

Tender Offers and Consent Solicitation – USD- and EUR-denominated Senior Notes

SoftBank Group Corp. (“SBG”) announced today that it has determined the following terms and conditions for an offer to purchase a portion of its outstanding senior notes by means of several concurrent tender offers (the “Tender Offers”) and a consent solicitation (the “Consent Solicitation”) with respect to its 5.375% USD-denominated Senior Notes due 2022, 5.500% USD-denominated Senior Notes due 2023, 4.750% USD-denominated Senior Notes due 2024, 6.125% USD-denominated Senior Notes due 2025, 6.000% USD-denominated Senior Notes due 2025, 5.125% USD-denominated Senior Notes due 2027, 6.250% USD-denominated Senior Notes due 2028, 4.000% Euro-denominated Senior Notes due 2022, 4.000% Euro-denominated Senior Notes due 2023, 4.500% Euro-denominated Senior Notes due 2025, 4.750% Euro-denominated Senior Notes due 2025, 3.125% Euro-denominated Senior Notes due 2025, 5.250% Euro-denominated Senior Notes due 2027, 5.000% Euro-denominated Senior Notes due 2028 and 4.000% Euro-denominated Senior Notes due 2029 (collectively, the “Target Notes”).

1. Tender Offers

1. Tender Offers	SBG intends to acquire a portion of the outstanding Target Notes by means of tender offers.
2. Holders Solicited	Eligible Holders of the Target Notes, as defined below.
3. Target Notes	5.375% USD-denominated Senior Notes due 2022 5.500% USD-denominated Senior Notes due 2023 4.750% USD-denominated Senior Notes due 2024 6.125% USD-denominated Senior Notes due 2025 6.000% USD-denominated Senior Notes due 2025 5.125% USD-denominated Senior Notes due 2027 6.250% USD-denominated Senior Notes due 2028 4.000% Euro-denominated Senior Notes due 2022 4.000% Euro-denominated Senior Notes due 2023 4.500% Euro-denominated Senior Notes due 2025 4.750% Euro-denominated Senior Notes due 2025 3.125% Euro-denominated Senior Notes due 2025 5.250% Euro-denominated Senior Notes due 2027 5.000% Euro-denominated Senior Notes due 2028 4.000% Euro-denominated Senior Notes due 2029
4. Aggregate Purchase Consideration	Up to USD 2.25 billion equivalent (SBG reserves the rights, in its sole discretion, to significantly increase or decrease the proposed tender consideration and accept significantly less or more than such amount of Target Notes for purchase)

5. Format	Tender Offers to be conducted via a "modified Dutch auction" format
6. Expiration Deadline	4:00 p.m. on March 5, 2021 London time, unless extended at SBG's sole discretion
7. Expected Settlement Date	On or around March 10, 2021
8. Dealer Managers and Solicitation Agents	Deutsche Bank AG, London Branch J.P. Morgan Securities plc Crédit Agricole Corporate and Investment Bank
9. Tender and Information Agent	Lucid Issuer Services Limited
10. Further Information	Further information (including the procedures for tendering) is available at the Tender and Information Agent's website at: URL: https://www.lucid-is.com/softbank-tenderandconsent ; and in SBG's announcement published at Singapore Exchange: http://www.sgx.com/

2. Consent Solicitation

1. Consent Solicitation	Concurrently with the Tender Offers, SBG is soliciting consents ("Consents"), from Holders of a majority of the outstanding aggregate principal amount of the Target Notes to amend certain provisions of the indentures of the Target Notes (the "Proposed Amendments"). Eligible Holders who validly tender any Target Notes in the Tender Offers will be deemed to have delivered a Consent to the Proposed Amendments with respect to such Target Notes.
2. Holders Solicited	All Holders of the Target Notes.
3. Requisite Consents	Properly delivered Consents by Holders of at least a majority in aggregate principal amount of the outstanding Target Notes governed by each indenture, respectively, in each case voting as a single class, are required to approve the Proposed Amendments for each respective indenture.
4. Consent Fee for Dollar Notes	USD10 for each USD1,000 in principal amount of USD-denominated Target Notes for which a Consent to the Proposed Amendments is validly delivered
5. Consent Fee for Euro Notes	EUR10 for each EUR1,000 in principal amount of Euro-denominated Target Notes for which a Consent to the Proposed Amendments is validly delivered
6. Expiration Date	4:00 p.m. on March 5, 2021 London time, unless extended at SBG's sole discretion

7. Expected Settlement Date	On or around March 10, 2021
8. Deal Managers and Solicitation Agents	Deutsche Bank AG, London Branch J.P. Morgan Securities plc Crédit Agricole Corporate and Investment Bank
9. Information Agent	Lucid Issuer Services Limited
10. Further Information	Further information is available at the Information Agent's website at: URL: https://www.lucid-is.com/softbank-consentonly ; and in SBG's announcement published at Singapore Exchange at: http://www.sgx.com/

**Disclaimer
Important Notice**

This announcement must be read in conjunction with the Tender Offer and Consent Solicitation Memorandum (for Eligible Holders as described below) and the Consent Solicitation Statement (for other Holders), each distributed separately. The Tender Offer and Consent Solicitation Memorandum and the Consent Solicitation Statement contain important information which should be read carefully before any decision is made with respect to the Tender Offers and the Consent Solicitation. Each Holder is recommended to seek its own financial and legal advice, including in respect of any tax consequences, immediately from its stockbroker, bank manager, solicitor, accountant or other independent financial, tax or legal adviser. Any individual or company whose Target Notes are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee must contact such entity if it wishes to tender its Notes in connection with the Tender Offers or deliver a Consent in connection with the Consent Solicitation. None of the Dealer Managers and Solicitation Agents, the Trustees or the Tender and Information Agent is making any recommendation as to whether or not any individual or company should tender its Target Notes in connection with the Tender Offers or deliver a Consent in connection with the Consent Solicitation.

None of the Tender Offer and Consent Solicitation Memorandum, the Consent Solicitation Statement or this announcement constitutes an offer to buy or the solicitation of an offer to sell Notes, (and tenders of Notes will not be accepted from Holders) in any circumstances in which it is unlawful to do so. Persons into whose possession this announcement, the Tender Offer and Consent Solicitation Memorandum and/or the Consent Solicitation Statement come are required to inform themselves about, and to observe, any such restrictions.

Each Eligible Holder participating in the Tender Offers will be deemed to have represented to various matters described in the Tender Offer and Consent Solicitation Memorandum, including that it is an Eligible Holder as described below. Each direct participant in Euroclear or Clearstream (the "Clearing Systems"), by tendering their Target Notes, will be deemed to have given authority

to the relevant Clearing System to provide details concerning such direct participant's identity to the Tender and Information Agent.

By giving Tender Instructions, holders will be deemed to make a series of representations, warranties and undertakings, which are set out in the Tender Offer and Consent Solicitation Memorandum. Only Eligible Holders who have, or on whose behalf their brokers, dealers, custodians, trust companies or other nominees have, completed the procedures described in the Tender Offer and Consent Solicitation Memorandum are eligible to participate in the Tender Offers.

The Tender Offers are being made only to Eligible Offerees who hold Target Notes through the Clearing Systems ("Eligible Holders") and who have represented to SBG pursuant to the deemed representations described in the Tender Offer and Consent Solicitation Memorandum that they are eligible to participate in the Tender Offers. "Eligible Offerees" are herein defined as persons who fall within all the following criteria:

- (a) non-U.S. persons located outside the United States or dealers or other professional fiduciaries in the United States acting on a discretionary basis only for the benefit or account of non-U.S. persons located outside the United States, as those terms are defined in Regulation S under the U.S. Securities Act of 1933, as amended; and
- (b) persons into whose possession the Tender Offer and Consent Solicitation Memorandum may be lawfully delivered in accordance with the laws of the jurisdiction in which they are located and who are not a Sanctioned Person (as defined in the Tender Offer and Consent Solicitation Memorandum) or acting on behalf, or for the benefit of a Sanctioned Person, and who will not use, directly or indirectly, the Purchase Consideration and the related Accrued Interest Payment (each as defined in the Tender Offer and Consent Solicitation Memorandum) received for the purpose of financing or making funds available directly or indirectly to or for the benefit of a Sanctioned Person.