

Results for the Fiscal Year and the Three Months Ended March 31, 2013

April 25, 2013

Company Name: Yahoo Japan Corporation Share Listings: 1st section of TSE and JASDAQ
 Code No.: 4689 URL: <http://www.yahoo.co.jp>
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Scheduled Ordinary Shareholder's Meeting Date: June 20, 2013

Scheduled Dividend Payment Date: June 6, 2013

Scheduled Securities Report Submission Date: June 19, 2013

Fiscal Results Supplementary Briefing Materials to Be Created: Yes

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

(Amounts less than one million yen are omitted)

1. Consolidated Results for FY2012 (April 1, 2012 - March 31, 2013)

(1) Consolidated Financial Results (April 1, 2012 - March 31, 2013) (Figures in parenthesis are % change YoY)

	Revenue	Operating income	Ordinary income	Net income
	Millions of yen (%)			
FY2012	342,989 (13.5)	186,351 (12.9)	188,645 (12.8)	115,035 (14.4)
FY2011	302,088 (3.3)	165,004 (3.4)	167,300 (4.4)	100,559 (9.1)

Note: Comprehensive income: FY2012 ¥118,711 million (17.2%) FY2011 ¥101,318 million (10.3%)

	Net income per share-primary	Net income per share-diluted	ROE	Ratio of ordinary income to total assets	Operating margin
	Yen	Yen	%	%	%
FY2012	1,984.31	1,984.12	22.8	28.9	54.3
FY2011	1,733.81	1,733.50	23.7	32.4	54.6

(For reference) Equity in earnings of affiliated companies: FY2012 ¥729 million FY2011 ¥553 million

(2) Consolidated Financial Position

	Total assets	Net assets	Ratio of equity capital	Net assets per share
	Millions of yen	Millions of yen	%	Yen
FY2012	743,311	551,264	73.1	9,451.40
FY2011	562,022	468,300	82.8	8,020.35

(For reference) Equity capital: FY2012 ¥543,459 million FY2011 ¥465,209 million

(3) Consolidated Cash Flows Status

	Cash flows from operating activities	Cash flows from investing activities	Cash flows from financing activities	Cash & cash equivalents at the end of the period
	Millions of yen	Millions of yen	Millions of yen	Millions of yen
FY2012	139,396	51,404	-40,184	409,886
FY2011	99,736	-12,309	-18,846	255,268

2. Cash Dividends

(Record date)	Dividends per share					Total amount (Full year)	Payout ratio (Consolidated)	Dividend on net assets ratio (Consolidated)
	1Q	2Q	3Q	Year end	Full year	Millions of yen	%	%
	Yen	Yen	Yen	Yen	Yen			
FY2011	—	0.00	—	347.00	347.00	20,127	20.0	4.7
FY2012	—	0.00	—	401.00	401.00	23,057	20.2	4.6
FY2013 (Estimates)	—	0.00	—	—	—		—	

Note: Estimated payment of dividends for FY2013 is not determined at this time.

3. Consolidated Business Outlook for FY2013 (April 1, 2013 – March 31, 2014)

(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
FY2013 1st half	180,000	(15.1)	92,000	(7.7)	92,200	(6.3)	56,900	(9.0)	981.50
Full year	—	—	—	—	—	—	—	—	—

Note: In the business outlook for the fiscal year 2013, the Yahoo Japan Group has only disclosed forecasts for its first half performance. In the past, the Group provided business outlook using performance range estimates. However, it has ended disclosure based on this method in order to provide investors with more easily understandable information.

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)

(2) 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

(3) 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	57,510,554	FY2011	58,184,240
FY2012	10,168	FY2011	180,601
FY2012	57,972,576	FY2011	57,999,092

5. Business Results

(1) Business Performance Analysis

■ Performance Highlights for the Full Year (April 1, 2012 - March 31, 2013)

	FY2011	FY2012	Year-on-Year Change (Amount)	Year-on-Year Change (%)
Revenue	¥302.0 billion	¥342.9 billion	+¥40.9 billion	+ 13.5%
Operating Income	¥165.0 billion	¥186.3 billion	+¥21.3 billion	+ 12.9%
Ordinary Income	¥167.3 billion	¥188.6 billion	+¥21.3 billion	+ 12.8%
Quarterly Net Income	¥100.5 billion	¥115.0 billion	+¥14.4 billion	+ 14.4%

During the fiscal year, business conditions remained severe under the impact of the strong yen, sovereign debt problems in Europe, and other situations. However, thanks to heightened expectations for new economic policies created by the change in government in Japan at the end of last year, there have been some signs of a recovery in the economy, such as a correction in the strong yen and a rising stock market.

Under these circumstances, the Yahoo Japan Group renewed its business execution system, pursuing greater speed and achievement efforts in all aspects of operations with the goal of once again accelerating profit growth. In promotion advertising, the Group implemented aggressive sales activities and strengthened various functions to improve advertising effectiveness. As a result, revenue increased sharply to a record high. Smartphone promotion advertising revenues grew especially. Premium advertising revenue also increased to a new high because of the expansion in the category's core products, Brand Panel and Prime Display advertising. In addition, greater revenues from Yahoo! Premium, game-related services, and data center-related services contributed to overall growth in revenue. Moreover, the Group's efforts to reduce such costs as sales promotion costs and business commissions resulted in the Group recording double-digit growth in both revenue and profits compared with the previous fiscal year for the first time in six years. In addition, the Group posted growth in both revenue and profits for the sixteenth consecutive year since the commencement of Yahoo! JAPAN.

* Effective January 2013, the Company renamed its listing advertising as promotion advertising and its display advertising as premium advertising.

Revenue and Operating Income by Segment (April 1, 2012 – March 31, 2013)

	FY2011	FY2012	Year-on-Year Change (Amount)	Year-on-Year Change (%)
Marketing Solutions Business				
Revenue	¥196.8 billion	¥231.5 billion	+¥34.7 billion	+17.6%
Operating income	¥110.2 billion	¥126.1 billion	+¥15.9 billion	+14.5%
Consumer Business				
Revenue	¥100.2 billion	¥106.0 billion	+¥5.8 billion	+5.9%
Operating income	¥71.1 billion	¥78.2 billion	+¥7.0 billion	+9.9%
Others				
Revenue	¥11.1 billion	¥15.2 billion	+¥4.1 billion	+37.0%
Operating income	¥3.2 billion	¥4.7 billion	+¥1.4 billion	+45.6%
Adjustments				
Revenue	-¥6.1 billion	-¥9.9 billion	—	—
Operating income	-¥19.6 billion	-¥22.8 billion	—	—
Total				
Revenue	¥302.0 billion	¥342.9 billion	+¥40.9 billion	+13.5%
Operating income	¥165.0 billion	¥186.3 billion	+¥21.3 billion	+12.9%

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

2. The main revenue included in the Others segment is that for settlement and finance-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"> • Promotion advertising (paid search advertising, Yahoo! Display Ad Network (YDN)) • Premium advertising (Banner, text, e-mail, and video) Providing information listing services <ul style="list-style-type: none"> • Real estate, recruiting, automobile, and local information Providing services for other corporations <ul style="list-style-type: none"> • Data center-related and other services
Consumer Business	Providing e-commerce-related services <ul style="list-style-type: none"> • Auctions, shopping, and pay digital content Providing membership services <ul style="list-style-type: none"> • Yahoo! Premium, Yahoo! BB, and other membership services

■ Marketing Solutions Business

Looking at the fiscal performance of advertising, promotion and premium advertising revenues both reached record highs. In addition to the increase in smartphone promotion advertising revenue, revenues from premium advertising's Prime Display and smartphone Brand Panel advertising both rose substantially. Revenues from information listing-related services surged compared with the previous fiscal year, while revenue from data center-related services increased. Furthermore, the consolidation of ValueCommerce Co., Ltd. and Carview Corporation also contributed to the growth in overall revenue.

As a result, revenue of the Marketing Solutions Business amounted to ¥231.5 billion, up by 17.6% from a year earlier, and accounted for 67.5% of total revenue. Operating income increased by 14.5% year on year, to ¥126.1 billion, while ordinary income rose by 14.5%, to ¥126.6 billion.

- In promotion advertising, enhanced marketing activities based on expanded collaboration with advertising agencies supported record-high advertising revenue. Revenue expansion in paid search advertising through smartphones was especially strong compared with the previous fiscal year, driving growth in overall promotion advertising revenue. Revenue from Yahoo! Display Ad Network (YDN) also rose substantially because of greater advertising effectiveness due to measures taken to strengthen functions.

- In premium advertising, Prime Display advertising revenue grew significantly compared with fiscal 2011 while smartphone Brand Panel advertising revenue also expanded sharply year on year. Overall premium advertising hit a record high. Moreover, advertisers seeking high branding effectiveness evaluated Brand Panel highly, which uses new types of advertising expression.

- In addition, there was a large year-on-year increase in revenues of information listing services, primarily for real estate.
- Revenues of data center-related services also grew compared with the previous fiscal year, supported by increased use of IDC Frontier Inc.'s cloud computing services by game-related companies.

■ Consumer Business

An upward revision in the membership fees of Yahoo! Premium expanded revenue from a year earlier. In addition, game-related services revenues increased sharply because of the impact of the Group's business alliance with GREE, Inc., and the fact that the number of registered users of Yahoo! Mobage broke through the 10 million mark during the fiscal year. As a result, revenue of the Consumer Business amounted to ¥106.0 billion, rising by 5.9% year on year, accounting for 30.9% of total revenue. Operating income grew by 9.9% compared with last year, to ¥78.2 billion, while ordinary income increased by 11.0%, to ¥79.0 billion.

- Despite a slight decline in the overall transaction value of YAFUOKU! year on year, its smartphone transaction value climbed substantially from a year earlier.
- Overall shopping-related transaction value rose compared with fiscal 2011 because of the large increase in the smartphone revenues of Yahoo! Shopping and other factors. Further efforts were made to improve profitability, with a review of the allocation of sales promotion costs being implemented.
- Yahoo! Premium revenue increased significantly from a year earlier. Greater revenue came from an increase in fees along with the expansion of services for smartphones and the substantial increase in the number of Yahoo! Premium members after Yahoo! Premium registration services became available at Softbank shops. The number of Yahoo! Premium membership IDs on March 31, 2013 jumped by 1.35 million IDs year on year, to 9.19 million IDs.
- Pay digital content services revenues soared substantially because of the comprehensive business alliance with GREE, Inc. Game-related services revenues also rose sharply because of revenue growth of Yahoo! Mobage services, the number of registered users of which topped the 10 million mark. The favorable start of the SD Gundam Operations online game during the fiscal year also contributed to game-related services revenues growth.

* Effective March 27, 2013, Yahoo! Auctions was renamed YAFUOKU!

■ **Performance Highlights for the Fourth Quarter (January 1, 2013 - March 31, 2013)**

	2011 4Q	2012 4Q	Year-on-Year Change (Amount)	Year-on-Year Change (%)
Revenue	¥79.9 billion	¥97.9 billion	+¥18.0 billion	+22.6%
Operating Income	¥43.8 billion	¥50.9 billion	+¥7.1 billion	+16.3%
Ordinary Income	¥44.6 billion	¥51.8 billion	+¥7.2 billion	+16.2%
Quarterly Net Income	¥27.6 billion	¥31.8 billion	+¥4.2 billion	+15.4%

In the fourth quarter, promotion advertising revenue grew on the strength of such measures as enhancing functions to boost the effectiveness of advertising. The revenue of Yahoo! Display Ad Network (YDN) surged ahead due to efforts to acquire advertising from small and medium-sized advertisers. Among premium advertising, the revenue of Brand Panel hit a record high because of the use of a new method with high branding effectiveness. In addition to the expansion in Yahoo! Premium revenue, the consolidation of CyberAgent FX, Inc., ValueCommerce Co., Ltd. and Carview Corporation also contributed to revenue growth.

Furthermore, sales promotion costs and other expenses declined because of efforts to reduce costs through more efficient operations. As a result, revenue and profits marked large increases year on year.

Revenue and Operating Income by Segment (January 1, 2013 – March 31, 2013)

	2011 4Q	2012 4Q	Year-on-Year Change (Amount)	Year-on-Year Change (%)
Marketing Solutions Business				
Revenue	¥53.4 billion	¥67.1 billion	+¥13.7 billion	+25.7%
Operating income	¥30.4 billion	¥36.3 billion	+¥5.8 billion	+19.1%
Consumer Business				
Revenue	¥25.1 billion	¥27.6 billion	+¥2.4 billion	+9.9%
Operating income	¥17.8 billion	¥20.2 billion	+¥2.4 billion	+13.6%
Others				
Revenue	¥2.8 billion	¥5.9 billion	+¥3.1 billion	+111.9%
Operating income	¥0.7 billion	¥1.8 billion	+¥1.0 billion	+143.2%
Adjustments				
Revenue	-¥1.4 billion	-¥2.7 billion	—	—
Operating income	-¥5.3 billion	-¥7.5 billion	—	—
Total				
Revenue	¥79.9 billion	¥97.9 billion	+¥18.0 billion	+22.6%
Operating income	¥43.8 billion	¥50.9 billion	+¥7.1 billion	+16.3%

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 and finance-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.

■ Other Topics

- The Company established a joint venture with GREE, Inc. to develop social games for smartphones and operate such a business. In addition, the Group subsidiary GyaO Corporation and GREE reached a basic agreement on establishing a new company to create and manage a fund to invest in anime content.
- The Company carried out a complete renewal of Yahoo! JAPAN's smartphone applications to take full advantage of the special functionality of smartphones, such as viewability, easy operation and functionality.
- Our consolidated subsidiary, Indival, Inc. launched αQlear, a career support service for people wanting to work internationally.
- Yahoo! JAPAN posted a Tsunami Expected Damage Map that allows users to check the geographical areas expected to be damaged by tsunami in case of Great Earthquakes along the Nankai Trough.
- FUKKO DEPARTMENT began creation of a new Tohoku brand in cooperation with regional producers and companies under the slogan "Made in TOHOKU".
- The Company commenced offering Yahoo! Purchase, a service that buys brand name products, books, digital cameras, and other used or bought-but-never-used items from people, and recycles them. The items are collected using home delivery service staff.
- The Company introduced a Yahoo! JAPAN top page designed for iPads and Android tablets. The top page uses a tile layout based on pictures.
- Yahoo! Auctions was renamed YAFUOKU! and its service logo was also renewed. In addition, the Fukuoka Yahoo! JAPAN Dome was renamed Fukuoka YAFUOKU! Dome (abbreviation: YAFUOKU! Dome).
- The Company reached a basic agreement on a business alliance with NHN Japan Corporation in the search field. For the Yahoo! Search service, we will collaborate with NAVER MATOME, the content curation service operated by NHN Japan and begin working to expand and improve the search services.

■ **Yahoo! JAPAN Usage Data**

Indicator (Quarterly average)	FY2011-4Q	FY2012-4Q
Number of total monthly page views (millions) (*1)	49,260	50,712
Number of total monthly smartphone page views (millions) (*1, *2)	5,577	11,742
Number of Daily UBs (Unique Browsers) (millions) (*3)	49.39	56.27
Number of smartphone Daily UBs (millions) (*2, *3)	10.76	20.10
Number of monthly active users IDs (millions) (*4)	26.41	27.77
Number of Yahoo! Premium member IDs (quarter-end) (millions)	7.84	9.19

(*1) Number of total monthly page views and number of total monthly smartphone page views in FY2012-4Q 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)	FY2011-4Q	FY2012-4Q
Transaction value of YAFUOKU! (billions of yen)	173.2	173.5
Transaction value of shopping (billions of yen)	75.3	73.7
Transaction value of YAFUOKU! and shopping (billions of yen)	248.5	247.3
Transaction value of YAFUOKU! and shopping via smartphones (billions of yen)	39.7	57.7
Transaction value of e-commerce (billions of yen) (*5)	397.3	400.0

(*5) Including YAFUOKU!, shopping-related, Yahoo! Wallet, Yahoo! Cards, pay digital content, etc. Transaction value of CyberAgent FX, Inc. is not included.

(2) Consolidated Financial Results

(i). Analysis of Consolidated Statements of Income
Results for the Full Year (April 1, 2012 - March 31, 2013)

(Millions of yen)

	Fiscal year ended Mar. 31, 2012	Fiscal year ended Mar. 31, 2013	Increase/decrease	
	Amount	Amount	Amount	Change (%)
Revenue	302,088	342,989	40,900	13.5
Cost of sales	28,034	36,393	8,359	29.8
Gross profit	274,054	306,596	32,541	11.9
Selling, general & administrative expenses	109,049	120,244	11,194	10.3
Personnel expenses	33,260	39,256	5,995	18.0
Business commissions	14,588	14,348	-239	-1.6
Sales promotion costs	11,634	10,849	-784	-6.7
Depreciation expenses	9,206	10,209	1,002	10.9
Royalties	8,723	9,946	1,223	14.0
Lease and utility expenses	6,826	7,240	413	6.1
Content provider fees	6,328	6,927	599	9.5
Communication charges	5,998	6,332	333	5.6
Sales commissions	4,750	5,101	351	7.4
Administrative and maintenance expenses	2,221	2,507	285	12.9
Taxes and public dues	1,416	1,798	381	27.0
Advertising expenses	1,286	1,672	385	30.0
Amortization of goodwill	463	1,268	805	173.8
License fees	547	731	183	33.5
Fixtures and fittings	515	689	173	33.7
Others	1,279	1,363	83	6.5
Operating income	165,004	186,351	21,346	12.9
Non-operating income	2,780	2,801	20	0.8
Non-operating expenses	484	507	22	4.6
Ordinary income	167,300	188,645	21,345	12.8
Extraordinary gains	3,301	1,634	-1,667	-50.5
Extraordinary losses	661	2,841	2,179	329.7
Net income before income taxes	169,940	187,438	17,498	10.3
Income taxes, etc.	68,950	71,788	2,837	4.1
Income taxes, inhabitants' taxes and enterprise taxes	66,296	74,372	8,076	12.2
Adjustment to income taxes	2,654	-2,584	-5,239	
Net income before minority interests	100,989	115,650	14,660	14.5
Minority interests in gains of consolidated subsidiaries	430	615	184	43.0
Net income	100,559	115,035	14,476	14.4

Results for the Fourth Quarter (January 1, 2013 - March 31, 2013)

(Millions of yen)

	Three months ended Mar. 31, 2012	Three months ended Mar. 31, 2013	Increase/decrease	
	Amount	Amount	Amount	Change (%)
Revenue	79,907	97,975	18,068	22.6
Cost of sales	7,160	11,996	4,836	67.5
Gross profit	72,746	85,978	13,231	18.2
Selling, general & administrative expenses	28,941	35,047	6,105	21.1
Personnel expenses *1	8,411	11,588	3,177	37.8
Business commissions	3,551	3,611	60	1.7
Sales promotion costs *2	3,621	3,069	-552	-15.2
Depreciation expenses *3	2,632	3,039	406	15.5
Royalties *4	2,309	2,866	556	24.1
Content provider fees	1,632	1,852	219	13.5
Lease and utility expenses	1,711	1,827	115	6.8
Communication charges	1,534	1,644	110	7.2
Sales commissions	1,215	1,427	211	17.4
Advertising expenses *5	328	984	656	199.6
Administrative and maintenance expenses	567	725	157	27.8
Amortization of goodwill *6	108	712	604	557.1
Taxes and public dues	458	533	74	16.3
Fixtures and fittings	174	421	246	140.9
License fees	194	277	82	42.3
Others *7	488	466	-22	-4.6
Operating income	43,804	50,931	7,126	16.3
Non-operating income	914	1,122	207	22.7
Non-operating expenses	109	197	87	79.7
Ordinary income	44,610	51,856	7,246	16.2
Extraordinary gains	3,056	245	-2,810	-92.0
Extraordinary losses	370	411	40	11.1
Quarterly net income before income taxes	47,296	51,691	4,394	9.3
Income taxes, etc.	19,592	19,629	36	0.2
Income taxes, inhabitants' taxes and enterprise taxes	19,745	22,345	2,599	13.2
Adjustment to income taxes	-153	-2,715	-2,562	
Quarterly net income before minority interests	27,703	32,062	4,358	15.7
Minority interests in gains of consolidated subsidiaries	98	196	98	99.5
Quarterly net income	27,605	31,865	4,260	15.4

<Main Points Regarding Consolidated Statements of Income for the Fourth Quarter and Full Year>

Revenue

Revenue for the fourth quarter increased compared with the same period in the previous fiscal year mainly because of growth in advertising revenue and the conversion of CyberAgent FX, Inc. and ValueCommerce Co., Ltd. to consolidated subsidiaries.

Cost of Sales

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

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 5,780, an increase of 656 employees, or 12.8%, from the same quarter in the previous fiscal year.

*2 Sales promotion costs

The decrease in quarterly sales promotion costs year on year can be mainly be attributed to a decline in Yahoo! Points expenses and lower expenses related to promoting use of the Group's search services.

*3 Depreciation expenses

The increase in depreciation expenses compared with the same period a year earlier is mainly the result of an increase in intangible fixed assets because of the purchase of shares of subsidiaries.

*4 Royalties

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

*5 Advertising expenses

The expansion in quarterly advertising expenses year on year can mainly be attributed to advertising to attract customers to various Yahoo! JAPAN services and the conversion of CyberAgent FX, Inc. to a consolidated subsidiary.

*6 Amortization of goodwill

The increase in the amount of goodwill amortization expenses year on year resulted from the purchase of shares of subsidiaries.

*7 Others

The main components of others were travel and transportation, compensation, and investigation fees.

Non-Operating Income (Expenses)

The primary components of non-operating income for the fourth quarter were equity method investment gain and interest received.

Extraordinary Gains (Losses)

The major extraordinary gain for the quarter was gain on expiry of new share subscription rights. The principal extraordinary loss was impairment loss on fixed assets.

Income Taxes, etc.

The effective income tax (including income tax adjustments) burden ratio for income before income tax was 38.0% for the fourth quarter and 38.3% for the full year.

Net Income

Net income per share amounted to ¥550.90 for the quarter and ¥1,984.31 for the full year.

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

(Millions of yen)

		As of	As of	Increase/decrease	
		Mar. 31, 2012	Mar. 31, 2013	Amount	Change (%)
		Amount	Amount	Amount	Change (%)
Assets					
Current assets					
Cash and cash equivalents	*1	257,268	414,086	156,818	61.0
Notes and accounts receivable-trade	*2	45,222	55,939	10,716	23.7
Inventory assets		135	163	27	20.0
Notes and accounts receivable-other	*3	124,625	2,357	-122,268	-98.1
Foreign exchange dealings cash segregated as deposits for customers	*4	—	68,451	68,451	—
Deferred tax assets		4,639	7,397	2,758	59.4
Other current assets		26,723	29,269	2,546	9.5
Allowance for doubtful accounts		-1,610	-1,563	47	-3.0
Total current assets		457,004	576,102	119,097	26.1
Fixed assets					
Tangible fixed assets					
Buildings and structures		8,230	11,088	2,858	34.7
Machinery and equipment		7,565	10,748	3,183	42.1
Tools, furniture and fixtures		12,483	13,020	537	4.3
Land		5,425	5,425	—	—
Other tangible fixed assets		809	4,896	4,087	505.2
Total tangible fixed assets	*5	34,513	45,179	10,666	30.9
Intangible fixed assets					
Software		11,095	12,003	907	8.2
Goodwill	*6	591	11,914	11,322	—
Other intangible fixed assets	*7	363	4,907	4,543	—
Total intangible fixed assets		12,050	28,824	16,774	139.2
Investments and other assets					
Investment securities	*8	42,754	80,913	38,158	89.2
Long-term receivables-other		2,943	2,262	-681	-23.2
Deferred tax assets		5,407	2,781	-2,625	-48.6
Others		7,370	7,290	-80	-1.1
Allowance for doubtful accounts		-23	-42	-19	85.4
Total investments and other assets		58,453	93,204	34,750	59.4
Total fixed assets		105,017	167,209	62,191	59.2
Total assets		562,022	743,311	181,289	32.3

(Millions of yen)

		As of	As of	Increase/decrease	
		Mar. 31, 2012	Mar. 31, 2013	Amount	Change (%)
		Amount	Amount	Amount	Change (%)
Liabilities					
Current liabilities					
Accounts payable-trade	*9	6,640	10,970	4,330	65.2
Accounts payable-other		16,915	21,655	4,740	28.0
Income taxes payable	*10	34,765	42,255	7,489	21.5
Provision for Yahoo! Points		4,102	4,262	159	3.9
Foreign exchange dealings deposits from customers	*11	—	72,485	72,485	—
Other current liabilities	*12	28,560	37,460	8,899	31.2
Total current liabilities		90,985	189,088	98,103	107.8
Long-term liabilities		2,736	2,957	221	8.1
Total liabilities		93,721	192,046	98,325	104.9
Net assets					
Shareholders' equity					
Common stock	*13	7,959	8,037	78	1.0
Capital surplus	*13	3,040	3,117	77	2.5
Retained earnings	*14	458,285	528,081	69,796	15.2
Treasury stocks	*15	-5,608	-372	5,236	-93.4
Total shareholders' equity		463,675	538,864	75,188	16.2
Accumulated other comprehensive income		1,533	4,594	3,060	199.6
Valuation difference on available-for-sale securities		1,533	4,248	2,714	177.0
Deferred gains or losses on hedges		—	-2	-2	—
Account of exchange adjustment		—	349	349	—
Stock acquisition rights		749	570	-179	-23.9
Minority interests		2,341	7,234	4,893	209.0
Total net assets		468,300	551,264	82,963	17.7
Total liabilities and net assets		562,022	743,311	181,289	32.3

<Main Points Regarding Consolidated Statements of Balance Sheets for the Fourth Quarter>

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 and the collection of receivables from the sale of BB Mobile Corp. shares.
- *2 Notes and accounts receivable-trade rose year on year primarily due to an increase in advertising revenue.
- *3 The drop in notes and accounts receivable-other from the same quarter last year is primarily a result of the collection of the receivables from the sale of BB Mobile Corp. shares.
- *4 The increase in foreign exchange dealings cash segregated as deposits for customers is the result of the conversion of CyberAgent FX, Inc. into a consolidated subsidiary.
- *5 The increase in tangible fixed assets compared with the same quarter a year earlier was mainly the result of the construction of the data center.
- *6 The expansion in goodwill year on year resulted from the increase in the number of consolidated subsidiaries.
- *7 Other intangible fixed assets increased from a year earlier principally because of the expansion in intangible fixed assets arising from the purchase of shares of subsidiaries.
- *8 Investment securities increased compared with the same quarter last year mainly because of the acquisition of shares of ASKUL Corporation.

Liabilities

- *9 The increase in accounts payable-trade from the same quarter last year can be mainly attributed to greater promotion advertising revenue and the increase in the number of consolidated subsidiaries.
- *10 Income taxes payable increased year on year because of higher taxable income.
- *11 The increase in foreign exchange dealings deposits from customers is the result of the conversion of CyberAgent FX, Inc. into a consolidated subsidiary.
- *12 The increase in other current liabilities from a year earlier resulted mainly from the increase in the number of consolidated subsidiaries.

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 declines caused by the buyback and cancellation of own shares and by the dividends paid.
- *15 Treasury stocks decreased from the same period from a year earlier because of the buyback and cancellation of own shares.

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

(Millions of Yen)

	Three months ended Mar. 31, 2012	Three months ended Mar. 31, 2013	Fiscal year ended Mar. 31, 2013
	Amount	Amount	Amount
Cash flows from operating activities:			
Income before income taxes for the periods	47,296	51,691	187,438
Depreciation and amortization	3,065	3,631	12,187
Increase/decrease in accounts receivable-trade	-3,931	-3,589	-8,100
Increase/decrease in accounts payable-trade	920	3,276	3,220
Payment of income taxes and other taxes	-1,308	-717	-67,551
Other cash flows	-1,847	6,151	12,200
Cash flows from operating activities	44,194	60,442	139,396
Cash flows from investing activities:			
Expenditures on tangible fixed assets	-3,486	-3,194	-15,901
Expenditures on intangible fixed assets	-356	-147	-2,386
Expenditures on investment securities	-562	-1,079	-38,513
Proceeds from sale of investment securities	188	121,370	121,516
Expenditures from acquisition of stock of subsidiaries	—	-16,627	-18,552
Other cash flows	-586	2,861	5,241
Cash flows from investing activities	-4,804	103,183	51,404
Cash flows from financing activities:			
Expenditures for acquisition of treasury stock	—	-20,107	-20,107
Dividends paid	-4	-5	-20,101
Other cash flows	-384	-23	25
Cash flows from financing activities	-389	-20,136	-40,184
Effect of exchange rate changes on cash and cash equivalents	—	193	312
Net change in cash and cash equivalents	39,001	143,683	150,928
Cash and cash equivalents at the beginning of the periods	216,267	266,203	255,268
Increase in cash and cash equivalents from the consolidation of subsidiaries	—	—	3,710
Decrease in cash and cash equivalents accompanying unconsolidation	—	—	-21
Cash and cash equivalents at the end of the periods	255,268	409,886	409,886

At the end of the fiscal year, cash and cash equivalents amounted to ¥409.8 billion, up by ¥154.6 billion from the same period in the previous fiscal year.

The following are the movements in the main components of cash flow for the fiscal year under review.

Cash flows from operating activities amounted to a cash inflow of ¥139.3 billion mainly because of an increase in net income.

Cash flows from investing activities amounted to a cash inflow of ¥51.4 billion, primarily due to the collection of receivables from the sale of BB Mobile Corp. shares.

Cash flows from financing activities amounted to a cash outflow of ¥40.1 billion, attributed mainly to the purchase of own shares and the payment of dividends.

<Main Points Regarding Consolidated Statement of Cash Flows for the Fourth Quarter>

At the end of the fourth quarter, cash and cash equivalents amounted to ¥409.8 billion, up by ¥154.6 billion from the same period in the previous fiscal year.

The following are the movements in the main components of cash flow for the quarter under review.

Cash flows from operating activities amounted to a cash inflow of ¥60.4 billion chiefly because of an increase in quarterly net income.

Cash flows from investing activities amounted to a cash inflow of ¥103.1 billion, principally due to the collection of receivables from the sale of BB Mobile Corp. shares.

Cash flows from financing activities amounted to a cash outflow of ¥20.1 billion, attributed primarily to the purchase of own shares.

(Reference) Transition of Cash Flow-Related Indexes

	FY2010	FY2011	FY2012
Equity capital ratio	81.1%	82.8%	73.1%
Market value equity capital ratio	365.9%	276.4%	335.0%
Interest-bearing debt to cash flow ratio	0.3%	0.1%	0.0%
Interest coverage ratio (times)	3,243.4	19,266.3	37,853.2

Equity capital ratio: Total shareholders' equity/Total assets

Market value equity capital ratio: Market capitalization/Total assets

Interest-bearing debt to cash flow ratio: Interest-bearing debt/cash flow

Interest coverage ratio: Cash flow/interest on debt

* All figures calculated on a consolidated basis.

* Market capitalization calculated on the basis of the number of issued shares not including treasury stocks.

* The above cash flow is an operating cash flow.

* Interest-bearing debt includes all the debts booked on consolidated balance sheets for which interest is paid.

(3) Performance Outlook

The Yahoo Japan Group believes that in its performance estimates, the calculation of fiscal performance figures with a high degree of reliability is extremely difficult because of the large fluctuations in the Group's business environment.

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 estimates for the next half-year term.

In the past, the Group provided performance outlook using performance range estimates. However, it has ended disclosure based on this method in order to provide investors with more easily understandable information.

Consolidated Performance Estimates for the First Half of the Fiscal Year Ending March 31, 2014 (April 1, 2013 to September 30, 2013)

Revenue	¥ 180,000 million
Operating income	¥ 92,000 million
Ordinary income	¥ 92,200 million
Net income	¥ 56,900 million

(4) Basic Policy Regarding Profit Distribution and Dividend Payments for Fiscal 2012 and 2013

The Yahoo Japan Group recognizes returning profits to shareholders as a key management issue. The Group's basic policy is to endeavor to achieve a steady amount of profits annually taking into consideration the maintenance of adequate internal funds to strengthen its corporate structure and to invest in future business development. And at the same time, the Group strives to return profits flexibly to shareholders commensurate with its performance.

Guided by the above policy, in the fiscal year under review, the Company purchased its own shares in the market during the period from February to March 2013. In total, the Company purchased 516,376 shares (acquisition value ¥19,999,979,550, equivalent to 0.9% of issued shares). In addition, targeting an approximately 20% consolidated net income payout ratio, the Company intends to declare a year-end cash dividend of ¥401 per share (a 15.6% increase from last year and equivalent to a total dividend payout of ¥23.0 billion).

The Company plans to disclose its dividend forecast for fiscal 2013 based on its previously stated policy promptly as soon as disclosure of its performance forecasts for the full fiscal year becomes possible.

6. 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 smart devices. 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 14.7% of the total domestic advertising market in calendar year 2012, 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 premium 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 promotion 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 smart devices will grow at a quickening pace, the Yahoo Japan Group is giving priority to providing smart device services ahead of PC services under the slogan of smart devices 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 YAFUOKU! (formerly 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 YAFUOKU!.) 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, smart devices, 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 YAFUOKU!, 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 in response to 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 YAFUOKU! 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 YAFUOKU! 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 YAFUOKU! 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 YAFUOKU!, 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 promotion 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 smart devices. 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 smart devices, 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, which is a consolidated subsidiary.

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[®], which distributes 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 YAFUOKU! 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 directors and employees 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 directors and employees 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 promotion 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"> • 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) • Non-exclusive rights granted to the Company for use in Japan of the Yahoo! trademark • Exclusive rights granted to the Company for publishing of the Yahoo! trademark in Japan • Exclusive rights granted to the Company worldwide for development, commercial use, and promotion of the Japanese version of the Yahoo! search services <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 $\{((\text{Consolidated net sales}) - (\text{Advertising sales commissions on a consolidated basis}) - (\text{Cost of sales of consolidated subsidiaries with a different gross margin structure and others})) \times 3\%$</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

a. 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.

b. The Yahoo Japan Group faces risks related to its foreign exchange margin (FX) trading operations.

(i) Regulations, etc., could negatively affect our performance and financial condition.

On January 31, 2013, Yahoo Japan Corporation converted the FX trading company, CyberAgent FX, Inc., into a wholly owned subsidiary. CyberAgent FX, Inc. is a Financial Instruments Business Operator registered under Japan's Financial Instruments and Exchange Act (FIEA) and carries out its operations in compliance with the FIEA, related regulations, and Cabinet Office Ordinances, etc.

Nevertheless, should an infringement of any of these regulations occur, the Group could have its operations suspended, be deregistered or receive some other administrative disciplinary action. Moreover, if any of these regulations were made stricter in future, the Group could incur additional expenses in strengthening its compliance organization or trading system or in implementing other reorganization or adjustments. Any of these actions could negatively affect our business performance and financial condition.

(ii) Customer FX transactions could negatively impact our performance and financial condition.

Under the Yahoo Japan Group's FX trading system, customers may make transactions after making margin deposits in amounts specified by the Group based on customers' chosen level of leverage. Under this system, customers may conduct transactions in excess of their actual cash deposits. Consequently, they can earn high returns on their investments or suffer great losses. In accordance with the transaction agreement, the Group is able to take action to protect customers from further loss when their trading accounts fall below a 20% margin level by forcing customers to close out their entire position with a reversing transaction using a method specified by the Group. However, should customers suffer losses in excess of their deposits and be unable to cover all of their losses, it is possible that the Group would have to assume a write-off loss for all or a portion of the outstanding liability of its customers. If such a situation did occur, it could negatively affect our business performance and financial condition.

(iii) Transactions with counterparties could negatively impact our performance and financial condition.

Although the FX trading handled by the Yahoo Japan Group is transacted between the Group and its customers, to minimize the risk arising from those transactions, the Group places covering transactions with various reputable banks, securities companies, and other financial institutions. However, should any of these financial institutions become unable to provide covering transactions because of worsening performances, financial conditions or other circumstances, it is possible that the Group may not be able to hedge their customers' positions. In addition, the Group might not be able to recover its collateral deposits with such a financial institution if the institution was to go bankrupt or fail. Such cases could negatively impact our performance and financial condition.

(iv) Segregated asset custody requirements could adversely affect our performance, financial condition, and business development.

Financial Instruments Business Operators are required to segregate their customers' assets from their own and manage them separately in order to properly preserve them. Accordingly, the Yahoo Japan Group has established a system to protect customer assets by depositing assets received from customers with major financial institutions, thereby separating them from its proprietary assets and managing them as trust assets. Nevertheless, should a system failure or other circumstance result in the loss of the ability to properly calculate assets or unforeseen circumstances make it impossible to manage the assets on a segregated basis, the Group could have its operations suspended, be deregistered or receive some other administrative disciplinary action. Any of these actions could negatively affect our performance, financial condition, and business development.

(v) Computer system failure could negatively affect our performance, financial condition, and business development.

The Yahoo Japan Group endeavors to achieve stable system operations and continually strengthen its system for FX trading. However, should there be a system failure or unapproved access for some reason, customers could suffer losses for which the Group is not covered by the liability exclusion clauses in their contracts, leading to customers' opportunity losses, fallen credibility of the Group, or any burden of liability for damages, etc. If that did happen, it could negatively affect our performance and financial condition.

Furthermore, among the software used by the Yahoo Japan Group to operate its FX trading system is software for which the Group does not hold the copyright. The Group has built and maintains a framework to prevent this situation from obstructing operations by obtaining licenses to use such software. However, if at the point of expiry of one of such license contracts the Group should become unable to continue to use the software because of the failure of the company holding the copyright, it could negatively affect our performance, financial condition, and business development.

(vi) Foreign currency exchange rate fluctuations could adversely impact our performance and financial condition.

Foreign currency exchange rate fluctuations can greatly affect the trading losses or gains of customers using the Yahoo Japan Group's FX trading services. Accordingly, it is possible that the transaction value of our business could decline when customers' investment sentiment deteriorates because of higher losses resulting from unfavorable movements in currency market rates. Since the Group's earnings from the business are based on transaction value, if such a situation ensued for a prolonged period, it could adversely impact our performance and financial condition. Moreover, it is possible that if currency rates move sharply, the Group may not be able to implement covering transactions for its customers' positions with counterparties. If such an unanticipated situation occurred, it also could adversely impact our performance and financial condition.

(vii) The Group could be penalized for violating Principle of suitability or transaction opening standards.

Under the FIEA, Financial Instruments Business Operators are obligated to ensure that transactions are appropriate for customers' circumstances. Accordingly, the Group carries out appropriate checks before transactions are initiated in its FX trading operations. However, should a transaction that is inappropriate to a customer's circumstances be conducted because of insufficient checking or some other oversight, the authorities may impose some disciplinary action, etc., or the customer might take legal action.

(viii) The Act on Prevention of Transfer of Criminal Proceeds could negatively affect our performance and business development.

The Act on Prevention of Transfer of Criminal Proceeds was enforced effective March 1, 2008. The Act requires that financial institutions carry out and keep records of identification procedures and transactions for customers, a process that was previously done independently. The Act provides for the storage of information for tracing terrorist funds or profits and for preventing the flow of money to terrorists and money laundering, etc., by encouraging the establishment of a customer management system.

In accordance with said Act, the Yahoo Japan Group collects the specified documentation, etc., from customers in its FX trading operations, conducts customer identification procedures, and keeps records of identification and transactions. Nevertheless, should a situation occur where the Group's operational management is not in accordance with the said Act, or a new regulatory framework is imposed, it could negatively affect our performance and business development.

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"> • Promoting Yahoo! BB services • Acquiring subscribers for Yahoo! BB services • Operating the Yahoo! BB portal site • Providing mail and Web site services • Providing a fee-collection platform <p>3) SBB's main roles:</p> <ul style="list-style-type: none"> • Providing ADSL and FTTH services between subscribers and phone offices, installing network infrastructure between phone-office buildings, and providing connections to Internet networks • Handling subscriber inquiries and providing technical support

	<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"> - Yahoo! BB ADSL etc. subscribers acquired: ¥100 per subscriber per month - Yahoo! BB hikari with FLET'S/Yahoo! BB hikari FLET'S course subscribers acquired: ¥60 per subscriber per month - Yahoo! BB for Mobile subscribers acquired: ¥50 per subscriber per month
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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"> • New subscriber acquisition incentive fees <ul style="list-style-type: none"> Yahoo! BB ADSL: Approx. ¥15,000 per new subscriber Yahoo! BB ADSL + wireless LAN package: Approx. ¥20,000 per new subscriber Yahoo! BB hikari: Approx. ¥5,000 per new subscriber Yahoo! BB hikari + wireless LAN package: Approx. ¥10,000 per new subscriber • Continuing subscriber incentive fees <ul style="list-style-type: none"> Yahoo! BB ADSL: Approx. ¥200 per month per continuing subscriber Yahoo! BB ADSL + wireless LAN package: Approx. ¥250 per month per continuing subscriber Yahoo! BB hikari: Approx. ¥50 per month per continuing subscriber Yahoo! BB hikari + wireless LAN package: Approx. ¥100 per month per continuing subscriber Yahoo! BB for Mobile: Approx. ¥50 per month per continuing subscriber

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 YAFUOKU! 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 YAFUOKU!, 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 YAFUOKU! 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 YAFUOKU! 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 YAFUOKU!, 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-based advertising.

Based on an analysis of users' Internet usage histories, behavioral targeting advertising and interest-based advertising 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-based advertising 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-based advertising 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.