February 21, 2020
SoftBank Group Corp.

Amendment of Agreed Terms for Merger of Sprint and T-Mobile

SoftBank Group Corp. ("SBG") announced that on February 20, 2020 (ET), in connection with the pending merger of Sprint Corporation (a U.S. subsidiary of SBG; "Sprint") and T-Mobile US, Inc. ("T-Mobile") in an all-stock transaction, as previously announced in "SPRINT AND T-MOBILE TO COMBINE, ACCELERATING 5G INNOVATION & INCREASING COMPETITION" dated April 30, 2018 (the "Transaction"), Sprint, T-Mobile, SBG, Deutsche Telekom AG ("Deutsche Telekom") and the other parties to the definitive agreement (the "Business Combination Agreement", which was previously amended by an amendment dated July 26, 2019 (ET)) entered into agreements amending the Business Combination Agreement, and setting forth certain additional terms relating to the Transaction as agreed among SBG, T-Mobile, and Deutsche Telekom (collectively, the "Amendment"), as further detailed below. The amendment has no impact on the previously stated outlook on the combined company's ("New T-Mobile") synergies, long-term profitability and cash generation.

All necessary federal approvals required for the Transaction to close have been obtained. 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 final resolution of all court proceedings in litigation filed by the attorneys general of certain states and the District of Columbia seeking an injunction prohibiting the closing of the Transaction (the "AG Litigation")). The Transaction is expected to close as early as April 1, 2020.

1. Details of the Amendment

The Amendment extends the Outside Date (the date after which either Sprint or T-Mobile may terminate the Business Combination Agreement if the merger has not been completed by such date) to July 1, 2020, in principle, and further provides that the closing of the Transaction will occur on the first business day of the first month (other than the third month of any calendar quarter) where such first business day is at least three business days following the satisfaction or waiver of all of the conditions to the closing of the Transaction. In addition, the Amendment modifies the commitments of the parties with respect to actions that may be required to be taken in order to obtain any remaining governmental consents or avoid an action or proceeding by any governmental entity in connection with the Transactions, subject to certain limitations.

Pursuant to the Amendment, SBG has also agreed to indemnify New T-Mobile and its subsidiaries following the closing of the Transaction against (i) any monetary losses arising out of or resulting from

certain specified matters and (ii) the loss of value to New T-Mobile and its subsidiaries arising out of or resulting from cessation of access to spectrum of Sprint or its subsidiaries under certain circumstances, subject to limitations and qualifications contained in the Amendment. Based on currently available information, SBG believes that its indemnification liability under the Amendment will not likely exceed USD 200 million in the aggregate (taking into account the probability of indemnification claims and cost-sharing with T-Mobile applicable to the first USD 200 million of certain losses).

Consistent with the original Business Combination Agreement, the share exchange ratio remains at 9.75 Sprint shares for each T-Mobile share. In the meantime, SBG has also agreed to surrender to New T-Mobile an aggregate of 48,751,557 shares of New T-Mobile common stock, of the 353,357,607 shares to be received from the Transaction, effective immediately following the closing of the Transaction. Marcelo Claure, Board Director, Executive Vice President & COO of SBG said;
"SBG has confidence in the proven, execution capabilities of the combined Sprint and T-Mobile teams to build one of the world's most advanced, nationwide 5G networks and execute the new company's business plan. These and other factors give SBG full confidence that it will recover all of the surrendered shares."

Immediately following the closing, and after giving effect to such surrender, Deutsche Telekom and SBG are expected to hold approximately 43% and 24%, respectively, of New T-Mobile common shares, with the remaining approximately 33% held by public shareholders. This will result in an effective exchange ratio, immediately following the closing of the Transaction, of the equivalent of approximately 11.00 Sprint shares (11.31 shares for Sprint stock owned by SBG and its subsidiaries) for each share of T-Mobile common stock. Nonetheless, as part of the Amendment it is further provided that if the trailing 45-day volume-weighted average price per share of T-Mobile common stock on the NASDAQ Global Select Market is equal to or greater than USD 150.00 at any time during the period commencing on the second anniversary of the closing date and ending on December 31, 2025 (or, if the closing of the Transaction is on or after May 1, 2020 and SBG so elects no later than June 1, 2020, USD 150.00 at any time during the period commencing on the second anniversary of the closing date and ending on the fifth anniversary of the closing date, or USD 160.00 at any time during the period following the fifth anniversary of the closing date and ending on the sixth anniversary of the closing date), then New T-Mobile will re-issue to SBG, for no additional consideration, a number of shares of New T-Mobile common stock equal to the abovementioned number of shares to be surrendered, subject to the terms and conditions included as part of the Amendment. The surrender of the shares will not result in any adverse effect on SBG's rights to director representation on New T-Mobile board of directors.

2. Impact on SBG's Consolidated Financial Results

Upon completion of the Transaction, Sprint will no longer be a subsidiary of SBG, and New T-Mobile is expected to become an equity method associate of SBG with an approximately 24% shareholding on fully diluted basis (after giving effect to the surrender of shares pursuant to the Amendment).

SBG is continuing to carefully monitor the situation regarding classifying the Sprint business as discontinued operations, as the approval from the California public utility commission is still pending and the Transaction remains subject to certain closing conditions (including final resolution of all court proceedings in the AG Litigation).

For the other impacts on SBG's consolidated financial results, please refer to "Consolidated Financial Report for the Nine-month Period Ended December 31, 2019 (IFRS)" published on February 12, 2020.

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 forward-looking 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 guarantees 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 forward-looking statements may prove to be incorrect. Consequently, no forward-looking statements may be guaranteed 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.