

SoftBank UK Tax Strategy

31 March 2018

SBIA UK Group Tax Strategy

INTRODUCTION

This UK tax strategy applies to SoftBank Investment Advisers (UK) Limited (“SBIA UK”) and all UK entities held by SoftBank Vision Fund LP, collectively the “SBIA UK group”.

We regard the publication of this tax strategy as complying with our obligation under paragraph 16(2) of Schedule 19 of the Finance Act 2016.

GOVERNANCE

Our UK tax governance is maintained in line with the wider SBIA group governance framework.

The UK tax strategy has been prepared within this governance framework by the SBIA Global Head of Tax and has been approved by SBIA Chief Risk Officer (“SBIA CRO”), SBIA Chief Compliance Officer (“SBIA CCO”) and the SBIA UK Board.

Responsibility for UK tax governance, the UK tax strategy and management of UK tax risk ultimately sits with the SBIA UK Board. Day-to-day responsibility for these areas rests with the SBIA Global Head of Tax.

TAX RISK MANAGEMENT

Oversight of tax governance is supported by a tax risk and control framework.

Effective operation of SBIA tax controls is monitored on a six-monthly basis by the SBIA CRO and reviewed and certified on an annual basis by the Senior Accounting Officer of each UK entity. Key tax risk indicators are tracked and reported to the SBIA UK Board for consideration on a quarterly basis.

Our policy on tax risk is in alignment with the wider risk appetite of the SBIA UK group.

SBIA UK is authorised and regulated by the Financial Conduct Authority (“FCA”) and actively manages tax risk with the intention to mitigate any adverse reputational or financial impact as a result of tax.

SBIA UK works with experienced professional firms to ensure that the SBIA UK group complies with its legal obligations in relation to UK tax filing, tax reporting and tax payments.

An important component of our UK tax risk management is the composition of the SBIA tax team, which is made up of qualified and experienced tax professionals. The tax team provides an oversight role in identifying, managing and monitoring tax risks in addition to providing advice on tax issues and preparing or reviewing tax filings.

ATTITUDE TO TAX PLANNING

We acknowledge our responsibility to pay an appropriate amount of UK tax in line with our business activities in the UK.

In balance with this, we recognise that we have a fiduciary responsibility to our stakeholders to realise our commercial objectives in a tax efficient way.

In line with the above statements we aim to ensure that the UK tax paid on our business activities is based on a reasonable interpretation of the intention of the UK tax legislation and that our activities do not result in unanticipated tax costs for our stakeholders.

We obtain tax advice from qualified and experienced professional service firms and, where there is a high level of uncertainty or complexity, we seek clearance from HMRC to validate our understanding of the UK tax legislation.

We will not undertake any UK tax planning where there is no commercial motive of a transaction and the only purpose is to create a tax benefit.

TAX RISK APPETITE

Our appetite for accepted UK tax risk is low, in line with the overall risk appetite of the SBIA UK group.

This risk appetite is set by the SBIA board to guide the SBIA UK group on the risk boundaries and tolerances that their activities should operate within.

WORKING WITH TAX AUTHORITIES

Our aim is to work cooperatively with HMRC through an open and transparent relationship. We proactively inform HMRC of key business developments of our UK group operations on a real time basis.

Where any material areas of uncertainty are identified in the UK tax legislation, which give rise to current, future or past tax risks that are relevant to our UK operations, we approach HMRC proactively to resolve these areas and provide greater certainty in advance of our tax filings.

SoftBank Non-Regulated UK Group Tax Strategy

INTRODUCTION

We note that other non-regulated UK subsidiaries within the SoftBank Group (“non-regulated UK group”) have elected to follow the same UK tax strategy and tax standards as SBIA UK with the following amendments.

As part of our governance arrangements, we keep track of the UK entities that are included within the UK tax strategy set out below. Where appropriate, certain UK entities within our independent operating sub-groups have published their own separate UK tax strategy.

We regard the publication of this tax strategy as complying with our obligation under paragraph 16(2) of Schedule 19 of the Finance Act 2016.

GOVERNANCE

While SBIA's Global Head of Tax maintains day-to-day responsibility for UK tax governance, the UK tax strategy and management of UK tax risk for the non-regulated UK group, ultimate responsibility sits with the Board of each specific UK entity.

Effective operation of the non-regulated UK group tax controls is reviewed and certified on an annual basis by the Senior Accounting Officer of each UK entity.

TAX RISK MANAGEMENT

Our policy on tax risk is in alignment with the wider risk appetite of the non-regulated UK group.

The non-regulated UK group works with experienced professional firms to ensure that its entities comply with their legal obligations in relation to UK tax filing, tax reporting and tax payments.

An important component of our UK tax risk management is the composition of the tax team, which is made up of qualified and experienced tax professionals. The UK tax team provides an oversight role in identifying, managing and monitoring tax risks in addition to providing advice on tax issues and preparing or reviewing tax filings.

ATTITUDE TO TAX PLANNING

We acknowledge our responsibility to pay an appropriate amount of UK tax in line with our business activities in the UK.

In balance with this, we recognise that we have a fiduciary responsibility to our stakeholders to realise our commercial objectives in a tax efficient way.

In line with the above statements we aim to ensure that the UK tax paid on our business activities is based on a reasonable interpretation of the intention of the UK tax legislation and that our activities do not result in unanticipated tax costs for our stakeholders.

We obtain tax advice from qualified and experienced professional service firms and, where there is a high level of uncertainty or complexity, we seek clearance from HMRC to validate our understanding of the UK tax legislation.

We will not undertake any UK tax planning where there is no commercial motive of a transaction and the only purpose is to create a tax benefit.

TAX RISK APPETITE

Our appetite for accepted UK tax risk is low, in line with the overall risk appetite of the non-regulated UK group.

WORKING WITH TAX AUTHORITIES

Our aim is to work cooperatively with HMRC through an open and transparent relationship. We proactively inform HMRC of key business developments of our UK group operations on a real time basis.

Where any material areas of uncertainty are identified in the UK tax legislation, which give rise to current, future or past tax risks that are relevant to our UK operations, we approach HMRC proactively to resolve these areas and provide greater certainty in advance of our tax filings.

The publication of this UK tax strategy is intended to comply with our obligations under Schedule 19, paragraph 16(2) of the Finance Act 2016. The contents of this document are not to be construed as legal, business or tax advice. The tax strategy is not intended to be relied upon as the basis for any investment decision and is not an offer to sell or a solicitation of an offer to buy limited partnership or comparable limited liability equity interests in SoftBank Vision Fund L.P. or any other investment vehicle.