

「0033-0676 軟銀股份有限公司美元公司債券(二)債券收購及條款修改要約」 通知

親愛的貴賓客戶，您好

您經由本行投資之軟銀股份有限公司美元公司債券(二) (本行商品代號為0033-0676、ISIN 碼為 XS1684384511，到期日為2024年9月19日) 本行近日接獲保管機構 Clearstream 通知，軟銀集團於紐約時間2021年2月23日宣布計畫以現金收購方式贖回15檔美元及歐元計價之無擔保主順位公司債，收購上限為22.5億美元，該債券收購要約(Tender Offer)及條款修改要約內容摘要如下：

一、收購價格：本債券發行機構最低收購價為108.375%，債券持有人可以選擇 "Non-Competitive" 或 "Competitive" 方式進行投標，"Non-Competitive" 為不載明投標價，亦即同意以最低收購價參與投標；"Competitive" 則為載明投標價，但投標價格需大於最低收購價且以0.05%為單位區間，例如108.425%、108.475%、108.525%，以此類推。

Summary of the Tender Offers and the Consent Solicitation

Description of Notes	ISIN	Common Code	Outstanding Principal Amount ¹	Tender Offer		Tender Consideration	Consent Solicitation
				Minimum Purchase Price	Clearing Price		Consent Fee ² (per \$1,000 or €1,000 principal amount)
5 375% USD-denominated Senior Notes due July 2022	XS1266660635	26666063	\$742,664,000	105 000%			\$10
4 000% Euro-denominated Senior Notes due July 2022	XS1266662763	26666276	€286,534,000	104 750%			€10
6 000% USD-denominated Senior Notes due July 2025	XS1266660122	26666012	\$687,262,000	112 875%			\$10
4 750% Euro-denominated Senior Notes due July 2025	XS1266662334	26666233	€689,114,000	112 500%		The aggregate cash consideration, including any Accrued Interest Payments, to be paid by the Company to purchase the Notes validly tendered and accepted for purchase is proposed to be a total amount of up to \$2.25 billion (or the equivalent thereof calculated using the spot rate for the purchase of U.S. dollars with euro as reported by Bloomberg L.P. that appears on Bloomberg Screen BFIX under caption "MID" at 11:00 a.m. (Tokyo time) on the date two business days prior to the Effective Time) (although the Company reserves the right, in its sole discretion, to significantly increase or decrease such amount and accept significantly less or more than such amount for purchase)	€10
5 250% Euro-denominated Senior Notes due July 2027	XS1266661013	26666101	€210,620,000	115 875%			€10
4 750% USD-denominated Senior Notes due September 2024	XS1684384511	68438451	\$1,207,918,000	108 375%			\$10
3 125% Euro-denominated Senior Notes due September 2025	XS1684385161	68438516	€1,100,332,000	105 750%			€10
5 125% USD-denominated Senior Notes due September 2027	XS1684384867	68438486	\$1,833,147,000	110 375%	To be determined pursuant to a Modified Dutch Auction Procedure		\$10
4 000% Euro-denominated Senior Notes due September 2029	XS1684385591	68438559	€689,856,000	111 000%			€10
6 250% USD-denominated Senior Notes due April 2028	XS1793255198	79325519	\$499,956,000	116 000%			\$10
5 000% Euro-denominated Senior Notes due April 2028	XS1793255941	79325594	€1,173,607,000	116 625%			€10
5 500% USD-denominated Senior Notes due April 2023	XS1811212890	81121289	\$300,000,000	108 250%			\$10
4 000% Euro-denominated Senior Notes due April 2023	XS1811213781	81121378	€1,000,000,000	105 625%			€10
6 125% USD-denominated Senior Notes due April 2025	XS1811213435	81121343	\$450,000,000	113 000%			\$10
4 500% Euro-denominated Senior Notes due April 2025	XS1811213864	81121386	€390,322,000	111 375%			€10

¹ For the avoidance of doubt, Outstanding Principal Amount excludes the principal amount of the Notes held by the Company, which are not considered as outstanding and are not subject to the Tender Offers and the Consent Solicitation

² No Consent Fee will be payable to validly tendering Eligible Holders whose Notes are accepted for purchase by the Company (in its sole discretion)

4 000% Euro-denominated Senior Notes due April 2023	XS1811213781	81121378	€1,000,000,000	105 625%	purchase)	€10
6 125% USD-denominated Senior Notes due April 2025	XS1811213435	81121343	\$450,000,000	113 000%		\$10
4 500% Euro-denominated Senior Notes due April 2025	XS1811213864	81121386	€390,322,000	111 375%		€10

¹ For the avoidance of doubt, Outstanding Principal Amount excludes the principal amount of the Notes held by the Company, which are not considered as outstanding and are not subject to the Tender Offers and the Consent Solicitation

² No Consent Fee will be payable to validly tendering Eligible Holders whose Notes are accepted for purchase by the Company (in its sole discretion)

- 二、收購方式：發行機構將以有效的 Non-Competitive 投標為優先，若 Non-Competitive 參與金額超過各系列債券收購金額，則將按比例收購有效的 Non-Competitive 投標。若 Non-Competitive 參與金額未超過各系列債券收購金額，則接著按 Competitive 的投標價從低至高收購至最終收購價並全面以最終收購價收購前開公司債。各系列債券最終收購價收購之 Competitive 投標亦有可能按比例收購。各債券收購金額以及最終收購價格由軟銀集團決定。軟銀集團保留選擇接受更多或更少特定系列債券收購、以及修改、終止或延長要約之權利。
- 三、您所持有之債券倘於本次債券收購要約中未獲收購，或您選擇不參與本次債券收購要約，您仍可持有該債券至到期日或於到期日前於次級市場出售贖回。惟若參與投標且僅獲發行機構部分收購，可能造成您所剩餘之部位不符次級市場贖回最低交易單位(20 萬美元面額)，因而無法於次級市場出售贖回，僅可持有該債券至到期日。
- 四、您持有之軟銀股份有限公司美元公司債券(二)發行機構最低收購價、次級市場贖回價資訊彙整如下：

證券代號	發行機構最低收購價	2021 年 2 月 23 日 次級市場參考贖回價
XS1684384511	108.375%	107.9%

- 五、債券條款修改：前開公司債發行人軟銀集團公司徵求同意其修改 the 2015 Notes Indenture, the 2017 Notes Indenture, the 2018 Exchange Notes Indenture and the 2018 Notes Indenture 的部分條款，主要調整出售資產限制及除外條款、觸發控制權變更事件及信評機構相關條款(請詳閱英文版要約公告，於本行官網>基金·投資>海外債券>商品訊息>發行機構重要訊息頁面)，回覆同意之投資人，若要約終止時軟銀集團獲得足夠投資人同意的情況下，每千元面額將可獲 10 美元之修改同意費 Consent Fee，參與債券現金收購的投資人將視為同意修改債券條款，如若收購成功，則無法獲得同意費，若收購失敗且修改債券條款最終生效，則可獲得同意費。
- 六、本通知函係依發行機構公布之英文版要約摘錄翻譯，請務必詳閱英文版要約，英文版要約置放於本行官網>基金·投資>海外債券>商品訊息>發行機構重要訊息頁面。

- 七、回覆截止日：自即日起至台灣時間 2021 年 3 月 4 日 15:30 前，請您填妥參與意願書至所屬分行辦理相關事宜。倘您未回覆，則視為不同意申請參與。
- 八、本通知函並不代表本行建議客戶是否進行參與，您所提出之「參與意願書」亦不保證成功。在您作出決定前務請考慮自身狀況及可能風險（包括但不限於損及本金之風險）。
- 九、本行一向秉持關心客戶資產配置與資產變化情形之理念來服務客戶，如您對於此債券收購及條款修改要約需要任何的協助，敬請洽詢服務您的分行理財專員。

此 致

貴客戶

國泰世華商業銀行 謹啟

中 華 民 國 110 年 2 月 23 日

債券收購及條款修改要約參與意願書

軟銀股份有限公司美元公司債券(二)

(本行商品代碼：0033-0676)

本人_____ (身分證字號/統一編號：_____，信託帳號：_____)

知悉並了解本「參與意願書」並不代表 貴行建議本人參與債券收購及條款修改要約與否，本人所提出之「參與意願書」亦不代表參與成功，基於前述認知，本人：

1. 同意以 Non-Competitive(不載明投標價)方式參與收購投標，且同意條款修改，並就結果絕無異議。
2. 同意 Competitive(載明投標價)方式參與收購投標，投標價為_____ %，且同意條款修改，並就結果絕無異議。
3. 不同意收購，但同意條款修改，並就結果絕無異議。
4. 不同意收購，且不同意條款修改，並就結果絕無異議(倘您未回覆，則視為不同意申請參與)。

此 致 國泰世華商業銀行

委託人簽章處

個人戶	委託人簽章(信託印鑑)：_____ 法定代理人/輔助人(簽章)：_____ <u>*簽章得簽名或留存本行存款開戶印鑑</u>
法人戶	委託人簽章(信託印鑑)：_____ 填表人姓名 /公司職稱(正楷書寫)：_____

本公司併此聲明係依設立所在地合法設立具有有效存續之公司，本公司絕不以任何理由否認印鑑或授權效力。

填表人並聲明已經合法有效之授權。

日期：民國_____年_____月_____日

覆核 (請加蓋營業單位橢圓章)：

經辦：

核印：

服務人員：