

## Results for the Three Months Ended December 31, 2012 (FY2012-3Q)

January 29, 2013

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>  
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Scheduled Securities Report Submission Date: February 8, 2013

Scheduled Dividend Payment Date: not determined

Quarterly Results Supplementary Briefing Materials to Be Created: Yes

Quarterly Results Investors Meeting to Be Held: Yes (for Financial Analysts)

(Amounts less than one million yen are omitted)

### 1. Consolidated Results for FY2012-3Q (April 1, 2012 - December 31, 2012)

(1) Consolidated Financial Results for the Cumulative Period (Figures in parenthesis are % change YoY)

	Revenue	Operating income	Ordinary income	Net income
	Millions of yen (%)			
FY2012-3Q	245,014 (10.3)	135,420 (11.7)	136,789 (11.5)	83,169 (14.0)
FY2011-3Q	222,181 (2.6)	121,200 (3.4)	122,690 (4.4)	72,954 (7.6)

Note: Comprehensive income: FY2012-3Q ¥84,376 million (16.2%) FY2011-3Q ¥72,641 million (6.9%)

	Net income per share-primary	Net income per share-diluted
	Yen	Yen
FY2012-3Q	1,433.59	1,433.57
FY2011-3Q	1,257.87	1,257.63

(2) Consolidated Financial Position

	Total assets	Net assets	Ratio of equity capital
	Millions of yen	Millions of yen	%
FY2012-3Q	622,915	537,252	85.0
FY2011	562,022	468,300	82.8

(For reference) Equity capital: FY2012-3Q ¥529,305 million FY2011 ¥465,209 million

### 2. Cash Dividends

(Record date)	Dividends per share				
	1Q	2Q	3Q	Year end	Full year
	Yen	Yen	Yen	Yen	Yen
FY2011	-	0.00	-	347.00	347.00
FY2012	-	0.00	-		
FY2012 (Estimates)				382.00 - 387.00	382.00 - 387.00

Note: Revision in dividends scheduled for the quarter: Yes

### 3. Consolidated Business Outlook for FY2012 (April 1, 2012 – March 31, 2013)

(Figures in parenthesis are % change YoY)

	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
FY2012 (Full year)	332,200 - (10.0 - 338,200 12.0)	179,300 - (8.7 - 181,700 10.1)	181,300 - (8.4 - 183,800 9.9)	110,600 - (10.0 - 112,100 11.5)	1,906.40 - 1,932.26

Note: Revisions in quarterly consolidated performance forecasts: Yes

#### 4. Others

(1) Changes in significant subsidiaries during the period (changes in significant subsidiaries causing changes in scope of consolidation): Yes

New consolidated subsidiary: 3 (YJ1 Investment Partnership, ValueCommerce Co., Ltd., Carview Corporation)

Please see 6. Items Regarding Summary Information (Notes) on page 15 for details.

(2) Application of accounting methods specific to producing quarterly consolidated financial statements: None

(3) Changes in the accounting principles, procedures and presentation methods

1) Changes due to accounting standards revisions: None

2) Changes other than 1): None

3) Changes in accounting estimate: None

4) Restatement: None

(4) Number of stocks issued (common stock)

1) Number of stocks issued at the quarter end (including treasury stocks)

2) Number of treasury stocks at the quarter end

3) Average number of stocks

FY2012-3Q	58,196,528	FY2011	58,184,240
FY2012-3Q	180,601	FY2011	180,601
FY2012-3Q	58,015,076	FY2011-3Q	57,998,245

## 5. Business Results

### (1) Business Performance Analysis

#### ■ Cumulative Performance Highlights for the Third Quarter (April 1, 2012 - December 31, 2012)

	2011 1Q-3Q	2012 1Q-3Q	Year-on-Year Change (Amount)	Year-on-Year Change (%)
Revenue	¥222.1 billion	¥245.0 billion	+¥22.8 billion	+ 10.3%
Operating Income	¥121.2 billion	¥135.4 billion	+¥14.2 billion	+ 11.7%
Ordinary Income	¥122.6 billion	¥136.7 billion	+¥14.0 billion	+ 11.5%
Quarterly Net Income	¥72.9 billion	¥83.1 billion	+¥10.2 billion	+ 14.0%

During the cumulative third quarter, efforts to strengthen various functions to improve advertising effectiveness and aggressive sales activities contributed greatly to the growth in listing advertising revenue. Display advertising revenue also increased because of the expansion in Prime Display advertising. In addition to large increases in revenues from such information listing services as real estate and recruiting, growth in game-related services and data center-related services contributed to the overall expansion in revenue. As a result of efforts to reduce such costs as business commissions and advertising expenses, the Yahoo Japan Group recorded double-digit growth in both third quarter cumulative revenue and profits compared with the third quarter last year.

(\*) Effective January 2013, the Yahoo Japan Group has renamed its listing advertising as promotion advertising and its display advertising as premium advertising.

#### Cumulative Revenue and Operating Income by Segment (April 1, 2012 – December 31, 2012)

	2011 1Q-3Q	2012 1Q-3Q	Year-on-Year Change (Amount)	Year-on-Year Change (%)
Marketing Solutions Business				
Revenue	¥143.4 billion	¥164.4 billion	+¥21.0 billion	+14.7%
Operating income	¥79.7 billion	¥89.8 billion	+¥10.1 billion	+12.7%
Consumer Business				
Revenue	¥75.0 billion	¥78.4 billion	+¥3.3 billion	+4.5%
Operating income	¥53.3 billion	¥57.9 billion	+¥4.6 billion	+8.7%
Others				
Revenue	¥13.0 billion	¥14.2 billion	+¥1.1 billion	+8.6%
Operating income	¥2.5 billion	¥2.9 billion	+¥0.4 billion	+16.5%
Adjustments				
Revenue	-¥9.4 billion	-¥12.1 billion	-	-
Operating income	-¥14.3 billion	-¥15.2 billion	-	-
Total				
Revenue	¥222.1 billion	¥245.0 billion	+¥22.8 billion	+10.3%
Operating income	¥121.2 billion	¥135.4 billion	+¥14.2 billion	+11.7%

Notes: 1. Starting with the current fiscal year, the reporting segments have been altered. Cumulative revenue and operating income figures for the same quarter in the previous fiscal year have been adjusted retroactively.

2. The main revenue included in the Others segment is that for settlement related services among business activities not included in reporting segments.

3. Adjustments figures represent inter-segment transactions and general corporate expenses not belonging to any reporting segment.

■ **Performance Highlights for the Third Quarter (October 1, 2012 - December 31, 2012)**

	2011 3Q	2012 3Q	Year-on-Year Change (Amount)	Year-on-Year Change (%)
Revenue	¥76.5 billion	¥88.6 billion	+¥12.0 billion	+15.8%
Operating Income	¥41.8 billion	¥49.9 billion	+¥8.1 billion	+19.5%
Ordinary Income	¥42.3 billion	¥50.0 billion	+¥7.6 billion	+18.1%
Quarterly Net Income	¥25.3 billion	¥30.9 billion	+¥5.5 billion	+21.9%

In the third quarter, listing advertising revenue expanded, along with a sharp increase of smartphone listing advertising revenue, on the strength of such measures as enhancing functions to boost the effectiveness of advertising and reinforcing cooperation with advertising agencies. In particular, the impact of interest-based advertising surged because of the newly launched platform and other measures, with revenue also jumping substantially. In display advertising, smartphone advertising and Prime Display advertising increased. In addition to the expansion in Yahoo! Premium revenue, information listing advertising services, such as recruiting and real estate, continued to increase as did revenues from game-related and data center-related services. The inclusion of ValueCommerce Co., Ltd., in consolidation also contributed to revenue growth in the third quarter. In addition to revenue growth, efforts to reduce costs through more efficient operations and other measures resulted in declines in sales promotion costs, business commissions, and other expenses. Consequently, revenue and profits recorded sharp growth year on year.

Revenue and Operating Income by Segment (October 1, 2012 – December 31, 2012)

	2011 3Q	2012 3Q	Year-on-Year Change (Amount)	Year-on-Year Change (%)
Marketing Solutions Business				
Revenue	¥49.4 billion	¥59.8 billion	+¥10.3 billion	+21.0%
Operating income	¥27.3 billion	¥33.2 billion	+¥5.8 billion	+21.6%
Consumer Business				
Revenue	¥26.0 billion	¥28.3 billion	+¥2.3 billion	+9.1%
Operating income	¥18.4 billion	¥20.8 billion	+¥2.4 billion	+13.2%
Others				
Revenue	¥4.5 billion	¥5.3 billion	+¥0.7 billion	+17.3%
Operating income	¥0.9 billion	¥1.1 billion	+¥0.2 billion	+28.9%
Adjustments				
Revenue	-¥3.4 billion	-¥4.8 billion	-	-
Operating income	-¥4.8 billion	-¥5.2 billion	-	-
Total				
Revenue	¥76.5 billion	¥88.6 billion	+¥12.0 billion	+15.8%
Operating income	¥41.8 billion	¥49.9 billion	+¥8.1 billion	+19.5%

- Notes: 1. Starting with the current fiscal year, the reporting segments have been altered. Revenue and operating income figures for the same quarter in the previous fiscal year have been adjusted retroactively.
2. The main revenue included in the Others segment is that for settlement related services among business activities not included in reporting segments.
3. Adjustments figures represent inter-segment transactions and general corporate expenses not belonging to any reporting segment.

Reporting Segment	Major Revenues
Marketing Solutions Business	Planning and selling advertising <ul style="list-style-type: none"> <li>• Listing advertising (paid search advertising, interest-based advertising)</li> <li>• Display advertising (Banner, text, e-mail, and video)</li> </ul> Providing information listing services <ul style="list-style-type: none"> <li>• Real estate, recruiting, automobile, and local information</li> </ul> Providing services for other corporations <ul style="list-style-type: none"> <li>• Data center-related and other services</li> </ul>
Consumer Business	Providing e-commerce-related services <ul style="list-style-type: none"> <li>• Auctions, shopping, and pay digital content</li> </ul> Providing membership services <ul style="list-style-type: none"> <li>• Yahoo! Premium, Yahoo! BB, and other membership services</li> </ul>

(\*) Effective January 2013, the Yahoo Japan Group has renamed its listing advertising as promotion advertising and its display advertising as premium advertising.

#### ■ Marketing Solutions Business

Looking at listing advertising performance in the third quarter, revenues from paid search and interest-based advertising posted record highs. In addition, revenues from information listing- and data center-related services continued to grow. As a result, quarterly revenue of the Marketing Solutions Business amounted to ¥59.8 billion, up 21.0% from the previous third quarter. Operating income increased by 21.6% year on year, to ¥33.2 billion.

- In listing advertising, enhanced marketing activities based on expanded collaboration with advertising agencies by the Marketing Solutions Business pushed paid search and interest-based advertising revenues to record highs. Besides the particularly strong increase in smartphone listing advertising revenue compared with the third quarter last year, interest-based advertising also posted substantial revenue growth, helped partially by enhanced advertising effectiveness from the newly launched platform in the second quarter.
- In display advertising, smartphone advertising revenue grew significantly year on year. Prime Display advertising revenue also expanded compared with the third quarter in fiscal 2011.
- Moreover, there was a large year-on-year increase in revenues of information listing services, primarily for recruiting and real estate.
- Revenues of data center-related services also grew compared with the third quarter last year, supported by expanded use of IDC Frontier Inc.'s cloud computing services by game-related companies.
- The conversion of ValueCommerce Co., Ltd., in October 2012 to a subsidiary also contributed to revenue growth in the third quarter.

#### ■ Consumer Business

Several major factors contributed to an increase to ¥28.3 billion in quarterly revenue of the Consumer Business, up 9.1% from the third quarter last year: an upward revision in the membership fees of Yahoo! Premium and expansion of game-related services revenues because of the Company's business alliance with GREE, Inc. Operating income rose 13.2%, to ¥20.8 billion compared with the same quarter in fiscal 2011.

- Although Yahoo! Auctions transaction value for the third quarter declined slightly from last year, there were signs of recovery as transaction value for December increased year on year. In addition, smartphone transaction value rose sharply compared with the third quarter in the previous fiscal year.
- The overall transaction value of Yahoo! Shopping hit a record quarterly high, and effective allocation of sales promotion costs also supported growth in operating income.
- Yahoo! Premium revenue increased year on year because of the expansion in the services for smartphones and the upward revision in membership fees. In addition, the number of Yahoo! Premium membership IDs on December 31, 2012 rose by 900,000 IDs year on year, to 8.72 million IDs, partially because of the start of Yahoo! Premium registration services becoming available at Softbank shops.
- Pay digital content services revenues jumped substantially because of the comprehensive business alliance with GREE, Inc. Moreover, the number of registered users for Yahoo! Mobage services broke through the 10 million mark during the quarter, contributing to their revenue growth.

## ■ Other Topics

- In cooperation with ASKUL Corporation, the Company launched LOHACO, a shopping site offering speedy services for low-price goods, primarily daily necessities and other consumer staples.
- The Company invested in KAKAO JAPAN Corporation, jointly beginning a free messaging service for smartphones called KAKAO TALK and other services.
- Along with SOFTBANK TELECOM Corp., the Company commenced “Effective Customer-Leads Platform,” an online-to-offline marketing drive linking virtual and bricks-and-mortar stores in order to attract more consumers to stores and increase their purchases.
- Yahoo Japan Corporation concluded a business alliance with MediaMind Technologies Ltd., a global provider of ad technologies, in the fields of display advertising and video advertising.
- With the goal of collaborating in the social gaming field, the Company concluded a comprehensive business alliance agreement with GREE, Inc.
- The Company decided to start offering Smart Kitchen, an Internet-based home delivery service for food products and daily necessities through Smart Kitchen Inc., its joint venture with Lawson, Inc.
- Yahoo! Politics launched Diet Elections 2012. The website offered a broad range of information on the national election aimed at promoting understanding of the politics of each political party and increasing the voting rate among young voters.
- Yahoo Japan Corporation converted Carview Corporation, which holds an overwhelming share of the car life information services market in Japan, into a consolidated subsidiary.
- The Company decided to acquire 100% of CyberAgent FX, Inc., with the aim of strengthening its settlement and financial services business.
- Indival, Inc., our consolidated subsidiary, commenced Qlear Career Change, a job change information service that matches recruits and employers through an interactive communication system.
- The Company launched Yahoo! Smartphone Manager, an Android smartphone application that combines data management functions with a digital content store.
- Along with GREE, Inc., the Company became an Official Bid Partner in Tokyo’s campaign to win the 2020 Olympics and Paralympics. Together, GREE and the Company started Fun Promises Project, a promotion campaign aimed at bringing the 2020 Olympics and Paralympics to Tokyo.

■ Yahoo! JAPAN Usage Data

Indicator (Quarterly average)	FY2011-3Q	FY2012-3Q
Number of total monthly page views (millions) (*1)	49,663	51,007
Number of total monthly smartphone page views (millions) (*1, *2)	4,256	9,935
Number of Daily UBs (Unique Browsers) (millions) (*3)	50.29	54.16
Number of smartphone Daily UBs (millions) (*2, *3)	8.15	16.90
Number of monthly active users IDs (millions) (*4)	26.01	27.22
Number of Yahoo! Premium member IDs (quarter-end) (millions)	7.82	8.72

(\*1) Number of total monthly page views and number of total monthly smartphone page views in FY2012-3Q do not include page views of the web sites of the Companies' subsidiaries.

(\*2) "Smartphone" page views and UBs include access through iPhones/iPods, Android smartphones (with screen sizes of less than 7 inches), and Windows Phones. They do not include page views using iPads or Android tablets. Additionally, they do not include part of page views through applications.

(\*3) The cumulative total number of browsers accessing Yahoo! JAPAN. Access via smartphone applications is recorded separately from access via smartphone browsers.

(\*4) Number of Yahoo! JAPAN IDs that are logged-in each month.

Indicator (Quarterly total)	FY2011-3Q	FY2012-3Q
Transaction value of Yahoo! Auctions (billions of yen)	182.6	182.3
Transaction value of shopping (billions of yen) (*5)	83.0	83.8
Transaction value of Yahoo! Auctions and shopping (billions of yen) (*5)	265.6	266.1
Transaction value of Yahoo! Auctions and shopping via smartphones (billions of yen) (*5)	34.6	57.2
Transaction value of e-commerce (billions of yen) (*6)	423.7	430.5

(\*5) Including Yahoo! Shopping, Yahoo! Ticket and Yahoo! Travel

(\*6) Including Yahoo! Auctions, shopping, Yahoo! Wallet, Yahoo! Cards, pay digital content, etc.

**(2) Consolidated Financial Results**

## (i). Analysis of Consolidated Statements of Income

Results for the Cumulative Period (April 1, 2012 - December 31, 2012)

(Millions of yen)

	Nine months ended Dec. 31, 2011	Nine months ended Dec. 31, 2012	Increase/decrease	
	Amount	Amount	Amount	Change (%)
Revenue	222,181	245,014	22,832	10.3
Cost of sales	20,873	24,396	3,522	16.9
Gross profit	201,307	220,617	19,309	9.6
Selling, general & administrative expenses	80,107	85,197	5,089	6.4
Personnel expenses	24,849	27,668	2,818	11.3
Business commissions	11,037	10,737	-299	-2.7
Sales promotion costs	8,012	7,780	-232	-2.9
Depreciation expenses	6,574	7,169	595	9.1
Royalties	6,413	7,080	666	10.4
Lease and utility expenses	5,115	5,413	297	5.8
Content provider fees	4,695	5,074	379	8.1
Communication charges	4,464	4,688	223	5.0
Sales commissions	3,534	3,674	139	4.0
Administrative and maintenance expenses	1,654	1,782	127	7.7
Taxes and public dues	958	1,265	307	32.1
Advertising expenses	957	687	-270	-28.2
Amortization of goodwill	354	555	200	56.6
License fees	353	454	101	28.6
Compensation expenses	488	347	-141	-28.9
Others	643	817	174	27.1
Operating income	121,200	135,420	14,220	11.7
Non-operating income	1,865	1,678	-186	-10.0
Non-operating expenses	374	309	-65	-17.4
Ordinary income	122,690	136,789	14,098	11.5
Extraordinary gains	244	1,388	1,143	467.0
Extraordinary losses	291	2,430	2,139	734.9
Net income before income taxes	122,644	135,747	13,103	10.7
Income taxes, etc.	49,358	52,159	2,800	5.7
Income taxes, inhabitants' taxes and enterprise taxes	46,550	52,027	5,476	11.8
Adjustment to income taxes	2,807	131	-2,676	-95.3
Net income before minority interests	73,285	83,588	10,302	14.1
Minority interests in gains of consolidated subsidiaries	331	418	86	26.2
Net income	72,954	83,169	10,215	14.0

## Analysis of Consolidated Statements of Income for the Third Quarter (October 1, 2012 - December 31, 2012)

(Millions of yen)

	Three months ended Dec. 31, 2011	Three months ended Dec. 31, 2012	Increase/decrease	
	Amount	Amount	Amount	Change (%)
Revenue	76,540	88,630	12,090	15.8
Cost of sales	7,142	9,169	2,026	28.4
Gross profit	69,397	79,461	10,063	14.5
Selling, general & administrative expenses	27,591	29,488	1,896	6.9
Personnel expenses *1	8,208	9,546	1,337	16.3
Business commissions	3,718	3,563	-155	-4.2
Depreciation expenses	2,406	2,580	174	7.3
Royalties *2	2,210	2,571	361	16.4
Sales promotion costs *3	2,941	2,522	-419	-14.3
Lease and utility expenses	1,756	1,832	75	4.3
Content provider fees	1,624	1,761	136	8.4
Communication charges	1,516	1,614	97	6.4
Sales commissions	1,224	1,221	-3	-0.3
Administrative and maintenance expenses	548	617	69	12.7
Taxes and public dues	322	438	115	35.9
Amortization of goodwill *4	108	382	273	252.5
Advertising expenses	308	221	-86	-28.0
License fees	141	182	41	29.6
Allowance for doubtful accounts	164	151	-13	-8.0
Others *5	390	279	-110	-28.3
Operating income	41,806	49,973	8,166	19.5
Non-operating income	662	460	-202	-30.5
Non-operating expenses	85	379	293	342.1
Ordinary income	42,383	50,054	7,671	18.1
Extraordinary gains	162	1,354	1,192	733.8
Extraordinary losses	26	632	605	
Quarterly net income before income taxes	42,518	50,775	8,257	19.4
Income taxes, etc.	17,032	19,596	2,564	15.1
Income taxes, inhabitants' taxes and enterprise taxes	15,771	19,714	3,943	25.0
Adjustment to income taxes	1,261	-117	-1,379	—
Quarterly net income before minority interests	25,486	31,179	5,693	22.3
Minority interests in gains of consolidated subsidiaries	109	231	122	112.7
Quarterly net income	25,377	30,947	5,570	21.9

Revenue

Revenue for the third quarter expanded compared with the same period in the previous fiscal year mainly because of growth in advertising revenue, an increase in Yahoo! Premium revenue, and the conversion of ValueCommerce Co., Ltd., to a subsidiary.

Cost of Sales

The increase in the quarterly cost of sales compared with a year earlier can mainly be attributed to the conversion of ValueCommerce Co., Ltd., to a subsidiary and the growth in advertising revenue.

### Selling, General and Administrative Expenses

\*1 Personnel expenses

At the end of the quarter, the total number of employees of the Yahoo Japan Group amounted to 5,744, an increase of 695 employees, or 13.8%, from the same quarter in the previous fiscal year.

\*2 Royalties

Royalties rose compared with the same quarter a year earlier because of the expansion in revenue.

\*3 Sales promotion costs

The decrease in quarterly sales promotion costs can be mainly attributed to a decline in Yahoo! Points expenses.

\*4 Amortization of Goodwill

The increase in the amount of amortization of goodwill year on year resulted from the purchase of shares of a subsidiary.

\*5 Others

The main components of others were, travel and transportation expenses, compensation expenses, and fixtures and fittings.

### Non-Operating Income (Expenses)

The primary component of non-operating income for the third quarter was interest received. The main components of non-operating expenses were loss on investments and equity method investment loss.

### Extraordinary Gains (Losses)

The major extraordinary gain for the quarter was the income related to the conversion of ValueCommerce Co., Ltd., to a subsidiary. The principal extraordinary losses were a loss on evaluation of investment securities and an impairment loss on fixed assets.

### Income Taxes, etc.

The effective income tax (including income tax adjustments) burden ratio for quarterly income before income tax was 38.6% for the third quarter.

### Minority Interests in Gains of Consolidated Subsidiaries

Minority interests in gains reflect the profits and losses of the consolidated subsidiaries in the interests of shareholders other than the Company.

### Quarterly Net Income

Net income per share amounted to ¥533.43 for the quarter.

## (ii). Analysis of Consolidated Balance Sheets for the Third Quarter

(Millions of yen)

		As of	As of	Increase/decrease	
		Dec. 31, 2011	Dec. 31, 2012	Amount	Change (%)
		Amount	Amount	Amount	Change (%)
<b>Assets</b>					
Current assets					
Cash and cash equivalents	*1	216,267	268,203	51,936	24.0
Notes and accounts receivable-trade	*2	41,448	52,217	10,768	26.0
Inventory assets		146	145	-1	-1.2
Notes and accounts receivable-other	*3	1,676	122,999	121,322	—
Deferred tax assets		4,440	4,594	153	3.5
Other current assets	*4	29,060	25,493	-3,566	-12.3
Allowance for doubtful accounts		-1,546	-1,632	-85	5.5
Total current assets		291,493	472,021	180,527	61.9
Fixed assets					
Tangible fixed assets					
Buildings and structures		8,171	11,334	3,163	38.7
Machinery and equipment		7,661	10,877	3,215	42.0
Tools, furniture and fixtures		11,985	12,934	949	7.9
Land		5,425	5,425	—	—
Other tangible fixed assets		295	934	639	216.3
Total tangible fixed assets	*5	33,539	41,506	7,967	23.8
Intangible fixed assets					
Software	*6	10,280	11,360	1,080	10.5
Goodwill	*7	1,024	4,034	3,010	294.0
Other intangible fixed assets		376	408	31	8.5
Total intangible fixed assets		11,681	15,803	4,122	35.3
Investments and other assets					
Investment securities	*8	41,111	78,242	37,131	90.3
Long-term receivables-other	*9	123,580	2,262	-121,318	-98.2
Deferred tax assets		5,991	5,288	-702	-11.7
Others		8,375	7,812	-562	-6.7
Allowance for doubtful accounts		-120	-23	96	-80.5
Total investments and other assets		178,938	93,582	-85,355	-47.7
Total fixed assets		224,159	150,893	-73,265	-32.7
<b>Total assets</b>		<b>515,653</b>	<b>622,915</b>	<b>107,262</b>	<b>20.8</b>

(Millions of yen)

		As of	As of	Increase/decrease	
		Dec. 31, 2011	Dec. 31, 2012	Amount	Change (%)
		Amount	Amount	Amount	Change (%)
<b>Liabilities</b>					
Current liabilities					
Accounts payable-trade	*10	5,720	7,597	1,877	32.8
Accounts payable-other		15,970	16,673	702	4.4
Income taxes payable	*11	16,084	19,903	3,818	23.7
Provision for Yahoo! Points		4,163	4,410	247	5.9
Other current liabilities	*12	31,056	34,212	3,156	10.2
<b>Total current liabilities</b>		<b>72,995</b>	<b>82,796</b>	<b>9,801</b>	<b>13.4</b>
Long-term liabilities		2,685	2,866	181	6.7
<b>Total liabilities</b>		<b>75,680</b>	<b>85,663</b>	<b>9,982</b>	<b>13.2</b>
<b>Net assets</b>					
Shareholders' equity					
Common stock	*13	7,942	8,022	80	1.0
Capital surplus	*13	3,023	3,103	80	2.6
Retained earnings	*14	430,836	521,467	90,630	21.0
Treasury stocks		-5,608	-5,608	—	—
<b>Total shareholders' equity</b>		<b>436,193</b>	<b>526,983</b>	<b>90,790</b>	<b>20.8</b>
Accumulated other comprehensive income					
Valuation difference on available-for-sale securities	*15	561	2,142	1,581	281.9
Deferred gains or losses on hedges		-0	-5	-5	—
Account of exchange adjustment		—	183	183	—
Stock acquisition rights		736	781	45	6.2
Minority interests		2,482	7,165	4,683	188.7
<b>Total net assets</b>		<b>439,972</b>	<b>537,252</b>	<b>97,279</b>	<b>22.1</b>
<b>Total liabilities and net assets</b>		<b>515,653</b>	<b>622,915</b>	<b>107,262</b>	<b>20.8</b>

#### <Comparison with the Previous Fiscal Year-End>

Consolidated total assets at the end of the third quarter increased by ¥60.8 billion compared with the previous fiscal year-end, to ¥622.9 billion. The increase can be attributed to a ¥35.4 billion increase in investment securities.

Total liabilities decreased by ¥8.0 billion, to ¥85.6 billion. The contraction in total liabilities was due to a ¥14.8 billion decline in income taxes payable.

Total net assets amounted to ¥537.2 billion, expanding by ¥68.9 billion. The growth in total net assets resulted from the ¥63.1 billion increase in retained earnings.

#### <Comparison with Same Quarter in the Previous Fiscal Year>

##### Assets

- \*1 The principal cause of the increase in cash and cash equivalents compared with the same quarter in the previous fiscal year was an increase in cash flow from operating activities.
- \*2 Notes and accounts receivable-trade rose year on year primarily due to an increase in receivables caused by a change in part of the payment conditions for listing advertising and to an increase in advertising revenue.
- \*3 The growth in notes and accounts receivable-other from the same quarter last year is primarily a result of a transfer of the receivables from the sale of BB Mobile Corp. from long-term receivables-other. The payment is due to be made at the end of March 2013.
- \*4 The contraction in other current assets from the same period a year earlier can be mainly attributed to a change in the credit settlement scheme of Yahoo! Shopping settlement services, resulting in faster collection of payments.
- \*5 The increase in tangible fixed assets compared with a year earlier was mainly the result of the start-up of data center operations.
- \*6 Software rose compared with the same quarter in the previous fiscal year primarily because of new purchases and the increase in the number of consolidated subsidiaries.
- \*7 The increase in goodwill year on year resulted from the increase in the number of consolidated subsidiaries.
- \*8 Investment securities increased compared with the same quarter last year mainly because of the acquisition of shares of ASKUL Corporation.
- \*9 Long-term receivables-other decreased from a year earlier principally because the receivables from the sales of shares of BB Mobile Corp., were transferred to notes and accounts receivable-other in current assets.

##### Liabilities

- \*10 The increase in accounts payable-trade from the same quarter last fiscal year can be mainly attributed to the increase in the number of consolidated subsidiaries and greater listing advertising revenue.
- \*11 Income taxes payable increased year on year because of higher taxable income.
- \*12 The increase in other current liabilities from a year earlier resulted from the increase in the number of consolidated subsidiaries and an increase in consumption tax payable because of revenue growth.

##### Net Assets

- \*13 The rise in common stock and capital surplus compared with the same period in the previous fiscal year was due to the exercise of stock options.
- \*14 Growth in net income supported an increase in retained earnings year on year despite the decline caused by the payment of dividends.
- \*15 The increase in valuation difference on available-for-sale securities from a year earlier was chiefly the result of a higher mark-to-market evaluation of investment securities.

## (iii). Analysis of Consolidated Statements of Cash Flows for the Third Quarter

(Millions of Yen)

	Three months ended Dec. 31, 2011	Three months ended Dec. 31, 2012	Nine months ended Dec. 31, 2012
	Amount	Amount	Amount
<b>Cash flows from operating activities:</b>			
Income before income taxes for the periods	42,518	50,775	135,747
Depreciation and amortization	2,840	3,073	8,556
Increase/decrease in accounts receivable-trade	-6,105	-4,175	-4,510
Increase/decrease in accounts payable-trade	-1,988	-3,503	-55
Payment of income taxes and other taxes	-30,859	-33,047	-66,833
Other cash flows	519	993	6,048
Cash flows from operating activities	6,924	14,116	78,953
<b>Cash flows from investing activities:</b>			
Expenditures on tangible fixed assets	-4,284	-5,231	-12,707
Expenditures on intangible fixed assets	-629	-761	-2,238
Expenditures on investment securities	—	-2,381	-37,434
Other cash flows	3,124	2,511	602
Cash flows from investing activities	-1,789	-5,862	-51,778
<b>Cash flows from financing activities:</b>			
Dividends paid	-9	-6	-20,096
Other cash flows	-14	-33	48
Cash flows from financing activities	-24	-40	-20,048
Effect of exchange rate changes on cash and cash equivalents	—	132	118
Net change in cash and cash equivalents	5,111	8,345	7,245
Cash and cash equivalents at the beginning of the periods	211,155	254,155	255,268
Increase in cash and cash equivalents from the consolidation of subsidiaries	—	3,702	3,710
Decrease in cash and cash equivalents accompanying unconsolidation	—	—	-21
Cash and cash equivalents at the end of the periods	216,267	266,203	266,203

At the end of the third quarter, cash and cash equivalents amounted to ¥266.2 billion, up ¥49.9 billion from the same period in the previous fiscal year.

The following are the movements in the main components of cash flow and the factors contributing to those changes for the quarter under review.

Despite the payment of income taxes, cash flows from operating activities amounted to a cash inflow of ¥14.1 billion mainly because of an increase in quarterly net income.

Cash flows from investing activities amounted to a cash outflow of ¥5.8 billion, primarily due to outlays for the purchase of tangible fixed assets, shares of subsidiaries, and investment securities.

### **(3) Performance Outlook**

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 specific criteria on a rate of growth or change in these indicators. Accordingly, we limit our performance estimates announced with each quarter report to performance range estimates for the next half-year term.

Consolidated Performance Estimates for the Second Half of the Fiscal Year Ending March 31, 2013 (October 1, 2012 to March 31, 2013)

Revenue	¥ 175,800 million - ¥ 181,800 million
Operating income	¥ 93,800 million - ¥ 96,300 million
Ordinary income	¥ 94,600 million - ¥ 97,000 million
Net income	¥ 58,400 million - ¥ 59,900 million

Consolidated Performance Estimates for the Cumulative Period of the Fiscal Year Ending March 31, 2013 (April 1, 2012 to March 31, 2013)

Revenue	¥ 332,200 million - ¥ 338,200 million
Operating income	¥ 179,300 million - ¥ 181,700 million
Ordinary income	¥ 181,300 million - ¥ 183,800 million
Net income	¥ 110,600 million - ¥ 112,100 million

## **6. Items Regarding Summary Information (Notes)**

### **(1) Changes in Significant Subsidiaries during the Cumulative Consolidated Quarter**

During the cumulative consolidated quarter, changes were made in three significant subsidiaries as follows:

Effective the start of the second quarter

Based on its establishment, YJ1 Investment Partnership was added to consolidation.

Effective the start of the third quarter

Based on an increase in voting share rights, ValueCommerce Co., Ltd., was added to consolidation.

Based on purchase of shares, Carview Corporation was added to consolidation.

## 7. Risk Factors

Major risk factors with regard to the businesses of Yahoo Japan Corporation (the Company) and its consolidated subsidiaries and affiliates (the Yahoo Japan Group) as of the publication date of this document are discussed below. We proactively disclose those risk factors deemed necessary for potential investors to consider in their investment decision-making, including external factors beyond our control and business risks with a low probability of materializing. Cognizant of potential risks, we make every effort to prevent them 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 Yahoo Japan Group and its future performance. Please note that the following is not an exhaustive discussion of all risk factors that should be considered before investing in the shares of the Company.

### 1. Impact of Internet Markets and Competition

#### 1) Macroeconomic Trends, Internet Markets, and Users

##### a. The Yahoo Japan Group's business development depends on the growth of Internet-based markets.

Internet usage in terms both of user numbers and usage times has grown steadily in Japan since the Internet's emergence as a recognizable force in 1995, with particularly notable growth due to the spread of broadband communications as well as to advances in and proliferation of mobile phones. Because the Yahoo Japan Group is dependent on the Internet both indirectly and directly, the most basic requirements for its business development are the continued expansion of Internet-based communications and commercial activities in line with increased Internet usage, as well as a stable and secure infrastructure for Internet users.

A number of factors contribute to uncertainty in the outlook for continued expansion of Internet-based markets: (1) user numbers might eventually peak or Internet usage times slump; (2) new Internet regulations or fees might constrict Internet usage; and (3) improper development and application of new protocols and technological standards in response to growing user numbers and increasingly advanced applications could result in reduced Internet usage.

##### b. Continuous growth in our advertising media value is uncertain.

The Internet-based advertising industry in Japan is generally thought to have begun with the Company's start of operations in 1996. Since then, the Internet advertising market has grown significantly, accounting for 14.1% of the total domestic advertising market in calendar year 2011, according to a DENTSU INC. report. Internet advertising is now the second largest advertising market in Japan, following the television advertising market.

The Yahoo Japan Group engages in a range of activities aimed at enhancing its advertising media value. In the area of display advertising, for example, we endeavor to expand and stabilize our client base of corporate advertisers and advertising agencies through various means, including periodic seminars aimed at promoting a greater understanding and appreciation of Internet advertising within the advertising industry. In the area of listing advertising, meanwhile, we are working to improve the match between advertisements and the interests of each user, thereby becoming a more valuable media both for users and for advertisers.

However, further progress in this regard could be hindered by such factors as extremely slow growth in the Internet advertising market or a premature tapering-off of growth in the market. As a result, we might not achieve anticipated levels of advertising revenues, which would negatively impact our business performance.

##### c. Cyclical macroeconomic trends could contribute to underlying volatility in our advertising-based revenue and earnings streams.

The advertising business is highly susceptible to trends in the overall economy. During downturns, advertising expenditures are among the first that companies reduce. 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 could contribute to underlying volatility in our advertising revenue stream.

Recruiting, real estate, and other information listing services, in particular, are influenced by macroeconomic trends. Furthermore, because our cost structure includes a high proportion of fixed costs, such as personnel, lease, and utilities expenses, expenditures cannot be adjusted easily according to revenues, contributing to underlying volatility in our earnings stream.

##### d. Trends in advertising budget allocations could affect our advertising revenues.

Generally in Japan, major corporations outsource the bulk of their advertising activities to advertising agencies. In addition to how the advertising budget is allocated among the various media, for example, Internet, television, and newspapers, our advertising revenues depend on the inclinations of major corporate advertisers and the amount of discretion granted to advertising agencies. While we have implemented various measures to enhance Yahoo! JAPAN's appeal as an advertising media, including efforts to boost the effectiveness of advertising products, trends in advertising budget allocations among the various media could affect our advertising revenues.

##### e. We might fail to attain a share of the mobile advertising market comparable to our share of the PC market.

Based on projections that advertising via Internet-enabled terminals such as smartphones and tablets will grow at a quickening pace, the Yahoo Japan Group is giving priority to providing smartphone services ahead of PC services under the slogan of smartphones first. However if mobile Internet use expands substantially but we fail to acquire the share of user numbers or usage times that we command in the PC market, a drop in viewer rates and a corresponding reduction in market share might ensue. As a result, advertising revenue growth could taper off, with negative consequences for earnings.

##### f. Markets for our information listing and e-commerce services might not expand as anticipated.

To expand the market for our recruiting, real estate, and other information listing services, we are leveraging the convenience and dominant brand strength of the Yahoo! JAPAN site to attract new customers. Using an enhanced marketing infrastructure, we are working to expand revenues from Yahoo! Auctions and Yahoo! Shopping. Despite these efforts, markets might not expand for any of various reasons. The shift of information listing services to the Internet from traditional media, particularly printed media such as newspapers, magazines, and flyer inserts, might not proceed as expected. Users of our auction and shopping services might not

increase as anticipated, and associated transaction values might be less than expected. Any of these factors could negatively affect our business performance.

**g. Technological change in the broadband market could affect our income.**

Yahoo! BB, a comprehensive broadband service operated jointly by the Company and SOFTBANK BB Corp. (SBB), mainly provides inexpensive, high-speed DSL services. Owing to rapid progress in telecommunications technology, the broadband market is shifting from DSL service to fiber-to-the-home (FTTH) service, which uses optical fiber to achieve faster data transmission. To acquire new subscribers in this environment, SBB has introduced Yahoo! BB hikari with FLET'S\*, a comprehensive broadband FTTH service. Even so, projected levels of new subscribers or sales might be impossible to achieve, or existing customers might shift to competing services. Moreover, unanticipated expenses might arise. Any of these factors could negatively affect our income.

\*FLET'S is a trademark of NIPPON TELEGRAPH AND TELEPHONE EAST CORPORATION (NTT EAST) and NIPPON TELEGRAPH AND TELEPHONE WEST CORPORATION (NTT WEST).

**h. A slowdown in the growth rate of users of member services and other fee-based services could affect our revenues.**

With the spread of broadband and mobile communications in recent years, the number of Internet users has increased dramatically, fueling growth in the number of potential users of Yahoo! JAPAN member services and other fee-based services. (Our premier member service, Yahoo! Premium, grants to subscribers special members-only benefits and entitlements, including unrestricted participation in Yahoo! Auctions.) Eventually, however, broadband and mobile phone proliferation in Japan will reach a saturation point and growth in the number of Internet users will begin to slow. If, as a result, growth in the number of users of Yahoo! JAPAN member services and other fee-based services also slows, so too is growth in revenue derived from these services likely to decline. To offset the expected decline in revenue growth, we are implementing various measures to promote broader usage of Yahoo! JAPAN member services and other fee-based services. Despite these efforts, it is possible that revenues derived from member services and other fee-based services will begin to show slower growth, which could negatively impact our overall revenues.

**i. The popularity of fee-based service content might decrease.**

The spread of broadband communications has enabled delivery of a variety of fee-based service content to meet changing user needs, including high-volume service content such as video and games. Demand for such service content is likely to expand as the number of Internet users increases. If, on the other hand, fee-based service content fails to become a regular part of the lives of users, or if access to such service content via devices other than PCs becomes the norm but we fail to successfully break into the non-PC market, the achievement of expected earnings could be difficult.

**2) Competition**

**With competitors in each of our service areas, we might have difficulties maintaining our dominant position in the Japanese Internet market.**

Our flagship Yahoo! JAPAN portal site offers a diverse range of services over the Internet, including 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. We have multiple competitors in each of these service areas.

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

We fully intend to continue gauging user opinions and usage patterns with an eye to offering services that users want. Nevertheless, it is possible that services offered by a start-up company could gain popularity with users and spread rapidly through the market, thereby posing a competitive challenge to our existing services. It is possible also that we will be obligated to make significant investments in developing new services to maintain our competitive advantage. Either eventuality could have a negative impact on our business performance.

**3) Reliance on Other Companies' Products and Services**

**In providing services, the Yahoo Japan Group relies on other companies' products and services, including electricity, servers, Internet connection lines, information devices, and software.**

Many of the products and services necessary for the provision of our services, including electricity, servers, Internet connection lines, information devices, and software, are provided by other companies. The smooth, uninterrupted provision of such products and services is a prerequisite to the successful provision of our services.

In providing Yahoo! JAPAN services, we depend in particular on electricity to run our servers and other equipment and facilities. Given the possibility of disruptions to the electric power supply arising from power blackouts, usage restrictions, or other eventualities, we are setting up duplicate data centers and independent power generation facilities. In the case of an electric power supply disruption actually occurring, we are prepared to respond quickly and appropriately throughout the Yahoo Japan Group. Despite these proactive efforts, if for some unanticipated reason we are unable either to continuously provide services or to quickly restore them following an electric power supply disruption, our revenues and brand image could be negatively affected. In addition, higher electricity charges could reduce our profitability.

Today, users can choose from several types of browser software for viewing Web sites and from a range of information devices including PCs, smartphones, tablets, TVs, video-game consoles, and car navigation systems for accessing the Internet. However, in certain cases, some information devices and software are incompatible with Yahoo! JAPAN's services, most of which result from sub-optimal usage conditions or setting errors. Furthermore, browser software or information devices subject to specification changes, rate adjustments, or insufficient market supply have the potential to disrupt user access to our services, thereby negatively affecting our revenues.

**4) Technological Change**

**Failure to respond quickly and appropriately to technological innovation could greatly affect the Yahoo Japan Group's business.**

The computer industry is well known for technological innovation. The Internet industry is continuously developing new multimedia protocols and technologies. Our 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.

To keep up with the market and maintain competitiveness, we plan to implement innovative technologies while continuously improving and expanding services. Nevertheless, if we are slow to implement new technologies emerging in the market and our services become obsolete as a result, we could suffer a decline in competitiveness.

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

### **1) Legal Restrictions**

#### **a. New laws or amendments relating to the Yahoo Japan Group or to the Internet industry as a whole could negatively affect our provision of services.**

Reports in recent years of incidents in Japan related to the viewing or posting of sensitive information or to dubious business transactions on the Internet have resulted in the application of certain legal restrictions to Internet-based information and goods distribution. To ensure a safe, secure, and convenient Internet environment in Japan, we comply with all laws and regulations and carry out policies and awareness campaigns in cooperation with relevant organizations.

The introduction of new laws or amendments to existing laws relating to the Yahoo Japan Group or the Internet industry as a whole could result in increased compliance-related expenses or otherwise negatively impact our provision of services, as well as affect the development of the Internet industry.

#### **b. Changes to the Provider Liability Limitation Law could restrict our business.**

The Act on the Limitation of Liability for Damages of Specified Telecommunications Service Providers and the Right to Demand Disclosure of Identification Information of the Senders (Provider Liability Limitation Law) has been in force since May 2002. This law merely clarifies the scope of liability for illegal behavior previously established by the Civil Code and therefore does not increase the liability of businesses that act as intermediaries in Internet-based information distribution. Should a social consensus in support of increased liability of information distribution intermediaries emerge, however, our business could be restricted as a result of the introduction of new laws or the implementation of rules for self-regulation.

#### **c. Amendments to the Telecommunications Business Act could restrict our business.**

In order to operate Internet-based information communication services, we are required to comply with the Telecommunications Business Act and related ordinances enforced by relevant government divisions. Amendments to this law or to related ordinances could restrict our business.

#### **d. The Act on Development of an Environment that Provides Safe and Secure Internet Use for Young People could impinge upon the development of the Internet industry in Japan.**

Since its establishment, the Yahoo Japan Group has undertaken a variety of measures to contribute to the sound development of the Internet and has taken steps to protect minors from potentially harmful information, such as the operation of Yahoo! Kids and the introduction of Yahoo! Safety Net. In April 2009, the government enforced the Act on Development of an Environment that Provides Safe and Secure Internet Use for Young People. Based on the content of the act and the nature of the Yahoo Japan Group's business, the effect on the group's business should be minor. Nevertheless, the law raises many issues, such as restrictions on freedom of expression or inhibition of filtering development, which could impinge upon the development of the Internet industry in Japan and, consequently, affect our performance.

#### **e. Legislation relating to auction services could affect our earnings.**

Reports have been made of illegal items being listed on Yahoo! Auctions, and cases of fraud have been identified. When sellers subject to the Act on Specified Commercial Transactions list branded products for auction, we instruct them to properly identify themselves and will revoke their IDs if they do not comply. In collaboration with Internet auction operators DeNA Co., Ltd., and Rakuten, Inc., we have 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 Company is actively working to devise measures to prevent violations. For example, to help educate sellers and buyers of items on Internet auctions, we have published on our 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 or fraudulent merchandise continue, legislation could be enacted restricting commercial activity carried out via the Internet. Depending on the degree of restriction entailed by such legislation, it could negatively affect our earnings.

#### **f. Legislation relating to social media services could affect our provision of such 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. We prohibit postings containing copyright-protected content and make 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 rights 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 all of our services that incorporate social media functions.

#### **g. The formulation of new laws or amendments to existing laws concerning financial services could affect the Yahoo Japan Group.**

In the area of financial services, we offer the Yahoo! Card service.

In our Yahoo! Card service, we independently issue credit cards and offer loans, including cash advances, which activities bring us under both the Money Lending Business Act and the Interest Limitation Law. Under the former, the Company is registered as a money lender with the Kanto Local Finance Bureau. Because authorities revised the Money Lending Business Act

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. Despite these actions, we believe that the revised law's impact on our business will be minor, as we had already lowered our interest rates in May 2008, before enforcement of the law.

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 our earnings.

**h. In addition to legal restrictions, official administrative guidance and governmental requirements could affect our service provision and performance.**

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

\* In June 2010, the Company received notification from the Tokyo Regional Taxation Bureau of a revision to its tax payment related to the Company's conversion of SOFTBANK IDC Solutions Corp. (IDC) into a consolidated subsidiary in February 2009 and subsequent absorption via merger the following March. Refuting the taxation bureau's revision, and after going through the process of submitting a request for reconsideration to the National Tax Tribunal and then filing to revoke said decision in April 2011, the Company is currently pursuing ongoing litigation in the Tokyo District Court.

## **2) Litigation**

**a. Victims of auction fraud might take legal action against the Yahoo Japan Group.**

We have implemented various measures to improve systems security for a safer and more stable auction environment. In May 2001, we introduced a fee-based personal identification system. In July 2004, we initiated a system that verifies by mail the postal addresses of users listing items on the auction site. To further reinforce security, we introduced an Internet auction fraud-detection model in November 2005. In addition, we have set up a patrol team to search out and eliminate auction listings of illegal items in cooperation with law enforcement agencies and copyright-related groups.

A lawsuit brought against the Company by certain users of Yahoo! Auctions seeking damage compensation relating to the non-receipt of paid auction items was ruled definitively in our favor in October 2009, when the Supreme Court dismissed an appeal by said users, effectively upholding its initial judgment that the Company was not liable for damages because it had not only forewarned Yahoo! Auctions users of the potential for auction fraud but also offered advice on how to detect and avoid it by citing actual examples of fraud.

Despite this ruling in our favor, the strong likelihood that auction fraud will to some extent continue to exist implies that certain Yahoo! Auctions users might again take legal action against the Yahoo Japan Group, regardless of responsibility. Moreover, the implementation of additional measures to further strengthen systems security in order to prevent criminal activity, including an expansion of patrol capabilities, could entail increased costs and, as a result, reduced earnings.

We have instituted a system guaranteeing limited compensation for users who have been victimized by auction fraud. This compensation system could lead to higher expenditures for the Yahoo Japan Group.

**b. We could be subject to claims, reprimands, or damage suits brought by related parties or governmental agencies with regard to the content of advertisements or of Web sites accessed through links on the Yahoo Japan Group sites.**

To avoid conflict with Japanese legal restrictions, we established an Advertisement Review Standard that internally regulates the content of advertisements and of Web sites accessible through advertisement links. As expressed in a written contract with each advertiser, the advertiser accepts full responsibility for the content of advertisements. For such services as message boards, blogs, and auctions, where users can exchange information freely, we indicate clearly in our contracts with users that illegal or slanderous content is prohibited and that full responsibility lies with users. We maintain the right to remove the content that is in violation of our contracts with users and will do so immediately upon discovering such content.

Through such internal regulation, we prohibit illegal and slanderous content on our sites and protect user privacy. In addition, we publish a disclaimer stating clearly that users bear full responsibility for Web browsing and information posting, and that we accept no responsibility for damages incurred by users as a result of Web browsing or use of Yahoo Japan Group sites. However, there is no guarantee that such measures will suffice to stave off litigation. We could be subject to claims, reprimands, or damage suits brought by users, related parties, or governmental agencies with regard to the content of advertisements, Web sites accessible through links on our sites, contributions to community message boards, and/or trading on our auctions site. The resulting decline in user confidence could lead to a drop in hits or time spent on our sites, or to a suspension of certain of our services.

**c. We could be subject to compensation demands from interested parties regarding content procured from companies outside the Yahoo Japan Group.**

We procure content from outside companies and provide it to Yahoo! JAPAN users with regard to such information services as topical news, weather reports, and stock prices and for such entertainment services as videos and games. Content providers make contractual agreements to take responsibility for all content. In case interested parties make claims, both the Yahoo Japan Group and content providers are responsible for quickly investigating and dealing with them. Despite said contractual agreements and the implementation of those measures, interested parties could demand compensation from the Yahoo Japan Group even though responsibility is contractually assigned solely to content providers. As a result, we could incur substantial expenses or suffer a loss of brand image, which could negatively affect our business performance.

**d. We could be subject to damages that are in fact the responsibility of a third party.**

To prevent misunderstanding or confusion about the scope of services provided by third parties through agreements with the Yahoo Japan Group and those provided by the Group itself, measures are taken to ensure the understanding and agreement of users through user rules or clauses posted on relevant Yahoo! JAPAN sites. Even so, it is possible that these measures will fail and that users will demand compensation for damages from the Yahoo Japan Group that are in fact the responsibility of a third party. As a result, we could incur substantial expenses or suffer a loss of brand image, which could negatively affect our business performance.

We assign all responsibility to users and accept 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, a disclaimer published on the Yahoo! Shopping site states that we assume no responsibility for the activities, products, services, or Web site content of the many retailers employing these services. Nor do we guarantee that users of these services will be able to purchase goods or services listed by these retailers. In addition, we do not accept responsibility for damage, loss, or delay in the delivery of such goods or services. However, it remains possible that users of these services, or related parties, will take legal action against the Yahoo Japan Group for claims or compensation related to the content of its services. Such legal action could have a negative impact as a result of monetary obligations or damage to our brand image. Furthermore, it is possible that the treaty regarding the jurisdictions of international courts could result in future legal disputes with users of our services who reside outside Japan.

**e. We could be subject to damage claims by third parties for infringement of intellectual property rights, such as patents or copyrights owned by third parties.**

Considering intellectual property to be an important management asset, the Yahoo Japan Group has established an in-house section devoted exclusively to activities related to patent rights, including investigation, filing and internal awareness campaigns.

In many cases, the extent to which patent rights can be applied remains unclear. To avoid potential conflicts, we might be obligated to substantially increase expenditures related to patent management, which could impact our earnings. The geographic boundaries for the application of patent rights on Internet technologies also remain unclear. Consequently, we cannot rule out the possibility of patent issues arising overseas, in addition to in Japan.

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

**f. Advertisers could claim reimbursement of excessive fees resulting from click fraud or other methods of artificially increasing advertising costs.**

In listing advertising, including paid search and interest-based advertising, a problem known as click fraud might arise. Fees for listing advertising are determined by the number of times an advertising link is clicked by users. Click fraud is used to artificially inflate the number of clicks, thereby increasing listing advertising fees charged to advertisers. In the United States, major advertisers victimized by this type of fraud have brought class-action lawsuits against companies offering listing advertising products. The Yahoo Japan Group systematically and in some cases manually monitors and determines whether click fraud is occurring and, in cases where click fraud is detected, removes fraudulent clicks from the count for billing. Nonetheless, a similar lawsuit might be brought against the Yahoo Japan Group, resulting in damage to the brand image of the Yahoo Japan Group and negatively impacting business performance.

### **3) Other Legal Regulations**

**a. Because we routinely consign business to outside contractors, the possibility exists for violations of the Subcontract Law, resulting in diminished public confidence in the Yahoo Japan Group.**

We periodically offer training courses related to the Subcontract Law to all Yahoo Japan Group employees newly joining the Yahoo Japan Group and at regular intervals thereafter to ensure compliance with the law in business transactions. Despite such efforts, violations of the Subcontract Law might occur, which could damage our credibility and performance.

**b. Changes to accounting standards or tax codes could have a material impact on our profits or losses.**

Against the backdrop of the recent trend in Japan to establish international accounting standards, we have made quick and appropriate changes to our accounting standards. Even so, significant changes to accounting standards or tax codes could have a material impact on our profits or losses.

### **3. Disasters and Emergency Situations**

#### **1) Disasters**

**The Yahoo Japan Group's operations are potentially vulnerable to disasters.**

Our operations, like those of many other corporations in Japan, are potentially vulnerable to disasters such as earthquakes, fires, and other large-scale catastrophes and to the resultant destruction of buildings, power outages, and network failures. Our network infrastructure and human resources are concentrated mainly in Tokyo. To cope with disasters and resultant surges in Internet access, we are committed to improving our network infrastructure by duplicating and dispersing server capacity and data centers.

Although we have taken steps to ensure a quick and appropriate response throughout the Yahoo Japan Group in the event of a disaster, the scale and nature of certain disasters might make it impossible to carry on normal operations or to recover fully. At the same time, advertisers might cancel or reduce advertising, and Yahoo! JAPAN's fee-based services might suffer a drop in user numbers, which would negatively affect our operations, business performance, and brand image.

#### **2) Emergency Situations**

**Our operations could be affected by international conflicts, terrorist attacks, or other emergency situations.**

In the event of outbreaks of international conflicts or terrorist attacks, we expect that our operations could be substantially affected.

Specifically, under the impact of such an event our revenues could decline or we could incur extraordinary costs. This might occur because of a temporary limitation in the operation of Yahoo! JAPAN, causing disruption to planned advertising business. Or, for their own reasons advertisers might cancel or reduce advertising. Furthermore, the access infrastructure for Yahoo! BB might be disrupted or some other circumstances arise whereby users would no longer be able to access our fee-based services. In addition, operations and earnings could be affected by damage to communications or transportation lines in the United States or other countries that would impede our links to business alliances in those countries. In the worst-case scenario, our offices could be physically disabled. If other companies closely related to our businesses, such as SOFTBANK CORP. and its related companies and other Internet service providers, were hit with the same conditions, it is possible that the Yahoo Japan Group could be rendered incapable of maintaining some of its services.

#### 4. Business Management

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

**Failure to quickly and flexibly modify strategies in response to changing market conditions could compromise the Yahoo Japan Group's competitive advantage.**

Focused on our overriding management goal of increasing user numbers and per-user usage times, we are pursuing key strategies with a primary focus on smartphones. These strategies are modified quickly and flexibly according to changes in user needs, partner requirements, or technological or competitive trends.

If management fails to modify these strategies as required, our competitive advantage could be compromised.

##### 2) Technological Development and Improvement

**a. Although our R&D efforts aim to meet user needs through the implementation of new strategies and the establishment of new businesses, such efforts might fail to adequately address user needs or result in R&D delays or failures.**

To respond to the growth and diversification of Internet use and maintain a competitive advantage, we focus on developing new strategies and businesses for providing content and services that meet user needs. To support that process, we established a new research institution, Yahoo! JAPAN Research, in April 2007. Although R&D expenses directly related to such efforts to date have been limited, future R&D expenditures could exceed projections, depending on the time period required for development, resulting in diminished competitiveness.

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, we intend to improve operating efficiency not only by hiring specialists and technically skilled staff but also by engaging cooperatively with other companies boasting proven records of accomplishment in their respective business fields. To respond quickly to changing market needs, we are also focusing on strengthening our service planning and systems development. Despite such efforts, we might fall short of achieving targeted sales and profits owing to delays or failures of R&D programs, excessive expenses, or a failure to adequately address user needs. Moreover, focusing R&D investment on developing new strategies and businesses might hinder the development and operation of our existing services. In addition, technical and operational issues could ultimately result in user demands for compensation from the Yahoo Japan Group.

**b. Failure to effectively implement a program aimed at continuously improving our services could eventually render them 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, we believe that continuously improving the user experience is central to maintaining our competitive advantage. To this end, we focus broadly 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 requests; and (3) accelerating display speeds of the results of searches and other information services.

To maintain and increase our competitive advantage, we must continue to invest in such service improvements. Should these capital investments not be appropriately made, we could suffer a decline in competitiveness or damage to our brand image. Moreover, the level of investments required for achieving service improvements could rise. Either of these eventualities could adversely affect our business performance. Also, although we conduct adequate surveys and tests to determine the likely effects of planned improvements to or renewal of services, the actual effects could be a reduction in the number of users or of page views. As a result, advertising revenues could decline, negatively impacting our business performance.

**c. Inadequate planning and implementation of capital investment programs could result in lower service quality and higher expenditures.**

To support future business expansion and facilitate ongoing provision of quality services that meet user needs, we maintain a continuous capital-investment program of comparatively large scale relative to the size of current operations. Against a background of continuing growth in the Internet user base, increasing rates of broadband connectivity, and expanding Internet accessibility, we are obligated to add new and upgrade existing network-related facilities to adequately cope with higher peaks in access volume and larger volumes of data transmission and reception in short time periods. With the recent acquisition of a proprietary large-scale data center, the Yahoo Japan Group benefits not only from stable and efficient operations of its servers but also from cost reductions.

Consequently, we anticipate a growing need for ever larger capital investments made in a timely manner to build systems and networks for smoothly controlling large volumes of communications traffic, strengthening security systems to protect settlement services and users' personal information, and expanding systems to appropriately respond to the growth and diversification of user inquiries. Furthermore, in line with our expanding business scope we will be required to continuously acquire more office space and invest in the expansion and upgrading of our facilities.

In making these capital investments, we intend to minimize cash outflows by closely considering costs and benefits and by keeping a tight rein on system development and equipment-related expenditures.

Although we believe that business expansion will result in earnings growth sufficient to provide operating cash flows to cover increased costs and cash outflows, insufficient and/or delayed returns on capital investments could substantially impact future earnings and cash flows. Moreover, since the Internet industry is characterized by continuous technological innovation and rapidly changing user needs, the useful lives of new or upgraded facilities might be shorter than planned. Accordingly, depreciation timeframes might be shorter and depreciation costs higher compared with those of previous facilities. By corollary, the accelerated disposal of existing facilities might result in higher-than-expected losses.

**d. Failure to properly adopt the specific information transmission standards of the full range of Internet-enabled devices could adversely affect our business development.**

In recent years, the range of Internet-enabled terminals has grown to include smartphones, tablets, video-game consoles, TVs, and car navigation systems, resulting in a vastly expanded Internet-connection infrastructure for information terminals other than PCs. In response to this trend, we are promoting Internet usage via a wide range of information devices, with the goal of increasing accessibility to and boosting usage times of Yahoo! JAPAN services. In promoting this strategy, the following risks are implied:

To offer Yahoo! JAPAN services to users via various information devices, we must adopt the information transmission standards of each information device with the support of the company that developed it. If we fail to properly adopt the standards for a given information device, then we will not be able to provide services via that information device.

Enabling users to easily connect to Yahoo! JAPAN via any Internet-enabled information device is a key element supporting our competitiveness. We intend to work closely with companies that have developed Internet-enabled information devices to ensure easy connectivity. Failure to achieve smooth Internet connectivity could undermine our competitiveness. Furthermore, should higher-than-expected costs be incurred in achieving connectivity, our performance could be negatively affected.

Each information device has unique features, such as screen size and input system. We are optimizing Yahoo! JAPAN sites for each information device. Achieving this goal might take longer than expected, or our services might be inferior to other companies' optimized services, resulting in an erosion of competitiveness. Moreover, higher-than-expected optimization-related expenditures could adversely affect our business performance.

**e. Failure to properly incorporate innovative advertising methods could adversely affect our advertising revenues.**

Many new advertising products incorporating a wide range of advertising methods have emerged in the Internet advertising market. The Yahoo Japan Group develops and sells a variety of advertising products suited to the specific needs of individual advertisers, including products with guaranteed exposure periods and page views. We also offer paid search advertising and an affiliate ad program, operated in cooperation with ValueCommerce Co., Ltd.

In addition, we have developed and sold various advertising products incorporating innovative advertising distribution methods, including targeting advertising, which distributes advertising based on users' Yahoo! JAPAN usage histories, keyword search histories, demographic factors, and physical location; Interest Match<sup>®</sup>, which distributes text advertising based on the said usage histories and the content of Web pages viewed at the time of ad distribution; and AD Network, which distributes advertising over a network of partner sites and thus achieves greater reach than single-site-distribution products. If we fail to properly incorporate innovative advertising methods, our advertising revenues 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, our performance could be negatively affected.

**3) New Businesses**

**Our diversification into new businesses might yield lower-than-expected earnings contributions.**

We plan to further diversify into new businesses to strengthen our operating base and provide a growing range of quality services. To this end, we 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, our profitability could decline temporarily.

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

**4) Services Provided**

**a. Development, operation, and maintenance of the Yahoo Japan Group's search services are commissioned to Google and others.**

Our paid search advertising revenues are expanding and account for a steadily increasing share of overall advertising revenues. Currently, we are using the search engine and paid search advertising distribution system of Google.

In the future, should the Company's business relationship with Google change or Google's smooth service operations be obstructed, the sustainability of certain of our services could be jeopardized and our performance negatively affected as a result.

**b. For advertising products with guaranteed page views, failure to attain the required number of views could obligate the Yahoo Japan Group 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 attain the guaranteed number of page views due to problems with the Internet connection environment or to similar problems could obligate the Yahoo Japan Group to extend advertising contract periods or to provide some other form of compensation, which could negatively impact advertising revenues.

Moreover, we might fail to provide services that meet the needs of certain advertisers, which could result in reduced demand from those advertisers and thereby negatively impact our advertising revenues.

**c. Expenditures for additional Internet connections and capital investment in infrastructure could rise in line with expanding bandwidth requirements.**

We provide streaming and other services, such as GyaO!, requiring relatively large bandwidth compared with services consisting only of text and images. Brand Panel and Prime Display, incorporating streaming and interactive features, also require relatively large bandwidth. Because usage of these types of services and advertising products is likely to grow steadily in the future, expenditures for additional Internet connections and capital investment in infrastructure, such as servers required to deliver such services and products, could increase as well.

**5) Compliance**

**Despite our efforts to ensure compliance with laws and regulations, compliance-related risk exists.**

The Yahoo Japan Group recognizes that legal and regulatory compliance is a prerequisite for enhancing corporate value. Consequently, we have established various compliance-related regulations and standards for all directors and employees with regard to relevant laws and our articles of incorporation. In an effort to promote thorough observation of those regulations and standards, we have posted them on our Intranet and conduct periodic in-house training.

Despite these efforts, it is impossible to entirely eliminate compliance-related risk. If a violation occurs, our brand image and business performance could be affected.

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

### **a. Failure to adequately increase staff levels as required by business diversification could negatively affect our business development.**

In addition to personnel and organizational enhancements geared toward higher advertising sales and strengthened technological development, we must increase staff in line with ongoing business diversification to support operational expansion and quality improvement of various services arising from the recent surge in Internet users, as well as to handle billing and provide customer support for fee-based services.

Failure on the part of management or staff to respond adequately to these expanding administrative duties could inconvenience users and owners of stores registered on the Yahoo! Shopping and Yahoo! Auctions sites, affect operational efficiency, and undermine competitiveness.

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

### **b. The resignation of key personnel could temporarily hinder our continuous business development.**

The development of the Yahoo Japan Group's businesses depends on senior management and key technical personnel, including the president and directors of the Company as well as representatives of each department who possess specialized knowledge and technical expertise concerning the Yahoo Japan Group and its businesses. In the case of the departure of key personnel, management intends to replace them as quickly as possible with appropriate successors, either from within or from outside the Yahoo Japan Group. Even so, the replacement process could temporarily disrupt our continuous business development.

In addition, some senior managers participate in the stock-option plan, one of our personnel incentive measures. Rather than motivate participants, however, the stock-option plan might actually be an inducement for certain senior managers to leave the Yahoo Japan Group.

### **c. Efforts promoting the protection of our intellectual property rights with the goal of maintaining competitive advantage might not be cost-effective.**

The Yahoo Japan 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 services offered to Yahoo! JAPAN users is subject to copyright protection and other legal rights. Users are allowed to utilize said content within the scope of user contracts to which they have agreed.

Although rights pertaining to the content accompanying services offered to users are legally protected, certain content potentially could be used in a manner other than that sanctioned in user contracts, which could damage our brand image. The increased costs associated with minimizing the likelihood of such an eventuality could negatively affect our business performance. At the same time, additional expenditures required to fully support the exercise of those rights as competitive advantages could arise, making it difficult to gain sufficient benefit from the rights in view of the excessive expenditure entailed.

### **d. As the Yahoo Japan Group conducts a growing proportion of business transactions with a base of unspecified individual and corporate customers, costs related to settlement/collection and customer service might increase.**

In line with the expansion of our business scope and strengthening of our listing advertising, fee-based member services, and paid-content businesses, the proportion of our revenues derived from a diverse base of unspecified individual and corporate customers has been growing.

The Yahoo Japan Group has formed a special section responsible for strengthening the management of this pool of customers and for taking such steps as introducing a new system to improve business efficiency. Despite these measures, we might be exposed to expanded risks related to the settlement and collection of receivables owing to increasing amounts of small sales receivables and uncollected receivables, expanding credit card settlement problems, and growing costs of receivables collection.

Meanwhile, the array and quantity of customer inquiries continue to broaden, including questions related to service usage, payment issues, and the return or exchange of goods and services as well as matters relating to distribution or settlement services provided by our commissioned third-party vendors. To maintain an effective response capacity, we are in the process of increasing staff, strengthening and expanding our management organization, and improving efficiency by standardizing and computerizing businesses. Higher costs associated with these measures could negatively affect our profits. In addition, these measures do not guarantee that all customers will be sufficiently satisfied, implying potential damage to our brand image and a negative impact on our business performance.

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

### **1) Major Shareholders**

#### **a. Changes in parent company policies or in major shareholders could affect the Yahoo Japan Group's business.**

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 Yahoo Japan Group has good business relationships with the various associated business partners of SOFTBANK CORP. and Yahoo! Inc. Moving forward, we intend to maintain these relationships. It is possible, however, that our 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 shareholders, most notably the parent company and other major investors in the Company. Such changes could adversely affect our businesses in various ways.

The shareholder agreement between SOFTBANK CORP. and Yahoo! Inc., the Company's major shareholders, places certain restrictions on the sale or purchase of Yahoo Japan Corporation's stock. The main points of the shareholder agreement are as follows:

\* 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 CORP. and Yahoo! Inc. maintain shareholdings equaling 5% or more of the Company's stock, SOFTBANK CORP. 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 CORP. 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 CORP. 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 CORP. 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 CORP. and Yahoo! Inc. will determine the range allowed for granting stock options to employees before this agreement becomes valid.

\* The right of SOFTBANK CORP. 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 CORP. 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 of Yahoo Japan Corporation it holds to the third party as well in accordance with the proportion of shares held by SOFTBANK CORP. and Yahoo! Inc.

The Company is not the central party in this shareholder agreement. The shareholder agreement between SOFTBANK CORP. and Yahoo! Inc. shall, by principle, be executed in accordance with law and the Company's 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. Competition within the SOFTBANK Group could arise in the future.**

The Yahoo Japan Group works with SOFTBANK CORP. on mobile communications, Yahoo! BB, and other businesses. If SOFTBANK CORP. should invest in or tie up with a company offering services similar to those offered by the Yahoo Japan Group, competition within the SOFTBANK Group could arise in the future. Although we intend to proactively deal with such an eventuality by collaborating, any resultant competition within the SOFTBANK Group could affect our performance in some manner.

**c. Modifications to the license agreement with Yahoo! Inc. could affect our business.**

The Yahoo Japan 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 our Internet search services are the property of Yahoo! Inc. We conduct business operations through a license obtained for the use of the trademark. As such, the agreement with Yahoo! Inc. is crucial to our core operations, and any modifications to the agreement could affect our business performance.

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 Company (may be waived by agreement of Yahoo! Inc.).
Counterparty	Yahoo! Inc.

Main details	<p>1) Licensing rights granted by Yahoo! Inc. to the Company:</p> <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> <p>2) Non-exclusive rights granted (gratis) to Yahoo! Inc. worldwide for use of Japanese content added by the Company</p> <p>3) Royalties to be paid by the Company to Yahoo! Inc. (see Note, below)  Note: Initially, royalties were calculated as 3% of gross profit less sales commissions. Effective January 2005, the calculation method for determining royalties was revised, as follows:</p> <p>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%</p>
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**d. Issues related to the management of the Yahoo! brand overseas could restrict the expansion of the Yahoo Japan Group's business.**

We consider the establishment and proliferation of the Yahoo! brand to be important, both for attracting users and advertisers and for expanding our business. The importance of brand recognition is increasing rapidly with the growth in the number of Internet services 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, it is impossible to predict the outcome of these efforts. Failure on the part of Yahoo! Group companies overseas to effectively establish and proliferate the Yahoo! brand could impact the Yahoo Japan Group in the form of weaker brand presence. In addition, some agreements with overseas Yahoo! Group companies contain exclusionary provisions. We are 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, the possibility exists that Yahoo! Inc. has not registered trademarks necessary to our business in Japan.

It is also possible that third parties will acquire domain names that we might find necessary to our business or will use domain names that resemble Yahoo! or the services we offer with the intention of carrying out unfair competition or harassment. Such actions could affect our brand strategy and damage our brand image.

**e. Any modifications to the business alliance contract with Yahoo! Sarl and Yahoo! Inc. could affect our earnings.**

The Company has signed the following business alliance contract with Yahoo! Sarl and Yahoo! Inc. to provide services such as paid search advertising, which is one of our key income sources. Therefore, any modifications to the contract could affect our earnings.

Contract name	ADVERTISER AND PUBLISHER SERVICES AGREEMENT
Contract date	July 27, 2010 (Original contract dated August 31, 2007)
Contract term	August 31, 2007, to August 30, 2017 (10 years)
Counterparties	Yahoo! Sarl and Yahoo! Inc.
Main details	<p>1) Exclusive rights regarding Yahoo! Sarl services  The Company and its subsidiaries for which it holds more than 50% of the voting rights will have exclusive rights in Japan for those advertising-related services of Yahoo! Sarl (with the exception of paid search advertising distribution technologies) adopted as contracted services through the procedure given in the contract. However, the Company makes no promise to exclusively use Yahoo! Sarl's paid search advertising distribution technologies and may freely choose and adopt other third-parties' paid search advertising distribution technologies.</p> <p>2) Payment for Yahoo! Sarl's services  The Company shall pay to Yahoo! Sarl a service fee multiplied by a rate prearranged for each year on the Company revenues (gross revenues earned by the Company and its subsidiaries for which it holds 20% or more of the voting rights) associated with the use of services contracted from Yahoo! Sarl (including use of other third-parties' paid search advertising distribution technologies).</p> <p>3) The Company's option right  Should the Company desire, the search and paid search advertising distribution technologies that Yahoo! Inc. has the right to provide may be offered to the Company on a non-exclusive basis. Provision of those services will be based on contracts separately formed with Yahoo! Inc. and Microsoft Corporation.</p> <p>4) Cooperation regarding transfer of customer data  When the Company decides to use technologies other than those of Yahoo! Inc. or Microsoft Corporation, Yahoo! Sarl will cooperate with the Company regarding the transfer of customer data.</p>

**f. Any modifications to the business contract with Google Asia Pacific Pte Ltd. could affect our earnings.**

The Company has signed the following business alliance contract with Google Asia Pacific Pte Ltd. to provide services such as search and paid search advertising distribution technologies, key income sources for the Yahoo Japan Group. Therefore, any modifications to the contract could affect our earnings.

Contract name	Google SERVICES AGREEMENT
Contract date	July 27, 2010
Contract term	July 27, 2010, to October 31, 2014
Counterparty	Google Asia Pacific Pte Ltd.
Main details	<p>1) Non-exclusive provision of search and paid search advertising distribution technologies by counterparty The counterparty shall provide its search and paid search advertising distribution technologies to the Yahoo Japan Group on a non-exclusive basis, which will be used by the Group to offer its own brand of services.</p> <p>2) Differentiation of search services Both parties are entitled to freely develop and use additional functions for the search results in order to differentiate their search results. The Company may decide on its own whether to display the other party's search results.</p> <p>3) Payment for counterparty's services Payment for the counterparty's services shall be the sum of a certain amount fixed for each year and an amount calculated using the standard for excess amounts on any revenue of the Company Web site in excess of a specific amount. The payment for the counterparty's services provided by the Company to partners shall be an amount calculated using a determined method on the annual revenues received from each partner's Web site.</p>

## 2) Consolidated Group Management

### Inadequate consolidated management coordination could impact our performance.

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

Tie-ups with the Company's services or network as well as personnel support are essential to the operations of all of the services of the Company's subsidiaries and affiliates. The relevant sections of the Company 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 Company's businesses and those of its subsidiaries and affiliates, which could negatively impact the Yahoo Japan Group's performance.

## 3) Other Major Business Partners

### a. Any modifications to the business alliance contract with SOFTBANK BB Corp. could affect our earnings.

The Company has signed the following business alliance contract and incentive agreement concerning Yahoo! BB services with SOFTBANK BB Corp. (SBB), which is a subsidiary of SOFTBANK CORP. Should any modifications be made to the business alliance contract with regard to the Yahoo! BB business, our earnings could be affected.

Contract name	Business alliance contract
Contract date	March 31, 2007 (original contract signed on June 20, 2001)
Contract term	June 20, 2001~ (indefinite term)
Counterparty	SOFTBANK BB Corp.
Main details	<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>• Acquiring 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> </ul> <p>4) SBB will pay the Company the following amounts, included in ISP charges, for services provided by the Company:</p> <ul style="list-style-type: none"> <li>- Yahoo! BB ADSL etc. subscribers acquired: ¥100 per subscriber per month</li> <li>- Yahoo! BB hikari with FLET'S/Yahoo! BB hikari FLET'S course subscribers acquired: ¥60 per subscriber per month</li> <li>- Yahoo! BB for Mobile subscribers acquired: ¥50 per subscriber per month</li> </ul>

Contract name	Incentive agreement
Contract date	October 7, 2005
Contract term	One year, beginning October 1, 2004 (automatically renewed each year)
Counterparty	SOFTBANK BB Corp.
Main details	<p>Incentive fees</p> <ul style="list-style-type: none"> <li>• New subscriber acquisition incentive fees <ul style="list-style-type: none"> <li>Yahoo! BB ADSL: Approx. ¥15,000 per new subscriber</li> <li>Yahoo! BB ADSL + wireless LAN package: Approx. ¥20,000 per new subscriber</li> <li>Yahoo! BB hikari: Approx. ¥5,000 per new subscriber</li> <li>Yahoo! BB hikari + wireless LAN package: Approx. ¥10,000 per new subscriber</li> </ul> </li> <li>• Continuing subscriber incentive fees <ul style="list-style-type: none"> <li>Yahoo! BB ADSL: Approx. ¥200 per month per continuing subscriber</li> <li>Yahoo! BB ADSL + wireless LAN package: Approx. ¥250 per month per continuing subscriber</li> <li>Yahoo! BB hikari: Approx. ¥50 per month per continuing subscriber</li> <li>Yahoo! BB hikari + wireless LAN package: Approx. ¥100 per month per continuing subscriber</li> <li>Yahoo! BB for Mobile: Approx. ¥50 per month per continuing subscriber</li> </ul> </li> </ul>

**b. Because the Yahoo! BB business is partially handled by SBB, the service quality of SBB could affect our performance.**

The portion of Yahoo! BB business handled by SBB could indirectly influence our performance. If SBB fails to complete construction on time and services to subscribers are delayed, we 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 early, thereby negatively impacting our earnings.

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

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

**a. In our Yahoo! ezPay service, we might be required to 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 upon 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. If the pace of growth of this service should substantially exceed expectations, then we 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 our business performance.

**b. In our Yahoo! Card service, we might be required to borrow funds to bridge the collection of reimbursement funds from cardholders.**

The Yahoo! Card is a credit card issued by the Yahoo Japan Group and through which the Group provides credit to persons issued with the card. We reimburse payments made by cardholders to merchants honoring the card. Because payments are collected from cardholders once a month while reimbursements to merchants are made about three times a month, it will be necessary to finance those reimbursements. Although we are considering diversifying our funding sources as this business expands, obtaining the necessary funding for making reimbursements to merchants at a suitable cost could prove to be impossible.

**2) Investments**

**The Yahoo Japan Group often makes investments in or loans to other companies. In some cases, appropriate returns might not be obtained on investments or loans, or the funds could become irrecoverable.**

We make investments as a result of business tie-ups or with an eye to forming business tie-ups in the future. The recoverability of these investments is not guaranteed.

Some of the public companies in which we have invested have already produced evaluation profits or losses. In the future, evaluation profits could decline or become evaluation losses; moreover, evaluation losses could worsen.

We take the utmost care to ensure that the performances of the companies in which we invest are reflected appropriately in our own performance results by observing in-house rules in accordance with general accounting standards and by applying asset-impairment accounting. Nevertheless, depending on the direction of the stock market and the performances of the companies in which we have invested, they could have an increasingly adverse effect on our profit or loss in the future.

To maximize business synergies or to expand our business, we expect to further invest or loan funds for capital participation in third-party companies, fund joint ventures, engage in new investments by establishing companies, 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 the investments or loans based on thorough analysis in 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, our future financial condition could be adversely affected.

**7. Relationship with Competitors and Partners**

**1) Business Alliances and Contracts**

**a. Our emphasis on building partnerships entails certain risks.**

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

In the advertising business, the Yahoo Japan 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, the Yahoo Japan Group and its partners now hold a dominant share of the Internet search market in Japan. In addition, we are offering other services, such as our online settlement service, Yahoo! Wallet, on partner sites. By establishing an extended network, we are 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 we aim to provide the full range of Internet services that users demand.

In pursuing these actions, we face 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 our performance.

- We provide 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 our brand image could be tarnished or we could be sued for damage compensation, either of which could negatively affect our performance.

- Because the quality and reputation of our partners' services reflect on our own reputation and credibility, any problems with partners' services could tarnish our 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 our performance.

#### **b. The termination of paid search advertising business agreements could affect our profitability.**

With the largest share of the paid search advertising market in Japan, the Yahoo Japan Group provides its paid search advertising services not only to Yahoo Japan Group companies but also to other domestic portal sites and partners with which it has business agreements. We intend to continue to expand the number of our partners and to create new services. However, should business agreements with such partners be terminated, our profitability could be negatively impacted.

#### **c. Our procurement of information and broadband content from third parties could be affected.**

We offer and plan to continue offering Internet users high-quality, appealing information, such as up-to-the-minute news, weather, and stock quotes, as well as broadband content such as films and games. However, should we not be able to acquire information and content as expected or the costs of acquiring information and content be higher than anticipated, use of our services might decline, possibly resulting in a failure to achieve our projected earnings.

#### **d. As we pursue business alliances with other sites and corporations, unforeseen problems could make it impossible to achieve our objectives.**

We are pursuing business alliances with other sites and corporations in an effort to expand usage of our services. Even if we offer our services via such business alliances based on our own guidelines, in some cases we might be unable to achieve our objectives owing to troubles caused by business alliance partners, including leaks of personal information due to deficient information management systems, service disruptions caused by inadequate systems, and lengthy delays in service development.

Conversely, certain business alliance partners might fail to provide agreed-upon services owing to problems that we caused, in which case those business alliance partners might demand some form of compensation.

Either situation could have a negative impact on user numbers and, as a result, on our business performance.

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

#### **a. Economic and business deterioration might make the collection of receivables from certain clients more difficult or impossible.**

In sales of advertising and other products, we follow a set of internal rules in carefully examining the credit standing of clients. We also exercise 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 client businesses could increase delays in collection and the occurrence of defaults.

#### **b. We might be unable to collect payments from certain Yahoo! Card holders.**

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

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

#### **a. Each of the Yahoo Japan Group's businesses depends to some extent on specific customers or sales agents.**

Each of our businesses depends to some extent either on sales to specific customers or on sales by specific sales agents other than the related parties described above.

In advertising, we depend on specific advertising agencies and media representatives because of the marketing activities provided by advertising agencies. In our other businesses, as well, we have major business transactions with specific customers, which transactions account for a growing percentage of our total sales.

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

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

Several companies in the Yahoo Japan Group have been established as and operate joint ventures with third parties. These joint ventures depend substantially on the non-Group partners. Currently, cooperative relationships between joint-venture partners are excellent and contribute to the performances of the Yahoo Japan Group companies involved. However, if for some reason cooperative relationships between joint-venture partners deteriorated, the performance of each company could be damaged and, in certain cases, its operations discontinued.

**c. In some cases, system development and operations essential to services are commissioned to specific third parties.**

Among the services offered by the Yahoo Japan Group, there are several cases where system development and operations essential to the service are commissioned to specific third parties or 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, relevant sections of the Yahoo Japan Group maintain close contact with the third parties to ensure that problems affecting our services do not arise. Nevertheless, a system development delay could occur owing to a situation at a commissioned third party that we cannot manage, or a situation could arise whereby obstruction of operations or some other event causes the stoppage of third-party systems to which our services are linked. Such events could lead to a loss of sales opportunities and reduce the competitiveness of our systems, negatively impacting our performance or, in the worst case, resulting in the termination of the services. In addition, third-party mishandling of delivery-related services or services provided through convenience stores could damage our brand image.

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

We not only rely on the aforementioned Internet providers but also many of our services rely on third parties to whom we have consigned operations to or from whom we receive information or support. Worsening business conditions at such third parties could hinder our operations and negatively impact our performance.

**8. Information Security**

**1) Efforts to Promote Information Security**

**Information leaks, network invasions, or computer virus attacks could erode public confidence in the Yahoo Japan Group.**

Due to the rapid 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 Yahoo Japan Group is obligated to address this issue extremely carefully.

Based on this understanding, we have 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 throughout the Yahoo Japan Group. To facilitate this process, we have appointed a Chief Security Officer (CSO) empowered with wide-ranging authority. Moreover, 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 have established an information management system that is being run by our information security specialist team and employees in charge of information security appointed in individual business sections. Moreover, employee training programs on information security are offered to all employees newly joining the Yahoo Japan Group and at regular intervals thereafter. As part of our information security measures, the addresses and other information of our customers are obtained using SSL (Secure Sockets Layer) encryption and access to stored data is tightly restricted. In August 2004, we acquired Information Security Management Systems (ISMS) certification. In November 2007, we became the first in Japan to receive ISO 15408 certification for our development of a monitoring system to prevent information leakage from our databases. In November 2008, we obtained Payment Card Industry Data Security Standard (PCI DSS) certification for our Yahoo! Wallet credit card settlement service. We have used these third-party certification systems to implement objective, global-standard checks of our operations with the goal of further strengthening our information security measures and fulfilling our social responsibility regarding this issue.

Nevertheless, these actions do not guarantee perfect maintenance of our information security systems. If, under some circumstance, a problem such as an information leak were to occur, it could erode public confidence in the Yahoo Japan Group and negatively impact performance.

**2) Personal Information**

**a. Leaks of personal information required for user identification could damage our credibility and lead to legal disputes.**

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

We exercise the utmost care in protecting the privacy and personal information of each user and take 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, we observe strict guidelines regarding internal access to users' personal information, granting access rights only to a very limited number of personnel.

Nevertheless, we cannot completely eliminate the possibility that users' personal information will be leaked outside the Yahoo Japan Group, either deliberately or through negligence, by our personnel, by companies with which business alliances have been concluded, or by companies to which we outsource 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. 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, we introduced a log-in seal system (see Note 2, below) in March 2007. In December 2007, we added to Yahoo! Mail a function enabling users to refuse spoofed mail (see Note 3, below). In June 2008, we

conducted open testing of an anti-phishing browser (see Note 4, below) that provides basic protection against phishing and is currently offering a phishing warning function on the Yahoo! Toolbar. In May 2012, we introduced Secret ID, an ID specialized for logging in (see Note 5, below). In August 2012, we introduced a One Time Password service (see Note 6, below).

Moreover, in January 2008, we began issuing OpenIDs (see Note 7, below) and widely offering a general authentication function to eliminate the storage and management of IDs, passwords, etc. on other sites and improve information security. Although we continue 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, our services could be adversely affected and our brand image tarnished. Furthermore, we could become the target of lawsuits.

Regardless of questions of legal responsibility, our policy is to propose measures aimed at strengthening the management and monitoring of the security systems of companies with which we have business alliances. Yahoo Japan Group representatives 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, we seek 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 Yahoo Japan 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 the user's PC (or 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 e-mails

Spoofed e-mails, 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 or 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 e-mail from landing in Yahoo! Mail service inboxes. Moreover, receiving servers are also armed with these technologies, and users can filter out e-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 using a cryptographic protocol but is not sent directly to the server. Therefore, the password cannot be stolen even when carelessly entered on a fake site.

#### Note 5: Secret ID

This is a secret character string to be only used as a log-in ID. While IDs and email addresses are public information known to many third parties and therefore carry a risk of being misused, the Secret ID is a character string known only to the user, thereby preventing misuse.

#### Note 6: One Time Password

One Time Password is a disposable password that is valid for identification purposes only once and for a limited time period. When a One Time Password is in effect, it must be used for identification after logging on with a Yahoo! JAPAN ID and password. Even if another person should learn a Yahoo! JAPAN ID and password, the One Time Password prevents them from fraudulently logging on to the account, thereby avoiding the theft of important information.

#### Note 7: 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. Leaks of personal information by stores registered on Yahoo! Shopping or Yahoo! Auctions, or by business alliance partners, could damage our credibility and lead to legal disputes.**

Personal information obtained through our services is held within the Yahoo Japan Group in principle, and we are committed to taking all possible information protection measures. However, in some cases the personal information management systems of business alliance partners or of stores registered on the Yahoo! Shopping and Yahoo! Auctions sites counteract our efforts.

We outsource the bulk of Yahoo! Card services with the intention to take full advantage of available expertise in personal information management as well as to promote variable cost flexibility. Although we were extremely careful in choosing our business partner for this service, we could be sued for damages should this partner leak personal information.

Yahoo! Shopping or BtoC transactions in Yahoo! Auctions send personal information provided by buyers directly to stores where buyers have made purchases. Accordingly, individual stores are the main repositories of personal information and take responsibility for controlling it. Moreover, to ensure that buyers' personal information is not disclosed to other individuals or entities, stores are given clear instructions on proper methods of information control and are strictly prohibited from using personal information for purposes other than the delivery of items or sales promotions.

To clear credit card payments, stores may use the settlement system of the Company's subsidiary Netrust, Ltd., or deal directly with credit card companies. Stores opting to use the Netrust settlement system cannot maintain records of credit card numbers, as these are provided directly to credit card companies by Netrust. Stores opting to deal directly with credit card companies are provided with strict instructions to control buyers' credit card numbers in the same manner used to control other personal information. Despite such measures, information leaks might occur, resulting in damage to our credibility, regardless of whether or not we are in fact responsible.

### **3) Communication Privacy**

#### **Leaks of information related to communications privacy could tarnish our brand image and lead to legal disputes.**

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

Despite these measures, it is possible that this information will be leaked outside the Yahoo Japan 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, we could be drawn into legal disputes and our brand image could be tarnished, with a resultant negative impact on business performance.

### **4) Network Security**

#### **Attacks on or invasions of our networks could disrupt services.**

Although the Yahoo Japan Group has established appropriate security systems to ensure the integrity of its external and internal computer networks, possible damage from invasion by computer viruses or hackers cannot be completely ruled out. We do not hold sufficient insurance to compensate for potential losses arising from such damage. Moreover, 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 we have implemented effective security programs and strengthened our monitoring systems in preparation for such an attack, there is no guarantee that such an attack can be averted. Such obstructive actions could disrupt our business or services and in some cases impact on operating results.

### **5) Fraudulent Use**

#### **Fraudulent use could result in damage claims.**

Malicious users might employ phishing or other methods to fraudulently obtain unsuspecting users' IDs, passwords, and credit card information, or use fraudulently obtained Yahoo! Cards to make payments. As examples of fraud on Yahoo! Auctions, malicious users might use unsuspecting users' accounts to list fraudulent items or to make settlements via Yahoo! Wallet or Yahoo! ezPay. Similarly, on Yahoo! Mail malicious users might send e-mail via unsuspecting users' accounts.

The Yahoo Japan 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 will prevent the collection of advances paid, that claims will be made for damage compensation by victims of fraudulent acts or that such compensation claims will be greater than expected or that the expenditures to prevent the recurrence of such fraudulent actions will be high, and that fraud will damage the brand image of Yahoo! JAPAN.

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

#### **Restrictions on the collection and analysis of users' behavioral history information could affect our behavioral targeting advertising and Interest Match®.**

Based on an analysis of users' Internet usage histories, behavioral targeting advertising and Interest Match® distribute advertisements for products or services to user groups whose Yahoo! JAPAN usage histories indicate a preference for or interest in those products or services. These advertising products are designed to boost advertising efficiency for all concerned parties, namely, advertisers, users, and the Internet media itself.

The Yahoo Japan Group rigorously respects the privacy of individual users in its collection and analysis of behavioral history information. Behavioral targeting advertising and Interest Match® analyze three aspects of users' behavioral history information: (1) the Yahoo! JAPAN services viewed by users, or more specifically, accessed via users' browsers; (2) the keywords employed by users in searches; and (3) the type of display advertising viewed, or clicked-on, by users. This information is used only for the purpose of grouping users, or more specifically, users' browsers, on the basis of similar preferences and interests; it is not used to analyze the preferences and interests of specific users.

Although we believe that we are 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 that legal restrictions could be placed on these activities. Such objections or restrictions could damage our brand image or prohibit sales of behavioral targeting advertising and Interest Match® in the future, which could have a detrimental impact on our business results.

## **9. Corporate Governance**

### **Corporate Governance System**

#### **Inadequate internal controls could affect business operations or result in higher operating expenses.**

The Yahoo Japan Group has implemented stricter controls and operational standards 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

Audit Office as an independent organization under the direct supervision of the President. The Internal Audit 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 arise in the future. Moreover, increased costs stemming from efforts to improve internal control could negatively affect the Yahoo Japan Group's earnings.