

May 11, 2015
SoftBank Corp.

Partial Changes in the Articles of Incorporation

SoftBank Corp. (the “Company”) announces that its Board of Directors resolved on May 11, 2015 to submit a request for approval for “Partial Changes in the Articles of Incorporation” to the 35th Annual General Meeting of Shareholders scheduled to be held on June 19, 2015. The content and other outline of the changes are as follows.

1. Reasons for the Changes

- (1) Please refer to the press release “Changes of Corporate Names of SoftBank Corp. and Subsidiary” issued today for reasons for the change of corporate name in Article 1 of the existing Articles of Incorporation.
- (2) To clarify the managerial responsibility of the Directors and to establish a management structure that can readily respond to changes in the management environment, the Company is proposing that the term of office for the Directors provided for in Article 20, Paragraph 1 of the existing Articles of Incorporation to be shortened from within two years to within one year. In connection with this, Article 20, Paragraph 2 concerning adjustment of the term of office is proposed to be deleted.
- (3) In connection with the change of the scope of officers who are able to enter into liability limitation agreements pursuant to the “Law for Partial Amendment to the Companies Act” (Law No. 90, 2014), promulgated on June 27, 2014, the Company is proposing that necessary amendments to be made to parts of Article 30, Paragraph 2 and Article 39, Paragraph 2 of the existing Articles of Incorporation in order for non-executive directors and Audit & Supervisory Board Members to fully perform their expected roles. The Company has obtained the consent of Audit & Supervisory Board Members for the amendment to Article 30, Paragraph 2.
- (4) To respond to the rapid expansion of the business size of the Group, the Company is proposing to increase the number of Audit & Supervisory Board Members provided for in Article 32 of the existing Articles of Incorporation, to within five.
- (5) To make other necessary alterations, amendments, etc. to the clauses and language of the provisions.

2. Content of the Changes

(The amended parts are underlined)

Existing Articles of Incorporation	Proposed Change
<p>(CORPORATE NAME)</p> <p>ARTICLE 1.</p> <p>The Company shall be called “<u>SOFTBANK KABUSHIKI KAISHA</u>” and referred to as “<u>SoftBank Corp.</u>” in English.</p>	<p>(CORPORATE NAME)</p> <p>ARTICLE 1.</p> <p>The Company shall be called “<u>SOFTBANK GROUP KABUSHIKI KAISHA</u>” and referred to as “<u>SoftBank Group Corp.</u>” in English.</p>
<p>Article 2.</p> <p>through (omitted)</p> <p>Article 19.</p>	<p>Article 2.</p> <p>through (unchanged)</p> <p>Article 19.</p>
<p>(TERM OF OFFICE OF DIRECTORS)</p> <p>ARTICLE 20.</p> <p>The term of office for a Director shall expire upon the close of the Annual General Meeting of Shareholders for the last business year ending within <u>two (2) years</u> after his election.</p> <p><u>2. The term of office for a Director elected to fill a vacancy or to increase the number of Directors shall expire when the term of office of the Director currently in office expires.</u></p>	<p>(TERM OF OFFICE OF DIRECTORS)</p> <p>ARTICLE 20.</p> <p>The term of office for a Director shall expire upon the close of the Annual General Meeting of Shareholders for the last business year ending within <u>one (1) year</u> after his election.</p> <p>2. (deleted)</p>
<p>Article 21.</p> <p>through (omitted)</p> <p>Article 29.</p>	<p>Article 21.</p> <p>through (unchanged)</p> <p>Article 29.</p>

<p>(LIMITATION OF DIRECTORS' LIABILITY)</p> <p>ARTICLE 30. (omitted)</p> <p>2. Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company may enter into an agreement with <u>External</u> Directors to limit their liability to compensate for damages due to a failure to perform their duties; provided, however, that the limit of liability under such agreement shall be up to the predetermined amount of ten million (10,000,000) yen or above, or the amount prescribed by law and ordinance, whichever is higher.</p>	<p>(LIMITATION OF DIRECTORS' LIABILITY)</p> <p>ARTICLE 30. (unchanged)</p> <p>2. Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company may enter into an agreement with Directors (<u>other than executive directors, etc.</u>) to limit their liability to compensate for damages due to a failure to perform their duties; provided, however, that the limit of liability under such agreement shall be up to the predetermined amount of ten million (10,000,000) yen or above, or the amount prescribed by law and ordinance, whichever is higher.</p>
ARTICLE 31. (omitted)	ARTICLE 31. (unchanged)
<p>(NUMBER OF AUDIT & SUPERVISORY BOARD MEMBERS)</p> <p>ARTICLE 32.</p> <p>The number of Audit & Supervisory Board Members of the Company shall not be more than <u>four (4)</u>.</p>	<p>(NUMBER OF AUDIT & SUPERVISORY BOARD MEMBERS)</p> <p>ARTICLE 32.</p> <p>The number of Audit & Supervisory Board Members of the Company shall not be more than <u>five (5)</u>.</p>
<p>Article 33.</p> <p>through (omitted)</p> <p>Article 38.</p>	<p>Article 33.</p> <p>through (unchanged)</p> <p>Article 38.</p>

<p>(LIMITATION OF AUDIT & SUPERVISORY BOARD MEMBERS' LIABILITY)</p> <p>ARTICLE 39. (omitted)</p> <p>2. Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company may enter into an agreement with <u>External</u> Audit & Supervisory Board Members to limit their liability to compensate for damage due to a failure to perform their duties; provided, however, that the limit of liability under such agreement shall be up to the predetermined amount of ten million (10,000,000) yen or above, or the amount prescribed by law and ordinance, whichever is higher.</p>	<p>(LIMITATION OF AUDIT & SUPERVISORY BOARD MEMBERS' LIABILITY)</p> <p>ARTICLE 39. (unchanged)</p> <p>2. Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company may enter into an agreement with Audit & Supervisory Board Members to limit their liability to compensate for damage due to a failure to perform their duties; provided, however, that the limit of liability under such agreement shall be up to the predetermined amount of ten million (10,000,000) yen or above, or the amount prescribed by law and ordinance, whichever is higher.</p>
<p>Article 40. through (omitted) Article 44.</p>	<p>Article 40. through (unchanged) Article 44.</p>
<p>(newly established)</p>	<p><u>Supplementary Provision</u> <u>The amendment of Article 1 will become effective as of July 1, 2015. This supplementary provision will be deleted after the change of Article 1 becomes effective.</u></p>

3. Schedule

Date of Annual General Meeting of Shareholders deliberating on the changes in the Articles of Incorporation	June 19, 2015
Date of entry into force of amendment of Article 1	July 1, 2015
Date of entry into force of amendments of Articles other than Article 1	June 19, 2015