星展銀行 DBS

# DBO120/OBO120 軟銀 25 美元計價外國債券&
# DBO137/OBO137 軟銀集團公司 27 美元計價外國債券
# 收購要約通知

親愛的客戶您好

本行近日接獲保管機構 Clearstream 通知，軟銀集團公司 Softbank Group Corp(下稱「發行機構」) 於 2019 年 1 月 16 日宣布計畫以現金收購方式贖回所發行之 DBO120/OBO120 軟銀 25 美元計價外國債券(ISIN Code: XS1266660122)與 DBO137/OBO137 軟銀集團公司 27 美元計價外國債券(ISIN Code: XS1684384867)，謹將該債券收購要約(Tender Offer)內容摘要如下：

一、 收購價格：債券發行機構**最低收購價分別為 100.5%、96.5% (請見下方表格)**，債券持有人可以選擇"Non-Competitive"或"Competitive"方式進行投標，"Non-Competitive"為不載明投標價，亦即同意以最低收購價參與投標；"Competitive"則為載明投標價，**但投標價格需大於最低收購價且以 0.05%為單位區間。**

| 產品編號/產品名稱 | ISIN Code | 最低交易單位 | 發行機構最低收購價 |
|---|---|---|---|
| DBO120/OBO120<br>軟銀 25 美元計價外國債券 | XS1266660122 | USD 200,000 | 100.5% |
| DBO137/OBO137<br>軟銀集團公司 27 美元計價外國債券 | XS1684384867 | USD 200,000 | 96.5% |

| Description of Notes | ISIN/Common Code | Outstanding Principal Amount | Denomination of the Notes | Purchase Consideration | Minimum Purchase Price | Tender Consideration |
|---|---|---|---|---|---|---|
| $1,000,000,000 5.375% Senior Notes due 2022 ("2015/2022 Dollar Notes") | XS1266660635/ 126666063 | $818,521,000 | $200,000 | | 101.000% | |
| $1,350,000,000 4.750% Senior Notes due 2024 ("2017/2024 Dollar Notes") | XS1684384511/ 168438451 | $1,350,000,000 | $200,000 | | 97.750% | |
| $1,000,000,000 6.000% Senior Notes due 2025 ("2015/2025 Dollar Notes") | XS1266660122/ 126666012 | $711,627,000 | $200,000 | To be determined pursuant to an Unmodified Dutch Auction Procedure | 100.500% | The aggregate cash consideration, excluding any Accrued Interest Payments, to be paid by the Offeror to purchase the Notes validly tendered and accepted for purchase in the Offers, which the Offeror proposes to be in a total amount of up to $750,000,000 (or the equivalent thereof calculated using the spot rate for the purchase of U.S. dollars with euro as published by Bloomberg at the Expiration Deadline) (although the Offeror reserves the right, in its sole discretion, to significantly increase or decrease the proposed Tender Consideration and accept significantly less than or more than such amount for purchase pursuant to the Offers). |
| $2,000,000,000 5.125% Senior Notes due 2027 ("2017/2027 Dollar Notes") | XS1684384867/ 168438486 | $2,000,000,000 | $200,000 | | 96.500% | |
| €450,000,000 4.500% Senior Notes due 2025 ("2018/2025 Euro Notes") | XS1811213864/ 181121386 | €450,000,000 | €100,000 | | 102.000% | |
| €1,500,000,000 3.125% Senior Notes due 2025 ("2017/2025 Euro Notes") | XS1684385161/ 168438516 | €1,500,000,000 | €100,000 | | 95.000% | |
| €750,000,000 4.000% Senior Notes due 2029 ("2017/2029 Euro Notes") | XS1684385591/ 168438559 | €750,000,000 | €100,000 | | 89.375% | |

二、 收購方式：發行機構將以有效的 Non-Competitive 投標為優先，若 Non-Competitive 參與金額超過各系列債券收購金額，則將按比例收購有效的 Non-Competitive 投標。若 Non-Competitive 參與金額未超過各系列債券收購金額，則發行機構將按 Competitive 的投標價從低至高收購至最高收購價，其以最高收購價收購之 Competitive 投標亦有可能按比例收購。

**三、 各系列債券收購金額以及最高收購價格由發行機構決定，且要約收購價不一定相同。發行機構並保留選擇接受更多或更少特定系列債券收購、以及修改、終止或延長要約之權利。**

四、 **投資人所持有之債券倘於本次債券收購要約中未獲收購，或投資人選擇不參與本次債券收購要約，仍可持有該債券至到期日或於到期日前於次級市場出售贖回。<u>惟若參與投標且僅獲發行機構按比例收購，可能造成投資人所剩餘之部位不符次級市場贖回最低交易單位，因而無法於次級市場出售贖回，僅可持有該債券至到期日。</u>**

五、 本債券收購要約悉依發行機構公布之內容條款辦理，若獲發行機構接受收購，發行機構將於交割日 2019 年 1 月 28 日配發收購價金及應計利息。

如您有透過本行特定金錢信託投資上開外國債券且同意參加本公開收購計劃，請您務必**<u>於 2019 年 1 月 22 日營業時間內至本行各分行辦理。</u>**倘您有任何疑問，敬請洽詢您的客戶經理或往來分行，我們將竭誠為您服務。

星展（台灣）商業銀行　敬上