## Receipt of Favorable Decision (Win in Court) for Litigation Seeking Injunction Prohibiting the Merger of Sprint and T-Mobile

SoftBank Group Corp. ("SBG") announced that on February 11 (ET) the U.S. District Court for the Southern District of New York issued a ruling in which it rejected the claims brought by the attorneys general of certain states and the District of Columbia in the litigation seeking an injunction ("AG Litigation") to prohibit the closing of the pending merger of Sprint Corporation ("Sprint"), a U.S. subsidiary of SBG, and T-Mobile US, Inc. ("T-Mobile"), in an all-stock transaction (the "Transaction"), pursuant to the definitive agreement (the "Business Combination Agreement") that was previously announced by SBG in a release dated April 30, 2018 and titled "SPRINT AND T-MOBILE TO COMBINE, ACCELERATING 5G INNOVATION & INCREASING COMPETITION."

All necessary federal approvals required for the Transaction to close have been obtained, including the federal regulatory approvals (approval from the Antitrust Division of the U.S. Department of Justice (DOJ) and the Federal Communications Commission (FCC)). The Transaction has also received approvals from 18 of the 19 necessary public utility commissions, with only approval from the California public utility commission still outstanding. The Transaction remains subject to certain closing conditions, including resolution of all court proceedings in the AG Litigation, and satisfactory resolution of outstanding business issues among the parties.

Note that the time limit after which either party can terminate for convenience the Business Combination Agreement by giving notification was November 1, 2019, which was agreed in the amendment of the Business Combination Agreement on July 26, 2019 (ET). However, as of February 12, 2020 no such notification has been given and the Business Combination Agreement is still effective. The parties are expected to continue to discuss potential further amendments to the Business Combination Agreement, but no agreement on terms of any such amendments has been reached.

## **Cautionary Statement Regarding Forward Looking Statements**

This document contains "forward-looking statements". You should not place undue reliance on these statements. These forward-looking statements include statements that reflect the current expectations, estimates, beliefs, assumptions, and projections of SBG's senior management about future events with respect to Sprint's and T-Mobile's businesses and their industry in general. Statements that include words such as "anticipates," "expects," "intends," "plans," "predicts," "believes," "seeks," "estimates," "may," "will," "should," "would," "potential," "continue," "goals," "targets" and variations of these words (or negatives of these words) or similar expressions of a future or forward-looking nature identify forwardlooking statements. In addition, any statements that refer to projections or other characterizations of future events or circumstances, including any underlying assumptions, are forward-looking statements. Although SBG believes the expectations reflected in any forward-looking statements are reasonable, they involve known and unknown risks and uncertainties, are not quarantees of future performance, and actual results, performance or achievements may differ materially from any future results, performance or achievements expressed or implied by such forward-looking statements. Any or all of SBG's forwardlooking statements may prove to be incorrect. Consequently, no forward-looking statements may be quaranteed and there can be no assurance that the actual results or developments anticipated by such forward looking statements will be realized or, even if substantially realized, that they will have the expected consequences to, or effects on, SBG, Sprint, T-Mobile or their businesses or operations. Factors which could cause SBG's actual results to differ from those projected or contemplated in any such forward-looking statements include, but are not limited to, the following factors: the ability of the parties to consummate the merger transaction in a timely manner or at all; satisfaction or waiver of the conditions precedent to consummation of the merger transaction, including the ability to secure regulatory approvals in a timely manner or at all; the risk of litigation (including the antitrust litigation brought by the attorneys general of certain states and the District of Columbia) and other unknown liabilities; the parties' ability to successfully integrate their operations, product lines, technology and employees and realize synergies and other benefits from the merger transaction; the potential impact of the announcement or consummation of the merger transaction on the parties' relationships with customers, suppliers and other third parties; and other risks described in SBG's public disclosures and Sprint's and T-Mobile's filings with the SEC. The foregoing review of important factors that could cause actual events to differ from expectations should not be construed as exhaustive and should be read in conjunction with statements that are included herein and elsewhere, including the risk factors included in SBG's most recent Annual Report (which you may obtain for free at SBG's website at

https://group.softbank/en/corp/irinfo/financials/annual\_reports/) and in Sprint's and T-Mobile's most recent Annual Reports on Form 10-K and more recent Quarterly Reports on Form 10-Q and Current Reports on Form 8-K filed with the SEC (which you may obtain for free at the SEC's website at http://www.sec.gov or on Sprint's website at http://investors.sprint.com/Home/default.aspx or on T-Mobile's website at http://investor.t-mobile.com/). SBG can give no assurance that the conditions to the merger will be satisfied. SBG does not intend, and assumes no obligation, to revise or update any forward-looking statements.