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FOR IMMEDIATE RELEASE

5 September 2016

RECOMMENDED ACQUISITION

of

ARM Holdings plc

by

SoftBank Group Corp.

**to be effected by means of a Scheme of Arrangement under
Part 26 of the Companies Act 2006**

Scheme of Arrangement becomes effective

On 18 July 2016, the boards of directors of ARM Holdings plc ("**ARM**") and SoftBank Group Corp. ("**SoftBank**") announced that they had reached agreement on the terms of a recommended all cash offer for the entire issued and to be issued share capital of ARM by SoftBank (the "**Acquisition**") to be effected by means of a scheme of arrangement under Part 26 of the Companies Act 2006 (the "**Scheme**").

On 1 September 2016, ARM announced that the Court had sanctioned the Scheme at the Court Hearing held on 1 September 2016.

ARM and SoftBank are pleased to announce that, following the delivery of the Court Order to the Registrar of Companies today, the Scheme has now become effective in accordance with its terms and the entire issued and to be issued share capital of ARM is now owned by the SoftBank Group (or such of its nominee(s) as agreed between SoftBank and ARM).

As the Scheme has now become effective, ARM duly announces that the Chairman, Stuart Chambers, has tendered his resignation and will step down from the board of directors of ARM effective as of today's date. The following directors of ARM have also tendered their resignations and will step down from the ARM Board as of today's date: Andy Green (Senior Independent Non-Executive Director); Lawton Fitt (Independent Non-Executive Director); Larry Hirst (Independent Non-Executive Director); John Liu (Independent Non-Executive Director); Stephen Pusey (Independent Non-Executive Director); and Janice Roberts (Independent Non-Executive Director).

A Scheme Shareholder on the register of members of ARM at the Scheme Record Time, being 6.00 p.m. on 2 September 2016, will be entitled to receive 1,700 pence in cash for each Scheme Share held. Settlement of the consideration to which any Scheme Shareholder is entitled will be effected by way of the despatch of cheques or the crediting of CREST accounts (for Scheme Shareholders holding Scheme Shares in certificated form and in uncertificated form respectively) as soon as practicable and in any event not later than 14 days after the Effective Date, as set out in the scheme document published on 3

August 2016 in relation to the Acquisition (the “**Scheme Document**”). In addition, ARM Shareholders who are on the register of members of ARM as at the close of business on 2 September 2016 will be entitled to receive and retain an interim dividend of 3.78 pence per ARM Share, which will be paid on or before 14 September 2016, without any reduction of the offer consideration payable under the Acquisition.

Applications have been made to the UK Listing Authority and the London Stock Exchange in relation to the de-listing of ARM Shares from the premium listing segment of the Official List and the cancellation of the admission to trading of ARM Shares on the London Stock Exchange’s main market for listed securities which is expected to take place at 8.00 a.m. on 6 September 2016. Further applications have been made or will be made to de-list the ARM ADSs from NASDAQ (which is expected to take effect on 12 September 2016) and to terminate ARM’s registration with the SEC.

Capitalised terms used but not otherwise defined in this announcement (the “**Announcement**”) have the meanings given to them in the Scheme Document.

In accordance with Rule 26.1 of the City Code on Takeovers and Mergers, a copy of this Announcement has been published and will be available on the website of ARM at www.arm.com and on the website of SoftBank at www.softbank.jp/corp/d/sbg_press_en/ by no later than 12.00 p.m. on the Business Day following this Announcement. All references to times in this Announcement are to London times unless otherwise stated.

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Lazard & Co., Limited, which is authorised and regulated by the FCA in the United Kingdom, is acting exclusively for ARM and for no one else in connection with the Acquisition and will not be responsible to anyone other than ARM for providing the protections afforded to its clients or for providing advice in connection with the Acquisition or in relation to the contents of this Announcement or any other matter referred to herein. Neither Lazard & Co., Limited nor any of its affiliates owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of Lazard & Co., Limited in connection with the Acquisition or in relation to the contents of this Announcement or any other matter referred to herein.

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The Raine Group is acting as financial adviser exclusively for SoftBank and no one else in connection with the Acquisition and will not regard any other person as its client in relation to the Acquisition and will not be responsible to anyone other than SoftBank for providing the protections afforded to clients of The Raine Group, nor for providing advice in relation to the Acquisition or in relation to the contents of this Announcement or any other matter referred to herein.

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Mizuho Securities Co., Ltd. is acting as financial adviser exclusively for SoftBank and no one else in connection with the Acquisition and will not regard any other person as its client in relation to the Acquisition and will not be responsible to anyone other than SoftBank for providing the protections afforded to clients of Mizuho Securities Co., Ltd., nor for providing advice in relation to the Acquisition or in relation to the contents of this Announcement or any other matter referred to herein.

Further information

This Announcement is for information purposes only and is not intended to, and does not, constitute or form part of any offer or invitation, or the solicitation of an offer, to purchase, otherwise acquire, subscribe for, sell or otherwise dispose of, any securities or the solicitation of any vote or approval in any jurisdiction pursuant to the Acquisition or otherwise. The Acquisition will be implemented solely pursuant to the terms of the Scheme Document, which contains the full terms and conditions of the Acquisition. Any decision in respect of, or other response to, the Acquisition should be made only on the basis of the information contained in the Scheme Document. Each ARM Shareholder and ARM ADS Holder is urged to consult his independent adviser immediately regarding the consequences of the Acquisition applicable to him.

This Announcement does not constitute a prospectus or prospectus equivalent document.

Overseas jurisdictions

The release, publication or distribution of this Announcement in or into or from jurisdictions other than the UK may be restricted by law and therefore any persons who are subject to the laws of any jurisdiction other than the UK should inform themselves about, and observe, any applicable legal or regulatory requirements. Any failure to comply with the applicable restrictions may constitute a violation of the securities laws of any such jurisdiction. To the fullest extent permitted by applicable law, the companies and persons involved in the Acquisition disclaim any responsibility or liability for the violation of such restrictions by any person. This Announcement has been prepared for the purpose of complying with English law and the Code and the information disclosed may not be the same as that which would have been disclosed if this Announcement had been prepared in accordance with the laws of jurisdictions outside of England.

Copies of this Announcement and formal documentation relating to the Acquisition will not be, and must not be, mailed or otherwise forwarded, distributed or sent in, into or from any Restricted Jurisdiction or any jurisdiction where to do so would violate the laws of that jurisdiction and persons receiving such documents (including custodians, nominees and trustees) must not mail or otherwise forward, distribute or

send them in or into or from any Restricted Jurisdiction. Doing so may render invalid any related purported vote in respect of the Acquisition.

Further details in relation to Overseas Shareholders are contained in the Scheme Document.

Additional information for US investors

The Acquisition relates to the shares of an English company that is a "foreign private issuer" as defined in Rule 3b-4 under the US Securities Exchange Act of 1934, as amended, and is being effected by means of a scheme of arrangement under English law. Neither the US proxy solicitation rules nor the tender offer rules under the US Securities Exchange Act of 1934, as amended, apply to the Acquisition. Accordingly, the Scheme is subject to the disclosure requirements and practices applicable to the United Kingdom to schemes of arrangement, which differ from the disclosure requirements of the US proxy solicitation rules and tender offer rules. Neither the SEC, nor any securities commission of any state of the United States, has approved the Acquisition, passed upon the fairness of the Acquisition or passed upon the adequacy or accuracy of this Announcement. Any representation to the contrary is a criminal offence in the United States. Financial information relating to ARM included in the Scheme Document has been prepared in accordance with accounting standards applicable in the United Kingdom that may not be comparable to financial information of US companies or companies whose financial statements are prepared in accordance with generally accepted accounting principles in the United States.

The receipt of cash pursuant to the Acquisition by a US beneficial owner of ARM Shares or ARM ADSs as consideration for the transfer of its Scheme Shares pursuant to the Scheme will be a taxable transaction for United States federal income tax purposes and may also be a taxable transaction under other applicable tax laws, including any applicable United States state and local, as well as non-US, tax laws. Each ARM Shareholder and holder of ARM ADSs is urged to consult his independent professional adviser immediately regarding the tax consequences of the Acquisition applicable to him.

ARM Shareholders and ARM ADS Holders are urged to read any documents relating to the Acquisition filed, furnished or to be filed or furnished with the SEC because they will contain important information regarding the Acquisition. Such documents will be available free of charge at the SEC's website at www.sec.gov and from ARM at www.arm.com.

Forward looking statements

This Announcement (including information incorporated by reference in this Announcement), oral statements made regarding the Acquisition, and other information published by SoftBank and ARM contain statements which are, or may be deemed to be, "forward looking statements". Such forward looking statements are prospective in nature and are not based on historical facts, but rather on current expectations and on numerous assumptions regarding the business strategies and the environment in which the SoftBank Group or the Enlarged Group will operate in the future and are subject to risks and uncertainties that could cause actual results to differ materially from those expressed or implied by those statements. The forward looking statements contained in this Announcement relate to the SoftBank Group's or the Enlarged Group's future prospects, developments and business strategies, the expected timing and scope of the Acquisition and other statements other than historical facts. In some cases, these forward looking statements can be identified by the use of forward looking terminology, including the terms "believes", "estimates", "plans", "prepares", "anticipates", "expects", "is expected to", "is subject to", "budget", "scheduled", "forecasts", "intends", "may", "will" or "should" or their negatives or other variations or comparable terminology. By their nature, forward-looking statements involve risk and uncertainty because they relate to events and depend on circumstances that will occur in the future. If any one or more of these risks or uncertainties materialises or if any one or more of the assumptions prove incorrect, actual results may differ materially from those expected, estimated or projected. Such forward looking statements should therefore be construed in the light of such factors. Neither SoftBank nor ARM, nor any of their respective associates or directors, officers or advisers, provides any representation, assurance or guarantee that the occurrence of the events expressed or implied in any forward looking statements in this Announcement will actually occur. Given these risks and uncertainties, potential investors should not place any reliance on forward looking statements.

The forward looking statements speak only at the date of this Announcement. SoftBank and ARM expressly disclaim any obligation to update such statements other than as required by law or by the rules of any competent regulatory authority, whether as a result of new information, future events or otherwise.

No profit forecast or estimates

No statement in this Announcement is intended as a profit forecast, profit estimate or quantified financial benefits statement and no statement in this Announcement should be interpreted to mean that earnings per ARM Share or SoftBank share for the current or future financial years would necessarily match or exceed the respective historical published earnings per ARM Share or SoftBank share or to mean that the Enlarged Group's earnings in the first 12 months following the Acquisition, or in any subsequent period, would necessarily match or be greater than those of SoftBank or ARM for the relevant preceding financial period or any other period.

Publication on website

A copy of this Announcement will be published and made available, subject to certain restrictions relating to persons resident in Restricted Jurisdictions, on SoftBank's website at http://www.softbank.jp/corp/d/sbg_press_en/ and ARM's website at www.arm.com by no later than 12 noon (London time) on the Business Day following this Announcement. For the avoidance of doubt, the contents of those websites are not incorporated by reference into, and do not form part of, this Announcement.

ARM Shareholders and ARM ADS Holders may request a hard copy of this Announcement by contacting Equiniti at Aspect House, Spencer Road, Lancing BN99 6DA, or between 9.00 a.m. and 5.30 p.m. (London time) Monday to Friday (except UK public holidays) on freephone 0800 085 4975 or +44 121 415 0978. Calls to +44 121 415 0978 will be charged at national or international rates as the case may be. Please note that calls may be monitored or recorded and the Shareholder Helpline cannot provide financial, legal or tax advice or advice on the merits of the Acquisition. You may also request that all future documents, announcements and information to be sent to you in relation to the Acquisition should be in hard copy form.