding. Sooner or later, broadband and mobile terminal proliferation in Japan will reach a saturation point and growth in the number of users will plateau. To prepare for that time, the Group is implementing various measures to boost customer satisfaction and promote greater usage of the full range of its services. Growth in the numbers of Yahoo! Auctions participants and of Yahoo! Premium and Yahoo! BB subscribers, who enjoy various special benefits as paid members, however, might not continue to grow as in the past, which could have a significantly negative influence on the Group's development.

**i. Purchasing pay content via Internet may not become an established practice.**

The spread of broadband communications has enabled the Group to deliver a variety of pay content to meet changing user needs, including high-volume services such as video and music. Demand for such content via the Internet is likely to expand as the number of Internet users increases. If such content fails to become a regular part of the lives of users, or if access to pay content via devices other than PCs becomes the norm, and if the Group fails to break into the non-PC market, the achievement of expected earnings could be difficult.

**2) Impact of Competition**

**a. It is uncertain whether the Group will maintain its advantage in the industry because competitors for its services exist.**

The Group's services are centered on the flagship Yahoo! JAPAN portal site, which offers a diverse range of services over the Internet. These include directory and other search engine services; various types of information services, such as news; Internet tool services, such as e-mail; shopping and other e-commerce services; and payment settlement services. The Group has multiple competitors in each of these service areas.

In such a business climate, a degree of uncertainty exists as to whether or not the Group will be able to secure and maintain its dominant position in the Japanese market. Income deterioration could result from price competition or increased customer acquisition costs. Also, the Group might be obligated to pay higher advertising commissions and content provider fees to advertising agencies and content providers, which could adversely affect performance.

The sudden emergence of a start-up company offering an innovative service that gains popularity with users and spreads rapidly through the market is always a possibility in the Internet market. The Group fully intends to continue to gauge user opinions and usage with an eye to offering services that users want. However, it is possible that the services of a newly emerging company could pose a competitive challenge to existing services. It is possible also that the Group will be obligated to make significant investments in developing new services to maintain its competitive advantage. Either eventuality could have a negative impact on the Group's business performance.

Accordingly, the Group believes that its main competitor in the current market environment is Google (Google Inc.), which holds large shares of the U.S. and European search markets.

### **3) Impact of Products and Services of Other Companies**

#### **a. The Group's services rely on the products and services of other companies, including equipment such as servers, Internet lines, the information terminals of users, and software.**

Because the equipment, such as servers; Internet lines and connection providers; information terminals of users; and software necessary for the provision of the Group's services are products and services offered by other companies, their correct operation is a prerequisite for the proper provision of the Group's services.

There is a diverse range of browser software used to access websites and of information terminals, such as personal computers, mobile phones, televisions sets, car navigation units, used to connect to the Internet. The Group is working to be compatible with each of these different products. Nevertheless, there are cases where the Group's services are not compatible with some of these information terminals and software products. In addition, there are some cases where information terminals and software products cannot properly access the Group's services under certain usage conditions or settings. Specification changes, rate adjustments or insufficient supply of these devices, software products and services may cause users' inconvenience of not having proper access to or not frequently using the Group's services, or may affect the content or earnings of the Group's services.

### **4) Technological Changes**

#### **a. Technological innovation in the Internet industry is extremely quick. If a proper response to technological innovation is not made, the Group's business could be greatly affected.**

The computer industry is well known for technological innovation. The Internet industry is continuously developing new multimedia protocols and technologies. The Group's services are based on Internet technologies produced in an industry noted for rapid technological innovation, constant change in standards and customer needs, and continuous development of new technologies and services.

Responding to these conditions and sustaining a strong competitive position requires close cooperation with Yahoo! Inc., which operates almost identical services in the United States, the center of innovation in Internet technologies. With this, the Group is constantly developing new technology to improve its services. The failure of Yahoo! Inc. or the Group to keep up with technological advances could render their services outdated and erode their competitive positions. The Group might also bear an increasing financial burden owing to original development in Japan, including a rising level of expenditures for localizing work and preparation for the possibility that technological innovation in Japan will at some point surpass that in the United States, with new technologies being developed in Japan instead of in the United States.

## **2. Legal and Institutional Changes**

### **1) Legal Restrictions**

#### **a. Legal restrictions or revisions relating to the Group or the Internet industry may affect both the Group and the industry**

In recent years, there have been some incidents reported in Japan related to viewing or posting sensitive information on the Internet or to dubious business transactions. In response, the market has begun to see some legal restrictions being applied to Internet-based information and goods distribution. To implement a safe, secure and convenient Internet environment, the Group is compliant with laws and has conducted policies and awareness campaigns in cooperation with relevant organizations.

However, if the authorities newly established or amended laws with some impact on the Group or the Internet industry, the Group's services could be negatively influenced or more compliance expenses required or the development of the Internet industry could be affected.

#### **b. The Group is required to observe the Provider Liability Limitation Law. Depending on any changes, the Group's business could be restricted.**

Since May 2002, the Law Concerning the Limits of Liability for Damages of Specified Telecommunications Service Providers and the Right to Request Disclosure of Identification Information of the Senders (Provider Liability Limitation Law) has been in force. However, this law only clarifies the scope of liability for illegal behavior previously provided by civil law and does not increase the liability of businesses that act as intermediates in distributing information via the Internet. Nevertheless, the passage of a new law could lead to a social consensus in support of requiring greater responsibility of information distribution intermediates. The Group's business could be restricted owing to the introduction of new laws or the implementation of rules on self-regulation.

**c. The Group is required to observe the Telecommunications Business Law. Depending on any changes, the Group's business could be restricted.**

The Group is required to observe the Telecommunications Business Law and related ordinances enforced by relevant government divisions to operate Internet-based information communication services. Amendments to this law and related ordinances could restrict the Group's business.

**d. The established Law on the Improvement of the Environment for the Safe and Secure Use of the Internet by Children affect development of the Internet industry.**

Since its establishment, the Group has conducted a variety of measures to contribute to the sound development of the Internet, and has taken steps to protect minors from harmful information, such as the operation of Yahoo! Kids and the introduction of Yahoo! Safety Net. In June 2008, the government passed the Bill on the Improvement of the Environment for the Safe and Secure Use of the Internet by Children. Judging from the provisions of that law, the Group expects that the law will have only a minor impact upon its business. Nevertheless, the law created many issues, such as restrictions on freedom of expression or inhibition of filtering development, which could impact the development of the Internet industry in Japan. Consequently, the Group's performance could be affected.

**e. The Group's earnings could be influenced if some legal restrictions are applied to auction services.**

There have been recent reports of illegal or fraudulent merchandise bought and sold via Yahoo! Auctions services. When sellers subject to the law list branded products for auction, the Group instructs them to identify themselves properly and will revoke their IDs if they do not comply. In collaboration with Internet auction operators DeNA and Rakuten, the Group has formulated and implemented Internet Auction Services Guidelines. In addition, as the chair of the Conference on Anti-distribution of Pirated Intellectual Property on the Internet, the Group is actively working to devise measures against violations. To help educate persons who list items for sale on Internet auctions as well as the potential buyers of those items, the Group has published on its Web site "Intellectual Property Rights Protection Guide," which defines and explains copyrights, image rights, and trademarks.

If these measures fail to bring about the expected results and reports of illegal listings and fraud continue, new legislation could restrict commercial activities carried out via the Internet. Depending on the degree of restriction entailed by such legislation, it could have an impact on the Group's performance, such as reduction of system use fees due to lower numbers of participants in Yahoo! Auctions, or a contraction in the Yahoo! Premium subscriber base.

**f. The Group's services could be influenced if some legal restrictions are applied to social media services.**

Social media services provide a space for users to communicate with each other via postings of opinion and content. In the context of such services, the potential exists for defamation, invasion of privacy, and infringement of intellectual property rights and other legally protected ownership rights. The Group prohibits postings containing copyright-protected content and makes concerted efforts to prevent and eliminate such infringements, such as operating a patrol system for detecting illegal content, soliciting user reports of illegal content, and responding swiftly to requests by legitimate right holders to remove illegal content.

If these measures fail to bring about the expected results and reports of illegal postings continue and become an object of public concern, new legislation might be enacted that could restrict comment posting services on the Internet. Depending on the degree of restriction entailed, such legislation could have a significant impact on the all of Group's services that contain a social media function.

**g. The Group could be affected by amendment of laws concerning financial services.**

The Group offers the Yahoo! JAPAN Card service for financial settlements and Yahoo! Trading (financial instruments intermediary services).

In its Yahoo! JAPAN Card service, the Group independently issues credit cards and offers loans, including cash advances, which activities bring it under the Act on Controls, etc. on Money Lending and Interest Limitation Law. Under the former, the Company is registered as a money lender with the Kanto Local Finance Bureau. Because authorities revised the Act on Controls, etc. on Money Lending so as to lower the interest rate ceiling on loans to match the interest rate ceiling specified in the Interest Limitation Law, customers might claim that interest paid in excess of the rate permitted under the Interest Limitation Law represents unfair profits, and demand repayment. Based on these actions, the Group believes that the revised law's impact on its business will be minor. The Group already lowered its interest rates in May 2008 before enforcement of the law.

In its Yahoo! Trading (financial instruments intermediary services) operations, the Group is under the supervision of the Financial Services Agency and is subject to the Financial Instruments and Exchange Act and rules set by the Japan Securities Dealers Association. Under the Financial Instruments and Exchange Act, the Company registers as a financial instruments intermediary business with the Prime Minister. Although the Group is committed to compliance with these rules and regulations, it could be subject to penalties, such as a loss of registration, if, despite all efforts, it should be found guilty of violating any of those laws and rules. Strengthening or revising the compliance system or trading system to prepare for a tightening of those regulations might entail increased costs and could therefore negatively impact the Group's earnings.

**h. In addition to legal restrictions, the Group's business could be influenced by administrative guidance and requirements of the national government, governmental ministries, and local governments.**

In addition to the application of the aforementioned legal restrictions, self-regulatory systems of companies in the industry with regard to information communication or business under the administrative guidance and requirements of the national government, governmental ministries, and local governments could adversely impact the Group's service provision and performance.

## **2) Litigation**

**a. The victims of auction frauds could pursue legal action against the Group.**

The Group has taken various measures to improve the security of its systems to build a safer and more stable auction environment. In May 2001, the Group introduced a fee-based personal identification system. In July 2004, the Group initiated a system that verifies by mail the postal addresses of users listing items on the auction site. To further reinforce security, the Group introduced an Internet auction fraud-detection model in November 2005. In July 2007, the Group began offering "do now, pay later" services (see Note, below). In addition, the Group has set up a patrol team to eliminate illegal items from auctions in cooperation with law enforcement agencies and copyright-related groups. Despite these measures taken by the Group, it is uncertain that illegal acts will not occur in the future. Therefore, the possibility of legal action being taken against the Group cannot be ruled out, whether or not the Group is responsible. In fact, groups of users have already filed a suit for damage compensation against the Group. Depending on how the suit progresses, the image and/or performance of the Group could be harmed. Moreover, developing a system to prevent criminal activity and upgrading the Group's capabilities to ensure proper management could lead to increased costs and therefore negatively impact earnings.

The Group has instituted a system for compensating users who have suffered damage owing to illegal activity to a limited extent. This could raise expenditures for the Group.

Note: The "Do now, pay later" service is provided as a fundamental fraud measure to eradicate problems with non-delivery of purchased items by allowing the buyer to pay the seller after receiving the product.

**b. Affiliated financial instruments firms may lodge a claim against the Group.**

In providing its Yahoo! Trading (financial instruments intermediary services), the Group complies with its own solicitation policies and guidelines under the supervision of its affiliated financial instruments firms (see Note, below) in setting up trading accounts and handling transactions. Before soliciting transactions from customers, the Group consults with its affiliated financial instruments firms, but such solicitation could mislead customers into making transactions that result in losses. In such cases, the Group could be subject to demands for damage compensation from its affiliated financial instruments firms, which temporarily pay damages to customers, depending on the situation.

Note: "Affiliated financial instruments firms" refers to firms that have signed a consignment agreement with the Group for financial instruments intermediary services.

**c. The Group could be subject to claims, reprimands or damage suits from the people concerned or governmental agencies with regard to Internet advertisements or web sites accessed through links.**

To avoid conflict with Japanese legal restrictions, the Group established an Advertisement Review Standard that internally regulates advertising content and the content of Web sites accessed through advertising links. As expressed in a written contract with the advertiser, the advertiser takes full responsibility for the content of its advertisement. The Group also maintains the right to list Web sites and remove Web sites listed on its Internet directory search services at any time. In addition, the Group fully discloses its legal obligations in written contracts with the creators of those Web sites with clauses indicating the full responsibility of the creators for the content of their sites. For such services as message boards, blogs, and auctions, where users can exchange information freely, the Group indicates clearly in its contracts with users that illegal or harmful content is prohibited and that full responsibility lies with users. The Group maintains the right to remove content and will do so upon discovering Web content in violation of its contracts with users.

Through such internal regulations, the Group prohibits illegal and slanderous content on its sites and protects user privacy. In addition, the Group publishes a disclaimer stating clearly that users bear full responsibility for

Web browsing and information posting, and that the Group accepts no responsibility for damages caused to users during Web browsing or information posting. However, no guarantee can be provided that such measures will be sufficient to avoid litigation. The Group could be subject to claims, reprimands, or damage suits from users, related parties, or governmental agencies with regard to the content of advertisements, Web sites accessed through links on the Group sites, contributions to community message boards, and/or trading on its auction site. The resulting decline in user confidence could lead to a drop in hits or time spent on the Group sites by users, or a suspension of services.

**d. The Group could be subject to damages that are actually the responsibility of a third party.**

To prevent misunderstanding or confusion about the scope of services provided by third parties through agreements with the Group and those provided by the Group itself, measures are taken to ensure the understanding and agreement of customers through user rules or clauses posted on the Group's sites. Despite these efforts, it is possible that these measures will fail and that customers will demand compensation for damages from the Group that actually are the responsibility of a third party. This could result in additional expenses to the Group or damage to its brand image, impacting negatively on performance.

The Group assigns all responsibility to the user and accepts no responsibility regarding Yahoo! Auctions, making no guarantees as to the selection, display, or bidding process for goods or services offered or the formation or honoring of contracts agreed to while using this service. Similarly, the Group publishes a disclaimer on its Yahoo! Shopping site stating that the Group assumes no responsibility for the activities, products, services, or Web site content of the many retailers employing these services. Nor does the Group guarantee that users of these services will purchase goods or services listed by these retailers. In addition, the Group does not accept responsibility for damage, loss, or delay in the delivery of said goods. However, it remains possible that users of these services or other related parties will take legal action against the Group for claims or compensation related to the content of its services. Such legal action could have a negative impact on the Group as a result of monetary obligations or damage to the Group's brand image. Further, it is possible that the treaty regarding the jurisdictions of international courts could result in future legal disputes with users of these services outside Japan.

**e. The Group could be subject to claims or damages from third parties on infringement of intellectual property rights such as patents or copyrights owned by third parties.**

Considering intellectual property to be an important management asset, the Group has established an in-house team devoted exclusively to activities related to intellectual property, including investigation and filing.

In addition, the extent to which patent rights can be applied remains unclear. As such to avoid potential conflicts the Group might be forced to substantially increase expenditures related to patent management, which could impact its earnings. The geographic boundaries for the application of patent rights also remain unclear. Consequently, the Group cannot rule out the possibility of patent issues arising overseas, in addition to in Japan.

Moreover, internal regulations and training programs have been set up with the goal of ensuring that the Group's services or business-use software do not infringe on copyrights owned by third parties. Despite these efforts, infringements still might occur. If so, then the Group could be sued for compensation, required to pay substantial royalty fees, or be forced to cease providing certain services.

**f. Advertising customers could claim reimbursement of excessive invoices for pay per performance fees resulting from click fraud or other methods that increase advertising costs.**

In pay per performance advertising, such as paid search and content-linked advertising, fraudulent behavior in which click fraud is used to increase the number of clicks used to determine pay-per-click or pay-per-performance fees has become a problem. In the United States, there have been cases of major advertisers that have been victims of this type of fraud bringing class action lawsuits against companies that offer these types of advertising products. Yahoo! JAPAN systematically and in some cases manually monitors and determines whether click fraud is occurring and removes those clicks from the count for billing. However, it is possible that in the future such a class action lawsuit could be brought against the Group that might damage the brand image of Yahoo! JAPAN and have a negative impact on performance.

**3) Other legal regulations**

**a. The Group often conducts business consignment or outsourcing for system development or content production. If some violation of the Subcontract Law occurs, public trust in the Group could be lost.**

The Group periodically holds training courses for all employees on the Subcontract Law when and after they join the Group to ensure compliance with the law during business transactions. Despite of these efforts, the Group's creditability could be lost and its performance could be affected if violations of the Subcontract Law occur.

**b. The Group's profits or losses could be influenced if accounting standards and tax systems are changed.**

Against the backdrop of the recent trend to establish international accounting standards, the Group has made quick and appropriate changes to its accounting standards for severance and retirement benefits, financial instruments, and other categories. Even so, a significant change in accounting methods or tax systems could have a material impact on the

Group's profits or losses.

### **3. Natural Disasters or Emergency Situations**

#### **1) Due to natural disasters, the Group's operations could be suspended or discontinued.**

Group operations are vulnerable to natural disasters, such as earthquakes or fires and the accompanying building destruction, power outage, network failures and other phenomena. The Group's network infrastructure and human resources are concentrated in Tokyo. To cope with accidents and surges in Internet access, the Group intends to promote improving the infrastructure by duplicating and dispersing its systems and data centers.

The Group has taken steps to ensure that it can respond quickly and appropriately group-wide in the event that such incidents occur. However, an incident might occur for unforeseen reasons, making it difficult to carry on normal operations or to recover fully. Such an incident could impact negatively on the business performance and brand image of the Group.

#### **2) In case of an emergency situation, the Group's operations could be suspended or discontinued.**

In the event of outbreaks of international conflicts or terrorist attacks, the Group expects that its businesses would also be substantially affected.

Specifically, under the impact of such an event the Group's revenues could decline or the Group could incur extraordinary costs. This might occur because of a temporary limitation in the operation of the Group's site, causing a disruption in planned advertising business. Or, for their own reasons advertising agencies might stop, reduce, or postpone advertising. Furthermore, the access infrastructure for Yahoo! BB might be interrupted or some other circumstances arise whereby users would no longer be able to use the Group's pay services. In addition, there is the risk that operations and earnings could be affected by damage to communications or transportation lines in the United States or other countries or regions that would impede the support structure that Yahoo! Inc. provides for the Group and its links to business alliances. In the worst-case scenario, Group offices could be physically disabled. If other companies closely related to Group businesses, such as Yahoo! Inc. and SOFTBANK CORP. and their related companies and other Internet service providers, were hit with the same conditions, it is possible that the Group could become unable to maintain some of its services.

### **4. Business Management**

#### **1) Management Policy and Business Strategies**

##### **a. If the Group's strategies cannot be formulated and promoted quickly and flexibly in response to changing market needs, its competitive advantage could deteriorate.**

The Group has been promoting four major strategies: "Social Media," "Yahoo! Everywhere," "Personalized Local Information" and "Open Partnership Policy," with a specific management indicator goal of increasing users and service hours per user. These strategies are modified quickly and flexibly according to changes in market or partners' needs and technological or competitive trends.

Nevertheless, if these strategies cannot be modified quickly and properly according to changing needs and technological or competitive trends, the Group's competitive advantage could be compromised due to the delay in promoting these strategies.

#### **2) Technology Development and Improvement**

a. The Group's R&D efforts aim to meet customer needs through the implementation of new strategies and start up of new businesses. However, these efforts may fail to address such needs properly or result in an R&D delay or failure.

To respond to the growth and diversification of Internet use and maintain a competitive advantage, the Group intends to develop new strategies and businesses for providing content and services that meet customer needs. To support that process, the Group established a new research institution, Yahoo! JAPAN Research, on April 1, 2007. The Group is projecting substantial R&D expenses related to future business development. Actual R&D expenditures could rise beyond those projections and, depending on the time period required for development, the Group's competitiveness could actually diminish despite its efforts.

The market is crowded with entrants and highly competitive, technological innovation is the norm, the pace of change is rapid, and service life cycles are short. For these reasons, the Group intends to improve operating efficiency not only by hiring specialists and technically skilled staff but also by undertaking business cooperation with other companies with proven records in the business. To respond quickly to changing market needs, the Group is also focusing on organizational enhancement for service planning and for system development. Even so, the Group might fail to achieve targeted sales and profit for reasons such as a delay or failure of R&D programs, excessive expenses or lack of effectiveness due to failure in capturing customer needs. Focusing investment on the development of these services might negatively affect the development and operations of other services of the Group. In addition, technical and operating problems could result in subscriber demands for compensation.

**b. If continuous improvement of services is not adequately implemented, the Group's services could become obsolete.**

The pace of change in technology and services is very dynamic in the Internet market, resulting in a constant stream of new services. In such an environment, the Group believes that continually improving the user experience is central to maintaining its competitive advantages. To this end, the Group focuses widely on (1) improving the visibility and design layout of the display screen with an eye to enhancing operational convenience; (2) tightening the correspondence between the results of searches and other information services and actual user requirements; and (3) accelerating display speeds of the results of searches and other information services.

To maintain and increase its competitive advantages, the Group must continue to invest in such service improvements. Should these capital investments not be appropriately made, the Group could experience a decline in its competitiveness or in its brand image. Moreover, the level of investments required for achieving service improvements could rise. Either of these eventualities could adversely affect the business performance of the Group. Also, although the Group conducts adequate surveys and tests to determine the likely effects of planned improvements to or renewal of services, the actual effects could result in a reduction of the number of users or page views, which would have a negative impact on the Group's business performance due to reduced advertising revenues.

**c. If a capital investment program is not planned and implemented properly, service quality could deteriorate or overinvestment may increase expenditures.**

To support expected business expansion and continue providing quality services to fulfill customer needs, the Group maintains a continuous capital-investment program of comparatively large scale considering its current operations. To keep up with further growth of the Internet user base and the progressive spread of broadband and ubiquitous computing, the Group will have to add and improve network-related facilities one after the other to adequately cope with higher peaks in access volume and larger volumes of data transmission and reception over short time periods. Consequently, the Group anticipates a growing need for even larger capital investments than in the past in a timely manner to build systems and networks to smoothly control large volumes of communications traffic, strengthen security systems to protect settlement services and the personal information of customers, and expand systems to appropriately respond to the growth and diversification of user inquiries. Further, in response to growth in business scope, the Group assumes that it will have to continuously acquire more office space and invest in the expansion and upgrading of its facilities.

In making these capital investments, the Group will ensure that unnecessary cash outflows do not occur by closely considering costs and benefits and by focusing on keeping system-development and equipment expenses reasonable.

Although the Group believes business expansion will result in earnings growth sufficient to provide operating cash flows to cover these increased costs and cash outflows, insufficient and/or delayed effects of capital investments could substantially impact future earnings and cash flows. Moreover, since the Internet industry is characterized by constant technological innovation and rapidly changing customer needs, the useful life of the invested facilities may be shorter than planned. As a result, depreciation terms may be shorter and depreciation costs higher compared with previous terms because of changes in accounting methods. In addition, greater than normal losses may be recorded because of disposal of current facilities.

**d. If the Group fails to properly provide its services to all types of Internet-enabled terminals, its business development could be affected.**

In recent years, the variety of information terminals that can access the Internet has increased, such as mobile phones, video game consoles, TVs, car navigation systems, and PDAs. This has improved the connection infrastructure that allows users to access to Internet through terminals other than PCs. Responding to this trend, the Group has adopted its "Yahoo! Everywhere" strategy, which promotes Internet usage via various devices including PCs, mobile phones, video game consoles, TVs, and car navigation systems, as a means to increase opportunities for users to access Yahoo! JAPAN services and expand usage of the services. In promoting the initiative, the following risks could occur.

To offer Yahoo! JAPAN services to our users via various devices, the Group will have to adopt the information transmission standards of each device with the support of the company that developed it. If the Group cannot adopt those standards, it will not be able to provide services for that device.

To enable users to easily connect to the Group's sites from their various devices is an important element of its competitiveness. For example, there is a Y! Button on SOFTBANK mobile phones that provides easy and direct connection to the Yahoo! JAPAN services. The Group also intends to work closely with the companies that develop devices other than mobile phones to ensure easy connectivity. If, however, the Group cannot ensure that these devices will be able to connect smoothly, it could undermine the Group's competitiveness. Furthermore, should the Group incur greater costs than expected in ensuring connectivity, it could impact negatively on the Group's performance.

Each device has its own unique features, such as screen size and input system. Under the "Yahoo! Everywhere" strategy the Group intends to optimize its sites for each of these features in providing information. However, may take longer than expected to optimize the services or the Group's services could be inferior to the services of other companies that customized their services for individual devices, resulting in an erosion of competitiveness. In addition,

greater than expected expenses for this optimization could adversely affect the Group's performance.

**e. If the Group fails to properly respond to the growing diversity in advertising products, its advertising sales could be affected.**

Many new advertising products incorporating a variety of advertising methods have emerged in the Internet advertising market. The Group develops and sells a variety of advertising products suited to advertisers' specific needs, including products with guaranteed exposure periods and numbers of impressions. The Group also offers Sponsor Site services (paid search advertising), operated jointly with Overture K.K., an affiliate ad program, operated in cooperation with ValueCommerce Co., Ltd, and content-linked advertising that analyzes the content of web pages on which advertising is to be listed and distributes advertising appropriate for that content.

Recently, the Group has developed and launched various advertising products incorporating innovative advertising methods, including behavioral targeting advertising that utilizes users' past history of Internet usage, search keywords, demographics, distribution regions, and other facts to distribute advertising; Interest Match™ that uses the previously mentioned users' past history of Internet usage and advertising timing as well as the content of web pages to distribute text advertising; and AD Network, which distributes advertising over a network of partner sites, giving it greater reach than single-site-distribution products. Nevertheless, if the Group fails to properly incorporate innovative advertising methods, its advertising revenue could decrease even as the cost of developing new products and forming new partnerships with companies possessing expertise in innovative advertising methods grows. As a result, Group performance could be negatively affected.

### **3) New Business and Services**

**a. The Group has promoted business and service diversification but its new businesses and services may not contribute to its earnings.**

The Group plans to further diversify into new businesses to strengthen its operating base and provide a growing range of quality services. To this end, the Group might be obligated to incur additional expenses to employ new staff, expand and upgrade facilities, and conduct research and development.

Moreover, new businesses are unlikely to begin contributing stable revenues immediately. Consequently, the Group's profitability could decline temporarily.

In addition, new businesses might not develop in line with Group expectations. The Group might be unable to recover investment expenses, which could significantly affect its performance.

### **4) Services Provided**

**a. The Group's search services, behavioral targeting advertising, and other systems are developed, operated, and maintained by Yahoo! Inc. and others.**

Based on the business tie-up with Overture K.K., the Group's paid search advertising sales have firmly expanded and become a larger proportion of overall advertising sales. However, the platform for search services, paid search advertising and behavioral targeting advertising is developed, operated, and maintained by Yahoo! Inc. and others. Moreover, Overture K.K. handles the marketing and sales in Japan of advertising products (paid search and content-linked advertising) that use the platform. Some of the Group's services other than these services also are developed, operated, and maintained by Yahoo! Inc., and others.

Accordingly, should the Company's business relationship with Yahoo! Inc. change or some type of obstruction to the smooth operation of Yahoo! Inc. arise, it could have a negative impact on the performance of the Group and the viability of the related services being offered.

**b. Some of our advertising products guarantee page views. If the page views are not achieved, the Group will have to provide some form of compensation.**

Advertising contract periods and page views are guaranteed for many of our products, with advertising fees based on those two parameters. Failure to obtain the number of required page views due to problems with the Internet connection environment or to similar problems could force the Group to extend advertising contract periods or to devise some other type of compensation, which could negatively impact Group advertising revenues.

Moreover, the Group might fail to provide services that meet the needs of advertisers, which could result in lost sales opportunities as well as reduced demand from advertisers, which would negatively impact Group advertising revenues.

**c. Expenses for Internet connections or capital investment in infrastructure could rise because of the increased use of streaming services or bulk advertising.**

The Group provides streaming and other services, which use greater bandwidth than services consisting of only text and images. Advertising products of the Group called "Brand Panel" and "Prime Display," which allow streaming and interactive advertising, also using greater Internet bandwidth. Since use of these types of services are likely to grow steadily in future, expenses for Internet connections and capital investment in facilities, such as servers necessary for displaying such services, could increase as well.

## **5) Compliance**

### **a. Since there is no guarantee that compliance measures will be effective, compliance problems could occur.**

The Group recognizes that compliance is important for continuous enhancement of corporate value. Consequently, the Group has established various compliance regulations standards for all directors, corporate auditors, and employees to ensure compliance with laws and articles of incorporation. Aiming to achieve thorough observation of those regulations and standards, the Group has posted these regulations and standards on the Intranet and conducts periodic in-house training.

However, despite these efforts, it is impossible to avoid compliance risks completely. If a violation occurs, the Group's brand image and performance could be affected.

## **6) Management and Operation Systems**

### **a. If the Group fails to acquire necessary human resources in line with business expansion or acquires excessive human resources, its business development could be affected.**

In addition to personnel and organizational enhancements geared toward higher advertising sales and strengthened technological development, the Group must increase staff in response to business diversification to support the large number of new Web sites created by the recent surge in Internet use, to carry out the operation and management of its community and shopping services, and to control billing and offer customer support for fee-based services.

Failure on the part of the organization or staff to respond adequately to these expanded administrative duties could undermine competitiveness, create problems with users of and stores registered on the "Yahoo! Shopping" and "Yahoo! Auctions" sites, and affect operational efficiency.

Although the Group will work to minimize the effects of increased staff on operating results, personnel expenses, lease expenses, and other fixed costs are likely to rise, resulting in lower profit margins.

### **b. If the Group's key personnel resign, its business development could be affected.**

The development of the Group's businesses depends on continued support from senior management and key technical personnel. These include the presidents, directors, and other representatives of each department serving on management committees who possess specialized knowledge and technical expertise concerning the Group and its business. Consequently, if key personnel were to leave and the Group failed to appoint and replace them, this would negatively influence the continuation and development of the business.

In addition, some senior managers participate in one of the Group's personnel incentive measures, the stock-option plan. Depending on the fortunes of the stock market, these stock-option plans might not motivate plan participants but rather could reduce their motivation and cause them to leave the Group.

### **c. The Group has promoted the protection of its intellectual property rights to maintain its competitive advantage but its efforts may not be cost-efficient.**

The Group believes that its intellectual property rights are central to its ability to maintain certain competitive advantages in the market and that it is therefore essential to produce, acquire, and protect copyrights, patents, trademarks, designs, and domain names. Most of the content accompanying the Group's services offered to users is subject to copyrights and other legal rights. Users are allowed to utilize that content within the scope of the user contract to which they have agreed.

Although rights pertaining to the content provided in Group's services to users are legally protected, it is possible that certain content data will be used in a manner other than that sanctioned in the user contract, which could damage the Group's brand image. In addition, increasing costs of minimizing the likelihood of such an eventuality could negatively affect the Group's business performance. At the same time, expenditures required to enable the Group to utilize those rights as competitive advantages could arise, making it difficult for the Group to gain sufficient benefit from the rights in view of the excessive expenditure entailed.

### **d. The Group has direct business transactions with many individual and corporate customers and thus the costs for settlement or dealing with inquiries may increase.**

Along with the expansion of the Group's business scope and the strengthening of its paid search advertising, pay member services, and pay content, etc., businesses, the Group's opportunities to directly earn income from an unspecific and diverse client base of individuals and corporations have grown steadily.

The Group has formed a special team responsible for strengthening management of this pool of customers and for taking such steps as introducing a new system to improve business efficiency. Despite these measures, the Group might be exposed to expanded risks related to the settlement and collection of receivables due to increases in the amount of small sales receivables and uncollected receivables, credit card settlement problems, and the costs of receivables collection.

The nature and quantity of customer inquiries might broaden. Previously, most inquiries were related to service usage, but they might shift to inquiries about payment, the return or exchange of services and goods, and matters related to commissioned third parties, such as distribution or settlement. To properly respond to customer

inquiries, the Group is in the process of increasing staff, strengthening and expanding its management organization, and improving efficiency by standardizing and computerizing businesses. The costs of these measures and improvements could negatively affect the Group's profits. In addition, these measures do not eliminate the possibility that customers will not be sufficiently satisfied despite these measures. Such a result could damage the Group's brand image and negatively impact Group performance.

## **5. Relationship with Major Stakeholders**

### **1) Major Shareholders**

#### **a. If the parent company's policies or major shareholders change, the Group's business could be affected.**

With SOFTBANK CORP. as the parent company and Yahoo! Inc. as the owner of the Yahoo! brand name, it is to be expected that the Group has good business relationships with various associated business partners of SOFTBANK CORP. and Yahoo! Inc. Moving forward, the Group intends to maintain these relationships. It is possible, however, that the Group's services or business contracts could be affected, or relationships with associated business partners transformed, as a result either of changes in the business strategies of certain companies or of changes in important stakeholders, most notably the parent company and other major investors in the Company. Such changes could adversely affect the Group's businesses in various ways.

The following shareholder agreement exists between major shareholders, SOFTBANK CORP. and Yahoo! Inc., that places certain restrictions on the sale or purchase of Yahoo Japan Corporation's stock.

The following are the important points of the shareholder agreement.

\* The election of directors and corporate auditors shall be done according to law and the Company's articles of incorporation. However, as long as both SOFTBANK and Yahoo! Inc. maintain shareholdings equaling 5% or more of the Company's stock, SOFTBANK and Yahoo! Inc. shall each nominate its own representative to be a director. In addition, the number of directors shall be five, which number cannot be changed without first obtaining the approval of both SOFTBANK and Yahoo! Inc.

\* The Company shall conduct its business according to law and its articles of incorporation. However, should the Company wish to undertake a merger that would reduce the combined shareholdings of SOFTBANK and Yahoo! Inc. to less than 50%, or to sell major assets, it must first obtain the approval of Yahoo! Inc.

\* The Company shall increase its capital, raise funds, and take other financial actions according to law and its articles of incorporation. SOFTBANK will not approve any resolution by the Company to issue new share subscription rights without Yahoo! Inc.'s consent. (except in the case of stock options for employees). Moreover, SOFTBANK and the Company will determine the range allowed for granting stock options to employees before this agreement becomes valid.

\* The right of SOFTBANK and Yahoo! Inc. as shareholders to inspect the Company's books shall be in accordance with law and the Company's articles of incorporation.

#### **\* Other points of agreement**

--Neither SOFTBANK nor Yahoo! Inc. will agree to any change to the Company's articles of incorporation that would be detrimental to the other party.

--When one party decides to sell shares of Yahoo Japan Corporation, it will inform the other party at least 20 days in advance of the intended selling date.

--When one party decides to purchase additional shares of Yahoo Japan Corporation on the market, it will first obtain the consent of the other party.

--When one party decides to sell shares of Yahoo Japan Corporation on the market, it must offer the shares to the other party first. Should the other party not wish to buy the shares, they will be sold to a third party. In that case, the other party will also participate as a seller in the transaction with the same third party also buying its shares, and may sell shares held in Yahoo Japan Corporation to the third party as well in accordance with the proportion of shares held by SOFTBANK and Yahoo! Inc.

The Company is not the central party in this shareholder agreement. The Company, by principle, carries out its business in accordance with the law and its articles of incorporation, and, moreover, the agreement does not significantly fetter the Company's operations or its pursuit of business. From this point of view, the Company believes that the agreement does not represent an invasion of the rights of other shareholders.

#### **b. The Group's business might compete with those of companies within SOFTBANK Group.**

The Group is working with SOFTBANK CORP. in strategically developing mobile phone, streaming content, Yahoo! BB and other businesses. If SOFTBANK should invest in or tie up with a company offering services similar to those offered by the Group, competition within the SOFTBANK Group could arise in the future. Although the Group intends to proactively deal with such an eventuality by collaborating, any resultant competition within the SOFTBANK Group could affect the performance of the Group in some manner.

**c. The license agreement with Yahoo Inc. plays a significant role in the Group's business. Any modifications to the agreement may affect the Group's business.**

The Group's operations are based on a license agreement with Yahoo! Inc., one of the founding partners of the Company. The Yahoo! trademark, software, and tools (hereinafter referred to as the trademark) used in the operation of the Group's Internet search services are the property of Yahoo! Inc. The Group conducts business operations through a license obtained for the use of the trademark. As such, the agreement with Yahoo! Inc. is critical to the Group's core operations. Any modifications to the agreement may affect the Group's business.

Contract name: YAHOO! JAPAN LICENSE AGREEMENT
Contract date: April 1, 1996
Contract term: From April 1, 1996; termination date unspecified Note: The license agreement may be terminated under the following conditions: mutual decision by the companies to terminate the agreement; cancellation of the agreement following bankruptcy or loan default by one of the companies; purchase of one-third or more of the Company's outstanding shares by a competitor of Yahoo! Inc.; merger or acquisition rendering Yahoo! Inc. and SOFTBANK CORP. incapable of maintaining over 50% of shareholder voting rights of the ongoing company (may be waived by agreement of Yahoo! Inc.).
Contracted party: Yahoo! Inc.
1) Licensing rights granted by Yahoo! Inc. to the Company: <ul style="list-style-type: none"><li>* Non-exclusive rights granted to the Company for reproduction and use of Yahoo! Inc.'s Internet search and other services customized and localized for the Japanese market (hereinafter referred to as the Japanese version of the Yahoo! search services)</li><li>* Non-exclusive rights granted to the Company for use in Japan of the Yahoo! trademark</li><li>* Exclusive rights granted to the Company for publishing of the Yahoo! trademark in Japan</li><li>* Exclusive rights granted to the Company worldwide for development, commercial use, and promotion of the Japanese version of the Yahoo! search services</li></ul> 2) Non-exclusive licensing rights granted (gratis) to Yahoo! Inc. worldwide for use of Japanese content added by the Company 3) Royalties to be paid by the Company to Yahoo! Inc. (see Note, below) Note: Royalty calculation method {(Consolidated net sales) - (Advertising sales commissions on a consolidated basis) - (Cost of sales of consolidated subsidiaries with a different gross margin structure and others)} x 3%

**d. International development of the Yahoo! Brand may restrict the expansion of the Group's business.**

The establishment and proliferation of the Yahoo! brand are considered important to the Group, both for attracting users and advertisers and for expanding its business. The importance of brand recognition is increasing rapidly with the explosive increase in Internet sites and low barriers to entry in the Internet business. Especially given the intensifying competition among Internet companies, expenditures for establishing the Yahoo! brand and boosting brand recognition could increase substantially.

Although efforts are under way to promote the Yahoo! brand with cooperation from Yahoo! Group companies overseas, the Group is unable to provide assurances as to the outcome of these efforts. Failure on the part of Group companies overseas to effectively establish and proliferate the Yahoo! brand could impact the Group in the form of weaker brand presence. In addition, some agreements with overseas Group companies contain exclusionary provisions. The Group is not able to place certain advertisements while these agreements are in force. Although Yahoo! Inc. is making efforts around the world to protect trademarks that are core to its brand rights through applications, registrations, and presence, there is the possibility that Yahoo! Inc. has not registered trademarks necessary to the Group's business in Japan.

It is also possible that third parties will acquire domain names that the Group might find necessary to its business or will use domain names that resemble Yahoo! or the services offered by the Group to carry out unfair competition with or harass the Group. These actions could affect the Group's brand strategy and damage its brand image.

**2) Consolidated Group**

**a. Improper management of the consolidated group could impact the Group's performance.**

The Group has subsidiaries and affiliates of all sizes with varying degrees of in-house management. It is the Group's policy to acquire necessary additional staff and to strengthen its organization as businesses expand. If these measures are not implemented in a timely manner, however, the Group's performance could be negatively affected.

Tie-ups with the Group's services or network as well as personnel support are essential to the operations of all of the services of the Group's subsidiaries and affiliates. The relevant sections of the Group work closely with each subsidiary and affiliate to provide necessary support. However, it might become difficult to adequately provide such cooperative support owing to operational expansion of the businesses of the Group and of its subsidiaries and affiliates, which could negatively impact the Group's performance.

**b. Any modifications to the business alliance contract with Overture K.K. could impact the Group's business.**

The Company has signed the following business alliance contract with Overture K.K. to provide services such as paid search advertising. Paid search advertising is one of the Group's key income sources. Therefore, any modifications to the contract could affect the Group's earnings.

Contracting company	Yahoo Japan Corporation (the Company); OVERTURE K.K.(OVKK)(Consolidated subsidiary)
Contract counterparties	Yahoo! Sarl; Yahoo! Inc. (Yahoo)
Contract date	August 31, 2007
Contract term	From August 31, 2007, to August 30, 2017 (10 years)
Main details	<p>ADVERTISER AND PUBLISHER SERVICES AGREEMENT</p> <p>1. Basic roles of each party  Yahoo! Sarl will dedicate robust efforts to develop and enhance the contracted services and advance the competitiveness of the services. OVKK will dedicate robust marketing efforts to advance customer adoption of the contracted services to enhance the OVKK revenue generated under this agreement.  Yahoo! Sarl and OVKK, via a joint steering committee, will agree to roadmap of improvements and developments to carry out customization of contracted services for the Japanese market to optimize services for the market.</p> <p>2. Exclusive provision of contracted services by Yahoo! Sarl  In Japan, OVKK, the Company, or subsidiaries for which the Company holds more than 50% of the voting rights will be the exclusive offeree of the contracted services. (The services include advertising platform related to paid search and content matched advertising as of the contract date, and additional search- and advertising-related services adopted as contracted services through the procedure given in the original contract.)</p> <p>3. Service fee payments to Yahoo! Sarl by OVKK  OVKK shall pay to Yahoo! Sarl a service fee calculated as a rate prearranged for each year on OVKK revenues (gross revenues earned by OVKK or companies for which it owns 20% or more of the voting rights) associated with the use of the contracted services or Yahoo! Sarl's technologies or systems.</p> <p>4. OVKK's exclusive rights in Japan  OVKK has the exclusive rights in Japan for provision of the search- and advertising-related services of Yahoo! Sarl, Yahoo Inc., or its subsidiaries.</p> <p>5. Exclusivist obligation regarding contracted services  OVKK, the Company, or subsidiaries for which the Company holds more than 50% of the voting rights are obligated not to provide versions of or similar services to the Yahoo! Sarl's contracted services. If the Yahoo! Sarl's performance issues arise based on the material breach for the service level stipulated in the arrangement, which may cause serious negative impact to the business of OVKK, the joint steering committee will find a solution for the issue. Paid search and content-linked advertising services that the Company possesses as of the contract date will not be subject to this contract.</p>

(Note) The advertiser and publisher service agreement was made on August 31, 2008 between OVERTURE SEARCH SERVICES (IRELAND) LIMITED (OSSIL) and Yahoo! Inc. OSSIL transferred the position of this agreement to Yahoo! Sarl.

### 3) Other Major Business Partners

#### a. Any modifications to the business alliance contract with SOFTBANK CORP. could impact the Group's business.

The Company has signed the following business alliance contract and incentive agreement concerning Yahoo! BB with SOFTBANK BB Corp. (SBB), which is a subsidiary of SOFTBANK CORP. Yahoo! BB related business is one of the Group's principal income sources. Therefore, any modifications to this contract could impact the Company's earnings.

Contract name: Business alliance contract
Contract date: March 31, 2007 (original contract signed on June 20, 2001)
Contract term: June 20, 2001 ~ (indefinite term)
Contracted party: SOFTBANK BB Corp.
<p>1) The Company and SBB will jointly provide Internet access services using FTTH and DSL technology.</p> <p>2) The Company's main roles</p> <ul style="list-style-type: none"> <li>* Promoting Yahoo! BB services</li> <li>* Recruiting subscribers for Yahoo! BB services</li> <li>* Operating the Yahoo! BB portal site</li> <li>* Providing mail and Web site services</li> <li>* Providing a fee-collection platform</li> </ul> <p>3) SBB's main roles</p> <ul style="list-style-type: none"> <li>* Providing ADSL and FTTH services between subscribers and phone offices, installing network infrastructure between phone-office buildings, and providing connections to Internet networks</li> <li>* Handling subscriber inquiries and providing technical support</li> <li>* From the ISP charge, the Company takes the following in exchange for services rendered: <ul style="list-style-type: none"> <li>- Subscribers acquired by March 31, 2005: ¥100 per line per month</li> <li>- Subscribers acquired during the period from April 1, 2005, until March 31, 2007: ¥200<sup>th</sup> per line per month until the 36<sup>th</sup> month from the month of application. From the 37<sup>th</sup> month, ¥100 per line per month.</li> <li>- Subscribers acquired after April 1, 2007: ¥100 per line per month</li> </ul> </li> </ul>

Contract name: Incentive agreement
Contract date: October 7, 2005
Contract term: One year, beginning October 1, 2004 (automatically renewed each year)
Contracted party: SOFTBANK BB Corp.
<ul style="list-style-type: none"> <li>• Customer acquisition incentive fees <ul style="list-style-type: none"> <li>Yahoo! BB basic service: <ul style="list-style-type: none"> <li>Approx. ¥15,000 per subscription</li> </ul> </li> <li>Yahoo! BB + wireless LAN package: <ul style="list-style-type: none"> <li>Approx. ¥20,000 per subscription</li> </ul> </li> </ul> </li> <li>• Long-term customer incentive fees <ul style="list-style-type: none"> <li>Yahoo! BB basic service: <ul style="list-style-type: none"> <li>Approx. ¥200 per month per continuing subscriber</li> </ul> </li> <li>Yahoo! BB + wireless LAN package: <ul style="list-style-type: none"> <li>Approx. ¥250 per month per continuing subscriber</li> </ul> </li> </ul> </li> </ul>

#### b. Since Yahoo! BB services are dependent on SOFTBANK BB Corp., the service quality of SOFTBANK BB Corp. could affect the Group.

The portion of Yahoo! BB business handled by SOFTBANK BB could indirectly but significantly influence Group performance. If SOFTBANK BB fails to complete construction on time and services to subscribers are delayed, the Group would be unable to account for projected sales on time and could lose business opportunities due to cancellations. Failure to build infrastructure and problems with service quality could cause subscribers to cancel services quickly, thereby negatively impacting Group earnings.

## **6. Finances, Loans and Investments**

### **1) Funds Procurement and Interest Rate Changes**

#### **a. In its Yahoo! ezPay service, the Group may borrow funds to bridge the collection of reimbursement funds from buyers.**

Yahoo! ezPay is a payment service provided by the Company's subsidiary Netrust, Ltd., whereby on the request of the seller and buyer of an item listed on Yahoo! Auctions Netrust acts as the intermediate in the settlement of the transaction.

Because Netrust reimburses the seller of an item one to three business days after the buyer has made settlement by credit card or Internet banking, the subsidiary must carry the credit-card receivables for the period up to the fixed settlement date of the bank used by the credit-card company. The Group is exploring methods of reducing the amount of reimbursement funds by shortening settlement cycles with the credit-card companies' settlement banks as well as seeking methods of diversifying its sources of funds. However, if the pace of growth of this service should substantially exceed the anticipated rate, the Group might not be able to raise the required funds at a reasonable cost. Moreover, the amount of the reimbursement funds could increase to a level where, if interest rates rose higher, interest payments to banks or other financial institutions could have a negative impact on the Group's business and performance.

#### **b. In its Yahoo! JAPAN Cards service, the Group also borrows funds to bridge the collection of reimbursement funds from cardholders.**

The Yahoo! JAPAN Card is a credit card that the Group issues and will be providing credit to those who are issued with the card. The Group will also be reimbursing payments made by cardholders to merchants honoring the card. Because payments will be collected from cardholders once a month while reimbursements to merchants will be made about three times a month, it will be necessary to finance those reimbursements. Although the Group is considering diversifying its funding sources as the business expands, obtaining the necessary funding for reimbursements to merchants at a suitable cost could prove to be impossible.

### **2) Investments**

#### **a. The Group often makes investments in or loans to other companies. However, appropriate returns may not be obtained on said investments or loans or the funds could become irrecoverable.**

The Group makes investments as a result of business ties or with an eye to forming business ties in the future. The Group cannot guarantee that these investments are recoverable.

Moreover, although some of public companies in which the Group has invested have already produced an evaluation profit, this profit could decline or turn to an evaluation loss in the future.

The Group takes the utmost care to ensure that the performances of the companies in which it invests are reflected appropriately in its own performance by operating in line with in-house rules in accordance with general accounting standards and by applying asset-impairment accounting. Nevertheless, depending on the direction of the stock market or performance of the companies in which the Group has invested, they could have an increasingly adverse effect on the Group's profit or loss in the future.

To maximize business synergies or to expand the Group's business, the Group expects to further invest or loan funds for capital participation in third-party companies, fund joint ventures, engage in new investments by establishing companies, etc., or provide new loans to adequately provide for the capital needs of subsidiaries and affiliates. These investments or loans will be made based on a careful investigation of the risks of said investments or loans based on thorough analysis and compliance with in-house procedures. However, if these new investments or loans do not achieve the originally projected level of profit or, in the worst case, become irrecoverable, they could adversely affect the Group's future financial condition.

#### **b. The Group made an investment in BB Mobile Corp. to assist SOFTBANK CORP.'s acquisition of Vodafone K.K. However, anticipated returns might not be obtained.**

On April 27, 2006, SOFTBANK CORP. acquired Vodafone K.K. (now SOFTBANK MOBILE Corp.) through BB Mobile Corp., a subsidiary of SOFTBANK CORP. subsidiary Mobiletech Corp. Also on April 27, 2006, the Group made a ¥120 billion investment in BB Mobile Corp. comprising preferred shares with share acquisition rights. The investment was made with a full understanding of the risks involved based on adequate pre-investment investigations and due internal process.

The Group has expanded its mobile Internet services provided to SOFTBANK MOBILE in its capacity as the provider of the portal site for SOFTBANK subscribers, while also providing its services to carriers other than SOFTBANK MOBILE. The Group is providing SOFTBANK subscribers with an environment that facilitates the use of a variety of Internet services via mobile phone. In the future, the Group aims to achieve integrated mobile Internet services fully accessible by subscribers of all mobile carriers.

Should SOFTBANK MOBILE fail to achieve the level of profits originally projected, or, in the worst case, should the Company be unable to recover its investment in the business, the Group's business performance and financial condition could be negatively impacted.

**c. The Group has commenced operations of joint venture TV Bank Corporation through joint investment to strengthen its streaming content business. However, expected returns might not be obtained.**

The Company has established and commenced operations of TV Bank Corporation (TV Bank) jointly with SOFTBANK CORP. to strengthen its streaming content business. The two partners have concentrated the necessary human resources and know-how into TV Bank and are proceeding with the procurement of streaming content, the development and operation of systems for transmitting or searching streaming content, and the creation and operation of streaming services. With the cooperation of content providers and advertising agencies, the Company intends to develop Yahoo! Streaming and other streaming content services.

Should TV Bank be unable to procure content as expected or the cost of content be greater than expected, or should the set-up of streaming content delivery and other systems take more time than anticipated, the Group's performance could be negatively impacted.

## **7. Relationship with Competitors and Partners**

### **1) Business Alliances and Contracts**

**a. The Group promotes the building of partnerships but there are some risks in doing so.**

By actively forming partnerships with both corporate and personal Web sites, the Group is building an extended network that is expected to result in increased usage of the Group's services by users of partner sites as well as by Yahoo! JAPAN users.

In the advertising business, the Group is expanding its AD Network and AD Partner advertising networks by partnering with new sites and incorporating their advertising space in a network-wide advertising distribution system, thereby enabling partner sites with limited viewer reach to increase their advertising media value. Advertisers, meanwhile, can achieve wider exposure by targeting advertisements at the entire network's user base. In the search business, by jointly providing advertisers with the paid search advertising service offered by Overture K.K., the Group and its partners now hold a dominant share of the search market. In the auction business, the Company has been promoting measures with eBay Inc. to mutually support and guide the two companies' respective entries into the U.S. and Japanese markets. In addition, the Group has begun offering other services, such as its online settlement service Yahoo! Wallet, on partner sites. By establishing an extended network, the Group is helping to enhance the convenience, security, efficiency, user appeal, and profitability of all partner sites on the network. At the same time, by working together with partner sites the Group aims to provide the full range of Internet services that users demand.

In pursuing these actions, the Group faces the following risks:

- Although partnerships (business tie-ups) are established with an eye to ensuring mutual benefits, some partners might fail to achieve sales or traffic goals. Furthermore, competition with other companies might result in delays in or increase the costs of setting up partnerships. In addition, partners might suddenly cancel agreements. Any of these eventualities could adversely affect the Group's performance.
- The Group provides services to partners via proprietary systems and via systems owned by affiliated and business tie-up companies. If partners were to suffer service disruptions or other damages as a result of these systems, then the Group's brand image could be tarnished or the Group could be sued for damage compensation, either of which could negatively affect the Group's performance.
- Because the quality and reputation of our partners' services reflect on the reputation and credibility of the Group, any problems with our partners' services could tarnish the Group's brand image.
- AD Partner is a distribution service for display advertising and content-linked text advertising mainly to personal homepages and blogs. This service aims to boost the brand image and advertising effects for advertisers as well as to reward sites that meet our selection standards by distributing advertising only to such sites. Should advertisers not get their expected advertising effects or personal site owners not get their expected rewards, however, it might become impossible to place ads or extend the network as expected, which could have a negative impact on the Group's performance.

**b. If a paid search advertising partner terminates the partnership with the Group, the Group's earnings could be influenced.**

Overture K.K. provides its paid search advertising services not only to the Group but also to other domestic portal sites and other partners with which it has business agreements. Overture holds the largest share of the paid search advertising market in Japan. The Group intends to continue to expand the number of Overture's partners and to create new services. However, should its business agreements with such partners be terminated, it could have an impact on the profitability of the Group.

**c. The Group's procurement of various content from third parties could be affected.**

The Group offers and plans to continue offering Internet users quality, appealing information, such as up-to-the-minute news, weather, and stock quotes, as well as broadband content such as films and music. However, should the Group not be able to acquire information and content as expected or the costs of acquiring the information and content be

higher than anticipated, use of the Group's services by Internet users might decline, possibly resulting in a failure of the Group to achieve its projected earnings.

## **2) Collection of Sales Credit Claims**

### **a. The Group examines the credit standing of clients. However, the collection of receivables could be affected.**

In sales of advertising and other products, the Group follows a set of internal rules in carefully examining the credit standing of clients. It also exercises sufficient precautions so that the collection of receivables will not be delayed, such as setting upper limits for transaction amounts, adopting advanced payments, making sales through advertising agencies or using credit card settlements. Nevertheless, economic fluctuations and deterioration of customer business could increase delays in collections and the occurrence of defaults.

### **b. The Group may not be able to collect payments from Yahoo! JAPAN Card cardholders.**

The Group plans to curtail unrecoverable debt by rigorously evaluating the creditworthiness of individual Yahoo! JAPAN Card holders and monitoring their card use. Even so, the Group might be unable to collect payments from cardholders owing to declines in cardholder creditworthiness.

## **3) Relationship with Third Parties**

### **a. The Group's individual businesses may be dependent on specific customers or suppliers.**

In each of its businesses, the Group may have a degree of dependence either on sales to specific customers or on sales by specific advertising agencies other than the involved parties described above.

In terms of advertising sales, the revenue of the Group from sales agents, such as certain advertising agencies and media reps, provides a high proportion of total advertising sales. In its other businesses, as well, the Group has major business transactions with specific companies, which transactions account for a growing percentage of the Group's total sales.

If there were a change in the Group's business relationships with or sales to or by these customers or agents, or deterioration in their business conditions, or a problem with their systems or other facilities, the viability of the Group's services and its performance could be negatively impacted.

### **b. Relationships with third-party joint venture partners could deteriorate.**

Several subsidiaries and affiliates have established and are operating joint ventures with third parties. These joint ventures depend substantially on the other partners, especially in the areas of sales, supplies, distribution, and systems. Currently, the relationships with joint-venture partners are excellent and the cooperative relationships with these partners contribute to the performance of these Group companies. However, if for some reason a situation occurred that created an obstruction to the business cooperation or the tie-up between the partners, the performance of each company could be damaged and, depending on the company, the continuation of operations could become impossible.

### **c. In some cases, the development and operations of services are dependent on specific third parties.**

Among the services offered by the Group there are several cases where system development and operations essential to the service are commissioned to specific third parties and where service operations are premised on linkage with a third party. These third parties are selected using standards based on suitable technical and operating capabilities judged by past performance. In addition, the relevant sections of the Group maintain close contact with the third parties to ensure that problems affecting their services do not arise. Nevertheless, it is possible that a system development delay could occur owing to a situation at a commissioned third party that the Group cannot manage, that some condition could arise where obstructed operation or some other event caused the stoppage of a third-party system to which the Group's service is linked. Such events could lead to a loss of sales opportunities and reduce the competitiveness of the Group system, negatively impacting the Group's performance or in the worst case resulting in the termination of the service. In addition, in some cases a third party has contact with the Group's customers in its item delivery-related services or services provided through convenience stores. If the third party mishandles these services, it could result in the deterioration of the Group's brand image.

### **d. Some services are dependent on external third parties.**

The Group not only relies on the aforementioned Internet providers but also many of its services rely on third parties that the Group has consigned operations to or receives information or support from. It is possible that the operations of the Group could be hindered because of worsening business conditions for these third parties, resulting in a negative impact on performance.

## **8. Information Security**

### **1) Entire Information Security**

#### **a. The Group has implemented various efforts to achieve information security. However, should information be leaked or unauthorized invasions or computer virus attacks occur, public confidence in the Group could**

**decline.**

Due to the growth of the Internet, we have become a society where a variety of information spreads quite easily. While the development of Internet technology has broadened the horizons of Internet users and boosted convenience, it has also turned the security of personal and other information into a major social issue. As providers of a range of services over the Internet, the Group is obligated to address this issue extremely carefully.

Based on this understanding, the Group has proactively taken steps to deal with information security. Currently, we are working to protect customers' personal information and other sensitive management information by quickly and effectively implementing necessary measures groupwide. To facilitate this process, we have appointed a Chief Security Officer (CSO) and established an Information Security Office, giving them wide-ranging authority to carry out their mission. The President of the Company himself has announced our "Information Security Declaration", setting out the Group's overall information security efforts. Based on this declaration, we have established Information Security Basic Regulations and other in-house rules that clarify our procedure for handling customers' personal information and other important information. At the same time, to promote adherence to our in-house rules on information management we established the Information Security Council, comprising information security members from each of our divisions. As part of our information security measures, the addresses and other information of our customers are encrypted using SSL (Secure Sockets Layer) systems and access to stored data is tightly restricted. In August 2004, the Group acquired Information Security Management Systems (ISMS) certification. In November 2007, the Group was the first in Japan to receive ISO 15408 certification for its development of a monitoring system to prevent information leakage from its databases. In November 2008, the Group obtained Information Security Standard (PCI DSS) certification of its Yahoo! Wallet credit card settlement service. The Group has used these third-party certification systems to implement a third-party check of its operations using a global standard in order to continue to strengthen its information security measures and fulfill its social responsibility regarding this issue.

Nevertheless, these actions do not guarantee that the Group's information security systems are perfectly maintained. If, under some circumstance, problems such as an information leak were to occur, they not only might impact negatively on performance but also could result in a weakening of the public's confidence in the Group.

**2) Personal Information****a. Personal information that is available for user identification could be leaked causing public confidence in the Group to drop or involving the Group in a legal dispute.**

The Group is obligated to hold personal information for each Yahoo! JAPAN user in order to effectively provide services, including e-commerce.

The Group exercises the utmost care in protecting the privacy and personal information of each user and takes extraordinary measures to ensure the security of each service. The Yahoo! Security Center on the Yahoo! JAPAN site works to heighten users' awareness of potential risks by, for example, posting descriptive examples of fraudulent behavior and common methods employed to illicitly obtain personal information, along with suggested security measures to help users protect themselves. In addition, the Group observes strict guidelines regarding internal access to users' personal information, granting access rights only to a very limited number of personnel.

Nevertheless, the Group cannot completely eliminate the possibility that users' personal information will be leaked outside the Group, either deliberately or through negligence, by Group personnel, by companies with which business alliances have been concluded, or by companies to which the Group outsources work, or as a result of computer viruses introduced via defective or malicious software. There have been multiple incidents of personal information stored on virus-infected PCs being unknowingly leaked onto networks, the source of the virus being file-sharing software, such as Winny. Also, the possibility always exists for third parties to fraudulently obtain passwords, for example, to gain unauthorized access to systems, or employ such methods as spoofing or phishing (see Note 1, below) whereby personal user information is illicitly obtained, with unsuspecting users suffering the consequences. To guard against phishing attacks the Group introduced a log-in seal system (see Note 2, below) in March 2007. In December 2007, the Group added to Yahoo! Mail a function enabling users to refuse spoofed mail (see Note 3, below). In June 2008, the Group started open testing of an "anti-phishing browser" (Note 4) that provides basic blocking measures against phishing. As of January 2008, the Group began issuing OpenIDs (see Note 5, below), in addition to offering an authentication bureau service to improve information security by eliminating the storage and management of IDs on other sites. Although the Group continues to implement such measures with the goal of minimizing the damage caused by ill-intentioned users, there is no guarantee that these measures will be sufficient. If problems occur despite our efforts to thwart them, the Group's services could be adversely affected and its brand image tarnished. Furthermore, the Group could become a target of lawsuits.

Regardless of questions of legal responsibility, the Group's policy is to propose measures aimed at strengthening the management and monitoring of the security systems of companies with which it has business alliances. Representatives from the Group currently participate on phishing e-mail countermeasures committees of the Ministry of Economy, Trade and Industry and the Ministry of Internal Affairs and Communications, as well as on a similar committee of the National Police Agency. By sharing information with relevant ministries, agencies, and Internet-related associations, the Group is seeking to establish effective measures against this type of fraud.

With the April 2005 promulgation of the Act on the Protection of Personal Information, relevant ministries

and agencies issued guidelines for observing the law to businesses under their respective jurisdictions. The Group's handling of personal information is in accordance with the provisions of this law and with each of the guidelines related to its businesses.

**Note 1: Phishing fraud**

Phishing fraud involves obtaining personal information by sending e-mails purportedly from a financial institution or other company that trick the recipients into accessing a fraudulent Web site, where they are asked to input such personal information as credit card numbers, log-in IDs, passwords, or other sensitive information.

**Note 2: Log-in seal**

A log-in seal consists of an image or a text message appearing on a Yahoo! JAPAN log-in screen. After registering a favorite image or secret message as a log-in seal, a user can place the seal on a personalized log-in screen suited to a designated browser. Users who habitually confirm that the log-in seal appears on the log-in screen when signing in are quickly alerted to the possibility that they are on a fake log-in screen (phishing) when the log-in seal does not appear.

**Note 3: Refusing spoofed emails**

Spoofed emails, purportedly sent from one source but in fact sent from another, can be filtered out, or refused, by users armed with domain validation technology, such as DomainKeys and Sender Policy Framework (SPF). Since July 2005, Yahoo! Mail has featured a DomainKeys function, and in December 2006 we introduced an SPF function in a concerted effort to prevent phishing and other malicious mails from landing in Yahoo! Mail service inboxes. Now, with our introduction of SPF technology to the receiving server, users can filter out mail purporting to be from "yahoo.co.jp" or from other providers that utilize DomainKeys or SPF technology. SPF technology is widely used by the major Internet providers and mobile phone carriers in Japan.

**Note 4: Anti-phishing browser**

This is a browser equipped with a password entry column only for access authentication in its address bar field. An entered password is handled by the authentication server in a cryptographic protocol and is not sent directly to the server. Therefore, the password cannot be stolen even when entered at a false site carelessly.

**Note 5: OpenID**

OpenID is a shared-identity authorization system that allows Internet users to log in to multiple sites using a single ID, eliminating the need for a different user name and password for each site. The OpenID specifications have been publicly released by the OpenID Foundation (<http://openid.net/>). Anyone is free to issue an OpenID or develop and provide services that support the system. Yahoo! JAPAN is compliant with OpenID 2.0, the most recent version.

Yahoo! JAPAN users can access a variety of services on OpenID-enabled Web sites simply by using their Yahoo! JAPAN ID. There's no need to create a new account, with separate ID and password, each time a new site is visited. In addition, users can continue to take advantage of Yahoo! JAPAN's existing security functions, such as log-in seals and log-in histories.

Simply by supporting OpenID on their Web sites, developers are freed of the obligation to have their own authentication systems and can offer their services to Yahoo! JAPAN users without requiring them to create a new account.

**b. If personal information was leaked by stores registered on Yahoo! Shopping or Yahoo! Auctions or by business alliance partners, it could result in damage to the Group's credibility or a legal battle.**

Personal information obtained through Group's services is held within the Group in principle, and the Group is committed to taking all possible information protection measures. However, there are cases where the personal information management systems of business alliance partners and of stores registered on Yahoo! Shopping and Yahoo! Auctions sites have a significant influence on the Group's efforts.

The Group intends to outsource the major portion of Yahoo! JAPAN Card services to take full advantage of available expertise in managing personal information and to maximize cost flexibility. Although the Group has been extremely careful in choosing its business partner for this service, the Group could be sued for damages should its business partner leak personal information.

For Yahoo! Trading (financial instruments intermediary services), personal information necessary for opening accounts and accumulated information about transactions will be obtained and held by our financial instruments firm partners. A portion of this information will be transferred to the Group in a way that complies with the Act on the Protection of Personal Information. The Group has been extremely careful about the transfer and management of this information. If personal information is leaked from the Group or affiliated financial instruments firm partners, the Group could be sued for damage compensation.

The anonymous delivery service offered by Yahoo! Auctions involves the anonymous processing of item deliveries by the transport company commissioned to handle this service. However, if the commissioned transport company should fail to handle the anonymous service properly and the names of the sender and receiver of an item be

divulged, the Group could face a legal suit for compensation or suffer damage to its brand image, which could adversely affect its business performance.

Previously, it was possible for stores on the Yahoo! Shopping and Yahoo! Auctions sites that had independent contracts with a credit card company to access customers' credit card information related to credit card settlements on those sites. However, we now intend to prevent personal information leaks by these stores. This is being achieved by eliminating the necessity for stores to handle credit card numbers by offering services that omit the cumbersome process of stores independently validating cards with credit card companies, strengthening the log-in procedure for using store management tools, restricting downloading of order information including customer information, and broadening information security awareness. Nevertheless, it is possible that information leaks may occur despite the implementation of these measures, resulting in a loss of Group credibility, regardless of whether or not the Group was responsible.

### **3) Communication Privacy**

#### **a. Information related to communication privacy could be leaked, tarnishing the Group's brand image and drawing into legal disputes.**

The Group acts as a telecommunications provider in offering e-mail, instant messaging, and other services to users. Because of these services, the Group handles information related to communications privacy, such as the content of communications and the storage of communications. In handling this type of information, the Group takes appropriate measures to meet the requirements of the Telecommunications Business Law using the information security system.

Despite these measures, the Group cannot rule out the possibility that this information will be leaked outside the Group, either deliberately or through negligence, or used for malicious purposes by Group personnel, by companies with which business alliances have been concluded, or by companies to which the Group outsources work, or as a result of defective software, computer viruses, or physical intrusion into the Group's communications facilities. In such cases, the Group's brand image could be tarnished and the Group drawn into legal disputes, with a resultant negative impact on business performance.

### **4) Network Security**

#### **a. Attacks on or unauthorized invasions of the Group's networks could occur, affecting the Group's services.**

Although the Group has established appropriate security systems to ensure the integrity of its external and internal computer networks, possible damage from invasion of computer viruses or hackers cannot be completely ruled out. The Group does not hold sufficient insurance to compensate for potential losses arising from such damage. Recently, there have been several incidents of specific Web sites or networks being targeted by huge volumes of data sent over brief periods of time with the intention of paralyzing the targeted Web site or network. Although the Group has implemented effective security programs and strengthened its monitoring systems in preparation for such an attack, there is no guarantee that such an attack can be averted. Such obstructive actions could affect the Group's business or services and in some cases impact on operating results.

### **5) Fraudulent Use**

#### **a. Fraudulent use may result in damages.**

Malicious users may use phishing or other methods to fraudulently obtain the IDs, passwords, and credit card information or other information or use the Yahoo! JAPAN card to make fraudulent payments. As examples of fraud on Yahoo! Auctions, it is possible that a user can pretend to be another user to list fraudulent items or to use another person's account to make settlements with Yahoo! Wallet or Yahoo! ezPay. Similarly, on Yahoo! Mail, a user could send email pretending to be someone else.

The Group is taking steps to strengthen its information security, enlighten users about ID management, and take certain measures against anticipated fraud. Nevertheless, it is possible that fraudulent use of such information by malicious users may prevent collection of advances paid, that claims may be made for damage compensation from victims of fraudulent acts or those compensation claims may be greater than expected or the expenditures to prevent reoccurrence of those fraudulent actions may be high, and that fraud may lower the brand image of Yahoo! Japan.

### **6) Behavioral History Information**

#### **a. The Group's behavioral targeting advertising and Interest Match™ may be affected if restrictions are placed on the collection and analysis of behavioral history information.**

Based on an analysis of users' Internet usage history, behavioral targeting advertising and Interest Match™ are designed to distribute advertisements for products or services to user groups whose Internet usage histories indicate a preference for or interest in the advertiser's products or services. This product aims to achieve efficient advertising for all involved, the advertisers, users, and the Internet media itself.

The Group is very careful to respect the privacy of individual users in its collection and analysis of behavioral history information. Behavioral industry information used for behavioral targeting advertising and Interest Match™ includes an analysis of Yahoo! Japan services viewed by users, or more specifically, users' browsers; the key words employed in searches; and whether or not displayed advertising is clicked on. This information is used only for the

purpose of grouping users, or users browsers, on the basis of similar preferences and interests, not for analysis of preferences and interests of specific users.

Although the Group believes it is taking adequate precautions to respect users' privacy, it is possible that some users could object to the collection and analysis of their behavioral history information or some legal restrictions could be placed on these activities. Such conditions could cause damage to the Group's brand image, resulting in the Group becoming unable to sell behavioral targeting advertising and Interest Match™ any longer, which could have a detrimental impact on the Group's business results.

## **9. Corporate Governance**

### **1) Corporate Governance System**

#### **a. The internal control system may not work effectively, affecting business operations or increasing operating expenses.**

The Group has implemented stricter controls and operational standards for behavior to prevent or reduce the recurrence of problems related to improper employee conduct or human operational error. In April 2006, the Company established the Internal Control Office as an independent organization under the direct supervision of the President. The Internal Control Office works to ensure effective and efficient business activities, accurate financial reporting, and full legal compliance, as well as maintain appropriate corporate governance. Despite these efforts, problems related to business management and control issues could occur in the future. Also, the increase in business man-hours for enhanced internal control may negatively affect the Group's earnings.