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THIS ANNOUNCEMENT IS FOR INFORMATION ONLY AND IS NOT AN OFFER TO PURCHASE OR A SOLICITATION OF AN OFFER TO SELL ANY NOTES.

Tender Offers by SoftBank Group Corp. with respect to its outstanding: (i) 4.750% USD-denominated senior notes due September 2024; (ii) 2.125% euro-denominated senior notes due July 2024; (iii) 6.125% USD-denominated senior notes due April 2025; (iv) 3.125% USD-denominated senior notes due January 2025; (v) 3.125% euro-denominated senior notes due September 2025; (vi) 4.500% euro-denominated senior notes due April 2025; (vii) 4.000% USD-denominated senior notes due July 2026; (viii) 5.125% USD-denominated senior notes due September 2027; (ix) 2.875% euro-denominated senior notes due January 2027; (x) 6.250% USD-denominated senior notes due April 2028; (xi) 4.625% USD-denominated senior notes due July 2028; (xii) 5.000% euro-denominated senior notes due April 2028; (xiii) 3.375% euro-denominated senior notes due July 2029; (xiv) 4.000% euro-denominated senior notes due September 2029; (xv) 5.250% USD-denominated senior notes due July 2031; and (xvi) 3.875% euro-denominated senior notes due July 2032 (together, the “Notes”).

September 28, 2022. **SoftBank Group Corp.** (the “**Offeror**”) hereby announces invitations to the Eligible Holders (as defined herein) of each series (“**Series**”) of its outstanding Notes (as further described below under “*Summary of the Offers*”), to tender such Notes for purchase by the Offeror for cash at prices to be determined pursuant to an unmodified Dutch auction procedure (each an “**Offer**” and, together, the “**Offers**”) on the terms and subject to the conditions set out in the tender offer memorandum dated September 28, 2022 (the “**Tender Offer Memorandum**”) prepared in connection with the Offers.

Simultaneously with the Offers, the Offeror is inviting eligible holders of its outstanding \$2,750,000,000 6.000% undated subordinated NC6 resettable notes (the “**Hybrid Notes**”) to tender such Hybrid Notes for purchase by the Offeror for cash, at prices to be determined pursuant to an unmodified Dutch auction procedure (the “**Concurrent Hybrid Notes Tender Offer**”), subject to the conditions set out in a separate tender offer memorandum with respect to the Hybrid Notes dated September 28, 2022 (the “**Concurrent Hybrid Notes Tender Offer Memorandum**”).

The Offeror proposes to accept for purchase Notes and Hybrid Notes in the Offers and the Concurrent Hybrid Notes Tender Offer, taken together, up to a maximum cash consideration of (and including) **\$1,750,000,000** (or the equivalent thereof), excluding any accrued interest payments on the Notes and the Hybrid Notes accepted for purchase (the “**Global Tender Consideration Amount**”), provided that in no event will the maximum acceptance amount of the Hybrid Notes exceed \$750,000,000 in aggregate principal amount of the Hybrid Notes, in accordance with the conditions set out in the Concurrent Hybrid Notes Tender Offer Memorandum (the “**Hybrid Notes Maximum Acceptance Amount**”).

The Global Tender Consideration Amount applies across the Offers and the Concurrent Hybrid Notes Tender Offer, taken together, and the Offeror reserves the right to apply the Global Tender Consideration Amount to any or all of the Offers and the Concurrent Hybrid Notes Tender Offer (subject to the Hybrid Notes Maximum Acceptance Amount), in such amounts or proportions as it will determine in its sole and absolute discretion in accordance with the conditions set out in the Tender Offer Memorandum and the Concurrent Hybrid Notes Tender Offer Memorandum. For the avoidance of doubt, the Offeror reserves the right, in its sole discretion, to significantly increase or significantly decrease the Global Tender Consideration Amount (subject to the Hybrid Notes Maximum Acceptance Amount).

Capitalized terms used in this announcement but not otherwise defined have the meanings given to them in the Tender Offer Memorandum.

Rationale for the Offers

The purpose of the Offers is for the Offeror to support the secondary trading market for the Notes, to provide a liquidity event to the current Holders of the Notes and to reduce its gross debt.

Summary of the Offers

Description of Notes	ISIN/ Common Code	Outstanding Principal Amount	Denomination of the Notes	Minimum Purchase Price	Purchase Consideration	Tender Consideration and Global Tender Consideration Amount
4.750% USD-denominated Senior Notes due September 2024 (“2017/2024 Dollar Notes”)	XS1684384511 168438451	\$834,695,000	\$200,000	94.850%		
2.125% Euro-denominated Senior Notes due July 2024 (“2021/2024 Euro Notes”)	XS2361253862 236125386	€735,000,000	€100,000	92.750%		
6.125% USD-denominated Senior Notes due April 2025 (“2018/2025 Dollar Notes”)	XS1811213435 181121343	\$371,732,000	\$200,000	95.650%		
3.125% USD-denominated Senior Notes due January 2025 (“2021/2025 Dollar Notes”)	XS2362416294 236241629	\$509,000,000	\$200,000	91.250%		
3.125% Euro-denominated Senior Notes due September 2025 (“2017/2025 Euro Notes”)	XS1684385161 168438516	€788,849,000	€100,000	87.450%		Up to (and including \$1,750,000,000 (or the equivalent thereof) across the Offers and the Concurrent Hybrid Notes Tender Offer, taken together, and subject to the Hybrid Notes Maximum Acceptance Amount. For the avoidance of doubt, the Offeror reserves the right, in its sole discretion, to significantly increase or significantly decrease the Global Tender Consideration Amount (subject to the Hybrid Notes Maximum Acceptance Amount).
4.500% Euro-denominated Senior Notes due April 2025 (“2018/2025 Euro Notes”)	XS1811213864 181121386	€302,566,000	€100,000	93.100%		
4.000% USD-denominated Senior Notes due July 2026 (“2021/2026 Dollar Notes”)	XS2361252971 236125297	\$758,000,000	\$200,000	85.000%		
5.125% USD-denominated Senior Notes due September 2027 (“2017/2027 Dollar Notes”)	XS1684384867 168438486	\$1,749,302,000	\$200,000	85.250%	To be determined pursuant to an Unmodified Dutch Auction Procedure	
2.875% Euro-denominated Senior Notes due January 2027 (“2021/2027 Euro Notes”)	XS2361254597 236125459	€763,140,000	€100,000	78.150%		
6.250% USD-denominated Senior Notes due April 2028 (“2018/2028 Dollar Notes”)	XS1793255198 179325519	\$499,956,000	\$200,000	91.000%		
4.625% USD-denominated Senior Notes due July 2028 (“2021/2028 Dollar Notes”)	XS2361253433 236125343	\$901,690,000	\$200,000	81.100%		
5.000% Euro-denominated Senior Notes due April 2028 (“2018/2028 Euro Notes”)	XS1793255941 179325594	€1,156,607,000	€100,000	80.500%		
3.375% Euro-denominated Senior Notes due July 2029 (“2021/2029 Euro Notes”)	XS2361255057 236125505	€727,000,000	€100,000	70.150%		
4.000% Euro-denominated Senior Notes due September 2029 (“2017/2029 Euro Notes”)	XS1684385591 168438559	€662,656,000	€100,000	72.350%		
5.250% USD-denominated Senior Notes due July 2031 (“2021/2031 Dollar Notes”)	XS2361253607 236125360	\$1,430,000,000	\$200,000	75.650%		
3.875% Euro-denominated Senior Notes due July 2032 (“2021/2032 Euro Notes”)	XS2362416617 236241661	€547,900,000	€100,000	68.100%		

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

Purchase Price – Unmodified Dutch Auction Procedure

The amount the Offeror will pay for Notes validly tendered and accepted for purchase pursuant to the Offers will be determined pursuant to an unmodified Dutch auction procedure (the “**Unmodified Dutch Auction Procedure**”), as described in the Tender Offer Memorandum.

The cash consideration that the Offeror will pay for any Notes (the “**Purchase Consideration**”) validly tendered by an Eligible Holder and accepted for purchase pursuant to the relevant Offer shall be equal to the product of (i) the aggregate principal amount of the Notes of such Eligible Holder accepted for purchase pursuant to the Offers and (ii) the particular purchase price (a “**Purchase Price**”) specified (or deemed to be specified, as set out below) by the relevant Eligible Holder in his or her tender instruction (the “**Tender Instruction**”), provided that if the specified Purchase Price is lower than the Minimum Purchase Price (as defined below), or if no Purchase Price is specified, the Offeror will pay the Minimum Purchase Price.

Under the Unmodified Dutch Auction Procedure, the Offeror will determine, in its sole discretion, following expiration of the Offers, the aggregate principal amount of Notes (if any) of each Series it will accept for purchase pursuant to the Offers (each a “**Series Acceptance Amount**”) and the maximum Purchase Price for each Series (each a “**Maximum Purchase Price**”), taking into account the aggregate principal amount of Notes tendered in the Offers and the Purchase Prices specified (or deemed to be specified, as set out below) by tendering Eligible

Holders (the aggregate cash consideration, excluding any Accrued Interest Payments, to be paid by the Offeror to purchase the Series Acceptance Amount of each Series of the Notes it will accept for purchase pursuant to the Offers, being the “**Tender Consideration**”).

Simultaneously with the Offers, the Offeror is making the Concurrent Hybrid Notes Tender Offer, subject to the conditions set out in the Concurrent Hybrid Notes Tender Offer Memorandum. The Offeror proposes to accept for purchase Notes and Hybrid Notes in the Offers and the Concurrent Hybrid Notes Tender Offer, taken together, up to a maximum cash consideration of (and including) the Global Tender Consideration Amount, provided that in no event will the maximum acceptance amount of the Hybrid Notes exceed the Hybrid Notes Maximum Acceptance Amount.

The Offeror proposes that the Tender Consideration will be up to (and including) the Global Tender Consideration Amount, which applies in the aggregate across the Offers and the Concurrent Hybrid Notes Tender Offer, taken together, subject to the Hybrid Notes Maximum Acceptance Amount. For the avoidance of doubt, the Offeror reserves the right, in its sole discretion, to significantly increase or significantly decrease the Global Tender Consideration Amount (subject to the Hybrid Notes Maximum Acceptance Amount).

The Purchase Price for a Series of the Notes will not be less than the relevant Minimum Purchase Price of such Series.

Accrued Interest

In addition to the Purchase Consideration, the Offeror will also make an Accrued Interest Payment in respect of Notes accepted for purchase pursuant to the Offers.

Tender Consideration

The Offeror proposes to accept Notes for purchase pursuant to the Offers for a Tender Consideration of up to (and including) the Global Tender Consideration Amount, which applies in the aggregate across the Offers and the Concurrent Hybrid Notes Tender Offer, taken together, subject to the Hybrid Notes Maximum Acceptance Amount. For the avoidance of doubt, the Offeror reserves the right, in its sole discretion, to accept significantly more or significantly less than such amount of Notes pursuant to the Offers (the final aggregate principal amount of Notes accepted for purchase pursuant to the Offers being the “**Final Acceptance Amount**”).

Priority of Acceptance

The Offeror intends to accept Notes of a Series validly tendered for purchase pursuant to the Offers in the following order of priority:

- (i) the Offeror will first accept for purchase an aggregate principal amount of Notes of such Series validly tendered pursuant to the Offers by way of Non-Competitive Tender Instructions (as described below) up to (and including) the relevant Series Acceptance Amount; and
- (ii) if the aggregate principal amount of such Notes validly tendered pursuant to the Offers by way of Non-Competitive Tender Instructions is less than the relevant Series Acceptance Amount, the Offeror may then, in its sole discretion, accept for purchase any Notes of such Series validly tendered pursuant to the Offers by way of Competitive Tender Instructions (as described below), such that the aggregate principal amount of Notes accepted for purchase pursuant to the Offers is equal to the relevant Series Acceptance Amount.

If the Offeror (in its sole discretion) decides to accept any Notes validly tendered by way of Non-Competitive or Competitive Tender Instructions for any Series, the Offeror reserves the right to accept significantly more or less (or none) of the Notes of any one Series as compared to the Notes of any other Series, even if such other Notes are validly tendered with an equivalent or lower Purchase Price (and accordingly to set the relevant Maximum Purchase Price applicable to any Series of Notes above the applicable Minimum Purchase Price, whether or not it decides to do so in respect of any other Series, as well as above the relevant Maximum Purchase Price for any other Series of Notes).

Scaling

If the Offeror decides to accept Notes of a Series for purchase pursuant to the Offers and:

- (i) the aggregate principal amount of Notes of such Series validly tendered pursuant to Non-Competitive Tender Instructions is greater than the Series Acceptance Amount, the Offeror intends to accept such Notes for purchase on a pro-rata basis such that the aggregate principal amount of such Notes accepted for purchase is no greater than the Series Acceptance Amount. In such circumstances, the Maximum Purchase Price for all of the Notes of the relevant Series will be set at the applicable Minimum Purchase Price and the Offeror will not accept for purchase any Notes of such Series tendered pursuant to Competitive Tender Instructions; or
- (i) the aggregate principal amount of Notes of such Series validly tendered (i) pursuant to Non-Competitive Tender Instructions and (ii) pursuant to Competitive Tender Instructions that specify a Purchase Price that is less than or equal to the relevant Maximum Purchase Price, is greater than the Series Acceptance Amount, the Offeror intends to accept for purchase (A) first, all Notes of such Series tendered pursuant to Non-Competitive Tender Instructions in full, (B) second, all Notes of such Series tendered pursuant to Competitive Tender Instructions that specify a Purchase Price below the relevant Maximum Purchase Price of such Series in full and (C) third, all Notes of such Series tendered at the relevant Maximum Purchase Price on a pro rata basis such that the aggregate principal amount of such Notes accepted for purchase is no greater than the Series Acceptance Amount.

In the event that Notes of a Series validly tendered pursuant to the relevant Offer are to be accepted on a pro rata basis, each such tender of such Notes will be scaled by a factor (a “**Scaling Factor**”) equal to (i) the Series Acceptance Amount less the aggregate principal amount of such Notes that have been validly tendered and accepted for purchase pursuant to the Offers, and are not subject to acceptance on a pro rata basis (if any), divided by (ii) the aggregate principal amount of such Notes in the Series that have been validly tendered and accepted for purchase pursuant to the Offers, and are subject to acceptance on a pro rata basis (subject to adjustment to allow for the aggregate principal amount of Notes accepted for purchase, following the rounding of tenders of such Notes described in the next sentence, to equal the Series Acceptance Amount exactly). Each tender of such Notes that is scaled in this manner will be rounded down to the nearest \$/€1,000 in principal amount. The Offeror reserves the right, in its sole discretion, to apply a different Scaling Factor to each Series of Notes.

In addition, in the event of any such scaling, the Offeror intends to apply pro rata scaling to each valid tender of such Notes in such a manner as will result in the relevant Eligible Holder transferring Notes to the Offeror in an aggregate principal amount of at least \$200,000 or €100,000 (being the “**Minimum Denominations**” of the Notes). The Offeror may at its sole discretion not accept the tender of Notes of a Series for purchase pursuant to the relevant Offer, where the relevant Eligible Holder’s residual amount of Notes of a Series (being the principal amount of the such Notes the subject of the relevant Tender Instruction that are not accepted for purchase by virtue of such scaling) amount to less than the relevant Minimum Denomination accepted for purchase by virtue of such scaling) amount to less than the relevant Minimum Denomination.

Tender Instructions

Tender Instructions may be submitted on a “non-competitive” or a “competitive” basis as follows:

- (i) a “**Non-Competitive Tender Instruction**” is a Tender Instruction which specifies the aggregate principal amount of the Notes tendered pursuant to such Tender Instruction (such principal amount being at least the relevant Minimum Denomination for such Series), and either (i) does not specify a Purchase Price for such Notes, or (ii) specifies a Purchase Price less than or equal to the relevant Minimum Purchase Price for such Series. Each Non-Competitive Tender Instruction, whether falling within (i) or (ii) above, will be deemed to have specified the relevant Minimum Purchase Price for the tendered Notes; and
- (ii) a “**Competitive Tender Instruction**” is a Tender Instruction which specifies (i) the aggregate principal amount of the Notes tendered pursuant to such Tender Instruction (such principal amount being at least the relevant Minimum Denomination for such Series), and (ii) a Purchase Price greater than the relevant Minimum Purchase Price for such Series (which Purchase Price must be specified in increments of 0.10% above the relevant Minimum Purchase Price for such Series, with increments which are not integral multiples of 0.10% being rounded up to the nearest integral multiple of 0.10%). In the event that any Competitive Tender Instruction specifies a Purchase Price that is not an integral multiple of 0.10% above the relevant Minimum Purchase Price, the Purchase Price so specified shall be rounded up to the nearest

0.10% integral multiple, and the Competitive Tender Instruction shall be deemed to have specified such rounded figure as the Purchase Price.

Tender Instructions will be irrevocable except in the limited circumstances described in the Tender Offer Memorandum.

Tender Instructions must be submitted in respect of a minimum principal amount of Notes of the relevant Series of no less than the Minimum Denomination for such Series.

A separate Tender Instruction must be completed on behalf of each beneficial owner and in respect of each Series. For the purposes of the Tender Offer Memorandum, the term “beneficial owner” of any Notes shall mean any Holder that exercises sole investment discretion with respect to such Notes.

Conditions to the Offers

The Offers are subject to the satisfaction or waiver of certain conditions described in the Tender Offer Memorandum. These conditions precedent to each Offer are for the Offeror’s benefit only and may be asserted or waived by the Offeror in its sole discretion (including any action or inaction by the Offeror giving rise to any such condition precedent in whole or in part at any time and from time to time until, and including, the Settlement Date) without extending the Expiration Deadline, except as required by law.

Only Eligible Holders who have, or on whose behalf their brokers, dealers, custodians, trust companies or other nominees have, completed the procedures described in the Tender Offer Memorandum are eligible to participate in the Offers.

Holders who are not Eligible Holders may not participate in the Offers or otherwise rely on the information provided in the Tender Offer Memorandum.

The Offers are subject to certain conditions summarized below and described in further detail in the Tender Offer Memorandum.

The Offers commence on the date hereof. The “Expiration Deadline”, being the deadline for the receipt of all valid tenders of the Notes in the Offers will be 4:00 P.M., London Time, on October 7, 2022, unless extended or terminated earlier at the Offeror’s sole discretion.

Eligible Holders

The Offers are being made only to Eligible Offerees who hold Notes through Euroclear or Clearstream (the “Clearing Systems”) and who, in each case, have represented to the Offeror pursuant to the deemed representations described in the Tender Offer Memorandum that they are eligible to participate in the Offers (“Eligible Holders”). “Eligible Offerees” are herein defined as persons who satisfy all of the following criteria:

- non-U.S. persons located outside the United States or dealers or other professional fiduciaries in the United States acting on a discretionary basis only for the benefit or account of non-U.S. persons located outside the United States, as those terms are defined in Regulation S under the United States Securities Act of 1933, as amended; and
- persons into whose possession the Tender Offer Memorandum may be lawfully delivered in accordance with the laws of the jurisdiction in which they are located and who are not a Sanctions Restricted Person or acting on behalf, or for the benefit of a Sanctions Restricted Person, and who will not use, directly or indirectly, the Purchase Consideration and the related Accrued Interest Payment received for the purpose of financing or making funds available directly or indirectly to or for the benefit of a Sanctions Restricted Person.

Expected Timetable of Events

The following summarizes the key dates for the Offers. This is an indicative timetable and is subject to change. This summary is qualified in its entirety by, and should be read in conjunction with, the more detailed information appearing in the Tender Offer Memorandum.

Event	Date	Description
Launch Date	September 28, 2022	The Offeror makes an announcement to commence the Offers. The Tender Offer Memorandum is made available to Eligible Holders by the Tender Agent.
Expiration Deadline	October 7, 2022 (4:00 p.m., London time)	Deadline for the receipt of all valid tenders of Notes in the Offers (subject to the right of the Offeror to extend, re-open, amend and/or terminate the Offers in its sole discretion).
Announcement of Acceptance and Results	As soon as reasonably practicable after the Expiration Deadline	Announcement by the Offeror of whether the Offeror will accept valid tenders of Notes pursuant to the Offers and if so accepted, the announcement of (i) the Final Acceptance Amount, (ii) each Series Acceptance Amount and (iii) any Scaling Factor.
Settlement Date	October 12, 2022	Subject to the conditions set forth in the Tender Offer Memorandum, payment of the Tender Consideration and Accrued Interest Payments to the validly tendering Eligible Holders.

All references to times herein are to London time unless stated otherwise. The above dates are indicative only.

The Offeror reserves the right to extend any of the dates and times set forth above in its sole discretion, and may extend or terminate earlier the Expiration Deadline. The above dates and times are subject, where applicable, to the right of the Offeror to extend, re-open, amend, and/or terminate the Offers (subject to applicable law and as provided in the Tender Offer Memorandum). For the avoidance of doubt, the Offers may be extended, re-opened, amended, waived or terminated at the Offeror's sole discretion.

In relation to the times and dates indicated herein, beneficial owners of Notes who hold such Notes through one of the Clearing Systems should note the particular practices and policies of the relevant Clearing System regarding their communication deadlines, which will determine the latest time at which tenders of the Notes for tender may be delivered to the relevant Clearing System (which may be earlier than the deadlines herein) so that they are received by the Tender Agent in respect of the Offers within the deadlines set forth herein.

All announcements in connection with the Offers may be made to Eligible Holders (a) via SGXNET, (b) through publication of a notice on Bloomberg, (c) by the delivery of notices to the Clearing Systems for communication to Direct Participants, and/or (d) on the Tender Offer Website: <https://deals.is.krroll.com/softbank>.

Further Information

Questions about the terms of the Offers should be directed to the Sole Dealer Manager. If you require additional copies of the Tender Offer Memorandum, please contact the Tender Agent.

Beneficial owners of Notes may also contact their brokers, dealers, commercial banks, trust companies or other nominee for assistance concerning the Offers.

THE SOLE DEALER MANAGER

Deutsche Bank AG, Singapore Branch

Inquiries regarding the Offers:

One Raffles Quay
#17-00 South tower
Singapore 048583

Attention: Liability Management Group

Telephone: +65 6423 4229 (Singapore) / +852 2203 8652 (Hong Kong) / +44 20 7545 8011 (London)

THE TENDER AGENT

Kroll Issuer Services Limited

European inquiries regarding the Offers:

The Shard
32 London Bridge Street
London SE1 9SG
United Kingdom

Telephone: +44 20 7704 0880

Attention: Mu-yen Lo / Thomas Choquet

Email: softbank@is.kroll.com

Tender Offer Website: <https://deals.is.kroll.com/softbank>

Asian inquiries regarding the Offers:

3/F Three Pacific Place
1 Queen's Road East
Admiralty
Hong Kong

Telephone: +852 2281 0114

Attention: Mu-yen Lo / Thomas Choquet

Email: softbank@is.kroll.com

Tender Offer Website: <https://deals.is.kroll.com/softbank>

DISCLAIMER

This announcement must be read in conjunction with the Tender Offer Memorandum distributed separately. The Tender Offer Memorandum contain important information which should be read carefully before any decision is made with respect to the Offers. Each Eligible Holder is recommended to seek its own financial and legal advice, including in respect of any tax consequences, immediately from its stockbroker, bank manager, solicitor, accountant or other independent financial, tax or legal adviser. Any individual or Offeror whose Notes are held on its behalf by a broker, dealer, bank, custodian, trust Offeror or other nominee must contact such entity if it wishes to tender its Notes in connection with the Offers. None of the Sole Dealer Manager, the Trustee or the Tender Agent is making any recommendation as to whether or not any individual or Offeror should tender its Notes in connection with the Offers.

OFFER RESTRICTIONS WITH RESPECT TO THE OFFERS

Neither the Tender Offer Memorandum nor this announcement constitutes an offer to buy or the solicitation of an offer to sell Notes, (and tenders of Notes will not be accepted from Eligible Holders) in any circumstances in which it is unlawful to do so. In those jurisdictions where the securities, blue sky or other laws require the Offers to be made by a licensed broker or dealer and the Sole Dealer Manager or any of their respective affiliates is such a licensed broker or dealer in any such jurisdiction, the Offers shall be deemed to be made by the Sole Dealer Manager or such affiliate, as the case may be, on behalf of the Offeror in such jurisdictions.

Each Eligible Holder participating in the Offers will be deemed to have represented to various matters described in the Tender Offer Memorandum, including that it is an Eligible Holder as described in the Tender Offer Memorandum. Each direct participant in the Clearing Systems, by tendering their Notes, will be deemed to have given authority to the relevant Clearing System to provide details concerning such direct participant's identity to the Tender Agent.

By giving Tender Instructions, Eligible Holders will be deemed to make a series of representations, warranties and undertakings, which are set out in the Tender Offer Memorandum. Only Eligible Holders who have, or on whose behalf their brokers, dealers, custodians, trust companies or other nominees have, completed the procedures described in the Tender Offer Memorandum are eligible to participate in the Offers.