

**Acquisition of Shares of T&D Financial Life Insurance Company  
by a Subsidiary (Making it a Subsidiary)**

PayPay Corporation ("PayPay"), a subsidiary of SoftBank Group Corp. ("SBG"), hereby announces that, at a meeting of its Board of Directors held on June 4, 2026, PayPay resolved to acquire 70.2% of the shares of T&D Financial Life Insurance Company ("T&D Financial Life") from T&D Holdings, Inc. ("T&D Holdings") and thereby make T&D Financial Life a subsidiary of PayPay (the "Share Acquisition"). The Share Acquisition will be conducted for cash consideration and is expected to be funded from PayPay's cash on hand. PayPay has entered into a share purchase agreement with T&D Holdings in connection with the Share Acquisition. As a result of the above, T&D Financial Life is expected to become a subsidiary of SBG, and T&D Financial Life is expected to be classified as a specified subsidiary of SBG as the amount of T&D Financial Life's capital will be equivalent to at least 10% of SBG's capital.

One Investment Management Ltd ("OneIM"), an asset management company independent of PayPay, intends to acquire 14.9% of the shares of T&D Financial Life from T&D Holdings for cash consideration through OneIM Indigo Holdings Ltd ("OneIM Indigo"), an affiliate of OneIM. As of the date of this announcement, there is no agreement, arrangement, or understanding between PayPay and OneIM Indigo to jointly exercise voting rights or other rights as shareholders of T&D Financial Life, or to jointly acquire or transfer shares of T&D Financial Life in connection with the acquisition of shares of T&D Financial Life.

The consummation of the Share Acquisition is subject to obtaining required approvals and permits from the relevant authorities, the implementation of an IFRS transition plan at T&D Financial Life, and the satisfaction of other conditions precedent set forth in the share purchase agreement between PayPay and T&D Holdings in connection with the Share Acquisition.

**1. Reason for the change**

Starting with cashless payment services, PayPay has developed financial services including credit cards, banking, and securities for more than 74 million registered users (as of May 2026). By adding life insurance to PayPay's financial service offerings, PayPay aims to provide comprehensive financial services tailored to each stage of users' lives – from everyday payments to asset building, insurance, asset management, and asset succession. By combining T&D Financial Life's customer base with PayPay's digital platform, UI/UX, marketing, and embedded insurance expertise, PayPay believes that it would be possible to further grow T&D Financial Life's existing business, which T&D Financial Life has built through the independent agency channel, and create new customer experiences in the digital life insurance domain, and accordingly decided to proceed with the Share Acquisition. As a result of the above, T&D Financial Life is expected to become a subsidiary of SBG, and T&D Financial Life is expected to be classified as a specified subsidiary of SBG as the amount of T&D Financial Life's capital will be equivalent to at least 10% of SBG's capital.

Under a shareholders' agreement that PayPay plans to enter into with T&D Holdings and OneIM Indigo on the date of consummation of the Share Acquisition, with respect to the 238,400 shares (14.9%) of T&D Financial Life that will continue to be held by T&D Holdings, a call option exercisable by PayPay from and after the date of consummation of the Share Acquisition and a put option exercisable by T&D Holdings from and after the date that is three years from the date of consummation of the Share Acquisition are stipulated.

## 2. Overview of PayPay

1. Name	PayPay Corporation
2. Location	1-6-1 Yotsuya, Shinjuku-ku, Tokyo
3. Title and name of representative	Representative Director and President, Corporate Officer, CEO Ichiro Nakayama
4. Description of business	Development and offering of electronic payment services such as mobile payment
5. Capital amount	JPY 200,635 million (as of March 31, 2026)

## 3. Overview of T&D Financial Life (the company subject to the change)

1. Name	T&D Financial Life Insurance Company		
2. Location	1-1-1 Shibaura, Minato-ku, Tokyo		
3. Title and name of representative	Representative Director and President, Kanaya Morinaka		
4. Description of business	Life insurance business		
5. Capital amount	JPY 56,000 million (as of March 31, 2026)		
6. Date of incorporation	July 16, 1947		
7. Major shareholders and shareholding ratio	T&D Holdings, Inc. 100%		
8. Relationship between SBG and said company	Capital relationship	There is no capital relationship to be disclosed.	
	Personnel relationship	There is no personnel relationship to be disclosed.	
	Business relationship	There is no business relationship to be disclosed.	
9. Operating results and financial positions for the last three fiscal years			
Fiscal year ended	March 31, 2024	March 31, 2025	March 31, 2026
Net assets (JPY million)	73,561	79,781	85,312
Total assets (JPY million)	1,869,028	1,861,932	1,960,191
Net assets per share (JPY)	45,976.05	49,863.65	53,320.32
Ordinary revenue (JPY million)	1,028,260	959,073	912,827
Core profit (JPY million)	(1,487)	1,138	7,016
Ordinary profit (JPY million)	7,305	7,783	12,328
Net income (JPY million)	4,812	5,585	8,221
Net income per share (JPY)	3,007.52	3,490.77	5,138.69
Dividends per share (JPY)	-	-	-

Note: Following the reorganization proceedings of Tokyo Life Insurance Mutual Company, the company was reorganized into T&D Financial Life Insurance Company on October 17, 2001, and commenced operations. Thereafter, the company changed its trade name to T&D Financial Life Insurance Company on July 24, 2006.

#### 4. Overview of T&D Holdings (the counterparty to the share acquisition)

1.	Name	T&D Holdings, Inc.	
2.	Location	2-7-1 Nihonbashi, Chuo-ku, Tokyo	
3.	Title and name of representative	Representative Director and President, Masahiko Moriyama	
4.	Description of business	Management of life insurance companies and other companies made subsidiaries pursuant to the provisions of the Insurance Business Act, and other businesses associated with the above	
5.	Capital amount	JPY 207,111 million (as of March 31, 2026)	
6.	Date of incorporation	April 1, 2004	
7.	Net assets	JPY 1,617,637 million (as of March 31, 2026)	
8.	Total assets	JPY 17,318,329 million (as of March 31, 2026)	
9.	Major shareholders and shareholding ratio (as of March 31, 2026)	The Master Trust Bank of Japan, Ltd. (Trust Account) 16.11%; Custody Bank of Japan, Ltd. (Trust Account) 5.89%	
10.	Relationship between SBG and said company	Capital relationship	There is no capital relationship to be disclosed.
		Personnel relationship	There is no personnel relationship to be disclosed.
		Business relationship	There is no business relationship to be disclosed.
		Status as related party	Not applicable.

#### 5. Overview of OneIM

1.	Name	One Investment Management Ltd.
2.	Location	Suites 505 & 506, 11th Floor, Al Sarab Tower, Adgm Square, Al Maryah Island, Abu Dhabi, United Arab Emirates
3.	Title and name of representative	CEO and Co-Founder, Rajeev Misra
4.	Description of business	Investment management business
5.	Capital amount	Approximately USD 10 billion (as of May 31, 2026)
6.	Date of incorporation	January 26, 2023

## 6. Number of shares to be acquired, acquisition price, and shareholding before and after the acquisition

1.	Number of shares held before the transfer	0 shares (Number of voting rights: 0) (Voting rights ownership ratio: 0%)
2.	Number of shares to be acquired	1,123,200 shares (Number of voting rights: 1,123,200) (Voting rights ownership ratio: 70.2%)
3.	Acquisition price	Ordinary shares of T&D Financial Life: JPY 131,985 million Acquisition-related expenses (estimated): JPY 2,352 million Total (estimated): JPY 134,338 million
4.	Number of shares held after the transfer	1,123,200 shares (Number of voting rights: 1,123,200) (Voting rights ownership ratio: 70.2%)

Note: The acquisition price set forth in 3. above represents the estimated acquisition price as of today, and the final acquisition price is subject to change. In addition, the acquisition-related expenses (estimated amount) represent the estimated amount of advisory fees and other expenses directly incurred in connection with the Share Acquisition, and include advisory fees related to IFRS implementation at T&D Financial Life that will be required through the date of consummation of the Share Acquisition.

## 7. Schedule

1.	Date of board of directors resolution	June 4, 2026
2.	Date of agreement execution	June 4, 2026
3.	Date of consummation of share acquisition	October 1, 2027 (scheduled)

Note: The consummation of Share Acquisition is subject to obtaining required approvals and permits from the relevant authorities, the implementation of an IFRS transition plan at T&D Financial Life, and the satisfaction of other conditions precedent set forth in the share purchase agreement between PayPay and T&D Holdings in connection with the Share Acquisition. The date of consummation of the Share Acquisition is subject to change depending on the status of satisfaction of these conditions.

## 8. Future Outlook

The impact of this change in specified subsidiaries on SBG's consolidated financial results is currently under review. SBG will promptly disclose any matters that should be disclosed in the future.

**(Reference) Consolidated business performance forecast for current fiscal year and consolidated business performance for previous fiscal year**

	Revenue	Income before income tax	Net income attributable to owners of the parent
Fiscal year ending March 31, 2027	-	-	-
Fiscal year ended March 31, 2026	JPY 7,798,650 million	JPY 6,134,905 million	JPY 5,002,271 million

**Cautionary note regarding forward-looking statements**

This press release contains forward-looking statements, which involve risks and uncertainties. In some cases, readers can identify these statements by words such as "anticipate," "believe," "contemplate," "estimate," "expect," "intend," "may," "plan," "potential," "predict," "project," "seek," "should," "will," "would," or the negative of these terms, and other similar expressions that describe future business activities, performance, events or circumstances. Forward-looking statements in this press release include, but are not limited to, statements regarding: the expected completion and timing of the share acquisition of T&D Financial Life, including the satisfaction of closing conditions and receipt of regulatory approvals; the expected benefits and synergies of the share acquisition; PayPay's ability to make T&D Financial Life its subsidiary and expand its financial services offerings into the life insurance domain; the anticipated impact of the share acquisition on PayPay's results of operations and financial condition; PayPay's business and growth strategy and market opportunity; and the anticipated terms and timing of future transactions contemplated by the shareholders' agreement, including any call or put options. These statements involve known and unknown risks, uncertainties and other important factors that may cause the SBG group's actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. These risks and uncertainties include, among others: the possibility that the share acquisition may not be completed on the anticipated timeline or at all, including due to failure to obtain necessary regulatory approvals; the possibility that the final acquisition price may differ from the estimated amount; PayPay's ability to make T&D Financial Life its subsidiary, realize anticipated synergies, and retain key personnel; impact on the existing business of PayPay and T&D Financial Life; PayPay's ability to attract and retain users and merchants and grow transaction volumes; PayPay's ability to manage growth effectively and expand PayPay's service offerings; changes in the cashless payments, digital financial services, and life insurance industries in Japan; changes in applicable insurance, financial services, or other regulations; and other risks described in PayPay's regulatory filings and periodic reports. These forward-looking statements are based on the SBG group's current expectations and assumptions as of the date of this press release and are subject to risks and uncertainties. Readers should not place undue reliance on these forward-looking statements. Except as required by law, the SBG group undertakes no obligation to update any forward-looking statements, whether as a result of new information, future events or otherwise.