

May 7, 2013

Issuance of Stock Acquisition Rights

(Stock Options with Charge)

SoftBank Corp. (“the Company”) announces that on May 7, 2013 its Board of Directors resolved the issuance of stock acquisition rights (“the Stock Acquisition Rights”) to certain directors, corporate officers and employees of the Company and subsidiaries of the Company pursuant to Article 236, 238 and 240 of the Corporate Law as stated below.

The Stock Acquisition Rights will be issued without approval of a general meeting of shareholders as these are issued with charge at the price equivalent to the fair value of the Stock Acquisition Rights, and not particularly favorable for individuals who are allotted the Stock Acquisition Rights.

I Reason for Issuance of the Stock Acquisition Rights

This is to issue Stock Acquisition Rights with charge to directors, corporate officers and employees of the Company and subsidiaries of the Company, in order to encourage their motivation on enhancing the corporate value of the Company. The Stock Acquisition Rights are exercisable only when preassigned criteria of the Company’s consolidated financial results are achieved as stipulated in “II Outline of the issuance of the Stock Acquisition Rights, 1. Feature of the Stock Acquisition Rights, (6) Conditions for the exercise of the Stock Acquisition Rights. ”

II Outline of the issuance of the Stock Acquisition Rights

1. Features of the Stock Acquisition Rights

(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 shall be common stock of the Company, 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 12,000,000).

Provided, however, that in the event the Company 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. 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.

Number of Shares to be Allotted after adjustment = Number of Shares to be Allotted before adjustment x 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 the Company 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.

Exercise Price: JPY 4,750

Provided, however, that in the event the Company 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.

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

In the event the Company 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.

$$\text{Exercise Price after adjustment} = \frac{\text{Exercise Price before adjustment} \times \frac{\text{No. of outstanding shares}}{\text{No. of outstanding shares} + \frac{\text{No. of shares newly issued} \times \text{Amount to be paid per share}}{\text{Quotation per share}}}}{\text{No. of outstanding shares} + \frac{\text{No. of shares newly issued} \times \text{Amount to be paid per share}}{\text{Quotation per share}}}$$

The “number of outstanding shares” provided in the above formula is derived by deducting the number of treasury shares of common stock of the Company from the total number of issued shares of common stock of the Company. In the event the Company 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 the Company 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”) is from July 1, 2016 to June 30, 2021.

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

(A) 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.

(B) 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 (A) above, from the maximum amount of increases of the capital, etc. set forth in (A) 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 the Company.

(6) Conditions for the exercise of the Stock Acquisition Rights

(A) A holder of the Stock Acquisition Rights (“Right Holder”) may exercise the Stock Acquisition Rights only if total amount of operating income (“Target Indicator”) in the Consolidated Statements of Income for the fiscal year ending March 2016, which will be stated in the Annual Security Report to be submitted by the Company in June 2016 in accordance with the Financial Instruments and

Exchange Law, exceeds JPY 1.2 trillion ("Target Amount"). If either Target Indicator or Target Amount needs to be changed due to a change in accounting policy or for other reasons, the Company may change it within a reasonable degree.

- (B) The number of the Stock Acquisition Rights exercisable during the periods provided from (i) to (iii) below by Right Holder whose total Number of Shares to be Allotted is 10,000 or more shall be limited as below. Any amount less than one of the exercisable number of the Stock Acquisition Rights shall be rounded down.
- (i) Up to 25% of the allotted Stock Acquisition Rights may be exercised during the period from July 1, 2016, to June 30, 2017.
 - (ii) Up to 50% of the allotted Stock Acquisition Rights may be exercised during the period from July 1, 2017, to June 30, 2018.
 - (iii) Up to 100% of the allotted Stock Acquisition Rights including the Stock Acquisition Rights exercised during the periods (i) and (ii) above may be exercised during the period from July 1, 2018, to June 30, 2021.
- (C) Right Holder may not exercise the Stock Acquisition Rights yet to be exercised if he/she loses all of his/her positions as officers, etc or employees (including corporate officer) of the Company or subsidiaries of the Company ("Qualification for Exercise of Right").
- (D) Regardless of (C) above, in case that Right Holder loses his/her Qualification for Exercise of Right due to the retirement at the Company or subsidiaries of the Company'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, when the Company approves in writing, with due consideration of various facts, him/her to exercise the Stock Acquisition Rights.
- (E) Regardless of (C) and (D) 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 when the Company approves in writing, with due consideration of various facts, him/her to exercise the Stock Acquisition Rights.
- (F) Regardless of (C) 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.

- (G) Regardless of (C) and (F) 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 the Company approves in writing, with due consideration of various facts, the heirs of Right Holder to exercise the Stock Acquisition Rights.
- (H) Except as specified in (F) and (G) 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.
- (I) In case the total number of issued shares of the Company exceeds the total number of authorized shares of the Company, or the total number of issued shares of common stock of the Company exceeds the total number of authorized shares of common stock of the Company, through the exercise of the Stock Acquisition Rights, Right Holder may not exercise the Stock Acquisition Rights.
- (J) Right Holder may not exercise the Stock Acquisition Rights yet to be exercised if he/she falls under any of sub-items (i) to (vii).
 - (i) In case Right Holder receives suspension or severer disciplinary punishment stipulated in the working regulations, when he/she is an employee (including corporate officer) of the Company or subsidiaries of the Company.
 - (ii) In case Right Holder falls under any reason of disqualification stipulated in Article 331, Paragraph 1 of the Corporate Law, when he/she is a director of the Company or subsidiaries of the Company.
 - (iii) In case Right Holder carries out competition transaction stipulated in Article 356, Paragraph 1, Item 1 of the Corporate Law without due formality, when he/she is a director of the Company or subsidiaries of the Company.
 - (iv) In case Right Holder carries out conflict interest transaction stipulated in Article 356, Paragraph 1, Item 2 or 3 of the Corporate Law without due formality, when he/she is a director of the Company or subsidiaries of the Company.
 - (v) In case pursuant to Article 335, Paragraph 1 of the Corporate Law Right Holder falls under any reason of disqualification stipulated in Article 331, Paragraph 1 of the Corporate Law, when he/she is an audit & supervisory board member of the Company or subsidiaries of the Company.

- (vi) In case Right Holder is sentenced to imprisonment or severer penalty.
- (vii) In case Right Holder carries out an act regarded as discreditable or disloyal to the Company or subsidiaries or affiliates of the Company.

(7) Conditions for acquisition of the Stock Acquisition Rights by the Company

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

(B) The Company may acquire the Stock Acquisition Rights without compensations at the arrival of the day prescribed by the Board of Directors of the Company in case Right Holder comes to be unable to exercise all or part of the Stock Acquisition Rights in accordance with (6) above.

(C) The Company may acquire the Stock Acquisition Rights without compensation at the arrival of the day prescribed by the Board of Directors of the Company in case Right Holder renounces all or part of the Stock Acquisition Rights.

(D) The Company may acquire the Stock Acquisition Rights without compensation at the arrival of the day prescribed by the Board of Directors of the Company in case a general meeting of shareholders of the Company approves the acquisition of all of the class shares subject to wholly call in accordance with Article 171, Paragraph 1 of the Corporate Law.

(8) Treatment of the Stock Acquisition Rights upon the acts of structural reorganization

In case the Company conducts a merger (limited to the case where the Company 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 Corporate Law (“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.

(A) 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.

(B) Class of shares of the Reorganized Company to be issued or transferred upon exercise of Stock Acquisition Rights

Shall be shares of common stock of the Reorganized Company.

(C) 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.

(D) 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.

(E) 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.

(F) Conditions for the exercise of Stock Acquisition Rights

Shall be determined in accordance with (6) above.

(G) 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.

(H) Restriction on acquisition of Stock Acquisition Rights through transfer

Acquisition of Stock Acquisition Rights through transfer shall require the approval by the Reorganized Company.

(I) Conditions for acquisition of Stock Acquisition Rights

Shall be determined in accordance with (7) above

(J) Treatment of Stock Acquisition Rights upon the acts of structural reorganization

Shall be determined in accordance with (8)

(K) 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.

2. Total number of the Stock Acquisition Rights

120,000 units

3. Money to be paid in exchange for the Stock Acquisition Rights

The amount of the money to be paid in exchange for the Stock Acquisition Rights shall be JPY 3,200 per Stock Acquisition Rights. The amount is determined based on the result of the Monte Carlo simulation, a general model for option price valuation, considering the stock price information of the Company, etc. by PLUTUS CONSULTING Co., Ltd, a third party evaluation organization.

4. Allotment date of the Stock Acquisition Rights

July 31, 2013

5. Due date of payment in exchange for the Stock Acquisition Rights

June 26, 2013

6. Due date for application

June 14, 2013

7. Persons to be allotted the Stock Acquisition Rights, their number, and number of the Stock Acquisition Rights to be allotted

120,000 units to 18,597 directors, corporate officers or employees of the Company or subsidiaries of the Company.

The number of the persons stated above is the number expected when this press release is submitted and it may change.

The number of the Stock Acquisition Rights stated above is the number of upper limit for issuance, and it may decrease according to the number of applications, etc.