

## Results for the Three Months Ended June 30, 2009 (FY2009-1Q)

2009.7.28

Company Name: Yahoo Japan Corporation Share Listings: 1<sup>st</sup> section of TSE and JASDAQ  
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 Scheduled Securities Report Submission Date: August 11, 2009  
 Scheduled Dividend Payment Date:

(Amounts less than one million yen are omitted)

### 1. Consolidated Results for FY2009-1Q (April 1, 2009-June 30, 2009)

(1) Consolidated Financial Results (April 1, 2009 – June 30, 2009) (Figures in parenthesis are % change YoY)

	Revenue	Operating income	Ordinary income	Net income
	Millions of yen (%)			
FY2009-1Q	67,635 (3.2)	34,263 (4.1)	34,085 (5.2)	19,238 (0.4)
FY2008-1Q	65,557 -	32,898 -	32,412 -	19,158 -

	Net income per share-primary	Net income per share-diluted
	Yen	Yen
FY2009-1Q	331.07	330.81
FY2008-1Q	317.50	317.09

(2) Consolidated Financial Position

	Total assets	Net assets	Ratio of equity capital	Net assets per share
	Millions of yen	Millions of yen	%	Yen
FY2009-1Q	323,274	248,884	76.2	4,236.96
FY2008	311,551	236,469	75.2	4,029.47

(For reference) Equity capital: FY2009 1Q ¥ 246,205 million FY2008 ¥ 234,144 million

### 2. Cash Dividends

(Record date)	Dividends per share				
	1Q	2Q	3Q	Year end	Full year
	Yen	Yen	Yen	Yen	Yen
FY2008	-	0.00	-	130.00	130.00
FY2009	-	-	-	-	-
FY2009 (Estimates)	-	-	-	-	-

Note: Revision in dividends scheduled for the quarter: None

Payment of dividends for FY2009 is not yet determined at this time.

### 3. Consolidated Business Outlook for FY2009 – Cumulative Period (April 1, 2009 – September 30, 2009)

(Figures in parenthesis are % change Yon Y)

	Revenue		Operating income		Ordinary income		Net income		Net income per share-primary
	Millions of yen	(%)	Millions of yen	(%)	Millions of yen	(%)	Millions of yen	(%)	Yen
FY2009-1Q to 2Q	133,635–	(1.5-	67,063–	(1.8-	66,885–	(2.8-	38,538–	(4.5-	663.21–
	136,935	4.0)	69,263	5.1)	69,085	6.1)	39,938	8.3)	687.30

Note: Revisions in quarterly consolidated performance forecasts: None

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

### 4. Others

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

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

(3) Changes in the accounting principles and procedures for producing financial statements and in method of presentation for the quarter (Changes in significant items that form the basis of producing quarterly financial statements)

1) Revisions in accounting standards: None

2) Other changes: None

(4) Issued stocks (common stock)

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

FY2009-1Q 58,109,000 stocks

FY2008 58,107,980 stocks

2) Treasury stocks at end of quarter

FY2009-1Q 0 stock

FY2008 0 stock

3) Average stocks

FY2009-1Q 58,108,331 stocks

FY2008-1Q 60,342,795 stocks

## 5. Business Results

### (1) Performance Highlights

- In the first quarter, the Company generated revenues of ¥67.6 billion, rising 3.2% from the first quarter last year. Operating income grew 4.1% year on year, to ¥34.2 billion while ordinary income increased 5.2%, to ¥34.0 billion. Net income totaled ¥19.2 billion, climbing 0.4% from a year earlier.

	Quarterly Revenue	Year on Year Change
Advertising Business	¥33.2 billion	-1.4%
Business Services Business	¥15.7 billion	+12.5%
Personal Services Business	¥18.9 billion	+6.0%
Total	¥67.6 billion	+3.2%

- The advertising business was strongly impacted by the slump in the advertising market and the advertising of major advertisers declined. By industry, advertisements by the consumer finance, real estate, and recruitment services decreased in both display and paid search advertising. Nevertheless, supported by substantial growth in online application paid search advertising, primarily by small and medium-sized enterprises, overall paid search advertising was almost the same as in the first quarter in the previous fiscal year. In addition, sales of Interest Match™ advertising rose more than double year on year and GyaO CORPORATION began making a sales contribution due to its consolidation in the first quarter. Overall, sales of the advertising business amounted to ¥33.2 billion, down 1.4% from the first quarter last year.
- In business services other than advertising, the upward revision in Yahoo! Auctions store royalties that began in December last year supported year on year growth in Yahoo! Auctions revenues. The transaction volume of Yahoo! Shopping expanded compared with the first quarter in the prior year, resulting in substantial growth of revenues. Yahoo! Rikunabi's sales continued to show no signs of recovery, slumping seriously compared with a year earlier. However, the increased revenues from the absorption merger of the data center operations and the consolidation of IDC Frontier Inc. produced an overall increase. Sales of the business services business rose 12.5% year on year, to ¥15.7 billion.
- In the personal services business, Yahoo! Premium made efforts to expand and improve exclusive services for members and to strengthen collaboration with non-Group partners to provide special benefits for members. Accordingly, the number of Yahoo! Premium membership IDs as of June 30, 2009, rose to a record high of 7.45 million IDs, an increase of 5.5% from a year earlier. Along with the contribution of the December 2008 increase in membership fee, Yahoo! Premium revenues also expanded substantially year on year. With Yahoo! Auctions, we made efforts to increase transaction opportunities through such actions as expanding and enhancing the mobile functions. However, the transaction volume of C-to-C auctions declined compared with the first quarter last year due to the decrease in closing price on auctions under the impact of the slump in personal consumption. In pay content services, sales of Yahoo! Partner, Yahoo! Comics, and Yahoo! Games increased. First quarter sales of the personal services business amounted to ¥18.9 billion, up 6.0% from the first quarter in the previous fiscal year.
- In April 2009, the Company converted GyaO CORPORATION into a consolidated subsidiary. Based on the integration of Yahoo! Streaming and GyaO, the Group is building one of Japan's biggest official video distribution platforms, targeting market expansion.
- Aiming to achieve further growth and to create an effective organizational system, the Company made major changes in its organization, effective April 1, 2009. In addition to integrating the Company's service planning and sales organizations with the goal of improving services and expanding sales, the Company brought the engineering and editing and production management staff under one organizational roof for the purpose of enhancing technological capabilities and speeding up development.

## (2) Consolidated Financial Results for the First Quarter

## (i). Consolidated Balance Sheets for the First Quarter

(Millions of yen)

	As of June 30, 2008	As of June 30, 2009	Increase/ decrease		As of March 31, 2009
	Amount	Amount	Amount	Change (%)	Amount
<b>Assets</b>					
Current assets					
Cash and cash equivalents (*1)	66,698	52,409	-14,288	-21.4	36,996
Notes and accounts receivable-trade	34,192	33,540	-651	-1.9	34,825
Inventory assets	192	222	29	15.3	257
Deferred tax assets	2,584	4,021	1,437	55.6	3,600
Other current assets (*2)	12,981	16,779	3,798	29.3	17,169
Allowance for doubtful accounts	-1,749	-1,371	378	-21.6	-1,458
Total current assets	114,899	105,602	-9,296	-8.1	91,390
Fixed assets					
Tangible fixed assets					
Buildings and structures	3,066	6,969	3,903	127.3	6,217
Machinery and equipment	—	5,696	5,696	—	4,734
Tools, furniture and fixtures	13,292	10,451	-2,841	-21.4	11,101
Land	—	5,001	5,001	—	5,001
Other tangible fixed assets	32	145	112	350.4	2,129
Total tangible fixed assets (*3)	16,391	28,264	11,873	72.4	29,184
Intangible fixed assets					
Software	11,638	11,981	342	2.9	12,200
Goodwill (*4)	2,940	5,622	2,681	91.2	6,423
Other intangible fixed assets	29	55	26	88.7	56
Total intangible fixed assets	14,608	17,659	3,050	20.9	18,680
Investments and other assets					
Investment securities (*5)	161,684	158,055	-3,629	-2.2	157,891
Deferred tax assets (*6)	4,750	7,121	2,371	49.9	7,248
Others	6,216	6,701	485	7.8	7,269
Allowance for doubtful accounts	-42	-129	-87	204.7	-114
Total investments and other assets	172,608	171,748	-859	-0.5	172,295
Total fixed assets	203,608	217,672	14,064	6.9	220,160
<b>Total assets</b>	<b>318,507</b>	<b>323,274</b>	<b>4,767</b>	<b>1.5</b>	<b>311,551</b>

(Millions of yen)

		As of	As of	Increase/ decrease		As of
		June 30, 2008	June 30, 2009	Amount	Change (%)	March 31, 2009
		Amount	Amount	Amount	Change (%)	Amount
<b>Liabilities</b>						
Current liabilities						
Accounts payable-trade	(*7)	4,797	5,847	1,049	21.9	5,329
Short-term bank loans		20,020	20,000	-20	-0.1	20,000
Accounts payable-other	(*8)	16,933	11,100	-5,832	-34.4	13,718
Income taxes payable	(*9)	12,313	13,735	1,422	11.6	3,286
Provision for Yahoo! Points		2,396	3,113	716	29.9	2,767
Other current liabilities	(*10)	17,409	20,232	2,822	16.2	19,612
<b>Total current liabilities</b>		<b>73,870</b>	<b>74,030</b>	<b>159</b>	<b>0.2</b>	<b>64,713</b>
Long-term liabilities						
Long-term debt	(*11)	20,000	—	-20,000	-100.0	10,000
Other long-term liabilities		11	359	348	—	367
<b>Total long-term liabilities</b>		<b>20,011</b>	<b>359</b>	<b>-19,651</b>	<b>-98.2</b>	<b>10,367</b>
<b>Total liabilities</b>		<b>93,882</b>	<b>74,389</b>	<b>-19,492</b>	<b>-20.8</b>	<b>75,081</b>
<b>Net assets</b>						
Shareholders' equity						
Common stock	(*12)	7,372	7,450	77	1.0	7,444
Capital surplus		2,453	2,531	77	3.1	2,525
Retained earnings	(*13)	249,476	235,615	-13,861	-5.6	223,955
Treasury stock		-38,183	—	38,183	-100.0	—
<b>Total shareholders' equity</b>		<b>221,119</b>	<b>245,596</b>	<b>24,476</b>	<b>11.1</b>	<b>233,925</b>
Unrealized gain on available-for-sale securities		811	608	-202	-25.0	219
Stock acquisition rights		147	300	153	104.1	259
Minority interests		2,547	2,379	-167	-6.6	2,066
<b>Total net assets</b>		<b>224,625</b>	<b>248,884</b>	<b>24,259</b>	<b>10.8</b>	<b>236,469</b>
<b>Total liabilities and net assets</b>		<b>318,507</b>	<b>323,274</b>	<b>4,767</b>	<b>1.5</b>	<b>311,551</b>

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

##### Assets

- \*1 While there was a cash inflow due to the increase in cash flow from operating activities, cash and cash equivalents decreased compared with the same quarter in the previous fiscal year because of the purchase of the Company's own stocks made in the previous year and of investment securities.
- \*2 The expansion in other current assets from the same period a year earlier can be mainly attributed to the increase in debt related to Yahoo! JAPAN card and Yahoo! ezPay operations.
- \*3 The growth in tangible fixed assets from the same quarter last year was principally due to the inclusion of fixed assets related to mergers.
- \*4 The increase in goodwill compared with last year's first quarter was chiefly due to the purchase of subsidiary shares.
- \*5 Although additional purchases of investment securities were made during the quarter, the balance decreased year on year because of declines in market prices.
- \*6 The growth in deferred tax assets is primarily due the assumption of deferred tax assets from mergers.

### Liabilities

- \*7 The increase in accounts payable-trade year on year resulted principally from an increase in costs in line with growth in the sales of Overture K.K. and an increase in costs related to the data center.
- \*8 The decrease in accounts payable-other compared with a year earlier was in reaction to the booking of a purchase of the Company's own stock in accounts payable-other in the first quarter last year.
- \*9 The increase in income taxes payable from the same quarter last year was attributable to an increase in taxable income.
- \*10 The increase in other current liabilities from a year earlier was mainly due to increases in deposits received by Yahoo! ezPay and prepayments received for paid search advertising.
- \*11 The decline in long-term debt compared with the same period in the previous fiscal year resulted from repayments.

### Net Assets

- \*12 The rise in common stock compared with the same period in the previous fiscal year was due to the exercise of stock options.
- \*13 In spite of an increase resulting from the booking of net income, retained earnings declined due to the purchase and cancellation of the Company's own stocks made in the previous year.

## (ii) Consolidated Statements for Income for the First Quarter (April 1, 2009 – June 30, 2009)

(Millions of yen)

	Three months ended June 30, 2008	Three months ended June 30, 2009	Increase/ decrease	
	Amount	Amount	Amount	Change (%)
Revenue	65,557	67,635	2,077	3.2
Cost of sales	6,946	7,871	925	13.3
Gross profit	58,611	59,763	1,152	2.0
Selling, general & administrative expenses	25,713	25,500	-213	-0.8
Personnel expenses (*1)	6,139	7,285	1,145	18.7
Business commissions (*2)	4,286	3,241	-1,045	-24.4
Communication charges	2,220	2,507	287	12.9
Depreciation expenses	2,364	2,152	-211	-8.9
Royalties	1,958	1,972	14	0.7
Content provider fees (*3)	1,342	1,759	416	31.0
Lease and utility expenses	1,756	1,553	-203	-11.6
Sales promotion costs	1,436	1,417	-19	-1.4
Sales commissions	1,023	909	-114	-11.2
Administrative and maintenance expenses	557	588	30	5.4
Tax and public dues (*4)	289	505	216	74.6
Amortization of goodwill (*5)	200	312	111	55.4
Payment commissions	216	250	34	16.1
Advertising expenses	318	240	-78	-24.5
Allowance for doubtful accounts (*6)	190	123	-66	-35.0
Others (*7)	1,410	679	-730	-51.8
Operating income	32,898	34,263	1,365	4.1
Non-operating income	215	44	-170	-79.2
Non-operating expenses	700	222	-478	-68.2
Ordinary income	32,412	34,085	1,672	5.2
Extraordinary gains	709	—	-709	-100.0
Extraordinary losses	17	1,240	1,223	—
Quarterly income before income taxes	33,105	32,845	-259	-0.8
Income taxes, inhabitants' taxes and enterprise taxes	12,287	14,032	1,745	14.2
Adjustment to income taxes	1,490	-498	-1,989	—
Minority interests in gains of consolidated subsidiaries	167	73	-94	-56.2
Net income for the periods	19,158	19,238	79	0.4

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

### Revenue

Revenue for the first quarter increased year on year primarily because of growth in the sales of Business Services and Personal Services Businesses.

### Cost of Sales

Cost of Sales for the first quarter expanded compared with the first quarter last year due to costs related to the data center operations following the merger of those operations starting with the quarter under review.

### Selling, General and administrative Expenses

#### \*1 Personnel expenses

At the end of the quarter, the total number of employees of the Group amounted to 4,945, up 801 employees, or 19.3%, from the same quarter in the previous fiscal year.

#### \*2 Business commissions

The decrease in business commissions year on year in the first quarter occurred because of a contraction in business commissioned outside the Group resulting from the promotion of bringing development and other operations in-house.

#### \*3 Content provider fees

The year-on-year rise in quarterly content provider fees can mainly be attributed to the increase content of Yahoo! Variety and Yahoo! Encyclopedia.

#### \*4 Taxes and public dues

The year-on-year increase in quarterly taxes and public dues was mainly due to the booking of an adjustment to our original underestimation of the amount of taxes and public dues made in the fourth quarter.

#### \*5 Amortization of goodwill

The main reason that the amortization of goodwill increased compared with the same quarter in the previous fiscal year was the purchase of stock of subsidiaries.

#### \*6 Allowance for doubtful accounts

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

#### \*7 Others

The major expenses in others during the first quarter were educational and training, compensation, and packaging and delivery.

### Non-Operating Income (Expenses)

The main component of non-operating income for the first quarter was the reversal of expired dividends. The main components of non-operating expenses for the quarter were losses on investment under the equity method and interest expenses for borrowings.

### Extraordinary Gains (Losses)

The major extraordinary losses for the first quarter were impairment losses on goodwill and evaluation losses on investment securities.

### Income Taxes, etc.

The effective income tax (including income tax adjustments) burden ratio for quarterly income before income tax for the first quarter was 41.2%.

### Minority Interests in Gains of Consolidated Subsidiaries

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

### Quarterly Net Income

Net income per share amounted to ¥331.07 for the quarter.

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

(Millions of yen)

	Three months ended June 30, 2008	Three months ended June 30, 2009
	Amount	Amount
<b>Cash flows from operating activities:</b>		
Income before income taxes for the periods	33,105	32,845
Depreciation and amortization	2,508	2,443
Increase/decrease in accounts receivable-trade	2,883	1,560
Increase/decrease in accounts payable-trade	-1,811	466
Payment of income taxes and other taxes	-29,052	-3,531
Other cash flows from operating activities	-2,186	2,351
Cash flows from operating activities	5,446	36,136
<b>Cash flows from investing activities:</b>		
Expenditures on time deposits	—	-1,000
Expenditures on purchase of tangible fixed assets	-2,327	-2,319
Expenditures on purchase of intangible fixed assets	-889	-753
Expenditures on purchase of investment securities	-20	—
Proceeds from sales of investment securities	1,016	6
Other cash flows from investing activities	341	647
Cash flows from investing activities	-1,877	-3,418
<b>Cash flows from financing activities:</b>		
Redemption of long-term debt	-10,000	-10,000
Expenditures on purchase of treasury stocks	-33,324	—
Dividends paid	-6,303	-7,555
Other cash flows from financing activities	-269	-633
Cash flows from financing activities	-49,897	-18,188
Net change in cash and cash equivalents	-46,328	14,528
Cash and cash equivalents at the beginning of the periods	113,027	36,996
Decrease in cash and cash equivalents from the consolidation of subsidiaries	—	-115
Cash and cash equivalents at the end of the periods	66,698	51,409

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

Cash Flows from Operating Activities

Based on the booking of income, etc., cash flows provided by operating activities amounted to ¥36.1 billion in the first quarter.

Cash Flows from Investing Activities

Cash flows used in investing activities for first quarter amounted to ¥3.4 billion, primarily due to the purchase of tangible fixed assets and investment in fixed term deposits.

Cash Flows from Financing Activities

Cash flows used in financing activities for the first quarter amounted to ¥18.1 billion, mainly due to expenses for the redemption of long-term debt and for the payment of dividends.

### (3) Performance Outlook

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

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

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

Consolidated Performance Estimates for the Second Quarter of the Fiscal Year Ending March 31, 2010 (FY2009-2Q) (July 1, 2009 to September 30, 2009)

Revenue	¥ 66,000 million ~ ¥ 69,300 million
Operating income	¥ 32,800 million ~ ¥ 35,000 million
Ordinary income	¥ 32,800 million ~ ¥ 35,000 million
Net income	¥ 19,300 million ~ ¥ 20,700 million

Consolidated Performance Estimates for the Cumulative Period of the Fiscal Year Ending March 31, 2010 (April 1, 2009 to September 30, 2009)

Revenue	¥ 133,635 million ~ ¥ 136,935 million
Operating income	¥ 67,063 million ~ ¥ 69,263 million
Ordinary income	¥ 66,885 million ~ ¥ 69,085 million
Net income	¥ 38,538 million ~ ¥ 39,938 million

## 6. Segment Information

### (1) Outline of Business

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

### (2) Quarterly Results by Segment

FY2009-1Q (April 1, 2009-June 30, 2009)

(Millions of yen)

	Advertising Business	Business Services Business	Personal Services Business	Total	Elimination or Corporate	Consolidated
Revenue	33,200	15,758	18,968	67,926	-291	67,635
Operating income	18,798	5,671	13,251	37,721	-3,458	34,263

FY2008-1Q (April 1, 2008-June 30, 2008)

(Millions of yen)

	Advertising Business	Business Services Business	Personal Services Business	Total	Elimination or Corporate	Consolidated
Revenue	33,683	14,001	17,897	65,582	-24	65,557
Operating income	17,790	5,562	12,793	36,146	-3,247	32,898

#### Advertising Business

During the quarter under review, the economic slowdown continued to have a severe impact on the overall advertising market. Under these circumstances, we endeavored to win advertising by further strengthening our collaboration with advertising companies and making sales proposals that match client needs and took advantage of the special features of Internet advertising.

In display advertising, the sales of targeting advertising, which takes advantage of the characteristics of the Internet, advanced compared with the first quarter last year. Sales of demographic targeting advertising, which distributes advertising based on grouping information on users, were particularly strong, growing substantially year on year. Demand for this product was high from beverage/cigarettes, mail order, and esthetics/beauty-related companies targeting women in their 20s to mid-30s. In addition, there was strong demand for this product for branding purposes from such daily necessities producing companies as cosmetics/toiletries and pharmaceuticals/healthcare products companies. Sales of high branding impact Brand Panel maintained the same level as in the first quarter last year. However, under the impact of economic stagnation, advertising from major advertisers in the consumer finance, real estate, and recruitment industries decreased substantially, causing sales of behavioral targeting advertising, Prime Display, and others products to fall year on year. As a result, overall display advertising sales for the first quarter declined compared with a year earlier.

The effects of the economic slump spilled over to paid search advertising as well, with advertising from major advertisers in the recruitment services, consumer finance, and real estate industries declining. In particular, amid the severe employment conditions, recruitment services related advertising fell to half of the level from the first quarter last year. Nevertheless, there was sales growth in other areas. Sales of online application paid search advertising, primarily to small and medium-sized enterprises, continued to grow substantially and use of paid search advertising also increased from non-Group partner sites thanks to the promotion of our open strategy. In addition, sales of Interest Match™, which distributes advertising

based on users' preferences and interests, rose more than twice year on year, including content-linked advertising. Accordingly, the entire pay per performance advertising business revenue increased from the first quarter last year.

Mobile advertising sales increased substantially compared with the same quarter last year. There was firm growth in sales of paid search advertising and Interest Match™ advertising, principally from partner sites.

Among major projects during the first quarter, there were many tie-up advertising projects for new movies. The Transformers: Revenge advertising project and the Terminator 4 and Rookies: Graduation tie-up special features especially drew the attention of the market and boosted the value as advertising media.

Consequently, first quarter advertising business sales amounted to ¥33.2 billion, dropping 1.4% year on year.

#### Business Services Business

During the quarter under review, Yahoo! Shopping and Yahoo! Auctions worked to expand use of their services by conducting seasonal sales promotions, such as special features on Golden Week, Mother's Day, and Father's Day. In addition, along with the integration of commerce-related organizations as of April 2009, the services sought to strengthen their coordination through mutual collaboration and to increase synergies as well as make efforts to acquire more stores. As a result, the number of merchant stores registered on Yahoo! Shopping and Yahoo! Auctions as of June 30, 2009 totaled 33,406, increasing by 1,345 stores, or 4.2% year on year. Looking at individual services, sales of Yahoo! Auctions expanded year on year, supported by the December 2008 upward revision in Yahoo! Auctions store royalties. Sales of Yahoo! Shopping grew drastically compared with the first quarter last year on the strength of higher transaction volume. Sales of Yahoo! Travel and Yahoo! Gourmet also increased compared with a year earlier. In contrast, Yahoo! Rikunabi's sales continued to show no signs of recovery, slumping seriously compared with a year earlier and sales of Yahoo! Research and the customer acquisition incentive fees from Yahoo! BB also declined. However, the increased revenues for the full quarter from the absorption merger of the data center operations and the consolidation of IDC Frontier Inc. resulted in an overall increase from the prior year.

Consequently, sales of the business services business climbed 12.5% year on year, to ¥15.7 billion.

#### e-Commerce Related Performance Figures

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

	June 2008	June 2009
Total of shopping unique browsers	22.11 million browsers	31.43 million browsers
Number of stores (As of the end of each month)	16,705 stores	16,974 stores

Note: The total of shopping unique browsers for June 2009 includes the number of accesses through mobile services.

##### Shopping Related Transaction Volume

	April 2008 – June 2008	April 2009 - June 2009
Daily average transaction volume	¥ 583 million	¥ 636 million

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

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

	June 2008	June 2009
Number of auction unique browsers	35.27 million browsers	38.98 million browsers
Number of total listed items (Monthly average)	14.79 million items	19.82 million items
Number of stores (As of the end of each month)	15,356 stores	16,432 stores

Note: The total of shopping unique browsers for June 2009 includes the number of accesses through mobile services.

##### Yahoo! Auctions Transaction Volume etc.

	April 2008 - June 2008	April 2009 - June 2009
Daily average number of new listings	997 thousand items	1,147 thousand items
Daily average transaction volume	¥2,028 million	¥1,915 million
Average closing price per item	¥5,099	¥4,854
The average ratio of successful auctions per day	22%	18%

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

### Personal Services Business

During the first quarter, we made efforts in our Yahoo! Premium service to expand and improve exclusive services for members based on tie-ups with Yahoo! JAPAN's various services, such as Yahoo! Comics and Yahoo! Fortune Telling. In addition, we worked to strengthen collaboration with non-Group partners to provide special benefits for members, such as offering special discount coupons that can be used at "Temomin" offered by GLOBAL SPORTS MEDICAL LABORATORY INC., and continued to work on raising the value of membership and acquire new members. Accordingly, the number of Yahoo! Premium membership IDs as of June 30, 2009, rose to a record high of 7.45 million, advancing by 380 thousand IDs or 5.5% from the first quarter a year earlier. Along with the contribution of the December 2008 upward revision in Yahoo! Premium membership fees, this increase in membership supported substantial growth in Yahoo! Premium sales year on year. Looking at specific measures, Yahoo! Auctions took steps to upgrade the convenience of its services with such actions as adding a personal search history function and ran seasonal sales promotions. For the mobile version of Yahoo! Auctions, the service took steps to increase user convenience and expand transaction opportunities through such measures as adding a DoCoMo Mobile Auction Membership. However, the transaction volume of C-to-C auctions declined compared with the first quarter last year due to the decrease in closing price on auctions under the impact of the slump in personal consumption caused by the sudden deterioration in employment conditions as well as to the stagnation in some auction categories, particularly in fashion. In pay content services, sales of Yahoo! Partner rose substantially year on year, while sales of Yahoo! Comics and Yahoo! Games also increased.

Consequently, first quarter sales of the personal service business amounted to ¥18.9 billion, up 6.0% from the first quarter in the previous fiscal year.

#### Number of Yahoo! Premium Member IDs (at the end of the month)

June 2008	June 2009
7.06 million IDs	7.45 million IDs

## 7. Operating Review by Business Group

To further develop Yahoo Japan Corporation's reporting on activities on a business group basis and to create an effective organizational system, the Company made major changes in its organization, effective April 1, 2009. These organizational changes were implemented to integrate the Company's service planning and sales organizations with the goal of improving services and expanding sales. In addition, the engineering and editing and production management staff were brought under one organizational roof for the purpose of enhancing technological capabilities and speeding up development.

### (1) Media Business Group

The Media Business Group plans various services used for listing advertising; collaborates with its content partners, the providers of information for its sites; and works with advertising agencies in planning and selling advertising products. Through these efforts, the Media Business Group seeks to offer websites that both users and advertisers will support.

During the quarter under review, the Company converted GyaO CORPORATION into a subsidiary. Based on this new relationship, we began work on building one of Japan's biggest official video distribution platforms and on developing projects in line with the release of new films, such as advertising projects for "Transformers: Revenge" and tie-up features with "Rookies: Graduation." Moreover, we further promoted the Group's policy of making its services available everywhere by offering a new service on Yahoo! JAPAN for AQUOS. The service allows users to view for free over 3,000 video clips covering a wide range of genres, including standup comedy, music, and animation. In addition, we promoted the conversion of our services to social media through such measures as adding functions to our Yahoo! Politics service that enable users to post their opinions and to evaluate the opinions of others.

#### Main revenues

- Display advertising (banner, text, email, and video advertising) sales and advertising planning and production costs
- Pay per performance advertising (through advertising agencies) sales
- Information listing fees from Yahoo! Real Estate (newly-built properties) and other services
- Sales of Yahoo! Research and other services

### (2) BS Business Group

The Business Services (BS) Business Group plans regional and local living area information listing services and sells products and services to small and medium-sized enterprise clients, including agency and online sales. The group also manages sales activities in regions other than Tokyo. By offering information oriented to regions and users' lifestyles, the BS Business Group seeks to enrich the lives of users and to provide an information listing site where companies doing Internet businesses can effectively distribute information, expand and enhance their services, and utilize the strong advertising power of the site.

During the first quarter, we began offering services of the mobile version of Yahoo! Maps for au's EZ Car Navi-Link, a car navigation system and for the Toyota Motor's dealers option car navigation system. We also took steps to expand and enhance regional and local living area services. We renewed the Yahoo! MachiMoba site to improve its information network capabilities, adding the information search services of other companies, such as Hot Pepper and Gournavi (Gourmet Navigator). Collaborating with IDC Frontier Inc., which was recently converted into a subsidiary by the Company, we developed the marketing activities of the data center. We also set up branch offices in Osaka and Nagoya, establishing a sales system that can cover the western Japan area.

#### Main revenues

- Pay per performance advertising sales (online)
- Listing fees from Yahoo! Rikunabi, Yahoo! Real Estate (brokerage properties), Yahoo! Autos, Yahoo! Travel, and other services
- Sales of Yahoo! Business Express, Yahoo! WebHosting, and other services
- Revenues related to the data center

### (3) Consumer Business Group

The Consumer Business Group plans and undertakes sales promotions for commerce-related services, primarily Yahoo! Auctions and Yahoo! Shopping; membership services, such as Yahoo! Premium; services for individuals, such as pay content services; and settlement services, such as Yahoo! Wallet. Through these services, the group aims to promote retail activities over the Internet and to enhance the convenience of users.

During the quarter under review, Yahoo! Auctions and Yahoo! Shopping took various actions focused on expanding transaction volume. Each service ran its own seasonal sales promotion campaigns as well as joint campaigns and cooperated with other services, such as strengthening access by users from Yahoo! Search. Among other activities, we implemented measures to enhance the convenience of users, such as establishing a new DoCoMo Auction Membership that allows users to bid and list items on Yahoo! Auctions without registering Yahoo! Premium membership. In addition, we promoted the Group's open strategy, commencing a point exchange service that lets users exchange Yahoo! Points for nanaco points and worked with external partners to strengthen our collaboration on point services.

#### Main revenues

- Tenant and royalty fees of Yahoo! Auctions and Yahoo! Shopping
- Yahoo! BB incentive fees
- Yahoo! Auctions system-use fees
- Yahoo! Premium revenues
- Yahoo! BB ISP and content fees

### (4) Business Strategy Group

The Business Strategy Group is responsible for creating and implementing an overall marketing strategy for the Group that will increase the brand value of Yahoo! JAPAN and further expand the scope of the Group's open strategy. The Business Strategy Group plans services that promote the open strategy, works to acquire business partners based on alliances and to strengthen those relationships, and plans and prepares marketing efforts.

During the first quarter, we made efforts to strengthen the access of partner sites by users from Yahoo! JAPAN's top page. We also focused on promoting measures to expand advertising based on cooperation with advertising agencies and existing partners. Among activities to promote the Group's open strategy, we enabled users to log on to Ito-Yokado Net Super site using their Yahoo! JAPAN ID, made it possible for users to bid on auction items on so-net's ShaCa Lotto Auction site using their Yahoo! JAPAN ID, and allowed users to pay monthly service fees through Yahoo! Wallet.

### (5) Operations Group

The Operations Group promotes the stability and efficiency of the overall systems of the Group and oversees the stable operations of the data center. Through its efforts to create a secure and reliable operating environment for the Group's systems, the Operations Group has established a control system to prevent such incidents as service interruptions. In addition, the Operations Group promotes enhancement of customer satisfaction through the operation of the contact center.

During the quarter under review, we integrated the points of contact for customers under the Operations Group with the aim of increasing the efficiency and quality of our customer response services. Furthermore, Yahoo Japan Customer Relations Corporation established the Oita Center. Working with the already operational Kochi Center, this center will seek to further strengthen our customer response system.

### (6) R&D Group

The R&D Group houses the engineers who develop and improve the functions of the Group's services. The R&D Group also integrates the development of the basic platform for advertising, searches, fee collection, and other services, aiming to achieve development efficiency, flexible business resource allocation, and improve technology capabilities. It also pursues improvements in service quality and operability by unifying formulation, compilation, and design.

During the first quarter, we took steps to further strengthen and improve the convenience of services of Yahoo! Search, reinforcing its direct search function and adding a GPS-linked function to its mobile version. Activities to promote the conversion of the Group's services to social media included starting a collaboration between our academic institution web email

service Yahoo! Mail Academic Edition and Yahoo! Profile to make it possible to use an in-school networking function. We also endeavored to promote the Group's everywhere strategy by beginning to offer a TV version of Yahoo! JAPAN that is compatible with the standard browser used for Internet by major domestic TV manufacturers. Among our efforts to establish a reliable environment for Internet use, we commenced offering a spam email filter function for Yahoo! Mail and a Log-In Alert service that quickly detects fraudulent log-ins by other people.

## (Reference)

Yahoo! JAPAN Page Views etc.

	June 2008	June 2009
Total Monthly Pages Views	43,112 million page views	46,445 million page views
Daily Average Total Monthly Page Views	1,437 million page views	1,548 million page views
Yahoo! Mobile Page Views	3,790 million page views	6,043 million page views
Daily Average Yahoo! Mobile Page Views	126 million page views	201 million page views
Number of Yahoo! JAPAN Unique Browsers	176.11 million browsers	228.65 million browsers
Number of Active User IDs on Yahoo! JAPAN	22.02 million IDs	24.38 million ID

Notes:

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

## Main Services Launched and Enhanced during the Quarter

Date	New services and service upgrades
April 6	Began offering TV version of Yahoo! JAPAN. Service is compatible with standard browser used for Internet by major domestic TV manufacturers.
May 7	Started offering mobile version of Yahoo! Maps compatible with EZweb car navigation system. Began service for Toyota Motor's dealers option car navigation system.
May 13	Commenced Log-In Alert service that quickly detects fraudulent log-ins by other people.
May 27	Launched video channel, a new service for Yahoo! JAPAN for AQUOS. Users can watch over 3,000 video content clips for free.
June 15	In cooperation with Fuji Television Network, Inc., launched FUJIAUC (Fuji Auction), an auction entertainment site produced by the said company.
June 29	Started service with Seven & i Holdings Co., Ltd. enabling exchange of Yahoo! Points for nanaco points.

## Yahoo! JAPAN CSR Activities

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

The "Yahoo! JAPAN LIFE ENGINE Report 2009" (<http://csr.yahoo.co.jp/>, Japanese language only) posted on the previously mentioned site introduces our various CSR activities from three points of view—carrying out appropriate corporate activities, a good relationship with our customers, and making a social contribution.

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

## Volunteer Activities

- Through Internet Charity Contributions, we collect and donate charity funds using the two methods of Yahoo! Wallet (purchase of wallpaper) and Yahoo! Points. The following is the new solicitation for contributions on our Internet Charity Contributions site during the quarter:
  - NGO Peace Winds Japan's Peace Water 2009—Water for Peace in Afghanistan Campaign"

## Charity Activities

As part of our social contribution efforts, we regularly host charity auctions through Yahoo! Auctions and donate all the funds raised. During the first quarter, we again held many charity auctions featuring athletes and famous people. Among them, we auctioned a "former Nankai HAWKS team's baseball uniform" personally signed by Munenori Kawasaki, member of the Fukuoka SoftBank HAWKS Baseball Club and a "One of Only Two in the World Mask" belonging to Kazushi Sakuraba. In total, we held 1,092 charity auctions during the quarter, raising a total of ¥22,271,721.

The funds raised by such auctions are being donated to the following charities (not listed in any special order).

- First Aid—The First Link, an organization that raises awareness of umbilical cord blood therapy through sports and music and provides support for victims of difficult blood diseases.
- Green Cross Japan, the Japan chapter of the global environmental protection body Green Cross International.
- HAWKS JUNIOR ACADEMY, a program that contributes to society through activities supporting the development and popularization of baseball in Japan, principally in Kyushu.
- Japan Committee Vaccines for the World's Children, an approved non-profit organization (NPO) that provides free vaccines to children in developing countries.

#### Others

- Launched the Pink Ribbon Campaign 2009, which aims to heighten awareness of the importance of early discovery, diagnosis, and treatment of breast cancer (From April 14, 2009).
- Launched a Firefly Special Feature 2009 on Yahoo! Kids. The special feature used the observation of fireflies as a tool for learning about environmental issues (From June 1, 2009)
- Announced the opening outline and application requirements of our Internet Creative Awards 2009, an award program that searches out the future potential of the Internet, and develop and support the talent of the participants (From June 5, 2009).
- On Yahoo! Volunteer, announced Volunteer Matching, a service that enables volunteers to easily find exactly the right volunteer service for them (From June 30, 2009).

## 8. Risk Factors

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

### 1. Impact of Internet Markets and Competition

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

##### a. The 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 recent spread of broadband communications and the proliferation of mobile phones. Because the 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 regulations or charges relating to Internet use 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. The Internet's further expansion as a major advertising media is uncertain.

The Internet-based advertising industry in Japan is generally thought to have begun with the Group's start of operations in 1996. Since that time, the Internet advertising market has grown significantly, accounting for 10.4% of the total advertising market in calendar year 2008, according to a recent DENTSU INC. report, making it the third-largest advertising market, after the television and newspaper advertising markets.

The Group engages in a range of activities aimed at enhancing its advertising media value. In the area of display advertising, for example, the Group is endeavoring to expand and stabilize its 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 pay per performance advertising, meanwhile, the Group is working to more precisely match the content of advertisements appearing on search results pages with the information that users request, thereby seeking to be a more valuable media for both users and advertisers.

Despite these efforts, it is unclear that the Internet will further expand as an established and commercially viable advertising media capable of competing with traditional media. Potentially disruptive factors include unexpectedly low market expansion, a tapering off of growth, or the Group's failure to achieve anticipated levels of advertising revenues. Any of these factors could negatively impact the Group's business performance.

##### c. Short-term economic trends could affect Internet advertising and information listing services.

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

Similarly, Internet information listing services are directly influenced by macroeconomic trends. In recruitment-related services, especially, client companies tend to calibrate recruitment activities to anticipated trends in the labor market. Such macroeconomic trends, therefore, strongly influence revenues from recruitment information listing services.

Furthermore, because the Group's 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 the Group's earnings stream.

##### d. Advertising budget allocations of advertisers and advertising agencies could affect the Internet advertising business.

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

##### e. The Group might fail to attain the same market share in the mobile advertising market as it holds in the PC market.

Based on projections that advertising via Internet-enabled terminals such as mobile phones will grow at a quickening pace, the Group is working to enable the provision of its services via such terminals in addition to PCs. If mobile Internet use expands substantially, however, the Group might fail to acquire the user numbers or usage times that it commands in the PC market and thus may see a fall in viewer rates and a corresponding reduction in market share. As a result, advertising revenue growth could taper off, with negative consequences for earnings.

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

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

Auctions and Yahoo! Shopping sites with the aim of expanding e-commerce revenues. Despite these efforts, the market might not expand for any of various reasons. Commercial use of the Internet by corporations might not expand as anticipated. The shift of information listing services to the Internet from traditional media, particularly printed media such as newspapers, magazines, and flyer inserts, might not proceed as expected. The number of users of the Group's auction and shopping sites might not increase as anticipated. Transaction volumes of those sites might be less than expected, or the number of registered stores might be insufficient. One or more of these factors could negatively influence the Group's performance.

**g. Technological change in the broadband market could affect the Group's income.**

Yahoo! BB, the Group's 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 new comprehensive broadband service employing FTTH technology. Even so, the Group might not be able to achieve projected levels of new subscribers or sales, or existing customers might shift to competing services. Moreover, unanticipated expenses might arise. All of these factors could negatively affect the Group's income.

**h. A slowdown in the growth rate of users of fee-based services could affect Group revenues.**

With the spread of broadband communications, the number of Internet users has increased drastically. Accordingly, the market for fee-based services has also expanded. Sooner or later, however, broadband and mobile phone proliferation in Japan will reach a saturation point and growth in the number of users will plateau. To prepare for that time, the Group is implementing various measures to boost customer satisfaction and promote greater usage of the full range of its services. Growth in the numbers of Yahoo! Auctions participants, Yahoo! Premium members, and Yahoo! BB subscribers, however, might lose its momentum, which could have a significantly negative influence on Group revenues.

**i. The popularity of fee-based services and content via the Internet might decrease.**

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

## **2) Competition**

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

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

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

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

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

## **3) Other Companies' Products and Services**

**a. In providing its services, the Group relies on the products and services of other companies, including servers, Internet connection lines, information devices, and software.**

Many of the products and services necessary for the provision of the Group's services, such as servers, Internet connection lines, information devices, and software, are offered by other companies. The smooth, uninterrupted provision of such products and services by other companies is a prerequisite to the successful provision of Group services.

Today, users can choose from several types of browser software for viewing Web sites and from a range of information devices including personal computers, mobile phones, TVs, and car navigation systems for accessing the Internet. Although the Group strives to make its services compatible with all types of browser software and information devices, some cases of incompatibility exist, 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 Group services, thereby negatively affecting Group earnings.

## **4) Technological Change**

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

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

Responding to these conditions and sustaining a strong competitive position requires close cooperation with Yahoo! Inc., which operates nearly identical services in the U.S. market, the center of innovation in Internet technologies. With this, the Group is constantly developing new technology to improve its services. The failure of Yahoo! Inc. or the Group to keep up with

technological advances could render their services obsolete and erode their competitiveness. Furthermore, the Group might also be forced to bear an increasing financial burden owing to original development in Japan, including higher expenditures for localizing work and preparation for the possibility that technological innovation in Japan will at some point surpass that in the United States, with new technologies being developed in Japan instead of in the United States.

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

### **1) Legal Restrictions**

#### **a. New laws or amendments relating to the Group or to the Internet industry as a whole could negatively affect the Group's 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, the Group complies with all laws and regulations and carries out policies and awareness campaigns in cooperation with relevant organizations.

The introduction of new laws or amendments to existing laws relating to the Group or the Internet industry as a whole could result in increased compliance expenses or otherwise negatively influence the Group's provision of services, as well as affect the development of the Internet industry.

\* A Ministry of Health, Labour and Welfare ordinance enforced along with the Pharmaceutical Affairs Act revised in June 2009 has limited the type of OTC drugs available over the Internet to Type 3 pharmaceutical products that have relatively few side effects. As a result, pharmaceuticals transaction volume on the Internet is expected to decline in future.

\* The revised Copyright Act was passed during the 171<sup>st</sup> session of the Diet. The revised act will be enforced in January 2010. As a result of the revisions, Web crawling used for search services and the copying of information for display in search results are recognized as being legal, eliminating the compliance problem of having a server that provides such search services located in Japan. In addition, the provision made within the law for displaying the pictures of copyrighted materials in an auction, enables sellers of auction items to do so with more confidence.

#### **b. Changes to the Provider Liability Limitation Law could restrict the Group's business.**

The Law Concerning the Limits of Liability for Damages of Specified Telecommunications Service Providers and the Right to Request Disclosure of Identification Information of the Senders (Provider Liability Limitation Law) has been in force since May 2002. This law merely clarifies the scope of liability for illegal behavior previously established by civil law and therefore does not increase the liability of businesses that act as intermediaries in Internet-based information distribution. The passage of a new law, however, could lead to a social consensus in support of increased liability of information distribution intermediaries. The Group's 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 Law could restrict the Group's business.**

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

#### **d. The recently established Law on the Improvement of the Environment for the Safe and Secure Use of the Internet by Children could impinge upon the development of the Internet industry in Japan.**

Since its establishment, the Group has conducted a variety of measures to contribute to the sound development of the Internet and has taken steps to protect minors from potentially harmful information, such as the operation of Yahoo! Kids and the introduction of Yahoo! Safety Net. In June 2008, the government passed the Law on the Improvement of the Environment for the Safe and Secure Use of the Internet by Children. Judging from the provisions of that law, the Group expects that it will have only a minor impact upon its business. 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 the Group's performance.

#### **e. Legislation relating to auction services could negatively affect the Group's earnings.**

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

If these measures fail to bring about the expected results and reports of illegal listings and fraud continue, 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 the Group's earnings by, for example, discouraging participation in Yahoo! Auctions, which would result in reduced system-use fees. Legislation could also result in a contraction in the Yahoo! Premium subscriber base.

#### **f. Legislation relating to social media services could affect the Group's 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. The Group prohibits postings containing copyright-protected content and makes concerted efforts to prevent and eliminate such infringements, such as operating a patrol system for detecting illegal content, soliciting user reports of illegal content, and responding swiftly to requests by legitimate right holders to remove illegal content.

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

**g. The formulation of new laws or the amendment of laws concerning financial services could affect the Group.**

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

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

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

\* In June 2009, the Act on Settlement of Funds (Funds Settlement Act) was enacted. The details of the enforcement of the law are not yet clear because they will be decided by the ordinance now being considered. However, depending on the content of the ordinance, there is a possibility that some settlement businesses will be affected, such as having to submit notifications as fund transfer businesses or being required to insure funds being transferred. In addition, because companies other than banks will now be able to enter the fund transfer business, new competitors are expected to enter the market. Consequently, competition will intensify, which could negatively affect the Group's business performance.

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

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

## **2) Litigation**

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

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

The Group has instituted a system of limited compensation for users who have suffered damages as a result of illegal activity. This system could raise expenditures for the Group.

Note: The "do now, pay later" service is an anti-fraud measure that allows the buyer to pay the seller after receiving and inspecting the purchased item, thereby precluding the problem of non-delivery of paid items.

**b. Affiliated financial instruments firms could demand damage compensation from the Group.**

In providing Yahoo! Trading (financial instruments intermediary services), the Group complies with internal solicitation policies and guidelines under the supervision of affiliated financial instruments firms (see Note, below) in setting up trading accounts and handling transactions. Before soliciting clients for transactions, the Group consults with affiliated financial instruments firms. Despite these precautions, the Group might make solicitations that inadvertently lead to misunderstanding on the part of certain clients. If, as a result of such solicitations, clients enter into transactions that result in client losses, the Group could be subject to demands for damage compensation from affiliated financial instruments firms, which in certain cases pay provisional damages to clients.

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

**c. The Group could be subject to claims, reprimands, or damage suits by users or governmental agencies with regard to the content of advertisements or of Web sites accessed through links on Group sites.**

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

and will do so upon discovering such Web content.

Through such internal regulation, the Group prohibits illegal and slanderous content on its sites and protects user privacy. In addition, the Group publishes a disclaimer stating clearly that users bear full responsibility for Web browsing and information posting, and that the Group accepts no responsibility for damages caused to users during Web browsing or information posting. However, no guarantee can be provided that such measures will suffice to stave off litigation. The Group could be subject to claims, reprimands, or damage suits from users, related parties, or governmental agencies with regard to the content of advertisements, Web sites accessed through links on Group sites, contributions to community message boards, and/or trading on its auction site. The resulting decline in user confidence could lead to a drop in hits or time spent on Group sites, or to a suspension of services.

**d. The Group 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 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 Group sites. Despite these efforts, it is possible that these measures will fail and that users will demand compensation for damages from the Group that actually are the responsibility of a third party. This could result in additional expenses to the Group or damage to its brand image, impacting negatively on performance.

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

**e. The Group could be subject to 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 Group has established an in-house team devoted exclusively to activities related to intellectual property, including investigation and filing.

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

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

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

In pay-per-click advertising, including paid search and content-linked advertising, a problem known as click fraud has arisen. Fees for pay-per-click 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 pay-per-click 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 pay-per-click advertising products. Yahoo! JAPAN 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, it is possible that a class-action lawsuit might be brought against the Group that might damage the brand image of Yahoo! JAPAN and have a negative impact on performance.

**3) Other Legal Regulations**

**a. Because the Group routinely consigns business to outside contractors, the possibility exists for violations of the Subcontract Law, which could diminish public confidence in the Group.**

The Group periodically holds training courses related to the Subcontract Law for employees of the Group to ensure compliance with the law during business transactions. Despite such efforts, violations of the Subcontract Law might occur, which could damage the Group's credibility and performance.

**b. Changes to accounting standards and tax codes could affect the Group's profits or losses.**

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

**3. Natural Disasters and Emergency Situations**

**1) Natural Disasters**

**a) Group operations could be suspended or discontinued as a result of natural disasters.**

Group operations are vulnerable to natural disasters such as earthquakes and fires as well as the destruction of buildings, power outages, and network failures resulting therefrom. The Group's network infrastructure and human resources are concentrated in Tokyo. To cope with accidents and surges in Internet access, the Group intends to improve its network infrastructure by duplicating and dispersing its systems and data centers.

The Group has taken steps to ensure that it can respond quickly and appropriately Groupwide in the event that such

incidents occur. However, an incident might occur for unforeseen reasons, making it difficult to carry on normal operations or to recover fully. Such an incident could impact negatively on the business performance and brand image of the Group.

## **2) Emergency Situations**

### **b) The Group's operations could be suspended or discontinued as a result of international conflicts, terrorist attacks, or other emergency situations.**

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

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

## **4. Business Management**

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

#### **a. Failure to quickly and properly modify strategies in response to changing market needs could compromise the Group's competitive advantage.**

The Group is currently promoting four key strategies—user-oriented social media services, Yahoo! Everywhere, personalized local information services, and open network partnerships—with the specific management goal of increasing user numbers and per-user usage times. These strategies are modified quickly and flexibly according to changes in the market, changes in partners' needs, or technological or competitive trends.

If management fails to quickly and properly modify these strategies according to changing needs and technological or competitive trends, the Group's competitive advantage could be compromised.

### **2) Technological Development and Improvement**

**a.** Although the Group's R&D efforts aim to meet user needs through the implementation of new strategies and the start-up of new businesses, such efforts might in fact fail to adequately address such needs properly or result in an R&D delay or failure.

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

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

#### **b. Failure to effectively implement a program aimed at continuously improving services could eventually render the Group's services obsolete.**

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

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

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

To support expected business expansion and continue providing quality services to fulfill customer needs, the Group maintains a continuous capital-investment program of comparatively large scale considering its current operations. To keep up with further growth of the Internet user base and the progressive spread of broadband and ubiquitous computing, the Group will have to add and improve network-related facilities one after the other to adequately cope with higher peaks in access volume and larger volumes of data transmission and reception over short time periods. With the acquisition of IDC Frontier Inc., the Group now has

a large-scale data center. This action has enabled stable and efficient operations of Group servers and resultant cost reductions.

Consequently, the Group anticipates a growing need for even larger capital investments than in the past in a timely manner to build systems and networks to smoothly control large volumes of communications traffic, strengthen security systems to protect settlement services and the personal information of customers, and expand systems to appropriately respond to the growth and diversification of user inquiries. Further, in response to growth in business scope, the Group assumes that it will have to continuously acquire more office space and invest in the expansion and upgrading of its facilities.

In making these capital investments, the Group will prevent unnecessary cash outflows by closely considering costs and benefits and by focusing on keeping system-development and equipment expenses reasonable.

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

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

In recent years, the range of Internet-enabled terminals has grown to include mobile phones, video-game consoles, TVs, car navigation systems, and PDAs, resulting in a vastly improved Internet-connection infrastructure beyond PC terminals. Responding to this trend, the Group has adopted the Yahoo! Everywhere strategy promoting Internet usage via a wide range of devices in addition to PCs, including mobile phones, video-game consoles, TVs, and car navigation systems, 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 devices, the Group must adopt the information transmission standards of each device with the support of the company that developed it. If the Group fails to properly adopt the standards for a given device, then it will not be able to provide services for that device.

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

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

**e. Failure to properly incorporate innovative advertising methods could adversely affect the Group's advertising revenue.**

Many new advertising products incorporating a wide range of advertising methods have emerged in the Internet advertising market. The Group develops and sells a variety of advertising products suited to the specific needs of each advertiser, including products with guaranteed exposure periods and page views. The Group also offers Sponsor Site services (paid search advertising), operated jointly with Overture K.K.; an affiliate ad program, operated in cooperation with ValueCommerce Co., Ltd.; and content-linked advertising, which analyzes Web page content and then distributes advertising suited to that content.

Recently, the Group has developed and launched various advertising products incorporating innovative advertising distribution methods, including targeting advertising, which distributes advertising based on users' Internet usage histories, keyword search histories, demographic factors, and physical location; Interest Match™, which distributes text advertising based on users' Internet 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 the Group fails to properly incorporate innovative advertising methods, its advertising revenue could decrease even as the cost of developing new products and forming new partnerships with companies possessing expertise in innovative advertising methods grows. As a result, Group performance could be negatively affected.

### **3) New Businesses**

**a. The Group's diversification into new businesses might yield lower-than-expected earnings contributions.**

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

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

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

### **4) Services Provided**

**a. The platform for the Group's search services and various targeting advertising products is developed, operated, and maintained by Yahoo! Inc. and other companies.**

Based on the business tie-up with Overture K.K., paid search advertising sales have expanded as a proportion of the Group's total advertising sales. The platform for the Group's search services, paid search advertising, and targeting advertising, however, is developed, operated, and maintained by Yahoo! Inc. and other companies. Moreover, Overture handles the marketing and sales in Japan of advertising products (paid search and content-linked advertising) that use the platform. In addition to those services, certain other Group services also are developed, operated, and maintained by Yahoo! Inc.

Accordingly, should the Company's business relationship with Yahoo! Inc. change or some type of obstruction to the smooth operation of Yahoo! Inc. arise, the viability of certain Group services could be jeopardized and the Group's performance negatively affected.

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

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

**c. Expenses for additional Internet connections or capital investment in infrastructure could rise in line with expanding use of streaming and other services requiring relatively large bandwidth.**

The Group provides streaming and other services 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 greater Internet bandwidth. Because usage of these types of services and advertising products is likely to grow steadily in the future, expenses for Internet connections and capital investment in facilities, such as servers necessary for displaying such services, could increase as well.

**5) Compliance**

**a. Despite the Group's efforts to ensure compliance with laws and regulations, compliance-related risk exists.**

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

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

**6) Management and Operation Systems**

**a. Failure to accurately increase staff levels as required by business diversification could negatively affect the Group's business development.**

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

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

Although the Group aims to minimize the effects of increased staff levels on its 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 hinder the Group's continuing business development.**

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

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

**c. Although the Group promotes protection of its intellectual property rights to maintain its competitive advantage, these efforts might not be cost-effective.**

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

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

**d. As the 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 expansion of the Group's business scope and strengthening of its paid search advertising, fee-based member services, and paid-content businesses, the proportion of Group revenues derived from a diverse client base of unspecified individuals and corporations has grown steadily.

The Group has formed a special team 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, the Group might be

exposed to expanded risks related to the settlement and collection of receivables due to increases in the amount of small sales receivables and uncollected receivables, credit card settlement problems, and the costs of receivables collection.

The nature and quantity of customer inquiries might broaden. Previously, most inquiries were related to service usage, but they might shift to inquiries about payment, the return or exchange of services and goods, or matters related to commissioned third parties, such as distribution or settlement. To properly respond to customer inquiries, the Group is in the process of increasing staff, strengthening and expanding its management organization, and improving efficiency by standardizing and computerizing businesses. The costs of these measures and improvements could negatively affect the Group's profits. In addition, these measures do not eliminate the possibility that customers will not be sufficiently satisfied despite these measures. Such a result could damage the Group's brand image and negatively impact Group performance.

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

### **1) Major Shareholders**

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

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

#### **b. Competition within the SOFTBANK Group could arise in the future.**

The Group is working with SOFTBANK CORP. in strategically developing mobile phone, 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 Group, competition within the SOFTBANK Group could arise in the future. Although the Group intends to proactively deal with such an eventuality by collaborating, any resultant competition within the SOFTBANK Group could affect the performance of the Group in some manner.

#### **c. Modifications to the license agreement with Yahoo Inc. could affect the Group's business.**

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

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

**d. Issues related to the management of the Yahoo! brand overseas could restrict the expansion of the Group's business.**

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

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

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

**2) Consolidated Group Management**

**a. Inadequate consolidated management coordination could impact the Group's performance.**

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

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

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

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

Contracting companies	Yahoo Japan Corporation (the Company); OVERTURE K.K. (OVKK) (Consolidated subsidiary)
Contract counterparties	Yahoo! Sarl; Yahoo! Inc. (Yahoo)
Contract date	August 31, 2007
Contract term	August 31, 2007, to August 30, 2017 (10 years)

Main details	<p><b>ADVERTISER AND PUBLISHER SERVICES AGREEMENT</b></p> <p>1. Basic roles of each party  Yahoo! Sarl will dedicate robust efforts to develop and enhance the contracted services and advance the competitiveness of the services. OVKK will dedicate robust marketing efforts to advance customer adoption of the contracted services to enhance the OVKK revenue generated under this agreement.  Yahoo! Sarl and OVKK, via a joint steering committee, will agree to a roadmap of improvements and developments to carry out customization of contracted services for the Japanese market to optimize services for the market.</p> <p>2. Exclusive provision of contracted services by Yahoo! Sarl  In Japan, OVKK, the Company, or subsidiaries for which the Company holds more than 50% of the voting rights will be the exclusive offeree of the contracted services. (The services include advertising platform related to paid search and content matched advertising as of the contract date, and additional search- and advertising-related services adopted as contracted services through the procedure given in the original contract.)</p> <p>3. Service fee payments to Yahoo! Sarl by OVKK  OVKK shall pay to Yahoo! Sarl a service fee calculated as a rate prearranged for each year on OVKK revenues (gross revenues earned by OVKK or companies for which it owns 20% or more of the voting rights) associated with the use of the contracted services or Yahoo! Sarl's technologies or systems.</p> <p>4. OVKK's exclusive rights in Japan  OVKK has the exclusive rights in Japan for provision of the search- and advertising-related services of Yahoo! Sarl, Yahoo Inc., or its subsidiaries.</p> <p>5. Exclusive obligation regarding contracted services  OVKK, the Company, or subsidiaries for which the Company holds more than 50% of the voting rights are obligated not to provide versions of or similar services to Yahoo! Sarl's contracted services. If Yahoo! Sarl's performance issues arise based on a material breach of the service level stipulated in the arrangement, which may cause serious negative impact to the business of OVKK, the joint steering committee will find a solution to the issue. Paid search and content-linked advertising services that the Company possesses as of the contract date will not be subject to this contract.</p>
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Note: On August 31, 2007, the counterparties of this contract were OVERTURE SEARCH SERVICES (IRELAND) LIMITED (OSSIL) and Yahoo! Inc. On August 1, 2008, OSSIL transferred its position in the contract to Yahoo! Sarl.

### 3) Other Major Business Partners

#### a. Any modifications to the business alliance contract with SOFTBANK BB Corp. could affect the Group's 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. Because business related to Yahoo! BB is one of the Group's principal income sources, any modifications to this contract could affect the Group's earnings.

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

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

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

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

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

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

**a. In its Yahoo! ezPay service, the Group 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 on the request of the seller and buyer of an item listed on Yahoo! Auctions Netrust acts as the intermediate in the settlement of the transaction.

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

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

The Yahoo! JAPAN Card is a credit card issued by the Group and through which the Group provides credit to persons issued with the card. The Group reimburses 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 the Group is considering diversifying its funding sources as the business expands, obtaining the necessary funding for making reimbursements to merchants at a suitable cost could prove to be impossible.

**2) Investments**

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

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

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

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

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

**b. The Company's investment in BB Mobile Corp. in support of SOFTBANK CORP.'s acquisition of Vodafone K.K. might yield returns that fall short of expectations.**

On April 27, 2006, SOFTBANK CORP. acquired Vodafone K.K. (now SOFTBANK MOBILE Corp.) through BB Mobile Corp., a subsidiary of SOFTBANK CORP. subsidiary Mobiletech Corp. Also on April 27, 2006, the Company made a ¥120 billion investment in BB Mobile Corp. comprising preferred shares with share acquisition rights. The investment was made with a full

understanding of the risks involved based on adequate pre-investment investigations and due internal process.

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

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

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

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

#### **a. The Group's emphasis on building partnerships entails certain risks.**

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

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

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

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

#### **b. The termination of paid search advertising business agreements could affect the Group's profitability.**

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

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

The Group offers and plans to continue offering Internet users quality, appealing information, such as up-to-the-minute news, weather, and stock quotes, as well as broadband content such as films and music. However, should the Group not be able to acquire information and content as expected or the costs of acquiring the information and content be higher than anticipated, use of the Group's services by Internet users might decline, possibly resulting in a failure of the Group to achieve its projected earnings.

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

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

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

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

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

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

#### **a. Each of the Group's businesses has a degree of dependence on specific customers or suppliers.**

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

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

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

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

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

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

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

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

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

## **8. Information Security**

### **1) Group Efforts to Promote Information Security**

**a. Information leaks, network invasions, or computer virus attacks could erode public confidence in the 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 Group is obligated to address this issue extremely carefully.

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

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

### **2) Personal Information**

**a. Leaks of personal information required for user identification could damage the Group's credibility and lead to legal disputes.**

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

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

Nevertheless, the Group cannot completely eliminate the possibility that users' personal information will be leaked outside the Group, either deliberately or through negligence, by Group personnel, by companies with which business alliances

have been concluded, or by companies to which the Group outsources work, or as a result of computer viruses introduced via defective or malicious software. There have been multiple incidents of personal information stored on virus-infected PCs being unknowingly leaked onto networks, the source of the virus being file-sharing software, such as Winny. Also, the possibility always exists for third parties to fraudulently obtain passwords, for example, to gain unauthorized access to systems, or employ such methods as spoofing or phishing (see Note 1, below) whereby personal user information is illicitly obtained, with unsuspecting users suffering the consequences. To guard against phishing attacks the Group introduced a log-in seal system (see Note 2, below) In March 2007. In December 2007, the Group added to Yahoo! Mail a function enabling users to refuse spoofed mail (see Note 3, below). In June 2008, the Group started open testing of an anti-phishing browser (see Note 4, below) that provides basic blocking measures against phishing. As of January 2008, the Group began issuing OpenIDs (see Note 5, below), in addition to offering an authentication bureau service to improve information security by eliminating the storage and management of IDs on other sites. Although the Group continues to implement such measures with the goal of minimizing the damage caused by ill-intentioned users, there is no guarantee that these measures will be sufficient. If problems occur despite our efforts to thwart them, the Group's services could be adversely affected and its brand image tarnished. Furthermore, the Group could become a target of lawsuits.

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

With the April 2005 promulgation of the Act on the Protection of Personal Information, relevant ministries and agencies issued guidelines for observing the law to businesses under their respective jurisdictions. The Group's handling of personal information is in accordance with the provisions of this law and with each of the guidelines related to its businesses.

#### Note 1: Phishing fraud

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

#### Note 2: Log-in seal

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

#### Note 3: Refusing spoofed emails

Spoofed emails, purportedly sent from one source but in fact sent from another, can be filtered out or refused by users armed with domain validation technology, such as DomainKeys 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 mails from landing in Yahoo! Mail service inboxes. Now, with our introduction of SPF technology to the receiving server, users can filter out mail purporting to be from "yahoo.co.jp" or from other providers that utilize DomainKeys or SPF technology. SPF technology is widely used by the major Internet providers and mobile phone carriers in Japan.

#### Note 4: Anti-phishing browser

This is a browser equipped with a password entry column only for access authentication in its address bar field. An entered password is handled by the authentication server 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: OpenID

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

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

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

### **b. Leaks of personal information by stores registered on Yahoo! Shopping or Yahoo! Auctions, or by business alliance partners, could damage the Group's credibility and lead to legal disputes.**

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

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

For Yahoo! Trading (financial instruments intermediary services), personal information necessary for opening accounts and accumulated information about transactions will be obtained and held by affiliated financial instruments firm partners. A portion of this information will be transferred to the Group in a way that complies with the Act on the Protection of

Personal Information. The Group has been extremely careful about the transfer and management of this information. If personal information is leaked from the Group or affiliated financial instruments firm partners, the Group could be sued for damage compensation.

The anonymous delivery service offered by Yahoo! Auctions involves the anonymous processing of item deliveries by the transport company commissioned to handle this service. However, if the commissioned transport company should fail to handle the anonymous service properly and the names of the sender and receiver of an item be divulged, the Group could face a legal suit for compensation or suffer damage to its brand image, which could adversely affect its business performance.

Yahoo! Shopping sends the personal information input by customers on its site to the store from which the item was purchased. Therefore, individual stores are the main repositories of personal information and take responsibility for controlling it. Moreover, to ensure that personal information on customers is not disclosed to other individuals or bodies, stores are strongly prohibited from using that information for purposes other than the delivery of items or sales promotions and are suitably instructed to properly control the information.

To clear credit card payments, stores may use the settlement system of the Group's subsidiary Netrust, Ltd., as their settlement method or deal directly with the credit card companies. If stores use the Netrust settlement service, there is no necessity for the stores to keep records of the credit card numbers since they are passed on to the credit card companies through Netrust. If the stores deal directly with the credit card companies, the Group provides strict instructions and reminders to control the information on credit card numbers input by customers in the same manner as other personal information. Nevertheless, it is possible that if information leaks occur despite the implementation of these measures, a loss of Group credibility result, regardless of whether or not the Group was responsible.

### **3) Communication Privacy**

#### **a. Leaks of information related to communications privacy could tarnish the Group's brand image and lead to legal disputes.**

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

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

### **4) Network Security**

#### **a. Attacks on or invasions of the Group's networks could disrupt Group services.**

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

### **5) Fraudulent Use**

#### **a. 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! JAPAN Cards to make payments. As examples of fraud on Yahoo! Auctions, malicious users can use unsuspecting users' accounts to list fraudulent items or to make settlements via Yahoo! Wallet or Yahoo! ezPay. Similarly, on Yahoo! Mail malicious users can send email via unsuspecting users' accounts.

The Group is taking steps to strengthen its information security, enlighten users about ID management, and take certain measures against anticipated fraud. Nevertheless, it is possible that fraudulent use of such information by malicious users 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 lower the brand image of Yahoo! JAPAN.

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

#### **a. Restrictions on the collection and analysis of behavioral history information could affect the Group's behavioral targeting advertising and Interest Match™.**

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

Although the Group believes it is taking adequate precautions to respect users' privacy, it is possible that some users could object to the collection and analysis of their behavioral history information, or that legal restrictions could be placed on these activities. Such objections or restrictions could damage the Group's brand image or prevent the Group from selling behavioral targeting advertising and Interest Match™ in the future, which could have a detrimental impact on the Group's

business results.

## **9. Corporate Governance**

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

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

The 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 Control Office as an independent organization under the direct supervision of the President. The Internal Control Office works to ensure effective and efficient business activities, accurate financial reporting, and full legal compliance, as well as maintain appropriate corporate governance. Despite these efforts, problems related to business management and control issues could arise in the future. Moreover, increased costs stemming from efforts to improve internal control could negatively affect the Group's earnings.