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June 24, 2020

SoftBank Group Corp.

**Number of Shares to be Transferred and Purchase Price for the Transfer of  
Shares of Equity Method Associate (T-Mobile US, Inc.)**

Further to the announcement dated June 23, 2020 “Transfer of Shares of Equity Method Associate (T-Mobile US, Inc.)” (the “June 23, 2020 Announcement”), in connection with the transfer (the “Transfer”) of shares of common stock of its equity method associate, T-Mobile US, Inc. (“T-Mobile”) which it holds through its subsidiary, SoftBank Group Corp. (“SBG”) announced today that the number of shares to be transferred and the aggregate purchase price and other details were determined, as described below.

**1. Number of Shares to be Transferred and Purchase Price**

As announced in June 23, 2020 Announcement, in the Transfer, SBG was expected to transfer up to 198,314,426 shares of common stock of T-Mobile, which it holds through its subsidiary, which is equal to the aggregate number of shares in the following (1) through (4) transactions by T-Mobile (the “Related Transactions”). In the Transfer, the aggregate amount that SBG is expected to receive is, as announced in June 23, 2020 Announcement, equal to the proceeds received by T-Mobile in the Related Transactions, which is equal to the sum of the aggregate purchase price in each Related Transaction below (up to USD 20,115 million), less underwriting discount and commission and certain other expenses.

(1) Shares to be transferred in the U.S. public offering by T-Mobile and purchase price thereof	143,392,582 shares (up to 154,147,026 shares if the underwriters exercise in full their option to purchase additional shares)  Purchase Price Per Share USD 103.00 Aggregate Purchase Price USD 14,769 million (up to USD 15,877 million if abovementioned option is exercised)
(2) Shares to be transferred to the Trust from T-Mobile in a private offering through the	18,062,698 shares (up to 19,417,400 shares if the Initial Purchasers

Trust and purchase price thereof	in this offering exercise in full their option to purchase additional Securities)
	Aggregate Purchase Price USD 1,570 million (up to USD 1,689 million if abovementioned option is exercised) (Note 1)
(3) Shares to be transferred to the shareholders in the rights offering by T-Mobile and purchase price thereof (Note 2)	Up to 19,750,000 shares  Purchase Price Per Share USD 103.00 (Note 3) Aggregate Purchase Price USD 2,034 million
(4) Shares to be transferred to Marcelo Claure, a director of T-Mobile and purchase price thereof	5,000,000 shares  Purchase Price Per Share USD 103.00 (Note 3) Aggregate Purchase Price USD 515 million

(Note 1) As part of the purchase price, T-Mobile will receive notes and T-Mobile, in turn, will pay by transferring such notes to the SBG's subsidiary.

(Note 2) The subscription rights will expire at 5:00 p.m., New York Time, on July 27, 2020, unless extended.

(Note 3) At the same price per share as the common stock sold in the U.S. public offering by T-Mobile.

## **2. Number of Shares to be Transferred, Number of Shares Subject to the Call Options and Number of Shares Held by SBG Before/After the Transactions**

(1) Number of shares held before the Transfer	304,606,049 shares
(2) Number of shares to be transferred	Up to 198,314,426 shares
(3) Number of shares held after the Transfer (Note 1)	106,291,623 shares
(4) Number of shares subject to the Call Options (Note 2)	101,491,623 shares
(5) Number of shares held after the Call Options are exercised (Note 3)	4,800,000 shares

(Note 1) Calculated on the assumption that the maximum shares as referred to in (2) are transferred.

(Note 2) For details of the Call Options, please see item 4 "Outline of the Transfer of Shares upon Exercise of Call Options by Deutsche Telekom" of the June 23, 2020 Announcement (such transfer of shares upon exercise of the Call Options, together with the Transfer, the "Transactions").

(Note 3) Calculated on the assumption that the Call Options are fully exercised.

### **3. Outlook**

As described in “Sprint and T-Mobile to Combine, Accelerating 5G Innovation & Increasing Competition” dated April 30, 2018 (the “April 30, 2018 Announcement”), SBG could nominate four directors out of the 14 directors of T-Mobile. However, based on SBG’s ownership after the Transfer, such nomination right will be eliminated.

In addition, as described in April 30, 2018 Announcement, currently, SBG is subject to certain non-compete restrictions. However, after the Transfer, such non-compete restrictions will be lifted on the six-month anniversary of the date that SBG’s ownership falls below 10%.

### **4. Impact on SBG’s Consolidated Financial Results**

SBG expects the delivery of the Transfer to be completed on June 26, 2020 (New York Time). After the completion of the Transfer, T-Mobile is no longer expected to be an equity method associate of SBG. As a result of the Transfer and the removal of T-Mobile from the equity method associates, SBG will record a gain or loss on the sale of shares of associates in its consolidated statement of income, which consists of a gain or loss on the sale of the shares sold and a gain on the revaluation of the shares that continue to be held by SBG. The former will be calculated by multiplying the difference between the consolidated carrying amount per share and the sale price per share by the number of shares sold. The latter will be calculated by multiplying the difference between the consolidated carrying amount per share and the fair value per share on the date T-Mobile ceases to be an equity method associate by the number of shares continued to be held by SBG. SBG will announce an estimate of the gain or loss on the sale of shares of associates following the completion of the delivery of the Transfer.

The T-Mobile shares that continue to be held by SBG after the Transfer will be recorded as investment securities in SBG’s consolidated statement of financial position and the quarterly changes in the fair value of those securities will be recorded as a gain or loss from financial instruments at FVTPL in the consolidated statement of income.

In addition, the Call Options will be recorded as derivative financial liabilities in the consolidated statement of financial position at the time of execution of the contract at the fair value. The fair value will be remeasured at the end of each quarter thereafter, with its changes recorded as a derivative gain or loss in the consolidated statement of income.

(Reference)

Consolidated carrying amount per share of T-Mobile stock as of April 1, 2020: USD 82.99\*

\*Subject to change depending on the income of equity method investments to be recorded from April 1, 2020 to the date of the sale.

Number of T-Mobile shares held by SBG as of April 1, 2020: 304,606,049

This press release shall not constitute an offer to sell or a solicitation of an offer to buy the securities described above, nor shall there be any sale of such securities of T-Mobile in any state or other jurisdiction in which such offer, solicitation, or sale would be unlawful prior to registration or qualification under the securities laws of any such state or other jurisdiction.