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(Translation)

## **ARTICLES OF INCORPORATION**

### **CHAPTER I: GENERAL PROVISIONS**

#### **(CORPORATE NAME)**

ARTICLE 1. The Company shall be called “SOFTBANK KABUSHIKI KAISHA” and referred to as “SoftBank Corp.” in English.

#### **(PURPOSES)**

ARTICLE 2. The purposes of the Company are to engage in the following businesses and, by holding equity or other interests in companies (including foreign companies), partnerships (including foreign entities equivalent to a partnership) and other business entities which perform the following businesses, control and manage the business operations of said companies:

- (1) Telecommunications business;
- (2) Market surveys, information gathering, surveys and research regarding the telecommunications market and technology, and contracted services therefor;
- (3) Construction of telecommunications equipment and ancillary facilities, and contracted work therefor;
- (4) Contracted services for maintenance of telecommunications equipment;
- (5) Development, maintenance, sale and rental of telecommunications equipment and ancillary facilities;
- (6) Agency services for communications carriers under the Telecommunications Business Act;
- (7) Development, design, manufacture, production, sale, management, lease, rental, maintenance, contracted services therefor, and import and export of communications equipment, electrical equipment, computers and peripheral and other related devices, software and systems;
- (8) Cable television and cable radio broadcasting businesses;
- (9) Contracted work for construction of cable television broadcasting and ancillary facilities, and development, maintenance, sale and rental of related equipment;

- (10) Program-supplying broadcasting business under the Broadcasting Act;
- (11) Planning, production and sale of books, magazines and other printed materials;
- (12) Planning, production and sale of content on the Internet;
- (13) Planning, production and sale of digital content;
- (14) Business related to design and supervision of building construction;
- (15) Research and planning of network development using the Internet;
- (16) Internet connection business;
- (17) Design, development, management and maintenance of product sale systems using networks such as the Internet;
- (18) Mail order sales, commercial transactions and settlement processing using the Internet and computer networks, and contracted services and agency services therefor;
- (19) Contracted services for operation of computer systems, and related technical and clerical work;
- (20) Planning, production and sale of computer graphics, and agency services therefor;
- (21) Planning, design and management of information communication systems and communication networks using the Internet, and contracted services therefor;
- (22) Information processing services and information provision services;
- (23) Gathering, processing and sales of information through communication systems;
- (24) Advertising agency and other advertising-related businesses;
- (25) Planning and drafting of advertising and sales promotion, and contracted services therefor;
- (26) Planning, production and management of various events;
- (27) Non-life insurance agency services and services relating to solicitation of life insurance;
- (28) Financial services;
- (29) Currency exchange services;

- (30) Acquisition, holding, management and sale of securities;
- (31) Intermediary, brokerage and agency services for trading, etc. of securities;
- (32) Investment advisory services;
- (33) Extending of credit including loans, guarantees and purchases of receivables, and intermediation and brokerage therefor;
- (34) Agency services for foreign exchange transactions;
- (35) Management and administration of investment partnership assets;
- (36) Solicitation and sale of equity in investment partnership assets and handling thereof;
- (37) Contracted work related to accounting services such as agency services for bookkeeping, cost accounting, and preparation of financial statements;
- (38) Intermediation and brokerage of business transfers, sale and purchase of assets, capital participation, operational alliances, and mergers;
- (39) Acquisition, lease, license, and management and maintenance of copyrights, neighboring rights, patent rights, utility model rights, design rights, trademark rights and other intellectual property rights;
- (40) Sale and lease of medical devices;
- (41) Travel services and travel agency services under the Travel Agency Act;
- (42) Sale and import and export of travel goods, folk crafts, fishery products, food products, soft drinks, dairy products, liquor, pharmaceuticals and other daily necessities;
- (43) Land and maritime transport services and agency services therefor;
- (44) Management and operation of distribution centers, and services for gathering and processing of logistics information;
- (45) Sale and brokerage of real estate, and real estate management;
- (46) Fee-charging employment placement business and worker dispatch business;
- (47) Billing and receipt agency services for various fees;
- (48) Agency services for settlement of various discount coupons;
- (49) Management guidance and consulting services;

- (50) Installment sales and credit purchase intermediary services;
- (51) Business related to trade and brokerage of used goods;
- (52) Power generation business using natural and other forms of energy, management and operation thereof, procurement, supply and sale of electricity, and sale, lease and other services related to power generation equipment using natural and other forms of energy;
- (53) Intermediary and agency services related to any of the above;
- (54) Provision of various services and training and consulting business related to any of the above;
- (55) Any and all businesses ancillary or related to any of the above; and
- (56) Any other businesses.

(LOCATION OF HEAD OFFICE)

ARTICLE 3. The head office of the Company shall be situated in Minato-ku, Tokyo.

(ORGANS)

ARTICLE 4. In addition to the General Meeting of Shareholders and Directors, the Company shall have the following organs:

- (1) Board of Directors;
- (2) Audit & Supervisory Board Members;
- (3) Audit & Supervisory Board; and
- (4) Independent Auditor.

(METHOD OF PUBLIC NOTICES)

ARTICLE 5. Public notices of the Company shall be given electronically; however, if public notices cannot be given electronically due to any accident or other unavoidable event, public notices shall be published in the Nihon Keizai Shimbun.

**CHAPTER II: SHARES**

(TOTAL NUMBER OF SHARES AUTHORIZED TO BE ISSUED)

ARTICLE 6. The total number of shares authorized to be issued by the Company shall be eight billion, ten million, nine hundred and sixty thousand and three hundred (8,010,960,300) shares.

(NUMBER OF SHARES CONSTITUTING ONE UNIT)

ARTICLE 7. The number of shares constituting one unit of the Company shall be one hundred (100) shares.

(RIGHTS OF SHARES LESS THAN ONE UNIT)

ARTICLE 8. The shareholders of the Company shall not exercise any rights other than those described below with respect to shares less than one unit held by them.

- (1) the rights specified in each Item of Article 189, Paragraph 2 of the Companies Act;
- (2) the right to make a claim under the provisions of Article 166, Paragraph 1 of the Companies Act; and
- (3) the right to receive an allotment of offered shares and an allotment of offered stock acquisition rights, in proportion to the number of shares held by each shareholder.

(ADMINISTRATOR OF REGISTER OF SHAREHOLDERS)

ARTICLE 9. The Company shall have an administrator of its register of shareholders.

2. The administrator of the register of shareholders and the place to perform its duties shall be determined by resolution of the Board of Directors and public notice shall be given thereof.

3. The preparation and keeping of the register of shareholders, the original register of stock acquisition rights of the Company and other business pertaining to the register of shareholders, and the original register of stock acquisition rights shall be handled by the administrator of the register of shareholders on consignment and shall not be handled by the Company.

(SHARE HANDLING REGULATIONS)

ARTICLE 10. The handling of the exercise of rights by the shareholders of the Company, and the handling of shares of the Company shall be subject to the Share Handling Regulations established by the Board of Directors, as well as law, ordinance, and these Articles of Incorporation.

**CHAPTER III: GENERAL MEETINGS OF SHAREHOLDERS**

(CONVOCATION)

ARTICLE 11. The Annual General Meeting of Shareholders of the Company shall be convened in June of each year, and an Extraordinary General Meeting of Shareholders may be convened from time to time, whenever necessary.

2. The Company may convene General Meetings of Shareholders without any set place.

(RECORD DATE FOR ANNUAL GENERAL MEETING OF SHAREHOLDERS)

ARTICLE 12. The record date for voting rights at the Annual General Meeting of Shareholders of the Company shall be the 31<sup>st</sup> of March each year.

(PERSON TO CONVENE MEETINGS AND CHAIRMAN)

ARTICLE 13. In the order predetermined by the Board of Directors, the Director shall convene the General Meeting of Shareholders of the Company and act as the chairman of such Meeting, unless otherwise provided by law or ordinance.

(DISCLOSURE AND DEEMED PROVISION OF REFERENCE MATERIALS FOR THE GENERAL MEETING OF SHAREHOLDERS VIA THE INTERNET)

ARTICLE 14. In convening the General Meeting of Shareholders, the Company may deem that information regarding matters that should be described or shown in the reference materials for the General Meeting of Shareholders, business reports, financial documents and consolidated financial documents (including the Audit Report or the Independent Auditors' Report regarding such consolidated financial documents) has been provided to the shareholders, if such information is disclosed over the Internet in accordance with the Ordinance of the Ministry of Justice.

(METHOD OF RESOLUTION)

ARTICLE 15. Unless otherwise provided by law, ordinance or these Articles of Incorporation, the resolutions of a General Meeting of Shareholders shall be adopted by a majority of the voting rights represented by the shareholders present who are entitled to exercise voting rights.

2. The resolutions provided for in Article 309, Paragraph 2 of the Companies Act shall be adopted by no less than two-thirds (2/3) of the voting rights of shareholders present at the meeting whereby shareholders representing no less than one-third (1/3) of the voting rights of shareholders who are entitled to exercise voting rights are present.

(EXERCISE OF VOTING RIGHTS BY PROXY)

ARTICLE 16. A shareholder may exercise his/her/its voting rights by proxy, which shall be one other shareholder of the Company entitled to vote.

2. For a shareholder to exercise its voting rights by proxy, the shareholder or proxy shall submit to the Company a proxy for each General Meeting of Shareholders in advance.

#### **CHAPTER IV: DIRECTORS AND BOARD OF DIRECTORS**

##### **(NUMBER OF DIRECTORS)**

ARTICLE 17. The number of Directors of the Company shall not be more than fifteen (15).

##### **(ELECTION)**

ARTICLE 18. The Directors of the Company shall be elected at a General Meeting of Shareholders.

2. The resolution for the election of Directors of the Company shall be adopted by a majority of the voting rights represented by shareholders present at the meeting whereby shareholders representing no less than one-third (1/3) of the voting rights of the shareholders who are entitled to exercise voting rights are present.

3. No cumulative voting shall be conducted in the election of Directors.

##### **(TERM OF OFFICE)**

ARTICLE 19. The term of office for a Director shall expire upon the close of the Annual General Meeting of Shareholders for the last business year ending within one (1) years after his/her election.

##### **(REPRESENTATIVE DIRECTORS AND DIRECTORS WITH SPECIFIC TITLE)**

ARTICLE 20. Representative Directors are appointed by resolution of the Board of Directors.

2. The Board of Directors may appoint by resolution one (1) Director, President and Chief Executive Officer, one (1) Director and Chairman, and several Directors and Vice Presidents, Senior Managing Directors, and Managing Directors.

##### **(PERSON TO CONVENE BOARD OF DIRECTORS MEETING AND CHAIRMAN)**

ARTICLE 21. In the order predetermined by the Board of Directors, the Director shall convene Meetings of the Board of Directors and act as the chairman of

such Meeting, unless otherwise provided by law or ordinance or the Regulations of the Board of Directors.

(CONVOCAATION NOTICE FOR BOARD OF DIRECTORS MEETING)

ARTICLE 22. Notice of convocation of Meetings of the Board of Directors of the Company shall be dispatched to each Director and Audit & Supervisory Board Member no later than three (3) days prior to the date of the meetings; provided, however, that in case of emergency, such period may be shortened.

2. Upon the unanimous consent of all Directors and Audit & Supervisory Board Members, the meeting of the Board of Directors may be held without convocation procedures provided for in the preceding paragraph.

(OMISSION OF RESOLUTION OF BOARD OF DIRECTORS)

ARTICLE 23. If the requirements set forth in Article 370 of the Companies Act are satisfied, the Company shall deem that the resolution of the Board of Directors has been adopted for the matter which is the purpose of the resolution of the Board of Directors.

(REGULATIONS OF BOARD OF DIRECTORS)

ARTICLE 24. Matters relating to the Board of Directors shall be governed by the Regulations of the Board of Directors established by the Board of Directors, unless otherwise provided by law, ordinance, or these Articles of Incorporation.

(REMUNERATION, ETC OF DIRECTORS)

ARTICLE 25. The remunerations and bonuses of Directors and other property interests received by Directors from the Company as consideration for the execution of their duties (“Remuneration, etc”) shall be determined by a resolution of a General Meeting of Shareholders.

(LIMITATION OF DIRECTORS’ LIABILITY)

ARTICLE 26. Pursuant to the provisions of Article 426, Paragraph 1 of the Companies Act, the Company may, by resolution of the Board of Directors, exempt Directors (including former Directors) from the liability to compensate for damages due to a failure to perform their duties to the extent permitted by law and ordinance.

2. Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company may enter into an agreement with Directors (other than executive directors, etc.) to limit their liability to compensate for damages due to a failure to perform their duties; provided, however, that the limit of liability under such agreement shall be up to the amount prescribed by law and ordinance.



**CHAPTER V: AUDIT & SUPERVISORY BOARD MEMBERS AND AUDIT & SUPERVISORY BOARD**

(NUMBER OF AUDIT & SUPERVISORY BOARD MEMBERS)

ARTICLE 27. The number of Audit & Supervisory Board Members of the Company shall not be more than six (6).

(ELECTION)

ARTICLE 28. The Audit & Supervisory Board Members shall be elected at a General Meeting of Shareholders.

2. The resolution for the election of Audit & Supervisory Board Members shall be adopted by a majority of the voting rights represented by shareholders present at the meeting whereby shareholders representing no less than one-third (1/3) of voting rights of the shareholders who are entitled to exercise voting rights are present.

(TERM OF OFFICE)

ARTICLE 29. The term of office for an Audit & Supervisory Board Member shall expire upon the close of the Annual General Meeting of Shareholders for the last business year ending within four (4) years after his/her election.

2. The term of office for an Audit & Supervisory Board Member elected to fill the vacancy of an Audit & Supervisory Board Member who retired before the expiration of his/her term of office, shall expire at the time when the term of office of the retired Audit & Supervisory Board Member would have expired.

(FULL-TIME AUDIT & SUPERVISORY BOARD MEMBER)

ARTICLE 30. The Audit & Supervisory Board shall elect one or more Full-time Audit & Supervisory Board Member by its resolution.

(NOTICE OF CONVOCATION FOR AUDIT & SUPERVISORY BOARD)

ARTICLE 31. Notice of convocation of Audit & Supervisory Board of the Company shall be dispatched to each Audit & Supervisory Board Member no later than three (3) days prior to the date of the meetings; provided, however, that in case of emergency, such period may be shortened.

2. Upon the unanimous consent of all Audit & Supervisory Board Members, Audit & Supervisory Board may be held without convocation procedures provided for in the preceding paragraph.

(REGULATIONS OF AUDIT & SUPERVISORY BOARD)

ARTICLE 32. Matters relating to the Audit & Supervisory Board shall be governed by the Regulations of the Audit & Supervisory Board established by the Audit & Supervisory Board, unless otherwise provided by law, ordinance, or these Articles of Incorporation.

(REMUNERATION, ETC OF AUDIT & SUPERVISORY BOARD MEMBER)

ARTICLE 33. The Remuneration, etc. of Audit & Supervisory Board Members shall be determined by a resolution of a General Meeting of Shareholders.

(LIMITATION OF AUDIT & SUPERVISORY BOARD MEMBERS' LIABILITY)

ARTICLE 34. Pursuant to the provisions of Article 426, Paragraph 1 of the Companies Act, the Company may, by resolution of the Board of Directors, exempt Audit & Supervisory Board Members (including former Audit & Supervisory Board Members) from the liability to compensate for damages due to a failure to perform their duties to the extent permitted by law and ordinance.

2. Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company may enter into an agreement with Audit & Supervisor Board Members to limit their liability to compensate for damage due to a failure to perform their duties; provided, however, that the limit of liability under such agreement shall be up to the amount prescribed by law and ordinance.

## **CHAPTER VII: ACCOUNTING**

(BUSINESS YEAR)

ARTICLE 35. The business year of the Company shall be a one (1) year term commencing on the 1<sup>st</sup> of April each year and ending on the 31<sup>st</sup> of March of the following year.

(DIVIDENDS OF SURPLUS, ETC)

ARTICLE 36. The record date for term-end dividends of the Company shall be the 31<sup>st</sup> of March of each year.

2. The record date for interim dividends of the Company shall be the 30<sup>th</sup> of September of each year.

3. In addition to the preceding two paragraphs, the Company may distribute dividends of surplus by setting the record date.

4. Unless otherwise provided by law or ordinance, the Company may determine by resolution of the Board of Directors any dividends of surplus or any other matter set out in Article 459, Paragraph 1 of the Companies Act.

(PERIOD OF LIMITATIONS FOR DIVIDENDS)

ARTICLE 37. If the property available for dividends is cash and has not been received within three (3) full years from the date on which the dividends becomes due and payable, the Company shall be relieved of its obligation to make such payment.

Established on:	9 <sup>th</sup> of December, 1986
Amended on:	17 <sup>th</sup> of March, 1989
	21 <sup>st</sup> of April, 1989
	1 <sup>st</sup> of May, 1989
	8 <sup>th</sup> of August, 1989
	26 <sup>th</sup> of June, 1991
	25 <sup>th</sup> of June, 1993
	28 <sup>th</sup> of June, 1994
	29 <sup>th</sup> of June, 1995
	27 <sup>th</sup> of June, 1996
	27 <sup>th</sup> of June, 1997
	1 <sup>st</sup> of October, 1997
	26 <sup>th</sup> of June, 1998
	28 <sup>th</sup> of June, 2001
	21 <sup>st</sup> of December, 2001
	27 <sup>th</sup> of June, 2002
	1 <sup>st</sup> of August, 2002
	27 <sup>th</sup> of June, 2003
	10 <sup>th</sup> of December, 2003
	1 <sup>st</sup> of October, 2004
	29 <sup>th</sup> of June, 2006
	1 <sup>st</sup> of October, 2006
	28 <sup>th</sup> of November, 2006
	22 <sup>nd</sup> of December, 2006
	22 <sup>nd</sup> of June, 2007
	29 <sup>th</sup> of June, 2010
	28 <sup>th</sup> of June, 2011
	26 <sup>th</sup> of June, 2012
	13 <sup>rd</sup> of September, 2012
	27 <sup>th</sup> of November, 2012
	25 <sup>th</sup> of June, 2013
	25 <sup>th</sup> of March, 2014
	26 <sup>th</sup> of August, 2014
	25 <sup>th</sup> of February, 2015
	1 <sup>st</sup> of April, 2015
	1 <sup>st</sup> of July, 2015
	31 <sup>st</sup> of August, 2015
	20 <sup>th</sup> of June, 2017
	26 <sup>th</sup> of March, 2018

26<sup>th</sup> of June, 2018  
22<sup>nd</sup> of June, 2021