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(Translation)

# ARTICLES OF INCORPORATION OF SoftBank Group Corp.

Established on: 3<sup>rd</sup> of September, 1981 Revised on: 24<sup>th</sup> of August, 1984

> 25<sup>th</sup> of November, 1988 20<sup>th</sup> of November, 1989 8<sup>th</sup> of December, 1989 13<sup>th</sup> of February, 1990 29<sup>th</sup> of March, 1990 28<sup>th</sup> of June, 1990

> 27<sup>th</sup> of September, 1990

26<sup>th</sup> of June, 1991

12<sup>th</sup> of February, 1992

28<sup>th</sup> of July, 1992

24th of March, 1993

14<sup>th</sup> of June, 1994

9<sup>th</sup> of February, 1995

29th of June, 1995

26<sup>th</sup> of June, 1996

24<sup>th</sup> of June, 1997

19<sup>th</sup> of June, 1998

1<sup>st</sup> of October, 1999

23<sup>rd</sup> of June, 2000

21st of June, 2001

21<sup>st</sup> of June, 2002

24<sup>th</sup> of June, 2003 24<sup>th</sup> of June, 2004

24<sup>th</sup> of June, 2004

22<sup>nd</sup> of June, 2005

5<sup>th</sup> of January, 2006

23rd of June, 2006

24<sup>th</sup> of June, 2009

6<sup>th</sup> of January, 2010

24<sup>th</sup> of June, 2011

21st of June, 2013

19th of June, 2015

1<sup>st</sup> of July, 2015

28th of June, 2019

23<sup>rd</sup> of June, 2021

24th of June, 2022

#### ARTICLES OF INCORPORATION

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

#### (CORPORATE NAME)

ARTICLE 1. The Company shall be called "SOFTBANK GROUP KABUSHIKI KAISHA" and referred to as "SoftBank Group Corp." in English.

### (PURPOSES)

ARTICLE 2. The purposes of the Company shall be to control and manage the business activities of companies and business entities which perform the following business activities in and outside Japan by acquiring and owning shares of such companies or equity of such business entities:

- 1. business concerning acquisition, holding, and management of securities;
- 2. business concerning management and administration of assets of venture capital funds;
- 3. business concerning consulting regarding management in general and public offering;
- 4. telecommunications business in accordance with the Telecommunications Business Law and any other business concerning telecommunications;
- 5. business concerning development, manufacturing, sale, management and rental of telecommunications equipment, electrical equipment, peripheral devices and external attachments thereof, software and system;
- 6. business concerning development, manufacturing, sale, management and rental of software using communications networks and electronic technology;
- 7. business concerning publishing, broadcasting, media and content;
- 8. business concerning financial instruments;
- 9. business concerning finance;
- 10. business concerning electronic settlement;
- 11. business concerning solicitation activities, agency services and any other services for non-life and life insurance;
- 12. business concerning acquisition, sale, rental and maintenance of, and intermediary services for real estate and any other real estate business;

- 13. business concerning advertisement agency services and any other advertisement business;
- 14. business concerning medical services, education, culture, sport, travel, restaurants and entertainment;
- 15. charged recruiting business and worker dispatching business;
- 16. acquisition of copyright, neighboring rights, industrial property rights, know-how and any other intellectual property rights, and business concerning the maintenance/operation of such rights;
- 17. business concerning power generation involving renewable energy, etc. and its operation and management as well as supply, sale, etc. of electricity;
- 18. business concerning transportation services and warehousing services;
- 19. business concerning acquisition and sale of antiques and secondhand items and intermediary service for acquisition and sale of such goods;
- 20. commercial trade and business with respect to each item above using the Internet, etc.;
- 21. providing services, training and consultation with respect to each item above; and
- 22. any and all businesses relating to or incidental to each item above.
- 2. The Company may conduct businesses in each item in the preceding paragraph and any and all other businesses relating to or incidental to such items.

# (LOCATION OF HEAD OFFICE)

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

#### (METHOD OF PUBLIC NOTICES)

ARTICLE 4. 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 5. The total number of shares authorized to be issued by the Company shall be seven billion and two hundred million (7,200,000,000) shares.

# (ACQUISITION OF TREASURY STOCK)

ARTICLE 6. The Company may, by resolution of the Board of Directors, acquire treasury stocks through market trading or otherwise pursuant to the provisions of Article 165, Paragraph 2 of the Companies Act.

#### (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 SHAREHOLDERS HOLDING 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 of handling business 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 RULES)

ARTICLE 10. The handling of the exercise of rights by the shareholders and stock acquisition right holders of the Company, and the handling of shares and stock acquisition rights of the Company and fees therefor shall be subject to the Share

Handling Rules 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 within three (3) months from the day following the last day of each business year, and an Extraordinary General Meeting of Shareholders may be convened from time to time, whenever necessary.
- 2. The General Meeting of Shareholders of the Company may be a General Meeting of Shareholders with no restriction on the meeting 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. The Board Director predetermined by the Board of Directors shall convene the General Meeting of Shareholders and act as the chairman of such Meeting, unless otherwise provided by law or ordinance.
- 2. When the Board Director prescribed in the preceding paragraph is unable to do so, other Board Directors shall take his place in the order predetermined by the Board of Directors.

# (MEASURES FOR PROVISION IN ELECTRONIC FORMAT, ETC.)

- ARTICLE 14. In convening a General Meeting of Shareholders, the Company shall take measures for provision in electronic format in relation to information constituting the contents of reference documents, etc. for the General Meeting of Shareholders.
- 2. Of the matters subject to measures for provision in electronic format, the Company may forgo stating all or part of the matters stipulated by ordinance of the Ministry of Justice in written documents delivered to shareholders who have requested delivery of written documents before the record date for voting rights.

# (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. In the event of the preceding paragraph, the shareholder or proxy shall submit to the Company a document providing evidence for the authority of such proxy for each General Meeting of Shareholders.

# CHAPTER IV: BOARD DIRECTORS AND BOARD OF DIRECTORS

# (ESTABLISHMENT OF BOARD OF DIRECTORS)

ARTICLE 17. The Company shall have a Board of Directors.

# (NUMBER OF BOARD DIRECTORS)

ARTICLE 18. The number of Board Directors of the Company shall not be more than eleven (11).

# (ELECTION OF BOARD DIRECTORS)

ARTICLE 19. The Board Directors shall be elected at a General Meeting of Shareholders.

- 2. The resolution for the election of Board Directors 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 Board Directors of the Company.

# (TERM OF OFFICE OF BOARD DIRECTORS)

ARTICLE 20. The Term of Office for a Board Director shall expire upon the close of the Annual General Meeting of Shareholders for the last business year ending within one (1) year after his election.

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

ARTICLE 21. The Board Director predetermined by the Board of Directors shall convene Meetings of the Board of Directors and act as the chairman of such Meeting, unless otherwise provided by law or ordinance.

2. When the Board Director prescribed in the preceding paragraph is unable to do so, other Board Directors shall take his place in the order predetermined by the Board of Directors.

# (CONVOCATION PROCEDURES FOR BOARD OF DIRECTORS MEETING)

ARTICLE 22. Notice of convocation of Board of Directors meeting of the Company shall be dispatched to each Board 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.

# (CEO AND BOARD DIRECTORS WITH SPECIFIC TITLE)

ARTICLE 23. The Company shall, by resolution of the Board of Directors, appoint one (1) CEO. The Company may also, by resolution of the Board of Directors, appoint several Board Directors with specific titles from among the Board Directors as deemed necessary.

#### (REPRESENTATIVE BOARD DIRECTOR)

ARTICLE 24. The Company shall, by resolution of the Board of Directors, appoint a Board Director to represent the Company from among the Board Directors.

2. The Representative Board Director shall represent the Company.

# (OMISSION OF RESOLUTION OF BOARD OF DIRECTORS)

ARTICLE 25. 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.

# (EXECUTION OF DUTIES)

ARTICLE 26. The CEO shall exercise control over the business of the Company and execute his duties in accordance with the allocation of duties determined by the Board of Directors.

2. When the CEO is unable to do so, other persons shall take his place in the order predetermined by the Board of Directors.

# (BOARD OF DIRECTORS REGULATIONS)

ARTICLE 27. Matters relating to the Board of Directors shall be governed by the Board of Directors Regulations established by the Board of Directors, unless otherwise provided by law, ordinance, or these Articles of Incorporation.

# (COMPENSATION, ETC. OF BOARD DIRECTORS)

ARTICLE 28. The compensations and short-term cash-based incentives (STI) of Board Directors and other property benefit received by Board Directors from the Company as consideration for the execution of their duties ("Compensation, etc.") shall be determined by a resolution of a General Meeting of Shareholders.

# (LIMITATION OF BOARD DIRECTORS' LIABILITY)

ARTICLE 29. Pursuant to the provisions of Article 426, Paragraph 1 of the Companies Act, the Company may, by resolution of the Board of Directors, exempt Board Directors (including former Board Directors) from the liability to compensate for damage 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 Board Directors (other than an executive director, etc.) 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 predetermined amount of JPY ten million (10,000,000) or above, or the amount prescribed by law and ordinance, whichever is higher.

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

(ESTABLISHMENT OF AUDIT & SUPERVISORY BOARD MEMBERS AND AUDIT & SUPERVISORY BOARD)

ARTICLE 30. The Company shall have Audit & Supervisory Board Members and Audit & Supervisory Board.

### (NUMBER OF AUDIT & SUPERVISORY BOARD MEMBERS)

ARTICLE 31. The number of Audit & Supervisory Board Members of the Company shall not be more than five (5).

### (ELECTION OF AUDIT & SUPERVISORY BOARD MEMBERS)

ARTICLE 32. 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 OF AUDIT & SUPERVISORY BOARD MEMBERS)

ARTICLE 33. 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 election.

2. The Term of Office for an Audit & Supervisory Board Member elected to fill the vacancy of an Audit & Supervisory Board Member who resigned before the expiration of his Term of Office, shall expire at the time when the Term of Office of the resigned Audit & Supervisory Board Member would have expired.

# (FULL-TIME AUDIT & SUPERVISORY BOARD MEMBER)

ARTICLE 34. The Audit & Supervisory Board shall appoint one or more Full-time Audit & Supervisory Board Members by its resolution.

# (NOTICE OF CONVOCATION FOR AUDIT & SUPERVISORY BOARD MEETING)

ARTICLE 35. Notice of convocation of Audit & Supervisory Board meeting 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, an Audit & Supervisory Board meeting may be held without convocation procedures.

#### (AUDIT & SUPERVISORY BOARD REGULATIONS)

ARTICLE 36. Matters relating to the Audit & Supervisory Board shall be governed by the Audit & Supervisory Board Regulations established by the Audit & Supervisory Board, unless otherwise provided by law, ordinance, or these Articles of Incorporation.

# (COMPENSATION, ETC. OF AUDIT & SUPERVISORY BOARD MEMBERS)

ARTICLE 37. The Compensation, 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 38. 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 damage 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 & Supervisory 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 predetermined amount of JPY ten million (10,000,000) or above, or the amount prescribed by law and ordinance, whichever is higher.

#### **CHAPTER VI: INDEPENDENT AUDITORS**

#### (ESTABLISHMENT OF INDEPENDENT AUDITORS)

ARTICLE 39. The Company shall have Independent Auditors.

#### CHAPTER VII: ACCOUNTING

## (BUSINESS YEAR)

ARTICLE 40. 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.

#### (RECORD DATE FOR DIVIDENDS FROM SURPLUS)

ARTICLE 41. The record date for term-end dividends of the Company shall be the 31<sup>st</sup> of March of each year.

2. In addition to the preceding paragraph, the Company may distribute dividends from surplus by setting the record date.

# (INTERIM DIVIDENDS)

ARTICLE 42. The Company may, by resolution of the Board of Directors, distribute interim dividends with the 30<sup>th</sup> of September of each year as a record date.

# (PERIOD OF LIMITATIONS FOR DIVIDENDS)

ARTICLE 43. 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.