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Masayoshi Son  
Chairman & CEO  
**SOFTBANK CORP.**

9-1, Higashi Shimbashi 1-chome, Minato-ku, Tokyo  
Stock code: 9984

June 9, 2011

To All Our Shareholders:

## Notice of the 31st Annual General Meeting of Shareholders

We would like to offer our heartfelt condolences to all those affected by Great East Japan Earthquake and our sincere hope for the swift recovery of the stricken regions.

The shareholders of SOFTBANK CORP. (hereafter “the Company”) are invited to participate in the 31st Annual General Meeting of Shareholders, the details of which are set forth below.

**If you are unable to attend the Meeting, you may exercise your voting rights as a Shareholder in writing or via the Internet. In this case, please review the Reference Materials for the Annual General Meeting of Shareholders mentioned below, and please choose to either (1) return the enclosed voting form clearly indicating your approval or disapproval of the proposal to be made at the Meeting, or (2) exercise the voting rights via the Internet, etc. after reading pages 46-47. Please note that your voting rights must be exercised no later than 5:45 PM on Thursday, June 23, 2011.**

- Date and time:** 10:00 AM, Friday, June 24, 2011
- Venue:** Hall A, Tokyo International Forum  
5-1, Marunouchi 3-chome, Chiyoda-ku, Tokyo
- Agenda of the Meeting:**

- Matters for reporting:**
1. Business Report, Consolidated Financial Statements for the fiscal year ended March 31, 2011 (April 1, 2010 to March 31, 2011) and results of audits by the Independent Auditor and the Board of Corporate Auditors of Consolidated Financial Statements
  2. Financial Statements for the fiscal year ended March 31, 2011 (April 1, 2010 to March 31, 2011)

### Matters for approval:

- Proposal 1:** Appropriation of Surplus  
**Proposal 2:** Partial Change in the Articles of Incorporation  
**Proposal 3:** Election of nine Directors

### 4. Arrangements in convening the Meeting:

Please see pages 46-47 “Guide to Exercising Voting Rights.”

\* If you are attending the Annual General Meeting of Shareholders on the scheduled day, please submit the enclosed voting form at the reception.

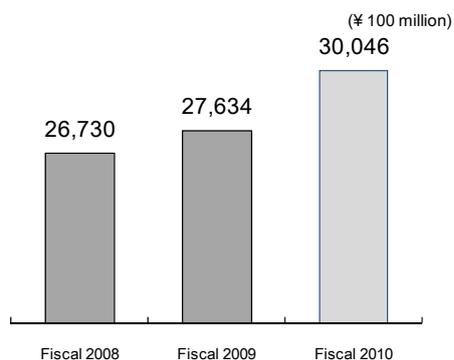
\* Among the documents which should be provided together with the Notice, “II. Status of the Company, (5) System to ensure appropriateness of business” in Business Report, Notes to Consolidated Financial Statements and Notes to Financial Statements are made available on the Company’s website (<http://www.softbank.co.jp/>), pursuant to the applicable laws and Article 14 of the Articles of Incorporation of the Company. Accordingly, these notes are not provided in the Notice or the Appendix.

\* The Company will post any revisions made to the Reference Materials for the Annual General Meeting of Shareholders, the Business Report, or Financial Documents and Consolidated Financial Documents on its website (<http://www.softbank.co.jp/>).

<<Reference>>

## SOFTBANK CORP. Consolidated Earnings Results Highlights for Fiscal 2010

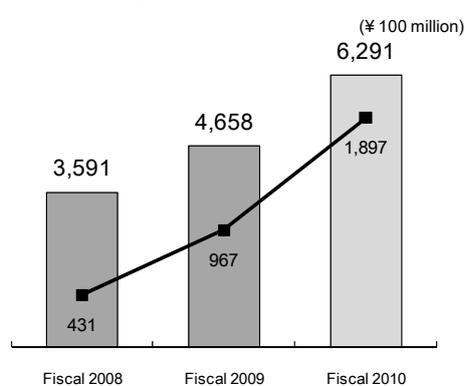
### Net sales



#### <New Record Set>

Net sales were ¥3,004,600 million. This was a ¥241,200 million (8.7%) increase year-on-year, setting a new record for the Company. This was mainly due to an increase in the number of mobile subscribers and increase in average revenue per user in the Mobile Communications segment. There was also an increase in sales related to mobile handsets.

### Operating income & Net income

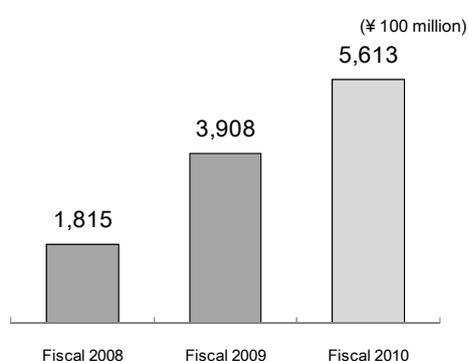


#### <Upwardly Revised Performance Forecast Achieved>

Operating income (the bars in the graph) totaled ¥629,100 million, for a ¥163,200 million (35.1%) year-on-year increase. The Company revised its consolidated operating income forecast from an initial level of ¥500,000 million to ¥600,000 million on February 3, 2011, and this revised forecast has been met.

Net income (the line in the graph) totaled ¥189,700 million, for a ¥92,900 million (96.2%) year-on-year increase.

### Free cash flow



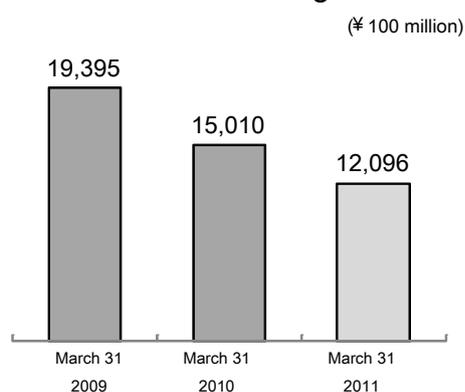
#### <Two Consecutive Record Years>

Free cash flow totaled ¥561,300 million. This was a ¥170,500 million (43.6%) increase year-on-year, and set a new record for the Company for the second straight year.

From fiscal 2009 to fiscal 2011 (April 1, 2009 to March 31, 2012), the Company will have generated an accumulated total of over ¥1 trillion in free cash flow, which it will use to repay interest-bearing debt. The total free cash flow from fiscal 2009 to fiscal 2010 is ¥952,200 million.

\*Please refer to (Note 2) on page 15 for definition of free cash flow.

### Net interest-bearing debt



#### <Steady Reduction>

Net interest-bearing debt was ¥1,209,600 million, a 19.4% reduction compared to that as of March 31, 2010. The Company has set the target of reducing its ¥1,939,500 million of net interest-bearing debt as of the end of March 2009 over three years (as of the end of March 2012), and to zero over six years (as of the end of March 2015) and the Company continues to make steady progress toward this target.

\*Please refer to (Note 1) on page 15 for definition of interest-bearing debt.

# Business Report

(From April 1, 2010 to  
March 31, 2011)

## I. Status of the Corporate Group

### (1) Overview of operations for this fiscal year

#### i Progress and results of operations

#### 1. Basic management approach of SOFTBANK CORP. (hereafter “the Company”)

##### (1) Fundamental Management Policy

Since its establishment, the SOFTBANK Group (hereafter “the Group”) has consistently operated under the fundamental management policy of “Endeavoring to benefit society and the economy and maximize enterprise value by fostering the sharing of wisdom and knowledge gained through the IT revolution.”

##### (2) Next 30-Year Vision

As last year marked the 30th year since its founding, the Group announced “SOFTBANK’s Next 30-Year Vision.” The vision is a statement of what the Group aims to achieve over the next 30 years, and what the Group aims to look like after this period. Through its various businesses the Group will strive to achieve the stated goal of this vision: to be a group that provides the technologies and services most needed by people around the world.

#### 2. Management Results (Consolidated)

<b>&lt;&lt;Summary of Results of Operations&gt;&gt;</b>		
<b>Net sales</b>	<b>¥3,004,640 million</b>	<b>(8.7% increase year-on-year)</b>
<b>Operating income</b>	<b>¥629,163 million</b>	<b>(35.1% increase year-on-year)</b>
<b>Ordinary income</b>	<b>¥520,414 million</b>	<b>(52.6% increase year-on-year)</b>
<b>Net income</b>	<b>¥189,712 million</b>	<b>(96.2% increase year-on-year)</b>

For the fiscal year from April 1, 2010 to March 31, 2011 (hereafter “this fiscal year”), the Group achieved consolidated net sales of ¥3,004,640 million, a ¥241,234 million (8.7%) increase compared with the same period of the previous fiscal year (April 1, 2009 to March 31, 2010, hereafter “year-on-year”), with a ¥163,291 million (35.1%) increase in operating income to ¥629,163 million. This consolidated revenue and profit growth was driven by strong performance at the Mobile Communications segment. Ordinary income grew ¥179,416 million (52.6%) to ¥520,414 million. Net income rose ¥92,996 million (96.2%) to ¥189,712 million.

### **<Net Sales>**

Net sales totaled ¥3,004,640 million, for a ¥241,234 million (8.7%) year-on-year increase. This was mainly the result of strong growth in the number of mobile phone subscribers, combined with a rise in ARPU<sup>1</sup> and the number of mobile handsets shipped<sup>2</sup>, in the Mobile Communications segment.

(Notes) 1. Average Revenue Per User (rounded to the nearest 10).

Revenue and number of mobile phone subscribers include prepaid mobile phones and communication module service subscribers. For the Mobile Communications segment, the term "ARPU" used alone indicates the total of the basic monthly charge plus voice ARPU plus data ARPU.

2. Handsets shipped: Handsets shipped (sold) to agents.

### **<Cost of Sales>**

Cost of sales rose ¥47,045 million (3.5%) year-on-year to ¥1,373,617 million. This was mainly due to higher cost of goods on the increase in the number of mobile handsets shipped, while depreciation and amortization expenses relating to the 2G mobile phone service decreased due to termination of this service in March 2010, in the Mobile Communications segment.

### **<Selling, General and Administrative Expenses>**

Selling, general and administrative expenses grew ¥30,896 million (3.2%) year-on-year to ¥1,001,859 million. This was mainly because of increased sales commissions<sup>3</sup> associated with the increase in the number of mobile handsets sold<sup>4</sup> in the Mobile Communications segment.

(Notes) 3. Sales commissions paid to sales agents per new subscription and upgrade purchase.

4. Handsets sold: Total of new subscriptions and handset upgrades.

### **<Operating Income>**

As a result, operating income totaled ¥629,163 million, for a ¥163,291 million (35.1%) year-on-year increase. The operating margin rose 4.1 percentage points year-on-year, to 20.9%.

### **<Non-Operating Income / Expenses>**

Non-operating income totaled ¥17,320 million, an ¥8,001 million year-on-year increase. Non-operating expenses stood at ¥126,069 million, an ¥8,122 million year-on-year decrease. The primary item of non-operating expenses was interest expense, which totaled ¥104,019 million.

### <Ordinary Income>

As a result of the above, ordinary income therefore totaled ¥520,414 million, for a ¥179,416 million (52.6%) year-on-year increase.

### <Special Income>

Special income totaled ¥14,252 million. The main components were a ¥6,623 million gain on sale of investment securities and a ¥4,187 million gain on repurchase of minority interests and long-term debt.

Gain on repurchase of minority interests and long-term debt was the result of an acquisition made by the Company during this fiscal year, amounting to a total of ¥412,500 million. This acquisition was of all class 1 preferred stock series 1 and stock acquisition rights issued by BB Mobile Corp. to Vodafone International Holdings B.V. and the entire amount of the principal and accrued interest of a long-term loan receivable, which was recorded as long-term debt in the Company's consolidated balance sheets, from SOFTBANK MOBILE Corp. (hereafter "SOFTBANK MOBILE") to Vodafone Overseas Finance Limited.

### <Special Loss>

Special loss was ¥54,053 million, which included a ¥14,416 million loss on disaster, a ¥9,521 million valuation loss on option, an ¥8,739 million valuation loss on investment securities, and a ¥7,099 million loss on adjustment for changes of the accounting standard for asset retirement obligations.

Loss on disaster was recorded in connection with the Great East Japan Earthquake that occurred in March 2011.

The Company has entered into agreements containing a put option<sup>5</sup> and a call option<sup>6</sup> for shares of Wireless City Planning Inc. (hereafter "WCP"), which is the Company's affiliate under equity method, with its shareholders other than the Company. These options are measured at fair value and the valuation loss is recorded as described above.

(Notes) 5. Put option: the right of the other shareholders of WCP to sell the WCP shares to the Company.

6. Call option: the Company's right to buy the WCP shares from the other shareholders of WCP.

### <Income Taxes>

Provisions for current income taxes were ¥173,509 million, provisions for deferred income taxes were ¥32,047 million, and additional tax expenses of ¥27,391 million were recorded as income taxes – correction. The income taxes – correction includes additional income taxes paid by Yahoo Japan Corporation (hereafter "Yahoo Japan") in response to a correction and ruling notice which it received from the Tokyo Regional Taxation Bureau.

### <Minority Interests in Net Income>

Minority interests in net income totaled ¥57,950 million. This was mainly the portion of net income recorded at Yahoo Japan and SB Asia Infrastructure Fund L.P., a consolidated subsidiary from this fiscal year, attributable to the shareholders other than the Company.

### <Net Income>

As a result of the above, net income totaled ¥189,712 million, for a ¥92,996 million (96.2%) year-on-year increase.

Results by reportable segments are as follows:

The “Accounting Standard for Disclosures about Segments of an Enterprise and Related Information” (ASBJ Statement No.17, March 27, 2009) and the “Guidance on the Accounting Standard for Disclosures about Segments of an Enterprise and Related Information” (ASBJ Guidance No.20, March 21, 2008) are applied from this fiscal year. As a result, four segments; “Mobile Communications,” “Broadband Infrastructure,” “Fixed-line Telecommunications,” and “Internet Culture” are treated as reportable segments from this fiscal year.

Regarding year-on-year rate of net sales and operating income, numerical values of the previous fiscal year and this fiscal year are compared on an assumption that those accounting standards are applied to numerical values of the previous fiscal year.

### [Mobile Communications]

<<Summary of Segment Results>>		
Net sales	¥1,944,551 million	(14.3% increase year-on-year)
Operating income	¥402,411 million	(54.2% increase year-on-year)
· 3,532,100 cumulative net subscriber additions <sup>7</sup> for this fiscal year		
· ARPU for this fiscal year was ¥4,210, a ¥140 year-on-year increase. Out of this, data ARPU amounted to ¥2,310, a ¥290 year-on-year increase		

### <Overview of Operations>

The segment’s net sales increased by ¥243,136 million (14.3%) year-on-year to ¥1,944,551 million. The revenue growth was driven by continued strong upward trend of mobile phone subscribers combined with increases in ARPU and the number of mobile handsets shipped. Operating income increased by ¥141,516 million (54.2%) year-on-year to ¥402,411 million.

(Note) 7. The number of net subscriber additions includes prepaid mobile phones and communication module service subscribers.

Net communication module service subscriber additions for this fiscal year totaled 771,100.

### **<Number of Mobile Phone Subscribers>**

Net subscriber additions (new subscribers minus cancellations) for this fiscal year totaled 3,532,100. This net increase was primarily the result of strong sales of iPhone.<sup>8</sup> As a result, the cumulative number of subscribers<sup>9</sup> at the end of this fiscal year stood at 25,408,700, raising SOFTBANK MOBILE's cumulative subscriber share by 1.8 of a percentage point year-on-year, to 21.3%.<sup>10</sup>

(Notes) 8. iPhone is a trademark of Apple Inc.

The iPhone trademark is used under license from Aiphone K.K.

9. The number of cumulative subscribers includes prepaid mobile phones and communication module service subscribers. The cumulative number of communication module service subscribers at the end of this fiscal year was 1,308,600.

10. Calculated by the Company based on Telecommunications Carriers Association statistical data.

### **< Number of Mobile Handsets Sold/ Shipped >**

The number of mobile handsets sold and handsets shipped for this fiscal year increased by 1,108,000 year-on-year to 10,242,000 and 1,199,000 year-on-year to 10,016,000, respectively. These increases were mainly the result of a favorable sales and shipment trend of mobile handsets especially iPhone and communication modules.

### **<ARPU>**

ARPU for this fiscal year rose ¥140 year-on-year to ¥4,210. Out of this, the sum of the basic monthly charge and voice ARPU declined ¥160 year-on-year to ¥1,890, reflecting an increase in devices which do not have voice communication functionality, and revised access charges between carriers. On the other hand, data ARPU rose ¥290 year-on-year to ¥2,310. This was mainly the result of an increase in the number of data-intensive iPhone subscribers, combined with the after-effect of the termination of the non-data-intensive 2G service in March 2010.

### <Churn Rate and Upgrade Rate>

The churn rate<sup>11</sup> for this fiscal year was 0.98%, which was 0.39 of a percentage point lower year-on-year. This was primarily because the churn rate was no longer inflated by the termination of the 2G service, and there was a decline in the churn rate of customers who have completed their installment handset payments.

The upgrade rate<sup>11</sup> for this fiscal year was 1.40%, which was 0.31 of a percentage point lower year-on-year. The upgrade rate was no longer inflated by upgrades from 2G to 3G, in association with the termination of the 2G service completed in March 2010, while the number of upgrades to iPhone 4 increased.

(Note) 11. Calculated with prepaid mobile phones and communication module service subscribers included in the number of subscribers, churn and upgrades, respectively.

### <Average Acquisition Cost per Subscriber>

The average acquisition cost per subscriber<sup>12</sup> for this fiscal year declined ¥3,600 year-on-year to ¥36,900. This was primarily because of the increase in the number of mobile handsets shipped, especially for those handsets without voice communication functionality whose acquisition cost per subscriber is lower.

(Note) 12. Average commission paid to sales agents per new subscription.  
New subscriptions include prepaid mobile phones and communication modules.

### [Broadband Infrastructure]

<<Summary of Segment Results>>		
Net sales	¥190,055 million	(6.0% decrease year-on-year)
Operating income	¥43,154 million	(10.8% decrease year-on-year)

### <Overview of Operations>

The segment's net sales decreased by ¥12,072 million (6.0%) year-on-year to ¥190,055 million. This was mainly because of the continued decreasing trend in revenue, on a decline in the number of charged lines<sup>13</sup> for the ADSL service. Operating income decreased by ¥5,245 million (10.8%) year-on-year to ¥43,154 million. This was primarily due to a decrease in net sales, and an increase in sales-related expenses led by customer acquisition for *Yahoo! BB hikari with FLET'S*.<sup>14</sup>

Net subscriber additions for *Yahoo! BB hikari with FLET'S* for this fiscal year totaled 695,000, bringing the cumulative number of contracts at the end of this fiscal year to 932,000. Combined with installed lines<sup>15</sup> for the ADSL service, this brought the total number of users to 4,082,000.

(Notes) 13. Number of installed lines excluding customers whose basic monthly charge is free under promotion

campaigns or other promotional initiatives.

14. A broadband connection service that combines the Internet connection service *Yahoo! BB* and the *FLET'S HIKARI* fiber-optic connection provided by NIPPON TELEGRAPH AND TELEPHONE EAST CORPORATION ("NTT East") and NIPPON TELEGRAPH AND TELEPHONE WEST CORPORATION ("NTT West"). *FLET'S* and *FLET'S HIKARI* are registered trademarks of NTT East and NTT West.

15. Number of lines for which connection construction for ADSL line at central office of NTT East or NTT West is complete.

## [Fixed-line Telecommunications]

<<Summary of Segment Results>>		
Net sales	¥356,561 million	(2.3% increase year-on-year)
Operating income	¥38,006 million	(64.8% increase year-on-year)

### <Overview of Operations>

The segment's net sales increased by ¥7,869 million (2.3%) year-on-year to ¥356,561 million. Inter-segment sales increased due to network provision to the Group telecommunication companies such as SOFTBANK MOBILE, and contributed to the overall segment's revenue growth. On the other hand, net sales to third-parties decreased, primarily as a result of the continued decrease in revenue from relay connection voice services such as *MYLINE*, and despite an increase in revenue from the *OTOKU Line*, a direct connection voice service.

Operating income increased by ¥14,941 million (64.8%) to ¥38,006 million. This was mainly due to an increase in net sales, combined with a decrease in lease expenses on equipment for the *OTOKU Line* service.

## [Internet Culture]

<<Summary of Segment Results>>		
Net sales	¥283,615 million	(4.7% increase year-on-year)
Operating income	¥150,305 million	(10.0% increase year-on-year)

### <Overview of Operations>

The segment's net sales increased by ¥12,860 million (4.7%) year-on-year to ¥283,615 million. This was mainly due to revenue growth at Yahoo Japan on an increase in listing and display advertising. Operating income increased by ¥13,719 million (10.0%) year-on-year to ¥150,305 million. This was primarily a result of the growth in net sales, in addition to a decrease in communications expenses in connection with the improved operational efficiency as a result of direct ownership of data centers.

### 3. Offering help in the aftermath of the Great East Japan Earthquake

Immediately following the Great East Japan Earthquake on March 11, 2011, each Group company started activities to support those affected as follows.

SOFTBANK MOBILE offered the general public free access to its public wireless LAN service called “SOFTBANK Wi-Fi Spot,” allowing everyone to use high-speed communication<sup>16</sup> free of charge, while users were allowed to send domestic e-mails for free from SoftBank mobile phones for one week from March 11, 2011. Besides, SOFTBANK MOBILE started rental service of mobile phones and battery chargers to meet the demand of public organizations and various bodies engaged in emergency restoration.

SOFTBANK BB Corp. (hereafter “SOFTBANK BB”) provided relief supplies including mobile phone battery chargers and related products in response to the request from public organizations and various bodies engaged in emergency restoration.

SOFTBANK TELECOM Corp. (hereafter “SOFTBANK TELECOM”) started to offer free use of virtual server resources for a certain period<sup>17</sup>, to the public organizations and various bodies engaged in support for those afflicted.

Yahoo Japan promptly presented earthquake-related information to the public, including web pages dedicated to this purpose, while having decided to launch “Emergency Disaster Fund” via the Internet, which will be passed onto the Japanese Red Cross Society along with a donation from Yahoo Japan.

Yahoo Japan and Ustream Asia Inc. cooperated with each TV station<sup>18</sup> with the simultaneous Internet release of their news programs reporting on the earthquake.

Besides the above, each Group company offered support under its own initiative.

The Group will further step up its efforts towards relief and restoration of the affected regions in coordination with public organizations and various bodies.

(Notes) 16. This service has been provided across all regions until April 6, 2011, and is still ongoing in selected regions.

17. Although provision of this service was planned for one month, it is being extended even after one month as the situation warrants.

18. Yahoo Japan broadcasted programs shown on NHK and Ustream Asia Inc. broadcasted programs shown on NHK and other commercial broadcasting networks.

## ii Capital expenditure

During this fiscal year, the Group made capital expenditure (including software) to expand businesses such as the Mobile Communications business, the Broadband Infrastructure business and the Fixed-line Telecommunications business.

The breakdown of the capital expenditure by segment is as follows.

Name of Segment	Amount invested (¥ million)
Mobile Communications	351,525
Broadband Infrastructure	16,850
Fixed-line Telecommunications	36,236
Internet Culture	10,713
Others	4,876
Company-wide (in common) <sup>(2)</sup>	388
Total	420,591

(Notes)

1. The amount of capital expenditure abovementioned includes capital expenditure through finance lease.
2. The table shows capital expenditure of the Company.

The breakdown of major capital expenditure by business segment is as follows.

(Mobile Communications segment)

- Base station facilities
- Switching facilities

(Broadband Infrastructure segment)

- Customer premises equipment for access networks
- Central office facilities for data transmission

(Fixed-line Telecommunications segment)

- Facilities for voice transmission service
- Facilities for data transmission and dedicated line service
- Facilities for other fixed-line telecommunications service

(Internet Culture segment)

- Network-related equipment such as servers

### iii Fund Procurement Activities

#### 1. Status of interest-bearing debt

The amount of consolidated interest-bearing debt of the Group decreased by ¥119,670 million in this fiscal year. This decrease is attributable to an increase of ¥132,966 million in corporate bonds and to a decrease of ¥277,636 million in borrowings, etc. The gist of major transactions is as follows.

##### (1) Borrowings

The amount of borrowings from financial institutions decreased by ¥277,636 million. Increase and decrease of debt by the Company and its subsidiaries are as follows.

Company name	Description	Summary
The Company	Increase of ¥217,000 million	Primarily increase of long-term borrowings and short-term borrowings based on the commitment line agreement
SOFTBANK MOBILE Corp.	Decrease of ¥214,124 million	Repayment of funds raised via WBS
SOFTBANK MOBILE Corp.	Decrease of ¥169,910 million	Reduction in balance of funds raised via securitization of installment sales receivables of mobile phones (recorded as borrowings)
SOFTBANK MOBILE Corp.	Decrease of ¥84,596 million	Elimination in consolidation of the long-term loan receivable acquired by the Company from Vodafone Overseas Finance Limited, which was long-term debt owed by SOFTBANK MOBILE to Vodafone Overseas Finance Limited, and the long-term debt of SOFTBANK MOBILE
Yahoo Japan Corporation	Decrease of ¥10,000 million	Repayment of current portion of long-term borrowings

#### Status of the commitment lines

On the expiration of the term of the commitment line agreement structured in the previous fiscal year, a new commitment line agreement was newly executed between the Company and a group of financial institutions including Mizuho Corporate Bank, Ltd. and Citibank Japan Ltd. as the arrangers for a total amount of ¥187,000 million in September 2010. In addition, short-term and long-term syndicated loans are structured as in the previous fiscal year, for a total amount of ¥127,200 million. As of the end of this fiscal year, the outstanding loan drawn on the commitment line including the abovementioned borrowings was ¥207,200 million.

## (2) Corporate bonds

The Company issued domestic straight bonds amounting to ¥235,000 million in this fiscal year as stated below. The amount of redemption of domestic straight bonds totaled ¥102,025 million in this fiscal year. Issuance of corporate bonds and redemption of major corporate bonds are as follows:

Date of issue	Description	Issue value (¥ million)
June 2, 2010	SOFTBANK CORP. 31 <sup>st</sup> Unsecured Straight Bond	25,000
June 2, 2010	SOFTBANK CORP. 32 <sup>nd</sup> Unsecured Straight Bond	25,000
September 17, 2010	SOFTBANK CORP. 33 <sup>rd</sup> Unsecured Straight Bond (Fukuoka SOFTBANK HAWKS Bond)	130,000
January 25, 2011	SOFTBANK CORP. 34 <sup>th</sup> Unsecured Straight Bond	45,000
January 25, 2011	SOFTBANK CORP. 35 <sup>th</sup> Unsecured Straight Bond	10,000

Date of redemption	Description	Redemption value (¥ million)
April 26, 2010	SOFTBANK CORP. 24 <sup>th</sup> Unsecured Straight Bond (Fukuoka SOFTBANK HAWKS Bond)	20,000
September 14, 2010	SOFTBANK CORP. 22 <sup>nd</sup> Unsecured Straight Bond	34,400
October 15, 2010	Euro-denominated Senior Notes Due 2013 (redeemed before maturity)	47,269 (352 million euro)

### 2. Other major fund raising

#### Capital lease with ownership transfer

The Group procured the total amount of ¥117,596 million in this fiscal year for new capital investment mainly for mobile communications business.

#### iv Status of transfer of business, absorption by corporate split-up or establishment by corporate split-up

Not applicable.

#### v Status of acquisition of business of other companies

Not applicable.

#### vi Status of succession of rights and obligations regarding other corporate business through merger by absorption or absorption by corporate split-up

Not applicable.

#### vii Status of holding of shares of other companies and acquisition and disposition of stock acquisition rights

Not applicable.

## viii Important management issues

### 1. Reduction of Net Interest-bearing Debt

The Group recognizes the importance of reducing its net interest-bearing debt,<sup>1</sup> and has set a target of reducing its ¥1,939,520 million of net interest-bearing debt as of the end of March 2009 by half over three years (as of the end of March 2012), and to zero over six years (as of the end of March 2015). Net interest-bearing debt at the end of this fiscal year was ¥1,209,635 million, down 37.6% from the end of March 2009.

To achieve this target, the Group plans to generate an aggregate total of at least ¥1 trillion in free cash flow<sup>2</sup> over the three years from the fiscal year ended March 2010 through the fiscal year ending March 2012, in order to obtain funds to repay the interest-bearing debt. To generate the free cash flow, the Group will focus on improving operating cash flow, mainly in its core telecommunications-related businesses.

(Notes) 1. Net interest-bearing debt: Interest-bearing debt minus cash position.

Interest-bearing debt: short-term borrowings + commercial paper + current portion of corporate bonds + corporate bonds + long-term debt. Lease obligations are excluded.

This excludes the corporate bonds (WBS Class B2 Funding Notes, issued by J-WBS Funding K.K.) with a face value of ¥27,000 million acquired by the Company during the previous fiscal year that were issued under the whole business securitization financing scheme associated with the acquisition of Vodafone K.K.

Cash position: cash and cash deposits + marketable securities recorded as current assets (excludes Yahoo! Inc. shares held by a subsidiary of the Company in the United States of America).

2. Free cash flow: Cash flows from operating activities + cash flows from investing activities.

### 2. Mobile Communications Enhancement

In relation to the mobile phone services provided by SOFTBANK MOBILE, the Group recognizes the need to enhance its network. In March 2010, SOFTBANK MOBILE announced the SoftBank Network Enhancement Initiative, and in one year doubled the number of mobile phone base stations from around 60,000 at the end of March 2010, to 122,508 as of the end of March 2011.

To further increase service area and improve communications quality, the Group plans to increase the number of base stations to 140,000 by the end of September 2011. At the same time, the Group will continue efforts to improve the users' convenience by providing small base stations (femtocells) and Wi-Fi routers free of charge in users' homes and in stores.

### 3. Response to the Great East Japan Earthquake and Revision of BCP (Business Continuity Plan) in Preparation for Disasters

The Great East Japan Earthquake of March 11, 2011 left some regions unable to use the Group's telecommunication services. The Group is making every effort to restore its services and network as quickly as possible, as it recognizes these services are important lifelines.

Regarding the mobile communications service, on the morning of March 12, 2011, the day after the earthquake occurred, 3,786 base stations were rendered inoperative. The Group deployed vehicle-mounted base stations, auxiliary telecommunications facilities, and other response measures and had restored the service area to nearly the pre-disaster equivalent<sup>3</sup> by April 14, 2011. Although the Company completed restoration work of base stations on April 28, 2011, the Company will continue to concentrate its energies on improving the quality of communication and on restoration and reconstruction activities in the areas affected by the earthquake.

Meanwhile, for fixed-line telecommunications service and broadband service, the Group had restored around 97% of the total of around 178,000<sup>4</sup> affected subscriber lines as of May 6, 2011.

Moving ahead, the Group will look at countermeasures to allow it to continue providing telecommunications services even in the event of a major disaster, and for speeding recovery from service disruptions caused by damage. It will also review its BCP to prepare for disasters of a larger scale than previously imagined.

- (Notes)
3. Excludes the exclusion zone around the Fukushima Daiichi Nuclear Power Plant of The Tokyo Electric Power Company and areas with restricted access due to immense earthquake and tsunami damages.
  4. Total number of lines for SOFTBANK TELECOM fixed-line communication services and SOFTBANK BB broadband service (Yahoo! BB service and SOFTBANK broadband service) including the number of lines in the exclusion zone around the Fukushima Daiichi Nuclear Power Plant of The Tokyo Electric Power Company.

(2) Status of asset and profit and loss

Item	Unit	Fiscal Year ended March 2008	Fiscal Year ended March 2009	Fiscal Year ended March 2010	Fiscal Year ended March 2011 (this fiscal year)
Sales	¥mil	2,776,168	2,673,035	2,763,406	3,004,640
Ordinary income	¥mil	258,614	225,661	340,997	520,414
Net income	¥mil	108,624	43,172	96,716	189,712
Net income per share – basic	¥	101.68	39.95	89.39	175.28
Net income per share – diluted	¥	95.90	38.64	86.39	168.57
Total assets	¥mil	4,558,901	4,386,672	4,462,875	4,655,725
Net assets	¥mil	848,725	824,798	963,971	879,618
Shareholders' equity per share	¥	355.15	346.11	434.74	572.14

(Note) The earnings results of this fiscal year is as set out in “I. Status of the Corporate Group (1) Overview of operations for this fiscal year i Progress and results of operations.”

(3) Major subsidiaries (as of March 31, 2011)

Company name	Capital amount	Percentage of voting rights	Outline of major business
SOFTBANK MOBILE Corp.	¥177,251 million	100% (100%)	Provision of mobile phone communication services and sales of mobile phones accompanying the services, etc.
SOFTBANK BB Corp.	¥100,000 million	100%	Provision of broadband infrastructure such as ADSL and related services, IT development related distribution business, and e-commerce related business
SOFTBANK TELECOM Corp.	¥100 million	100% (18.3%)	Fixed-line telecommunications business
Yahoo Japan Corporation	¥7,925 million	42.2% (6.6%)	Internet-based advertising business, portal business, and auction business, etc.
SOFTBANK Holdings Inc.	US\$7 thousand	100%	Holding company of overseas subsidiaries, etc.

(Note) The figure in brackets represents percentage of indirectly owned voting rights.

(4) Major businesses (as of March 31, 2011)

Business segment		Major operations of each business segment
Reportable Segment	Mobile Communications	Provision of mobile communication services, and sale of mobile phones related to the services
	Broadband Infrastructure	High-speed Internet connection service, IP telephony service, and provision of content, etc.
	Fixed-line Telecommunications	Provision of fixed-line telecommunications etc.
	Internet Culture	Internet-based advertising operations, e-commerce site operations such as <i>Yahoo! Auctions</i> and <i>Yahoo! Shopping</i> , membership services, etc.
Others		Distribution of PC software and peripherals, Fukuoka SOFTBANK HAWKS related business, etc.

(5) Major business offices (as of March 31, 2011)

Company name	Major offices, etc.
The Company	Head office: Minato-ku, Tokyo
SOFTBANK MOBILE Corp.	Head office: Minato-ku, Tokyo Sales office: Chuo-ku, Sapporo; Aoba-ku, Sendai; Nakamura-ku, Nagoya; Kita-ku, Osaka; Kanazawa, Ishikawa Pref; Naka-ku, Hiroshima; Takamatsu, Kagawa Pref; Hakata-ku, Fukuoka
SOFTBANK BB Corp.	Head office: Minato-ku, Tokyo Sales office: Shinagawa-ku, Tokyo; Kita-ku, Sapporo; Aoba-ku, Sendai; Naka-ku, Nagoya; Kita-ku, Osaka; Naka-ku, Hiroshima; Hakata-ku, Fukuoka
SOFTBANK TELECOM Corp.	Head office: Minato-ku, Tokyo Sales office: Kita-ku, Sapporo; Aoba-ku, Sendai; Nakamura-ku, Nagoya; Kita-ku, Osaka; Naka-ku, Hiroshima; Hakata-ku, Fukuoka
Yahoo Japan Corporation	Head office: Minato-ku, Tokyo
SOFTBANK Holdings Inc.	Head office: Massachusetts, USA

## (6) Employees (as of March 31, 2011)

Business segment	Number of employees (person)
Mobile Communications	6,729 (1,308)
Broadband Infrastructure	1,972 (501)
Fixed-line Telecommunications	4,626 (376)
Internet Culture	4,765 (249)
Others	3,556 (1,509)
Company-wide (in common) <sup>(*)3)</sup>	151 (9)
Total	21,799 (3,952)

## (Notes)

1. The number of employees is the number of persons at work.
2. The number in brackets in the "Number of employees" column shows the annual average number of temporary employees hired.
3. The number of persons at work in the Company.

## (7) Status of major lenders (as of March 31, 2011)

Lenders	Amount of loans (¥ million)
Mizuho Trust & Banking Co., Ltd <sup>(*)</sup>	835,759
Mizuho Corporate Bank, Ltd.	110,075
S-lender General Incorporated Association	104,000
Citibank Japan Ltd.	97,648
Sumitomo Mitsui Banking Corporation	68,556
Mitsubishi UFJ Trust and Banking Corporation	33,556
The Sumitomo Trust and Banking Co., Ltd.	24,278
The Bank of Tokyo-Mitsubishi UFJ, Ltd.	22,500
Nomura Securities Co., Ltd.	10,000

(Note) The amount includes borrowings totaling ¥772,577 million accompanying the whole business securitization and ¥49,903 million accompanying securitization of mobile phone installment sales receivables.

## II Status of the Company

### (1) Status of shares (as of March 31, 2011)

- |   |  |
|---|--|
| i. Authorized shares                        | 3,600,000,000 shares   |
| ii. Number of shares issued and outstanding | 1,082,530,408 shares<br>(Including treasury stock of 180,503 shares) |
| iii. Number of shareholders                 | 257,570  |
| iv. Major shareholders                      |  |

Name of shareholders	Number of shares held (1,000 shares)	Percentage of shareholding
Masayoshi Son	231,614	21.40%
Japan Trustee Services Bank, Ltd. (Trust Account)	89,833	8.30%
JP Morgan Chase Bank 380055	65,886	6.09%
State Street Bank and Trust Company	52,632	4.86%
The Master Trust Bank of Japan, Ltd. (Trust Account)	40,157	3.71%
Trust & Custody Services Bank, Ltd. (Trust Account)	18,739	1.73%
SSBT OD05 OMNIBUS ACCOUNT-TREATY CLIENTS	17,204	1.59%
THE CHASE MANHATTAN BANK 385036	16,085	1.49%
JPMorgan Securities Japan Co., Ltd.	11,141	1.03%
Mellon Bank N.A. as agent for its client Mellon omnibus US pension	9,678	0.89%

(Note) Percentage of shareholding is calculated by deducting treasury stock (180,503 shares).

(2) Status of Stock Acquisition Rights

- i Status of Stock Acquisition Rights held by the Company's Directors (as of March 31, 2011)

Not applicable.

- ii Status of Stock Acquisition Rights issued to employees as a remuneration for discharge of duties in this fiscal year

Not applicable.

- iii Status of other Stock Acquisition Rights (as of the end of March 2011)

1. Euro-yen convertible bonds with stock acquisition rights due 2013 issued based on the resolution of the Board of Directors' Meeting held on December 11, 2003

Number of Stock Acquisition Rights	24,999
Number of shares to be purchased with Stock Acquisition Rights	23,099,099 shares
Type of shares to be purchased with Stock Acquisition Rights	Common stock
Issue price of Stock Acquisition Rights	Free of charge
Amount of capital paid per share when exercising the right	¥2,164.50
Exercise period	January 13, 2004 to March 15, 2013
Balance of bonds with Stock Acquisition Rights	¥49,998 million

2. Euro-yen convertible bonds with stock acquisition rights due 2014 issued based on the resolution of the Board of Directors' Meeting held on December 11, 2003

Number of Stock Acquisition Rights	24,996
Number of shares to be purchased with Stock Acquisition Rights	25,193,772 shares
Type of shares to be purchased with Stock Acquisition Rights	Common stock
Issue price of Stock Acquisition Rights	Free of charge
Amount of capital paid per share when exercising the right	¥1,984.30
Exercise period	January 13, 2004 to March 17, 2014
Balance of bonds with Stock Acquisition Rights	¥49,992 million

3. Stock Acquisition Rights according to the resolution of the Board of Directors' Meeting held on July 29, 2010

Amount paid per Stock Acquisition Right: ¥2,900 (100 shares per Stock Acquisition Right)

Exercise value: ¥2,625 per share

Exercise period: July 1, 2012 to June 30, 2017

Conditions for exercising stock acquisition rights

(1) The Stock Acquisition Rights holder (hereafter "Right Holder") may exercise these rights only if conditions below a., b., and c. are fulfilled.

a. The free cash flow in the Consolidated Statements of Cash Flows for the fiscal years ended March 2010 and March 2011 and ending March 2012, which will be stated in the Annual Security Report to be submitted by the Company in accordance with the Financial Instruments and Exchange Act, must be ¥1 trillion or more.

b. Amount of the net interest-bearing debt in the Consolidated Balance Sheet for the fiscal year ending March 2012, which will be stated in the Annual Security Report to be submitted by the Company in accordance with the Financial Instruments and Exchange Act, must be less than ¥0.97 trillion.

c. Total amount of operating income in the Consolidated Statements of Income for the fiscal years ended March 2011 and ending March 2012, which will be stated in the Annual Security Report to be submitted by the Company in accordance with the Financial Instruments and Exchange Act, must be ¥1.1 trillion or more.

(2) The number of Stock Acquisition Rights exercisable during the period from a. to d. by Right Holder shall be limited as below. Any amount less than one of the exercisable numbers of the Stock Acquisition Rights will be rounded down.

a. 25% of the allotted Stock Acquisition Rights may be exercised during the period from July 1, 2012 to June 30, 2013.

b. 50% of the issued Stock Acquisition Rights, combined with the Stock Acquisition Rights exercised as per condition a. above, may be exercised during the period from July 1, 2013 to June 30, 2014.

c. 75% of the issued Stock Acquisition Rights, combined with the Stock Acquisition Rights exercised as per conditions a. and b. above may be exercised during the period from July 1, 2014 to June 30, 2015.

d. All of the issued Stock Acquisition Rights, combined with the Stock Acquisition Rights exercised as per conditions a., b. and c. above may be exercised during the period from July 1, 2015 to June 30, 2017.

(3) Right Holder may not exercise the Stock Acquisition Rights yet to be exercised if he/she loses all his/her positions as director or employee (including corporate officer) of the Company or subsidiaries of the Company.

(4) Other conditions are as stipulated in the “year 2010 incentive program.”

Status of issuance to employees

	Number of Stock Acquisition Rights	Type and number of shares to be purchased	Number of people issued to
Employees of the Company	3,815	381,500 shares of common stock	28
Directors and employees of the subsidiaries	30,680	3,068,000 shares of common stock	205

(3) Status of Corporate Officers

i Status of Directors and Corporate Auditors (as of March 31, 2011)

Name	Position and area of responsibility	Status of important concurrent post
Masayoshi Son	Chairman & CEO	Chairman & CEO, SOFTBANK MOBILE Corp. Chairman & CEO, SOFTBANK BB Corp. Chairman & CEO, Representative Director, SOFTBANK TELECOM Corp.
Ken Miyauchi	Director	Senior Executive Vice President & COO, SOFTBANK MOBILE Corp. Senior Executive Vice President & COO, SOFTBANK BB Corp. Senior Executive Vice President & COO, Representative Director, SOFTBANK TELECOM Corp.
Kazuhiko Kasai	Director	Director, SOFTBANK MOBILE Corp. Director, SOFTBANK TELECOM Corp. President, Fukuoka SOFTBANK HAWKS Corp.
Masahiro Inoue	Director	President and CEO, Yahoo Japan Corporation
Ronald Fisher	Director	Director and President, SOFTBANK Holdings Inc.
Yun Ma	Director	Chairman and CEO, Alibaba Group Holding Limited
Tadashi Yanai	Director	Chairman, President and CEO, FAST RETAILING CO., LTD Chairman, President and CEO, UNIQLO CO., LTD.
Jun Murai	Director	Professor and Dean, Faculty of Environmental Information Studies, Keio University
Mark Schwartz	Director	Chairman, MissionPoint Capital Partners, LLC Director, MasterCard Incorporated
Mitsuo Sano	Full-time Corporate Auditor	Certified public accountant
Soichiro Uno	Corporate Auditor	Partner, Nagashima Ohno & Tsunematsu
Koichi Shibayama	Corporate Auditor	Certified public accountant / Certified public tax accountant Advisor, PricewaterhouseCoopers (Tax practice)
Hidekazu Kubokawa	Corporate Auditor	Certified public accountant / Certified public tax accountant Representative partner, Yotsuya Partners Accounting Firm External Corporate Auditor, TAKE AND GIVE. NEEDS Co., Ltd External Corporate Auditor, KASUMI CO., LTD. External Corporate Auditor, Kyoritsu Printing Group

(Notes)

1. Directors, Messrs. Tadashi Yanai, Jun Murai, and Mark Schwartz are External Directors.
2. Corporate Auditors, Messrs. Soichiro Uno, Koichi Shibayama, and Hidekazu Kubokawa are External Corporate Auditors.
3. Full-time Corporate Auditor, Mr. Mitsuo Sano is a certified public accountant, Corporate Auditor, Messrs. Koichi Shibayama and Hidekazu Kubokawa are certified public accountants and certified public tax accountants, and they have considerable knowledge for finance and accounting.
4. Director, Mr. Jun Murai retired from the position of Non-Executive Director, SKY Perfect JSAT Holdings Inc. as of June 25, 2010.
5. The name of one of the important concurrent posts of Corporate Auditor, Mr. Hidekazu Kubokawa was changed as of January 1, 2011 from Kubokawa Partner Accounting Firm to Yotsuya Partners Accounting Firm.

ii Amount of remuneration paid to Directors and Corporate Auditors

Title	Number of people	Amount of remuneration for this fiscal year
Directors	6 people	¥244 million
Corporate Auditors	4 people	¥70 million
Total	10 people	¥315 million

(Notes)

1. Of the amount above, the aggregate remuneration paid to External Directors and External Corporate Auditors for this fiscal year was ¥59 million for 6 people.
2. In addition to the above, the remuneration paid to External Directors and External Corporate Auditors as directors of the subsidiaries of the Company for this fiscal year was ¥1 million.
3. Pursuant to the resolution of the 10th Annual General Meeting of Shareholders held on June 28, 1990, the annual aggregate remuneration paid to Directors shall not exceed ¥800 million, and that for Corporate Auditors shall not exceed ¥80 million.

iii Items on External Directors

1. Relationship with companies where External Directors hold an important concurrent post  
The Company has transactions relating to tax consulting and other matters with PricewaterhouseCoopers, which is one of the important concurrent posts of Corporate Auditor, Mr. Koichi Shibayama.
2. Relationship with specific parties such as major business partners  
Not applicable.

### 3. Major activities for this fiscal year

Title	Name	Attendance to Board of Directors'/Corporate Auditors' meeting	Major activities
Director	Tadashi Yanai	Attended 19 out of 21 meetings of the BOD held in this fiscal year.	Makes remarks mainly on global management from an expert's viewpoint to support business judgment and decision making.
Director	Jun Murai	Attended 14 out of 21 meetings of the BOD held in this fiscal year.	Makes remarks mainly on the Internet from an academic expert's viewpoint to provide technical advice and to support business judgment and decision making.
Director	Mark Schwartz	Attended 19 out of 21 meetings of the BOD held in this fiscal year.	Makes remarks mainly on overseas financial industry from an expert's viewpoint to support business judgment and decision making.
Corporate Auditor	Soichiro Uno	Attended 20 out of 21 meetings of the BOD, and 14 out of 14 meetings of the Board of Corporate Auditors held in this fiscal year.	Makes remarks mainly on procedures according to laws from a lawyer's viewpoint to ensure the adequacy and legitimacy of decision making.
Corporate Auditor	Koichi Shibayama	Attended 21 out of 21 meetings of the BOD, and 14 out of 14 meetings of the Board of Corporate Auditors held in this fiscal year.	Makes remarks mainly on financial and tax procedures from a certified public accountant and tax accountant's viewpoint to ensure the adequacy and legitimacy of decision making.
Corporate Auditor	Hidekazu Kubokawa	Attended 20 out of 21 meetings of the BOD, and 14 out of 14 meetings of the Board of Corporate Auditors held in this fiscal year.	Makes remarks mainly on financial and tax procedures from a certified public accountant and tax accountant's viewpoint to ensure the adequacy and legitimacy of decision making.

(Note) Number of attendance excludes the number of the Board of Directors' meetings held in writing or electronically.

#### 4. Description of agreement on liability limitation

The Company and its External Directors and its External Corporate Auditors have concluded a contract to limit liability for damage stipulated in Paragraph 1, Article 423 of the Companies Act in accordance with Paragraph 1, Article 427 of the Companies Act.

The amount of limit of liability for damage is stipulated in the relevant contract as ¥10 million or the minimum amount of limit of liability that the relevant laws and ordinances stipulate, whichever is higher.

#### (4) Status of Independent Auditors

##### i Name

Deloitte Touche Tohmatsu LLC

##### ii Amount of remuneration to be paid

Amount of remuneration that the Company should pay in the fiscal year	
a. Amount of remuneration for the services pursuant to Paragraph 1, Article 2 of the Certified Public Accountant Law	¥168 million
b. Amount of remuneration for the services in addition to the services pursuant to Paragraph 1, Article 2 of the Certified Public Accountant Law	¥29 million
Aggregate amount of cash and other profits to be paid by the Company and its subsidiaries	¥864 million

##### (Notes)

1. As the audit agreement between the independent auditors and the Company does not stipulate that the remuneration for auditing services be classified into remuneration for the audit based on the Financial Instruments and Exchange Act and the remuneration for the audit based on the Companies Act, there is no classification practically between the two kinds of remuneration. Therefore the amount described in a. is the aggregate amount of the aforementioned remuneration.
2. Description of services in addition to the services pursuant to Paragraph 1, Article 2 of the Certified Public Accountant Law  
Mainly advice service on financial research related with M&A items, and application of International Financial Reporting Standards.
3. Deloitte&Touche LLP audits SOFTBANK Holdings Inc. out of important subsidiaries of the Company.

##### iii Decision-making policy of dismissal or not reappointing of independent auditors

The independent auditors may be dismissed by the board of corporate auditors' meeting with unanimity of corporate auditors when the independent auditors correspond to any of Article 340-1 of the Companies Act.

Other than those cases above, the Board of Directors' meeting shall submit a proposal on dismissal or not reappointing the independent auditors to the Annual General Meeting of Shareholders with the consensus of the board of corporate auditors' meeting or a request from the board of corporate auditors' meeting when it is acknowledged that the execution of appropriate audit is difficult due to the occurrence of situation where violates the qualification or independency of the

independent auditors.

iv Liability limitation agreement

Not applicable.

(5) System to ensure appropriateness of business

The system to ensure appropriateness of business is made available on the Company's website (<http://www.softbank.co.jp/>), pursuant to the applicable laws and Article 14 of the Articles of Incorporation of the Company.

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(Note) Within this business report amounts less than stated units are omitted, and ratios less than stated units are rounded.

# Consolidated Balance Sheets

(As of March 31, 2011)

(Millions of yen; amounts less than one million yen are omitted.)

	Amount		Amount
<b>&lt;ASSETS&gt;</b>		<b>&lt;LIABILITIES&gt;</b>	
<b>Current assets:</b>	<b>1,862,617</b>	<b>Current liabilities</b>	<b>1,644,407</b>
Cash and deposits	861,657	Accounts payable - trade	193,644
Notes and accounts receivable - trade	657,774	Short-term borrowings	410,950
Marketable securities	78,099	Commercial paper	25,000
Merchandise and finished products	49,887	Current portion of corporate bonds	128,500
Deferred tax assets	90,907	Accounts payable - other and accrued expenses	561,421
Other current assets	162,068	Income taxes payable	115,355
Less: Allowance for doubtful accounts	(37,778)	Deferred tax liabilities	7,104
<b>Fixed assets</b>	<b>2,791,726</b>	Current portion of lease obligations	131,305
<b>Property and equipment, net</b>	<b>1,113,447</b>	Other current liabilities	71,125
Buildings and structures	74,867	<b>Long-term liabilities</b>	<b>2,131,699</b>
Telecommunications equipment	840,839	Corporate bonds	507,390
Telecommunications service lines	68,856	Long-term debt	1,030,959
Land	22,882	Long-term accounts payable - other	265,141
Construction in progress	55,663	Deferred tax liabilities	26,582
Other property and equipment	50,339	Liability for retirement benefits	14,414
<b>Intangible assets, net</b>	<b>1,120,345</b>	Allowance for point mileage	41,947
Goodwill	839,238	Lease obligations	199,769
Software	248,872	Other liabilities	45,494
Other intangibles	32,233	<b>Total liabilities</b>	<b>3,776,107</b>
<b>Investments and other assets</b>	<b>557,933</b>	<b>&lt;Equity&gt;</b>	
Investment securities and investments in unconsolidated subsidiaries and affiliated companies	340,436	<b>Shareholders' equity</b>	<b>623,321</b>
Deferred tax assets	109,145	Common stock	<b>188,775</b>
Other assets	123,360	Additional paid-in capital	<b>212,510</b>
Less: Allowance for doubtful accounts	(15,008)	Retained earnings	<b>222,277</b>
<b>Deferred charges</b>	<b>1,381</b>	Less: Treasury stock	<b>(240)</b>
		<b>Valuation and translation adjustments</b>	<b>(4,068)</b>
		Unrealized gain on available-for-sale securities	<b>34,920</b>
		Deferred gain on derivatives under hedge accounting	<b>11,224</b>
		Foreign currency translation adjustments	<b>(50,213)</b>
		<b>Stock acquisition rights</b>	<b>703</b>
		<b>Minority interests</b>	<b>259,661</b>
		<b>Total equity</b>	<b>879,618</b>
<b>Total assets</b>	<b>4,655,725</b>	<b>Total liabilities and equity</b>	<b>4,655,725</b>

# Consolidated Statements of Income

(Fiscal year from April 1, 2010 to March 31, 2011)

(Millions of yen; amounts less than one million yen are omitted.)

	Amount	
<b>Net sales</b>		<b>3,004,640</b>
<b>Cost of sales</b>		<b>1,373,617</b>
<b>Gross Profit</b>		<b>1,631,022</b>
<b>Selling, general and administrative expenses</b>		<b>1,001,859</b>
<b>Operating income</b>		<b>629,163</b>
<b>Non-operating income</b>		<b>17,320</b>
Interest income	2,228	
Foreign exchange gain, net	1,808	
Equity in earnings of affiliated companies	2,874	
Gain on investments in partnership	2,088	
Other non-operating income	8,320	
<b>Non-operating expenses</b>		<b>126,069</b>
Interest expense	104,019	
Other non-operating expenses	22,049	
Ordinary income		<b>520,414</b>
<b>Special income</b>		<b>14,252</b>
Gain on sale of investment securities	6,623	
Dilution gain from changes in equity interest	2,879	
Gain on repurchase of minority interests and long-term debt	4,187	
Unrealized appreciation on valuation of investments and loss on sale of investments at subsidiaries in the U.S., net	263	
Other special income	298	
<b>Special loss</b>		<b>54,053</b>
Valuation loss on investment securities	8,739	
Loss on retirement of non current assets	6,542	
Loss on disaster	14,416	
Valuation loss on option	9,521	
Loss on adjustment for changes of accounting standard for asset retirement obligations	7,099	
Other special losses	7,734	
<b>Income before income taxes and minority interests</b>		<b>480,612</b>
Income taxes:		
Current		<b>173,509</b>
Correction		<b>27,391</b>
Deferred		<b>32,047</b>
<b>Income before minority interests</b>		<b>247,663</b>
<b>Minority interests in net income</b>		<b>57,950</b>
<b>Net income</b>		<b>189,712</b>

# Consolidated Statements of Changes in Equity

(Fiscal year from April 1, 2010 to March 31, 2011)

(Millions of yen; amounts less than one million yen are omitted.)

	Shareholders' equity				
	Common stock	Additional paid-in capital	Retained earnings	Treasury stock	Total
Balance at April 1, 2010	188,750	213,068	43,071	(225)	444,665
Decrease in retained earnings due to adoption of practical solution on unification of accounting policies applied to associates accounted for using the equity method	—	—	(4,510)	—	(4,510)
Changes of items during the year					
Exercise of warrants	24	24	—	—	49
Cash dividends	—	—	(5,411)	—	(5,411)
Net income	—	—	189,712	—	189,712
Purchase of treasury stock	—	—	—	(15)	(15)
Adjustments of retained earnings due to change in scope of the equity method	—	—	(697)	—	(697)
Adjustments of retained earnings due to change in scope of the consolidation	—	—	111	—	111
Changes in foreign affiliate's interests in its subsidiary	—	(582)	—	—	(582)
Items other than changes in shareholders' equity, net	—	—	—	—	—
Total changes in the year	24	(558)	183,715	(15)	183,166
Balance at March 31, 2011	188,775	212,510	222,277	(240)	623,321

	Valuation and translation adjustments				Stock acquisition rights	Minority interests	Total equity
	Unrealized gain on available-for-sale securities	Deferred gain on derivatives under hedge accounting	Foreign currency translation adjustments	Total			
Balance at April 1, 2010	43,864	14,528	(32,525)	25,866	476	492,963	963,971
Decrease in retained earnings due to adoption of practical solution on unification of accounting policies applied to associates accounted for using the equity method	—	—	—	—	—	—	(4,510)
Changes of items during the year							
Exercise of warrants	—	—	—	—	—	—	49
Cash dividends	—	—	—	—	—	—	(5,411)
Net income	—	—	—	—	—	—	189,712
Purchase of treasury stock	—	—	—	—	—	—	(15)
Adjustments of retained earnings due to change in scope of the equity method	—	—	—	—	—	—	(697)
Adjustments of retained earnings due to change in scope of the consolidation	—	—	—	—	—	—	111
Changes in foreign affiliate's interests in its subsidiary	—	—	—	—	—	—	(582)
Items other than changes in shareholders' equity, net	(8,943)	(3,303)	(17,687)	(29,935)	226	(233,301)	(263,010)
Total changes in the year	(8,943)	(3,303)	(17,687)	(29,935)	226	(233,301)	(79,843)
Balance at March 31, 2011	34,920	11,224	(50,213)	(4,068)	703	259,661	879,618

# Balance Sheet

(As of March 31, 2011)

(Millions of yen; amounts less than one million yen are omitted.)

	Amount		Amount
<b>&lt;ASSETS&gt;</b>		<b>&lt;LIABILITIES&gt;</b>	
<b>Current assets</b>	<b>303,618</b>	<b>Current liabilities</b>	<b>618,785</b>
Cash and deposits	199,099	Short-term borrowings	419,008
Accounts receivable - trade	8,448	Current portion of long term debt	51,682
Prepaid expense	644	Commercial paper	25,000
Short-term loan receivable	84,650	Current portion of corporate bonds	113,500
Deferred tax assets	7,036	Accounts payable - other	3,879
Other current assets	3,739	Accrued expenses	3,155
<b>Fixed assets</b>	<b>1,880,506</b>	Income taxes payable	3
<b>Property and equipment, net</b>	<b>9,594</b>	Allowance for bonus	423
Leased assets	6,467	Other current liabilities	2,133
Buildings	2,602	<b>Long-term liabilities</b>	<b>1,146,968</b>
Equipment and fixtures	72	Corporate bonds	374,900
Land	336	Warrant bonds	99,990
Other	115	Long-term debt	301,011
<b>Intangible assets, net</b>	<b>535</b>	Deferred tax liabilities	23,815
Trademark	89	Assets retirement obligations	4,314
Software	311	Long-term accounts payable - other	322,646
Other intangibles	135	Other liabilities	20,290
<b>Investments and other assets</b>	<b>1,870,375</b>	<b>Total liabilities</b>	<b>1,765,753</b>
Investment securities	53,328	<b>&lt;EQUITY&gt;</b>	
Investments in subsidiaries and affiliated companies	1,495,966	<b>Shareholders' equity</b>	<b>442,806</b>
Investments in consolidated and affiliated partnerships	27,121	<b>Common stock</b>	<b>188,775</b>
Long-term loan receivable	187,490	<b>Additional paid-in capital</b>	<b>202,764</b>
Long-term accounts receivable-other	84,706	Capital reserve	202,764
Other assets	24,830	<b>Retained earnings</b>	<b>51,507</b>
Less: Allowance for doubtful accounts	(3,067)	Earned surplus reserve	1,414
<b>Deferred charges</b>	<b>1,381</b>	Other retained earnings	50,093
Bond issuance cost	1,381	Retained earnings carried forward	50,093
		<b>Less: Treasury stock</b>	<b>(240)</b>
		<b>Valuation and translation adjustments</b>	<b>(23,153)</b>
		Unrealized loss on available-for-sale securities	(21,734)
		Deferred loss on derivatives under hedge accounting	(1,418)
		<b>Stock acquisition rights</b>	<b>100</b>
		<b>Total equity</b>	<b>419,752</b>
<b>Total assets</b>	<b>2,185,506</b>	<b>Total liabilities and equity</b>	<b>2,185,506</b>

# Statement of Income

(Fiscal year from April 1, 2010 to March 31, 2011)

(Millions of yen; amounts less than one million yen are omitted.)

	Amount	
<b>Net sales</b>		<b>35,161</b>
<b>Cost of sales</b>		<b>—</b>
<b>Gross Profit</b>		<b>35,161</b>
<b>Selling, general and administrative expenses</b>		<b>11,864</b>
<b>Operating income</b>		<b>23,296</b>
<b>Non-operating income</b>		<b>41,116</b>
Interest income	9,570	
Dividend income	23,424	
Foreign exchange gain, net	1,780	
Other non-operating income	6,341	
<b>Non-operating expenses</b>		<b>39,758</b>
Interest expense	15,068	
Bond interest	16,149	
Other non-operating expenses	8,541	
Ordinary loss		<b>24,653</b>
<b>Special income</b>		<b>33,665</b>
Gain on sale of investments in subsidiaries and affiliated companies	32,671	
Other special income	993	
<b>Special loss</b>		<b>45,721</b>
Loss on sale of investments in subsidiaries and affiliated companies	47	
Valuation loss on investment securities	671	
Valuation loss on subsidiaries and affiliated companies	2,725	
Loss on sales price adjustments of investments in subsidiaries and affiliates	29,312	
Valuation loss on option	9,521	
Other special losses	3,443	
<b>Income before income taxes</b>		<b>12,598</b>
Income taxes		5
Income taxes deferred		14,889
<b>Net loss</b>		<b>2,296</b>

# Statement of Changes in Equity

(Fiscal year from April 1, 2010 to March 31, 2011)

(Millions of yen; amounts less than one million yen are omitted.)

	Shareholders' equity						
	Common stock	Additional paid-in capital	Retained earnings			Treasury stock	Total
		Capital reserve	Earned surplus reserve	Other retained earnings Retained earnings carried forward	Total retained earnings		
Balance at April 1, 2010	188,750	202,739	1,414	57,801	59,215	(225)	450,480
Changes of items during the year							
Exercise of warrants	24	24	—	—	—	—	49
Cash dividends	—	—	—	(5,411)	(5,411)	—	(5,411)
Net loss	—	—	—	(2,296)	(2,296)	—	(2,296)
Purchase of treasury stock	—	—	—	—	—	(15)	(15)
Items other than changes in shareholders' equity, net	—	—	—	—	—	—	—
Total changes in the year	24	24	—	(7,708)	(7,708)	(15)	(7,674)
Balance at March 31, 2011	188,775	202,764	1,414	50,093	51,507	(240)	442,806

	Valuation and translation adjustments			Stock acquisition rights	Total equity
	Unrealized loss on available-for-sale securities	Deferred loss on derivatives under hedge accounting	Total valuation and translation adjustments		
Balance at April 1, 2010	(15,009)	(260)	(15,269)	—	435,211
Changes of items during the year					
Exercise of warrants	—	—	—	—	49
Cash dividends	—	—	—	—	(5,411)
Net loss	—	—	—	—	(2,296)
Purchase of treasury stock	—	—	—	—	(15)
Items other than changes in shareholders' equity, net	(6,725)	(1,158)	(7,884)	100	(7,784)
Total changes in the year	(6,725)	(1,158)	(7,884)	100	(15,458)
Balance at March 31, 2011	(21,734)	(1,418)	(23,153)	100	419,752

(TRANSLATION)

## INDEPENDENT AUDITORS' REPORT

May 17, 2011

To the Board of Directors  
SOFTBANK CORP.

Deloitte Touche Tohmatsu LLC

Designated Unlimited Liability Partner,  
Engagement Partner,  
Certified Public Accountant:

Yoshitaka Asaeda

Designated Unlimited Liability Partner,  
Engagement Partner,  
Certified Public Accountant:

Akemi Mochizuki

Designated Unlimited Liability Partner,  
Engagement Partner,  
Certified Public Accountant:

Nozomu Kunimoto

Pursuant to the fourth paragraph of Article 444 of the Companies Act, we have audited the consolidated financial statements, namely, the consolidated balance sheet as of March 31, 2011 of SOFTBANK CORP. (the "Company"), the related consolidated statement of income and changes in equity for the fiscal year from April 1, 2010 to March 31, 2011, and the notes to consolidated financial statements. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in Japan. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall consolidated financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company and consolidated subsidiaries as of March 31, 2010, and the results of their operations for the year then ended in conformity with accounting principles generally accepted in Japan.

Our firm and the engagement partners do not have any financial interest in the Company for which disclosure is required under the provisions of the Certified Public Accountants Law.

The above represents a translation, for convenience only, of the original report issued in the Japanese language.

(Note) Consolidated Financial Statements provided with the Notice as Reference are a subset of the Consolidated Financial Statements utilized by the Independent Auditors during the course of preparing the Independent Auditors' Report. Notes to Consolidated Financial Statements are made available on our website (<http://www.softbank.co.jp/>), pursuant to the applicable laws and Article 14 of the Articles of Incorporation of the Company. Accordingly, these notes are not provided in the Notice or the Appendix.

(TRANSLATION)

## INDEPENDENT AUDITORS' REPORT

May 17, 2011

To the Board of Directors  
SOFTBANK CORP.

Deloitte Touche Tohmatsu LLC

Designated Unlimited Liability Partner,  
Engagement Partner,  
Certified Public Accountant:

Yoshitaka Asaeda

Designated Unlimited Liability Partner,  
Engagement Partner,  
Certified Public Accountant:

Akemi Mochizuki

Designated Unlimited Liability Partner,  
Engagement Partner,  
Certified Public Accountant:

Nozomu Kunimoto

Pursuant to the first item, second paragraph of Article 436 of the Companies Act, we have audited the financial statements, namely, the balance sheet as of March 31, 2011 of SOFTBANK CORP. (the "Company"), and the related statement of income and changes in equity for the fiscal year from April 1, 2010 to March 31, 2011, the notes to financial statements, and the accompanying supplemental schedules. These financial statements and the accompanying supplemental schedules are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements and the accompanying supplemental schedules based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in Japan. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements and the accompanying supplemental schedules are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements and the accompanying supplemental schedules. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement and the accompanying supplemental schedules presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements and the accompanying supplemental schedules referred to above present fairly, in all material respects, the financial position of the Company as of March 31, 2010, and the results of its operations for the year then ended in conformity with accounting principles generally accepted in Japan.

Our firm and the engagement partners do not have any financial interest in the Company for which disclosure is required under the provisions of the Certified Public Accountants Law.

The above represents a translation, for convenience only, of the original report issued in the Japanese language and "the accompanying supplemental schedules" referred to in this report are not included in the attached financial documents.

(Note) Financial Statements provided with the Notice as Reference are a subset of the Financial Statements utilized by the Independent Auditors during the course of preparing the Independent Auditors' Report. Notes to Financial Statements are made available on our website (<http://www.softbank.co.jp/>), pursuant to the applicable laws and Article 14 of the Articles of Incorporation of the Company. Accordingly, these notes are not provided in the Notice or the Appendix.

## Audit Report

With respect to the Directors' performance of their duties during the business year from April 1, 2010 to March 31, 2011, the Board of Corporate Auditors has prepared this audit report after deliberations, as unanimous opinion of all Corporate Auditors based on the audit reports prepared by each Corporate Auditor, and hereby report as follows:

### 1. Method and Contents of Audit by Corporate Auditors and the Board of Corporate Auditors

The Board of Corporate Auditors has established the audit policies in this fiscal year, audit plan, etc. and received a report from each Corporate Auditor regarding the status of implementation of their audits and results thereof. In addition, the Board of Corporate Auditors has received reports from the Directors, etc. and the Independent Auditors regarding the status of performance of their duties, and requested explanations as necessary.

In conformity with the Corporate Auditors auditing standards established by the Board of Corporate Auditors, and in accordance with the audit policies in this fiscal year, audit plan, etc., each Corporate Auditor endeavored to facilitate a mutual understanding with the Directors, the Internal Audit and other employees, etc., endeavored to collect information and maintain and improve the audit environment, has attended the meetings of the Board of Directors and other important meetings, received reports on the status of performance of duties from the Directors and other employees and requested explanations as necessary, examined important approval/decision documents, and inspected the status of the corporate affairs and assets. Also, each Corporate Auditor received regular reports from Directors and employees concerning the architecture and implementation of (i) the contents of the Board of Directors' resolutions regarding the development and maintenance of the system to ensure that the Directors listed within the Business Report, during the performance of their duties, complied with all laws, regulations and the articles of incorporation of the company and other systems that are set forth in Article 100, paragraphs 1 and 3 of the Ordinance for Enforcement of the Companies Act of Japan as being necessary for ensuring the appropriateness of the corporate affairs of a joint stock company (*kabushiki kaisha*), and (ii) the systems (internal control systems) based on such resolutions, and requested further information as necessary, making remarks when appropriate. With respect to the subsidiaries, each Corporate Auditor endeavored to facilitate a mutual understanding and exchanged information with the Directors and Corporate Auditors, etc. of each subsidiary and received from subsidiaries reports on their respective business as necessary. Based on the above-described methods, each Corporate Auditor examined the business report and annexed specifications for the business year under consideration.

In addition, each Corporate Auditor monitored and verified whether the Independent Auditors maintained its independence and properly conducted its audit, received a report from the Independent Auditors on the status of its performance of duties, and requested explanations as necessary. Each Corporate Auditor was notified by the Independent Auditors that it had established a "system to ensure that the performance of the duties of the Independent Auditors was properly conducted" (the matters listed in the items of Article 131 of the Company Accounting Regulations) in accordance with the "Quality Control Standards for Audits" (Business Accounting Council on October 28, 2005), and requested explanations as necessary. Based on the above-described methods, each Corporate Auditor examined the consolidated financial statements (the consolidated balance sheet, the related consolidated statement of income and changes in equity, and notes to consolidated financial statements) as well as, the financial statements (the balance sheet, the related statement of income and changes in equity, and notes to financial statements) and the accompanying supplemental schedules thereto, for the business year under consideration.

### 2. Results of Audit

#### (1) Results of Audit of Business Report, etc.

- (i) We acknowledge that the business report and the accompanying supplemental schedules thereto fairly present the status of the Company in conformity with the applicable laws and regulations and the articles of incorporation of the company.
- (ii) We acknowledge that no misconduct or material fact constituting a violation of any law or regulation or the articles of incorporation of the company was found with respect to the Directors' performance of their duties.
- (iii) We acknowledge that the Board of Directors' resolutions with respect to the internal control systems are appropriate. We did not find any matter to be mentioned with respect to the information provided in the Business Report or the Directors' performance of their duties concerning the internal control systems.

#### (2) Results of Audit of Consolidated Financial Statements

We acknowledge that the methods and results of audit performed by the Independent Auditors, Deloitte Touche Tohmatsu LLC, are appropriate.

#### (3) Results of Audit of Financial Statements and their Accompanying Supplemental Schedules

We acknowledge that the methods and results of audit performed by the Independent Auditors, Deloitte Touche Tohmatsu LLC, are appropriate.

May 18, 2011

Board of Corporate Auditors of SOFTBANK CORP.

Full-time Corporate Auditor: Mitsuo Sano (Seal)  
External Corporate Auditor: Soichiro Uno (Seal)  
External Corporate Auditor: Koichi Shibayama (Seal)  
External Corporate Auditor: Hidekazu Kubokawa (Seal)

(Note) Corporate Auditors: Soichiro Uno, Koichi Shibayama, and Hidekazu Kubokawa are External Corporate Auditors set forth in Article 2, item 16 and Article 335, paragraph 3 of the Companies Act of Japan.

(Note) Business Reports, Consolidated Financial Statements and Financial Statements provided with the Notice as Reference are a subset of documents utilized by the Board of Auditors during the course of preparing the Auditors' Report. "System to ensure appropriateness of business", Notes to Consolidated Financial Statements and Notes to Financial Statements are made available on our website (<http://www.softbank.co.jp/>), pursuant to the applicable laws and Article 14 of the Articles of Incorporation of the Company. Accordingly, these notes are not provided in the Notice or the Appendix.

## Reference Materials for the Annual General Meeting of Shareholders

### **Proposal 1: Appropriation of Surplus**

The Company strives to increase returns to shareholders by raising corporate value, and has a fundamental policy of returning appropriate amounts of profit to shareholders and other stakeholders.

Under this policy, with regard to the year-end dividend for this fiscal year, the Company proposes to pay the following dividends taking into account the balance between strengthening its business base and continuing the stable distribution of dividends from a medium to long-term perspective.

- (1) Type of dividend property: Cash
- (2) Matters concerning allotment of dividend property to shareholders and its total amount:  
¥5.00 per common share of the Company, for a total of ¥5,411,749,525.
- (3) Effective date of dividend of surplus: June 27, 2011

**Proposal 2: Partial Change in the Articles of Incorporation**

**1. Reasons for the proposal**

To provide for future business expansion, the following addition to Article 2 (PURPOSES), Item 1 regarding the purposes of the Company is proposed.

**2. Content of the change**

(The amended parts are underlined)

Existing Articles of Incorporation	Proposed change
<p data-bbox="148 528 563 562">Article 2 PURPOSES</p> <p data-bbox="148 622 783 987">The purposes of the Company shall be to control and maintain the business activities of the Company by acquiring and owning shares or equity of the companies which perform the following business activities and foreign companies which perform business activities corresponding to the following:</p> <p data-bbox="193 1003 539 1037">1. to 40. [Omitted]</p> <p data-bbox="384 1099 592 1133">[Newly Added]</p>	<p data-bbox="809 528 1224 562">Article 2 PURPOSES</p> <p data-bbox="809 622 1444 987">The purposes of the Company shall be to control and maintain the business activities of the Company by acquiring and owning shares or equity of the companies which perform the following business activities and foreign companies which perform business activities corresponding to the following:</p> <p data-bbox="853 1003 1233 1037">1. to 40. [Unchanged]</p> <p data-bbox="853 1099 1425 1279"><u>41. Business concerning power generation involving renewable energy, and its operation and management as well as supply, sales, etc. of electricity.</u></p>

### **Proposal 3: Election of nine Directors**

The terms of office of the present nine (9) Directors will expire at the conclusion of this Annual General Meeting of Shareholders. It is proposed that nine (9) Directors be elected.

The Director nominees are as follows.

Nominee Number	Name (Date of birth)	Brief personal profile, title, responsibility and significant concurrent position	Number of the Company's shares held
1	 Masayoshi Son (August 11, 1957)	Sep. 1981      Founded the Company, Representative Director & President Apr. 1983      Chairman & CEO of the Company Feb. 1986      President & CEO of the Company (to present) Jan. 1996      Representative Director & President, Yahoo Japan Corporation Jul. 1996      Chairman of the Board, Yahoo Japan Corporation (to present) Jun. 2001      President, BB Technologies Corporation (Currently SOFTBANK BB Corp.) Feb. 2004      Chairman & CEO, SOFTBANK BB Corp. (to present) Jul. 2004      Chairman of the Board, JAPAN TELECOM CO., LTD. (currently SOFTBANK TELECOM Corp.) Apr. 2006      Chairman of the Board, President & CEO, Vodafone K.K. (currently SOFTBANK MOBILE Corp.) Oct. 2006      Chairman & CEO, SOFTBANK TELECOM Corp. (to present) Jun. 2007      Chairman & CEO, SOFTBANK MOBILE Corp. (to present)	231,614,632 shares

Nominee Number	Name (Date of birth)	Brief personal profile, title, responsibility and significant concurrent position	Number of the Company's shares held
2	 Ken Miyauchi (November 1, 1949)	Feb. 1977      Joined Japan Management Association Oct. 1984      Joined the Company Feb. 1988      Director of the Company Apr. 1993      Executive Director of the Company Sep. 1999      Representative Director & President, SOFTBANK COMMERCE CORP. (currently SOFTBANK BB Corp.) Jun. 2000      Director of the Company (to present) Feb. 2004      Vice President & COO, SOFTBANK BB Corp. Jul. 2004      Director, JAPAN TELECOM CO., LTD. (currently SOFTBANK TELECOM Corp.) Apr. 2006      Director, Executive Vice President & COO, Vodafone K.K. (currently SOFTBANK MOBILE Corp.) Oct. 2006      Senior Executive Vice President & COO, Representative Director, SOFTBANK TELECOM Corp. (to present) Jun. 2007      Senior Executive Vice President & COO, SOFTBANK MOBILE Corp. (to present) Jun. 2007      Senior Executive Vice President & COO, SOFTBANK BB Corp. (to present) Aug. 2010      Trustee, WILLCOM, Inc. Nov. 2010      Representative Director & President, WILLCOM, Inc.	1,160,030 shares
3	 Kazuhiko Kasai (January 16, 1937)	Apr. 1959      Joined The Fuji Bank, Ltd. May 1992      Executive Vice President, The Fuji Bank, Ltd. Apr. 1998      Corporate Advisor to The Yasuda Trust and Banking Co., Ltd. (currently Mizuho Trust & Banking Co., Ltd.) Jun. 1998      Chairman of the Board, The Yasuda Trust and Banking Co., Ltd. Apr. 2000      Director, Executive Advisor, The Yasuda Trust and Banking Co., Ltd. Jun. 2000      Corporate Advisor to the Company Jun. 2000      Director of the Company (to present) Jul. 2004      Director, JAPAN TELECOM CO., LTD. (currently SOFTBANK TELECOM Corp.) (to present) Jan. 2005      President, Fukuoka SOFTBANK HAWKS Corp. (to present) Jun. 2005      President, Fukuoka SOFTBANK HAWKS Marketing Corp. (to present) Apr. 2006      Director, Vodafone K.K. (currently SOFTBANK MOBILE Corp.) (to present)	14,600 shares

Nominee Number	Name (Date of birth)	Brief personal profile, title, responsibility and significant concurrent position	Number of the Company's shares held	
4	 Masahiro Inoue (February 12, 1957)	Apr. 1979 Nov. 1987 Jun. 1992 Jan. 1994 Jan. 1996 Jul. 1996 Jun. 1998 Jun. 1999 Jun. 2001	Joined Sword Computer System Co., Ltd. Joined Softbank Research Institute Co., Ltd. Joined the Company Head Secretary of the Company Director, Yahoo Co., Ltd. President & CEO, Yahoo Japan Corporation (to present) Director of the Company Retired from the position of Director of the Company Director of the Company (to present)	150,600 shares
5	 Ronald Fisher (November 1, 1947)	Apr. 1976 Jan. 1990 Oct. 1995 Jun. 1997	CFO, TRW Inc. in the U.S. CEO, Phoenix Technologies Ltd. in the U.S. Director and President, SOFTBANK Holdings Inc. (to present) Director of the Company (to present)	-
6	 Yun Ma (September 10, 1964)	Feb. 1995 Jan. 1998 Jul. 1999 Nov. 1999 Feb. 2004 Jun. 2007 Oct. 2007	Founded China Pages, President President, MOFTEC EDI Centre Director, Alibaba.com Corporation (Currently Alibaba Group Holding Limited) Director, Chairman of the Board and CEO, Alibaba Group Holding Limited Chairman and CEO, Alibaba Group Holding Limited (to present) Director of the Company (to present) Non-Executive Director, Chairman, Alibaba.com Limited (to present)	-
7	 Tadashi Yanai (February 7, 1949)	Aug. 1972 Sep. 1972 Aug. 1973 Sep. 1984 Jun. 2001 Nov. 2002 Sep. 2005 Nov. 2005 Sep. 2008	Joined Ogoori Corp. (currently FAST RETAILING CO., LTD.) Director, Ogoori Corp. Senior Executive Director, Ogoori Corp. Representative Director & President, Ogoori Corp. Director of the Company (to present) Representative Director & Chairman, FAST RETAILING CO., LTD. Chairman, President & CEO, FAST RETAILING CO., LTD. (to present) Chairman, President & CEO, UNIQLO Co., Ltd. (to present) Chairman, GOV RETAILING CO., LTD. (to present)	120,000 shares

Nominee Number	Name (Date of birth)	Brief personal profile, title, responsibility and significant concurrent position	Number of the Company's shares held
8	 Mark Schwartz (June 15, 1954)	Jul. 1979      Joined the investment banking division of Goldman Sachs & Co. Nov. 1988      Partner, Goldman Sachs & Co. Nov. 1996      Managing Director, Goldman Sachs & Co. Jun. 1997      President, Goldman Sachs Japan Co., Ltd. Jul. 1999      Chairman, Goldman Sachs Asia Jun. 2001      Director of the Company Jan. 2003      President and CEO, Soros Fund Management LLC Jun. 2004      Retired from the position of Director of the Company Jan. 2006      Chairman, MissionPoint Capital Partners, LLC (to present) May 2006      Director, MasterCard Incorporated (to present) Jun. 2006      Director of the Company (to present)	-
9	 Sunil Bharti Mittal (October 23, 1957) (newly nominated)	Jul. 1985      Chairman, Bharti Telecom Limited (to present) Jul. 1995      Chairman and Managing Director, Bharti Airtel Limited (to present) Aug. 2001      Director, Indian Continent Investments Limited (to present) Nov. 2005      Chairman, Bharti Ventures Limited (to present) Nov. 2005      Chairman, Bharti Overseas Private Limited (to present) Apr. 2008      Chairman, Bharti Infratel Limited (to present) Jul. 2008      Chairman, Bharti Infotel Private Limited (to present) Aug. 2008      Director, Indian School of Business (to present) Jan. 2010      Director, Airtel Bangladesh Limited (to present)	-

- (Notes)
1. Mr. Masayoshi Son, an intending Director, holds an additional post of the member of Son Asset Management, LLC and the Company has business relationships, such as office lease, with Son Asset Management, LLC. In addition, he concurrently holds the posts of Representative Director of SOFTBANK MOBILE Corp., BB Mobile Corp. and Wireless City Planning Inc. and the Company has business relationships, such as office lease, with these companies.
  2. Mr. Ken Miyauchi, an intending Director, holds an additional post of Representative Director of SOFTBANK MOBILE Corp. and the Company has business relationships, such as office lease, with SOFTBANK MOBILE Corp.
  3. Matters concerning intending External Directors are as follows:
    - (1) Messrs. Tadashi Yanai, Mark Schwartz and Sunil Bharti Mittal are intending External Directors of the Company.
    - (2) Reason for their nomination
      - (i) Mr. Tadashi Yanai has extensive knowledge and experience as a manager of companies such as FAST RETAILING CO., LTD. which carry out leading-edge management. The Company requests the election of Mr. Yanai as an External Director to have him make recommendations for the Company's management as a whole and work to strengthen the management supervision. In addition, he has, as an External Director of the Company, remained in office for 10 years at the conclusion of this Annual General Meeting of Shareholders.
      - (ii) Mr. Mark Schwartz has extensive knowledge and experience of overseas management strategies and of the financial sector. The Company requests the election of Mr. Schwartz as an External Director to capitalize on his abilities. In addition, he has, as an External Director of the Company, remained in office for 5 years at the conclusion of this Annual General Meeting of Shareholders.
      - (iii) Mr. Sunil Bharti Mittal has extensive experience and broad knowledge relating to international business administration. The Company requests the election of Mr. Mittal as an External Director to capitalize on his abilities.
    - (3) Agreement to limit External Director's liability
 

When performing their duties as an External Director, in order to have them perform their duties as expected and enable the Company to employ talented personnel, it is stipulated in the Articles of Incorporation that the Company may conclude an agreement with External Directors to limit the liability for damages to the extent specified therein. The Company has concluded an agreement with Messrs. Tadashi Yanai and Mark Schwartz, current External

Directors, to limit the liability for damages. (The outline of the agreement is as described on page 27 of the Business Report.) With regard to this proposal, subject to the approval of their election, the Company will continue to conclude an agreement with them on the same terms and conditions and also will conclude an agreement with Mr. Sunil Bharti Mittal on the same terms and conditions.

## Guide to Exercising Voting Rights

### 1. Treatment of voting rights exercised twice by voting in writing and through the Internet, etc.

If you exercise your voting rights twice by returning the voting form and through the Internet, etc., the Company will treat the exercise of your voting right through the Internet, etc. as effective.

### 2. Treatment of voting rights exercised several times through the Internet, etc.

If you exercise your voting rights more than once through the Internet, etc., the last exercise of your voting rights shall be deemed to be effective. If you exercise your voting rights more than once using a PC and a mobile phone, the last exercise of your voting rights shall be deemed to be effective.

### 3. Treatment of issuing a voting form or other documents for those shareholders who have approved the receipt of notice of convocation by electromagnetic means

The Company does not issue a voting form or other documents for those shareholders who have approved the receipt of notice of convocation by electromagnetic means unless those shareholders request for a voting form or other documents. If shareholders who approved the receipt of notice of convocation by electromagnetic means would like to request a voting form or other documents, please ask Transfer Agent Division (Helpdesk), Mitsubishi UFJ Trust and Banking Corporation mentioned on page 47.

### 4. Guide to exercising your voting rights through the Internet

If you wish to exercise your voting rights through the Internet, please confirm the followings before exercising your voting rights.

Procedure for exercising your voting rights through the Internet or the voting form document is not necessary if you participate in the 31<sup>st</sup> Annual General Meeting of Shareholders to be held on June 24, 2011.

#### [Voting website <http://www.evote.jp/>]

If mobile handset is capable with the QR code, access to the website can be made by reading the QR code on the right.

(QR code is a registered trademark of DENSO WAVE INCORPORATED.)



#### (1) Voting website

- i You may exercise your voting rights through the Internet, only on the voting site (<http://www.evote.jp/>) designated by the Company and accessed by PC or by mobile phone (Yahoo! Keitai, i-mode or EZweb)
- ii For the exercise of voting rights through a PC, please note that there are some cases where you cannot exercise your voting rights depending on your Internet environment, such as where you are connecting to the Internet on a PC with a firewall, you are using a proxy server or anti-virus software has been installed.
- iii For the exercise of voting rights through a mobile phone, please use any of the services of Yahoo! Keitai, i-mode or EZweb. Please note that the voting system is available only through the models with functions of SSL communication and information transmission, due to security reasons.
- iv You will be able to exercise your voting rights through the Internet up to 5:45 PM on Thursday, June 23, 2011. Exercise of your voting rights at the earliest timing is appreciated. If you have any questions, please contact the Helpdesk below. Please also note that this website is not available every day from 2:00 AM to 5:00 AM.  
("Yahoo!", "i-mode" and "EZweb" are trademarks or registered trademarks of Yahoo! Inc. of the

United States of America, NTT DOCOMO, INC., and KDDI CORPORATION, respectively.)

(2) Method for exercising your voting rights through the Internet

- i Access the voting site (<http://www.evotep.jp/>) and enter your approval or disapproval by following the instructions on the screen using the 'Login ID' and 'temporary password' mentioned in the voting form.
- ii To prevent unauthorized access ("spoofing") by third parties other than the Company's shareholders and the alteration of votes, the voting site will request a user to change his/her 'temporary password'.
- iii A new "Login ID" and "temporary password" is given for each notice of convocation of general meeting of shareholders.

(3) Fees and charges for accessing the voting site

Please be aware that you shall incur the fees and charges for accessing the voting site (Internet access fees, phone charges and others). If you access the said website by mobile phone, you are also requested to incur the packet communication fees and other charges related to the use of mobile phone.

(4) Method for receiving a notice of convocation

If you wish, you may receive a notice of convocation by e-mail, starting with the next Annual General Meeting of Shareholders. To apply for this service, please follow the procedure on the voting website on a PC.

(Please note that the procedure is not available by use of mobile phone and a mobile phone e-mail address cannot be designated for the purpose of the service.)

## 5. Electronic Voting Platform

Nominee shareholders such as managing trust banks and others (including standing proxies) will be able to use the electronic voting platform as a method to electronically exercise voting rights at the Annual General Meeting of Shareholders of the Company in addition to the method to exercise voting rights through the Internet stated in the abovementioned 4., if the shareholders have applied in advance for the use of the electronic voting platform operated by a joint venture established by Tokyo Stock Exchange, Inc. and other parties.

For inquiries regarding the system, please contact:

Transfer Agent Division (Helpdesk), Mitsubishi UFJ Trust and Banking Corporation  
Phone: 0120-173-027 (toll free, business hours: 9:00-21:00)