May 19, 2016
SoftBank Group Corp.

Issuance of Stock Acquisition Rights as Stock Options

SoftBank Group Corp. (SBG) announces that on May 19, 2016 its Board of Directors resolved to submit the following proposal to issue the stock acquisition rights to grant as stock options, with particularly favorable conditions to directors, corporate officers and other management-class employees of SBG, and directors, corporate officers and other management-class employees of major subsidiaries of SBG and advisors, and to delegate authority to SBG's Board of Directors the determination of the subscription requirements to the stock acquisition rights to the 36th Annual General Meeting of Shareholders (the "AGM") to be held on June 22, 2016. The stock acquisition rights issued to directors of SBG constitute remunerations stipulated in Article 361 of the Companies Act, thus the Board will submit a separate proposal than the above to the AGM seeking an approval in accordance with the aforementioned Article.

1. Reasons for the necessity of soliciting subscribers for the stock acquisition rights with particularly favorable conditions

By linking SBG and the Groups' business results and the benefits received by directors and employees of the Group, we are able to give incentives to the persons to be allotted the rights and thereby improve results of the Group and to align the interest of those persons and SBG's shareholders to the extent possible. Therefore, it is proposed to issue the stock acquisition rights as stock options without compensation.

2. Outline of the issuance of the stock acquisition rights

(1) Maximum number of stock acquisition rights

48,000 shall be the maximum number of stock acquisition rights.

4,800,000 shares of common stock shall be the maximum number of shares to be allotted upon exercise of stock acquisition rights. If the Number of Shares to be Allotted (as defined below) is adjusted in accordance with 1) of (3), the number is limited to the amount obtained by multiplying the Number of Shares to be Allotted after adjustment, by the maximum number of stock acquisition rights above.

(2) No payment shall be required upon the issuance of stock acquisition rights.

(3) Features of stock acquisition rights for which the subscription requirements of the stock acquisition rights may be determined under such delegation

1) Class and number of shares to be issued or transferred upon exercise of the stock acquisition rights

The class of shares to be issued or transferred upon exercise of the stock acquisition rights (specifically indicating the stock acquisition rights to be issued under the conditions listed in this "2. Outline of the issuance of the stock acquisition rights;" the same applies in the entire

section) shall be common stock of SBG, and the number of shares to be issued or transferred upon exercise of each of the stock acquisition rights (“the Number of Shares to be Allotted”) shall be 100 (the number of shares to be issued or transferred upon exercise of total of the stock acquisition rights is initially limited to 4,800,000).

Provided, however, that in the event SBG conducts, with respect to the shares of its common stock, a stock split or a consolidation of shares, the Number of Shares to be Allotted shall be adjusted using the following formula, and the maximum number of shares to be allotted upon exercise of stock acquisition rights shall be adjusted accordingly. Such adjustment shall be made only to the Number of Shares to be Allotted for the stock acquisition rights, which have not yet been exercised at the time of the adjustment. Any amount less than one share arising from the adjustment shall be rounded down.

$$\text{Number of Shares to be Allotted after adjustment} = \text{Number of Shares to be Allotted before adjustment} \times \text{Ratio of stock split or stock consolidation}$$

Other than the above, in the event it becomes necessary to adjust the Number of Shares to be Allotted for the stock acquisition rights, the Number of Shares to be Allotted may be adjusted by SBG within the scope deemed reasonable. Such adjustment shall be made only to the Number of Shares to be Allotted for the stock acquisition rights, which have not yet been exercised at the time of the adjustment. Any amount less than one share arising from the adjustment shall be rounded down.

2) Amount of assets to be contributed upon exercise of the stock acquisition rights

The assets to be contributed upon exercise of the stock acquisition rights shall be cash, and the amount of the assets to be contributed upon exercise of each of the stock acquisition rights shall be an amount obtained by multiplying the price per share to be issued or transferred upon exercise of the stock acquisition rights hereafter defined (“the Exercise Price”), by the Number of Shares to be Allotted defined in 1) above.

The Exercise Price shall be an amount obtained by multiplying the average of the closing prices (the “Closing Prices”) of regular way of common stock of SBG on the Tokyo Stock Exchange for each day (excluding days on which no trading was reported) of the month preceding the month to which the allotment date of the stock acquisition rights belongs, by 1.05 (with any fraction of one yen rounded up).

However, if the amount is lower than the closing price on the allotment date of the stock acquisition rights (if no transaction is made on that day, the closing price on the day immediately preceding), the closing price on the allotment date of the stock acquisition rights shall become the Exercise Price.

In the event SBG conducts, with respect to the shares of its common stock, a stock split or a consolidation of shares, the Exercise Price shall be adjusted using the following formula with any amount less than one yen arising from the adjustment rounded up.

$$\text{The Exercise Price after adjustment} = \text{The Exercise Price before adjustment} \times \frac{1}{\text{Ratio of stock split or stock consolidation}}$$

In the event SBG newly issues shares of common stock or disposes of its treasury shares of common stock at a price below the current quotation (excluding the case upon exercise of stock acquisition rights), the Exercise Price shall be adjusted using the following formula with all figures less than one yen arising from the adjustment rounded up.

$$\text{The Exercise Price after adjustment} = \text{The Exercise Price before adjustment} \times \frac{\text{Number of outstanding shares} + \dfrac{\text{Number of shares newly issued} \times \text{Amount to be paid per share}}{\text{Current quotation per share}}}{\text{Number of outstanding shares} + \text{Number of shares newly issued}}$$

The “number of outstanding shares” provided in the above formula is derived by deducting the number of treasury shares of common stock of SBG from the total number of issued shares of common stock of SBG. In the event SBG disposes of its treasury shares of common stock, the “number of shares newly issued” shall be replaced by the “number of treasury shares to be disposed of.”

Other than the above, in the event it becomes necessary to adjust the Exercise Price for the stock acquisition rights, the Exercise Price may be adjusted by SBG within the scope deemed reasonable.

3) Period during which the stock acquisition rights are exercisable

Period during which the stock acquisition rights are exercisable (“the Exercise Period”) shall be for 4 years counting from the date after 2 years from the first date of the month following the month to which the allotment date of the stock acquisition rights belongs.

4) Matters concerning the capital and capital reserve to be increased

(i) The amount of capital to be increased due to the issuance of shares upon exercise of the stock acquisition rights shall be one half (1/2) of the maximum amount of increases of the capital, etc. to be calculated according to Article 17, Paragraph 1 of the Corporate Accounting Regulations, with any amount less than one yen arising from such calculation to be rounded up.

(ii) The amount of capital reserve to be increased due to the issuance of shares upon exercise of the stock acquisition rights shall be the amount obtained by deducting the amount of capital to be increased set forth in (i) above, from the maximum amount of increases of the capital, etc. set forth in (i) above.

5) Restriction on the acquisition of the stock acquisition rights through transfer

Any acquisition of the stock acquisition rights through transfer shall require the approval by

resolution of the Board of Directors of SBG.

6) Conditions for the exercise of the stock acquisition rights

(i) A holder of the stock acquisition rights (“Right Holder”) may not exercise the stock acquisition rights yet to be exercised if he/she loses all of his/her positions as directors, employees (including corporate officer) or advisors of SBG or subsidiaries of SBG (collectively, “Qualification for Exercise of Right”).

(ii) Regardless of (i) above, in case that Right Holder loses his/her Qualification for Exercise of Right due to retirement at SBG or subsidiaries of SBG's convenience, he/she may exercise the stock acquisition rights which he/she could exercise if he/she had not lost his/her Qualification for Exercise of Right only until the day on which 1 year from the loss of Qualification for Exercise of Right passes or the expiration of the Exercise Period, whichever is earlier, if SBG approves in writing, with due consideration of various facts, him/her to exercise the stock acquisition rights.

(iii) Regardless of (i) and (ii) above, in case that Right Holder loses his/her Qualification for Exercise of Right (excluding the case of Right Holder's death), he/she may exercise the stock acquisition rights which he/she could exercise if he/she had not lost his/her Qualification for Exercise of Right if SBG approves in writing, with due consideration of various facts, him/her to exercise the stock acquisition rights.

(iv) Regardless of (i) above, in case Right Holder dies, heirs of Right Holder may exercise the stock acquisition rights which Right Holder could exercise if he/she was alive, until the day on which 1 year from the death of Right Holder passes or the expiration of the Exercise Period, whichever is earlier.

(v) Regardless of (i) and (iv) above, in case Right Holder dies, heirs of Right Holder may exercise the stock acquisition rights which Right Holder could exercise if he/she was alive when SBG approves in writing, with due consideration of various facts, the heirs of Right Holder to exercise the stock acquisition rights.

(vi) Except as specified in (iv) and (v) above, it is not permitted to inherit the stock acquisition rights. It is also not permitted to inherit the stock acquisition rights again in case the heirs of Right Holder die.

(vii) In case, through the exercise of the stock acquisition rights, the total number of issued shares of SBG exceeds the total number of authorized shares of SBG, or the total number of issued shares of common stock of SBG exceeds the total number of authorized shares of common stock of SBG, Right Holder may not exercise the stock acquisition rights.

(viii) Right Holder may not exercise the stock acquisition rights yet to be exercised if he/she falls under any of sub-items (a) to (f).

(a) In case Right Holder receives suspension or severer disciplinary punishment stipulated in the working regulations, while he/she is an employee (including

corporate officer) of SBG or subsidiaries of SBG.

(b) In case Right Holder falls under any reason of disqualification stipulated in Article 331, Paragraph 1 of the Companies Act, while he/she is a director of SBG or subsidiaries of SBG.

(c) In case Right Holder carries out competing transaction stipulated in Article 356, Paragraph 1, Item 1 of the Companies Act without due formality, while he/she is a director of SBG or subsidiaries of SBG.

(d) In case Right Holder carries out a transaction which results in conflict of interest as stipulated in Article 356, Paragraph 1, Item 2 or 3 of the Companies Act without due formality, while he/she is a director of SBG or subsidiaries of SBG.

(e) In case Right Holder is sentenced to imprisonment or severer penalty.

(f) In case Right Holder carries out an act regarded as discreditable or disloyal to SBG or subsidiaries or affiliates of SBG.

7) Matters concerning the acquisition of stock acquisition rights

(i) SBG may acquire the stock acquisition rights without compensation at the arrival of the day prescribed by the Board of Directors of SBG, in case an agenda for approval of a merger agreement, under which SBG shall be defunct, an absorption-type company split agreement or an incorporation-type company split plan, under which SBG shall be split, a share exchange agreement or a share transfer plan, under which SBG shall be a wholly-owned subsidiary, is approved at a general meeting of shareholders of SBG (or, if approval of a general meeting of shareholders is not required, is resolved at the Board of Directors of SBG).

(ii) SBG may acquire the stock acquisition rights without compensations at the arrival of the day prescribed by the Board of Directors of SBG in case Right Holder comes to be unable to exercise all or part of the stock acquisition rights in accordance with the conditions for the exercise of the stock acquisition rights.

(iii) SBG may acquire the stock acquisition rights without compensation at the arrival of the day prescribed by the Board of Directors of SBG in case Right Holder renounces all or part of the stock acquisition rights.

(iv) SBG may acquire the stock acquisition rights without compensation at the arrival of the day prescribed by the Board of Directors of SBG in case a general meeting of shareholders of SBG approves the acquisition of all of the class shares subject to wholly call in accordance with Article 171, Paragraph 1 of the Companies Act.

(v) SBG may acquire the stock acquisition rights without compensation at the arrival of the day prescribed by the Board of Directors of SBG in case consolidation of shares regarding the class of shares to be issued upon exercise of the stock acquisition rights (limited to those generating fractions less than one with the number obtained by multiplying the share unit number of said stock by the ratio of share consolidation) is approved at a general meeting of shareholders of SBG.

(vi) SBG may acquire the stock acquisition rights without compensation at the arrival of the day prescribed by the Board of Directors of SBG in case request for sale of shares by special controlling shareholder is approved at a general meeting of shareholders of SBG.

8) Treatment of the stock acquisition rights upon the acts of structural reorganization

In case SBG conducts a merger (limited to the case where SBG is to be extinguished as a result of the merger), an absorption-type company split, an incorporation-type company split, a share exchange or a share transfer (hereafter collectively referred to as "the acts of structural reorganization"), stock acquisition rights of the companies listed in (a) to (e) of Article 236, Paragraph 1, Item 8, of the Companies Act ("the Reorganized Company") shall be delivered, in each of the above cases, to Right Holders holding the stock acquisition rights remaining at the effective time of the relevant acts of structural reorganization ("the Remaining stock acquisition rights") according to the following conditions. In this case, Remaining stock acquisition rights shall be extinguished. Provided, however, that the foregoing shall be on the condition that delivery of stock acquisition rights of the Reorganized Company in accordance with the following conditions is stipulated in an absorption-type merger agreement, a consolidation-type merger agreement, an absorption-type company split agreement, an incorporation-type company split plan, a stock change agreement or a stock transfer plan.

(i) Number of stock acquisition rights of the Reorganized Company to be delivered

The identical number of stock acquisition rights to the number of the Remaining stock acquisition rights held by Right Holder shall be delivered respectively.

(ii) Class of shares of the Reorganized Company to be issued or transferred upon exercise of stock acquisition rights

Shall be common stock of the Reorganized Company.

(iii) Number of shares of the Reorganized Company to be issued or transferred upon exercise of stock acquisition rights

Shall be determined in accordance with 1) above based on the consideration of conditions for the acts of structural reorganization, etc.

(iv) Amount of assets to be contributed upon exercise of stock acquisition rights

Shall be determined in accordance with 2) above based on the consideration of conditions for the acts of structural reorganization, etc.

(v) Period during which stock acquisition rights are exercisable

Shall be from commencing date of the Exercise Period stipulated in 3) above, or the effective date of the acts of structural reorganization, whichever is later, to expiry date of the Exercise Period stipulated in 3) above.

(vi) Conditions for the exercise of stock acquisition rights

Shall be determined in accordance with conditions for the exercise stipulated in 6) above.

(vii) Matters concerning the capital and capital reserve to be increased when shares are issued upon exercise of stock acquisition rights

Shall be determined in accordance with 4) above.

(viii) Restriction on acquisition of stock acquisition rights through transfer

Acquisition of stock acquisition rights through transfer shall require the approval by the Reorganized Company.

(ix) Conditions for acquisition of stock acquisition rights

Shall be determined in accordance with 7) above.

(x) Treatment of stock acquisition rights upon the acts of structural reorganization

Shall be determined in accordance with 8).

(xi) In case the number of shares to be delivered to the holders who have exercised stock acquisition rights includes any fraction less than one share, such fraction shall be rounded down.

9) Handling of fraction less than one share to be delivered

In case the number of shares to be delivered to Right Holders who have exercised the stock acquisition rights includes any fraction less than one share, such fraction shall be rounded down.

10) Matters concerning certificates of the stock acquisition rights

Certificates of the stock acquisition rights shall not be issued.