

March 20, 2025  
SoftBank Group Corp.

## **Acquisition of Ampere Computing Holdings LLC**

SoftBank Group Corp. (“SBG”) today announced that on March 19, 2025 (U.S. time), it entered into an agreement with Ampere Computing Holdings LLC (“Ampere”), a U.S.-based semiconductor design company focused on high-performance, energy efficient, sustainable AI compute based on the ARM compute platform, and certain of its equity holders (the “Sellers”), to acquire all of the equity interests of Ampere for USD 6.5 billion (approximately JPY 973.0 billion\*<sup>1</sup>) through Silver Bands 6 (US) Corp. (“SB6”), one of SBG’s subsidiaries (the “Transaction”).

The Transaction has been approved by SBG’s Board of Directors but remains subject to customary regulatory approvals including United States antitrust clearance and approval by the Committee on Foreign Investment in the United States (CFIUS), as well as the satisfaction or waiver of other closing conditions, such as the compliance in all material respects with covenants, failure of a material adverse effect on Ampere to occur and certain employment related matters.

SBG expects the closing of the Transaction to occur in the latter half of 2025. As a result of the Transaction, Ampere will become an indirect, wholly owned subsidiary of SBG.

\*<sup>1</sup> Converted at USD = JPY 149.69

### **1. Rationale for the Transaction**

Ampere is a semiconductor company that designs high-performance, energy-efficient processors specialized for next-generation cloud computing and AI workloads. With approximately 1,000 highly skilled semiconductor engineers and its notable technological capabilities, Ampere is expected to play a key role in future growth markets.

The Transaction is aligned with SBG’s broader strategic vision and commitment to driving innovation in AI and compute. Ampere is expected to collaborate with the broader SBG ecosystem, including group companies, investees, and business partners. Through this strategic alignment following the Transaction, Ampere’s expertise in developing and tapping out ARM-based chips can be integrated, complementing design strengths of Arm

Holdings plc (“Arm”). Ultimately, SBG expects this to contribute to the long-term growth of its NAV (Net Asset Value: calculated as equity value of holdings – adjusted net interest-bearing debt).

## 2. Transaction Method

The Transaction will be implemented by way of (i) the acquisition by SB6 of all of the equity interests of certain entities that own (or will own) units in Ampere (“Equityholding Entities”) from certain Sellers, and (ii) an immediately following “reverse triangular merger”, in which Summit Bright LLC, a wholly owned subsidiary of SB6 that was established for the purpose of the Transaction, will be merged with and into Ampere. The surviving company after the merger will be Ampere and its equityholders at the time of the effective date of the merger (other than the Equityholding Entities) will receive cash consideration as described below, while Ampere, the surviving company, will become an indirect, wholly owned subsidiary of SBG.

## 3. Timeline

SBG Board resolution <sup>*2</sup>	March 17, 2025 (Japan time)
Execution of the purchase agreements with the Sellers	March 19, 2025 (U.S. time)
Closing	Latter half of 2025 (planned)

<sup>\*2</sup> The final decision with respect to the final terms of the Transaction and the agreements thereof was delegated to Mr. Masayoshi Son, Chairman & CEO of SBG, to the extent not inconsistent with the contents of the SBG Board resolution.

## 4. Financing

The consideration payable in the Transaction is expected to be financed through borrowings from Mizuho Bank, Ltd., among other financial institutions.

## 5. Advisors

The Raine Group is acting as the financial adviser to SBG. Morrison & Foerster LLP is retained as the legal adviser to SBG.

## 6. Fairness Opinion

SBG obtained an opinion from Raine Securities LLC stating that, based on certain assumptions therein, the purchase price to be paid by SB6 in connection with the Transaction is fair to SBG from a financial point of view (so called “fairness opinion”).

## 7. About Ampere

(1) Name	Ampere Computing Holdings LLC		
(2) Address	Santa Clara, California, U.S.A		
(3) Name and title of representative	Renée J. James Founder/Chairman & CEO		
(4) Nature of business	Semiconductor design, focused on high-performance, energy efficient, sustainable AI compute based on the ARM compute platform		
(5) Founded	September 27, 2017		
(6) Equity holders and their voting rights <sup>*3</sup>	Carlyle Partners VI Denver Holdings, L.P. 59.65% Oracle Project Denver Holdings LLC 32.27% Arm Technology Investment Limited 8.08%		
(7) Relations between SBG and Ampere	Capital relationship	SBG is the majority shareholder of Arm. An affiliate of Arm, Arm Technology Investment Limited, owns an 8.08% stake in Ampere.	
	Personnel relationship	None	
	Business relationship	Ampere is a licensee of SBG's subsidiary Arm.	
(8) Ampere's consolidated operating results and financial position in the past three years (U.S. GAAP)			
Unit: thousand USD			
	Financial year ended Dec. 2022	Financial year ended Dec. 2023	Financial year ended Dec. 2024
Revenue	151,822	46,704	16,460
Operating Profit (Loss)	(518,290)	(714,689)	(510,623)
Net Profit (Loss)	(513,815)	(830,848)	(580,767)
Net assets	(264,915)	(1,072,840)	(1,513,315)
Total assets	517,800	550,395	336,854

<sup>\*3</sup> Based on the number of Ampere's voting equity interests as of the date hereof.

## 8. Equity Interests to be Acquired, Acquisition Price and Ownership Status Before and After the Transaction

(1) Equity interests held before the Transaction <sup>*4</sup>	8.08% (Indirect holding: 8.08%)
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(2) Equity interests to be acquired	100%
(3) Acquisition price	Total investment: USD 6.5 billion (approx. JPY 973.0 billion) Acquisition-related cost: TBD
(4) Equity interests held after the Transaction	100% (Indirect holding: 100%)

SBG will announce the estimated acquisition-related cost once they are determined.

\*<sup>4</sup> Based on the number of Ampere's voting equity interests as of the date hereof.

### 9. Outline of the Parties from whom SBG will Acquire the Equity Interests

(1) Name	Carlyle Partners VI Denver Holdings, L.P.	
(2) Address	Menlo Park, California, U.S.A	
(3) Governing law for establishment, etc.	A limited partnership (LPS) established and registered in accordance with the laws of Delaware, U.S.A.	
(4) Purpose of establishment	It was established primarily for the purpose of acquiring and holding equity in Ampere.	
(5) Date of establishment	September 12, 2017	
(6) Total amount of investment	Not disclosed at the request of the Seller	
(7) Summary of investors	CP VI Denver, L.P. CP VI Denver Holdings Corp. II CP VI Denver Holdings Corp. CP VI Denver Holdings, L.P. CP VI Denver Holdings II, L.P.	
(8) Overview of agent in Japan	N/A	
(9) Relationship between SBG and the Seller	Relationship between SBG and the Seller	None
	Relationship between SBG and the operating partner	None
	Relationship between SBG and the agent in Japan	None

(1) Name	Oracle Project Denver Holdings LLC
(2) Address	Austin, Texas, U.S.A
(3) Nature of business	Investment business

(1) Name	Arm Technology Investment Limited
(2) Address	Cambridge, United Kingdom
(3) Nature of business	Investment business

## 10. Future Outlook

SBG will announce the impact of the Transaction on its financial results and the specific schedule of the Transaction once they are determined.

(Reference) SBG's consolidated financial results forecast and actual results of the previous period

	Net sales	Income before income tax	Net income attributable to owners of the parent
Forecast for the fiscal year ending March 2025	Millions of yen –	Millions of yen –	Millions of yen –
Actual for the fiscal year ended March 2024	Millions of yen 6,756,500	Millions of yen 57,801	Millions of yen (227,646)

Currently it is difficult to provide forecasts on the results in figures due to a large number of uncertain factors affecting earnings. SBG will announce its forecasts on consolidated results of operations when it becomes possible to make a rational projection.