
PayPayの連結子会社化とBホールディングスの設立について

Consolidation of PayPay and Establishment of B Holdings

ソフトバンク株式会社
SoftBank Corporation

July 27, 2022

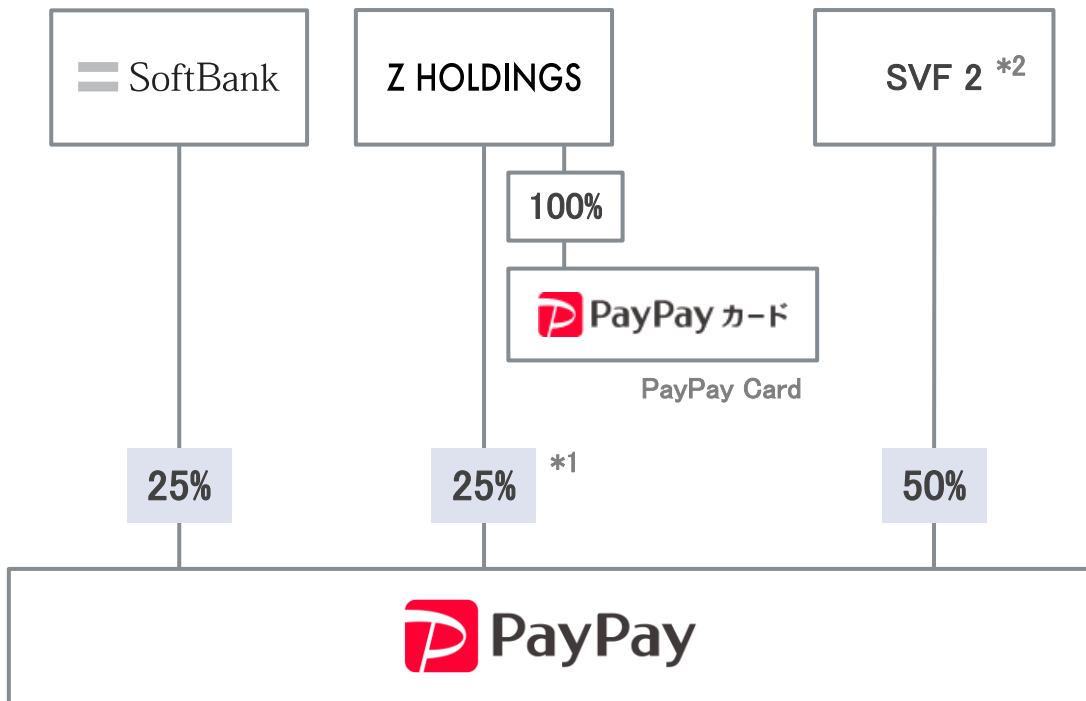
1	PayPayの連結子会社化 Consolidation of PayPay	<ul style="list-style-type: none">• PayPay優先株の普通株転換により議決権増加、10月1日付で連結予定• SoftBank to consolidate PayPay on Oct 1, 2022 by converting preferred shares to common shares and increase voting rights
2	中間持株会社体制への移行 Establishment of intermediate holdings company	<ul style="list-style-type: none">• ソフトバンクとZHDで共同持株会社を設立（社名：Bホールディングス株式会社）• ソフトバンクがPayPayを連結すると同時にZHDもPayPayを連結• Establish intermediate holdings company (“B Holdings Corporation”) with ZHD to jointly manage PayPay• PayPay to be consolidated to ZHD as well as to SoftBank
3	スマホ決済とカード事業の統合 Integration of smartphone payment and credit card business	<ul style="list-style-type: none">• PayPayがPayPay Card（クレジットカード事業）をZHDから譲受• スマホ決済とクレジットカード事業の統合により競争力強化を狙う• PayPay to acquire PayPay Card (credit card business) from ZHD• Aim is to enhance competitiveness by integration of smartphone payment and credit card business

当社とZHDが共同でPayPayおよび当社グループの企業価値最大化を図る

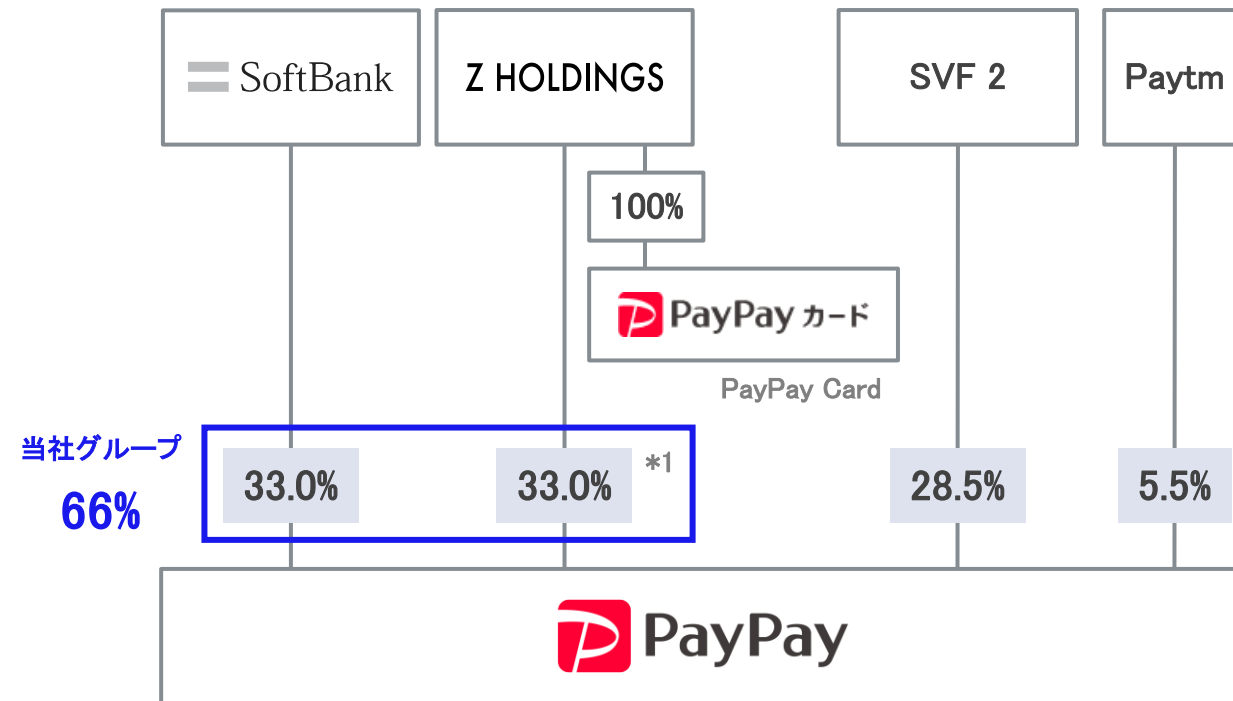
Maximize corporate value of PayPay and the SoftBank group through joint management of SoftBank and ZHD

1	<p>PayPayの収益機会を拡大 Expand PayPay's revenue streams</p>	<ul style="list-style-type: none"> • LINEをはじめとするZHDのサービスとの連携強化 • PayPayカードをPayPay傘下に移管することで金融事業を強化 • Strengthen alliance with ZHD services such as LINE • PayPay to acquire PayPay Card for the purpose of strengthening the financial business
2	<p>グループシナジー強化 Strengthen synergies as SoftBank group</p>	<ul style="list-style-type: none"> • PayPay経済圏の拡大 • 例: モバイルの付加価値サービス拡大、PayPayを活用したデジタルマーケティングの推進等 • Expansion of PayPay ecosystem • Examples: Intensify value-added services in mobile, boost digital marketing using PayPay platform

議決権割合 Voting rights



優先株式転換・Paytm新株予約権*3行使後 After conversion of preferred stock and exercise of stock acquisition rights*3 by Paytm

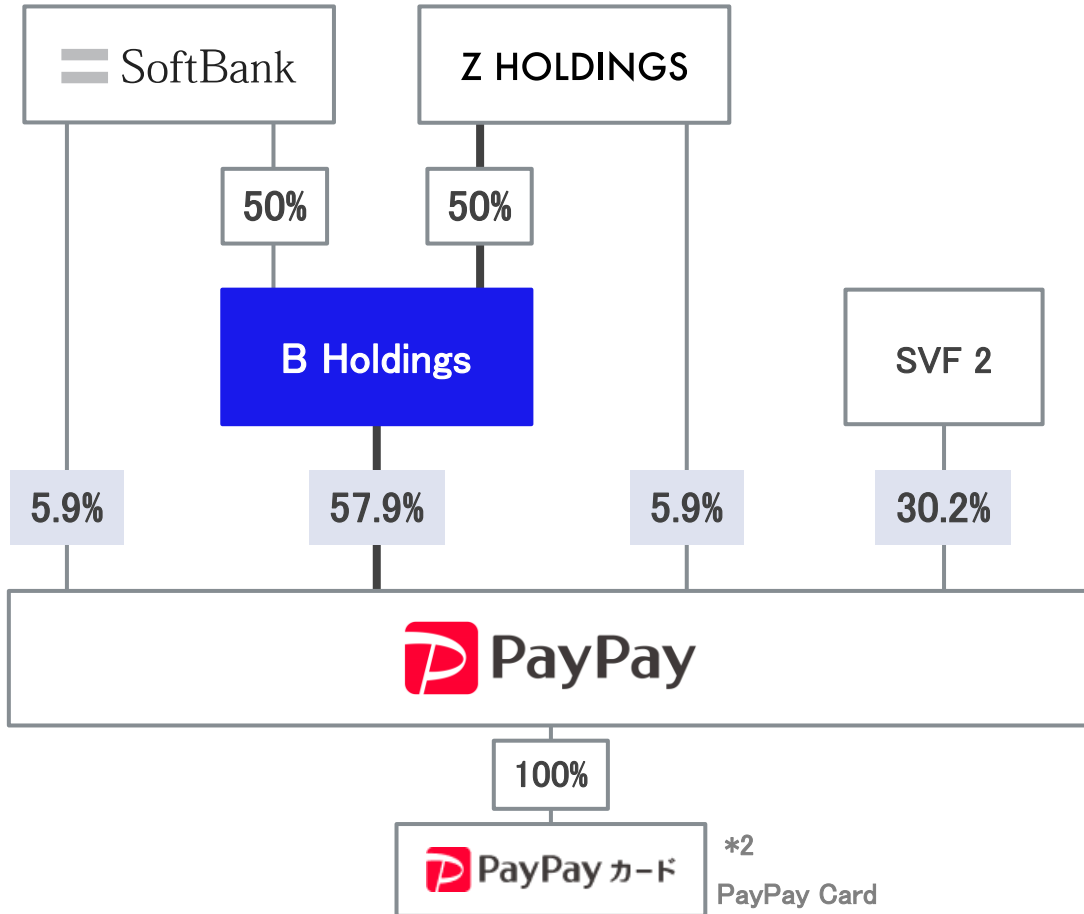


*1 Zホールディングス(株)の子会社であるヤフー(株)が保有 / Directly owned by Yahoo Japan Corporation, a subsidiary of Z Holdings Corporation

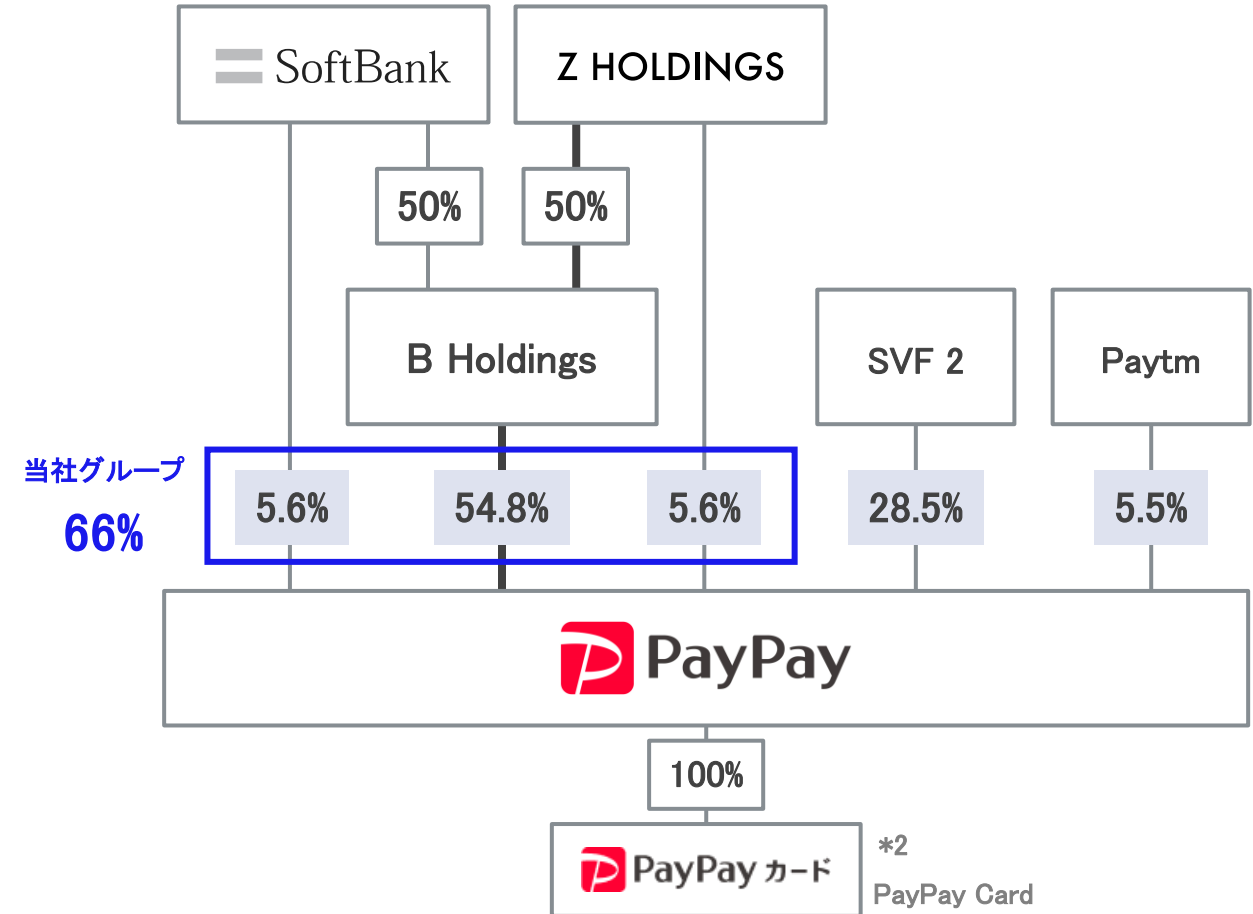
*2 SVF 2: SVF II Piranha(DE) LLC

*3 2020年9月末にPaytmへ発行。同月末より権利行使可能 / Issued to Paytm at the end of September 2020 and exercisable from the end of the same month

議決権割合
Voting rights



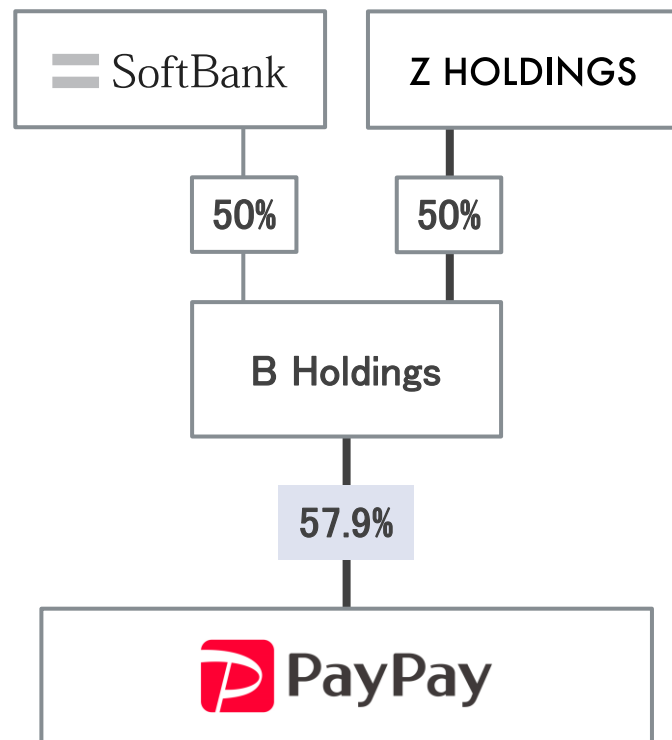
Paytm新株予約権*1行使後
After exercise of stock acquisition rights*1 by Paytm



*1 2020年9月末にPaytmへ発行。同月末より権利行使可能 / Issued to Paytm at the end of September 2020 and exercisable from the end of the same month

*2 PayPayカードの移管は現金を対価とするZHDとPayPayの2社間取引(当社は同意する立ち位置) /

Transfer of PayPay Card is a cash transaction between ZHD and PayPay (SoftBank in a position to consent)



役職 / Position	氏名 / Name	指名権 / Right to appoint
代表取締役会長 Chairman and Representative Director	宮川 潤一 Junichi Miyakawa	SoftBank
代表取締役社長 President and Representative Director	川邊 健太郎 Kentaro Kawabe	Z Holdings
取締役 Director	榛葉 淳 Jun Shimba	SoftBank
取締役 Director	出澤 剛 Takeshi Idezawa	Z Holdings
社外取締役 Outside Director	選任中 Under consideration	Z Holdings
監査役 Auditor	藤原 和彦 Kazuhiko Fujihara	SoftBank
監査役 Auditor	坂上 亮介 Ryosuke Sakaue	Z Holdings

Jul 27



取引契約の締結

Execution of
transaction agreement

Oct 1



連結化完了
(株式交付の効力発生日)

Completion of consolidation
(Effective date of share delivery)

上記日程は、取引の手続進行上の必要性その他の事由により変更されることがあります

This schedule is subject to change due to the necessity of the progress of the the transactions or for other reasons

2022年5月公表の業績予想は変更なし

- PayPay連結による再測定益は10月の計上が確実となった
- 金額は確定次第速やかに開示予定

No changes to forecasts announced in May 2022

- Recording of re-measurement profit from PayPay consolidation is expected in October
- Amount will be disclosed in a timely manner once confirmed

FY22 Forecast (announced on May 11, 2022)

売上高 / Revenue	JPY 5.9 tn
営業利益 / Operating income	JPY 1 tn +
純利益 / Net income	JPY 530 bn +

(免責事項)

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