

(SUMMARY TRANSLATION)

TSE Securities Code: 4565  
28 May 2014

2-4 Kojimachi, Chiyoda-ku, Tokyo  
Sosei Group Corporation  
Board Director and CEO  
Shinichi Tamura

To Shareholders:

### **Call for the 24th Ordinary General Meeting of Shareholders**

The Company would like to inform you that the 24th Ordinary General Meeting of Shareholders will be held as follows, and would be grateful if you would attend the meeting.

Those who will not be able to attend the meeting on the day may exercise their voting rights in writing or via Internet. You are kindly requested to consider the appended "Reference Documents for the Ordinary General Meeting of Shareholders" and exercise your voting rights by indicating your approval or disapproval for each of the proposals. To be valid, the vote must reach the Company no later than 6:00 p.m. on Tuesday, 17 June 2014.

**Yours Sincerely,**



**Shinichi Tamura**  
**Board Director and CEO**

- 1. Date and Time**                    10:00 a.m. on Wednesday, 18 June 2014
- 2. Venue**                            1-1, Hayabusa-cho, Chiyoda-ku, Tokyo, Japan  
Grand Arc Hanzomon Hotel, 3 Floor, Hana-No-Ma Hall
- 3. Meeting Agenda**

***Items to be reported:***

1. Business Report, Consolidated Financial Statements, Independent Auditor's Report and Audit Committee Report on Consolidated Financial Statements for the 24th fiscal year (from 1 April 2013 to 31 March 2014)
2. Financial Report for the 24th fiscal year (from 1 April 2013 to 31 March 2014)

***Items to be resolved:***

- Resolution 1: Reduction in the Amount of Capital Reserve and the Appropriation of Capital Surplus
- Resolution 2: Election of Five (5) Directors

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Should any revision to the Reference Documents for the Ordinary General Meeting of Shareholders, Business Report, Financial Statements or Consolidated Financial Statements be made, the Company will inform you in writing, or via Company's website (<http://www.sosei.com/>).

## Reference Documents for the Ordinary General Meeting of Shareholders

### Resolution 1: Reduction in Amount of Capital Reserve and Appropriation of Capital Surplus

#### 1. Purpose of the proposal

To enable higher financial flexibility and agility, as well as to increase distributable reserve, the Company proposes the reduction in amount of capital reserve and appropriation of capital surplus.

#### 2. Reduction in Amount of Capital Reserve

Pursuant to the provisions of Article 448-1 of the Company Act, the Company will reduce 13,803,978,246 yen from its capital reserve of 21,374,472,154 yen and will transfer the reduced amount to other capital surplus. The capital reserve balance after the reduction will be 7,570,493,908 yen.

#### 3. Appropriation of Capital Surplus

Pursuant to the provisions of Article 452 of the Company Act and set out in the above "2. Reduction in Amount of Capital Reserve", the amount transferred from the reduction of capital reserve to the other capital surplus (13,803,978,246 yen) will be transferred to retained earnings brought forward to recuperate deficit.

· Increased items of retained earnings and the increased amount  
Retained earnings brought forward            13,803,978,246 yen

· Decreased items of capital surplus and the decreased amount  
Other capital surplus                            13,803,978,246 yen

#### 4. Effective Date of Reduction in Amount of Capital Reserve and Appropriation of Capital Surplus

18 June 2014

## Resolution 2: Election of Five (5) Directors

The terms of office of all five (5) directors will expire upon the conclusion of the Ordinary General Meeting of Shareholders. In accordance with the decision of the Nomination Committee, the re-election of the following five (5) directors is proposed.

No	Name (Date of birth)	Personal history		No of shares owned
1	Shinichi Tamura (17 September 1949)	Mar.1978 Apr.1978 Feb.1987 Jul.1989 Jun.1990 Jun.2005 Nov.2006	Completed master's degree in science at the University of Tokyo Joined Fujisawa Pharmaceuticals Inc. (now Astellas Pharma Inc.) Joined Genentech Inc. Representative Director of Genentech Ltd. Representative Director of the Company Director and Chief Executive Officer of the Company (to present) Representative Director of Sosei Co., Ltd. (As of June 2014, a member of the Nomination Committee and Managing Director of Sosei R&D Ltd.)	374,100
2	Takuya Fujii (5 July 1945)	Mar.1968 Apr.1968 Jun.1974 Dec.1998 Mar.2001 Jan.2005 Jun.2005 Oct.2005	Graduated from the Faculty of Economics, the University of Tokyo Joined the Bank of Japan Studied at Wharton School, Penn., U.S.A. (MBA degree) Chairman of Nippon Credit Bank Representative of Marsh & McLennan Companies in Japan Representative of F Business Brain External Director of the Company (to present) Representative President and CEO of Promontory Financial Group Global Service Japan, LLC (to present) (As of June 2014, Chairman of the Nomination Committee and a member of the Auditing Committee of the Company)	3,600

3	Dr. Declan Doogan (22 March 1952)	<p>Jul.1975</p> <p>Feb.1978</p> <p>Feb.1982</p> <p>Feb.2005</p> <p>Oct.2005</p> <p>Jun.2007</p> <p>Nov.2009</p> <p>Sep.2010</p> <p>Dec.2011</p> <p>Dec.2012</p> <p>Feb.2013</p> <p>Jan.2014</p>	<p>Graduated from the Medical School of the University of Glasgow</p> <p>Joined DupharBV.</p> <p>Joined Pfizer Inc.</p> <p>Head of Worldwide Clinical Development of Pfizer Inc.</p> <p>Visiting Professor of Kitasato University (to present)</p> <p>External Director of the Company (to present)</p> <p>Interim CEO of Amarin Corporation plc ("Amarin")</p> <p>Chief Medical Officer of Amarin</p> <p>Chairman of Spinifex Pharmaceuticals (to present)</p> <p>Founder of Brain Food Inc (to present)</p> <p>Chairman of Portage Pharma Inc (to present)</p> <p>Executive Chairman of Biohaven Pharmaceutical Holding Company Limited (to present)</p> <p>(As of June 2014, Chairman of the Compensation Committee and a member of the Nomination Committee of the Company)</p>	-
4	Peter Bains (26 July 1957)	<p>Jul.1979</p> <p>Mar.1996</p> <p>Jan.2000</p> <p>Jan.2001</p> <p>Jun.2009</p> <p>Jan.2010</p> <p>Apr.2010</p> <p>Jun.2010</p> <p>Jul.2013</p> <p>Dec.2013</p>	<p>Graduated from the Physiological and Zoological Departments of Sheffield University</p> <p>General manager of SmithKline and Beecham (present GlaxoSmithKline)</p> <p>Served as a core member of GlaxoWellcome and SmithKline Beecham M&amp;A</p> <p>Senior Vice President of international commercial development of SmithKline and Beecham</p> <p>Director of Peter Bains Consulting Limited (to present)</p> <p>Non-executive Board Director of Syngene International Limited (to present)</p> <p>Non-executive Chairman of Fermenta Biotech Limited (to present)</p> <p>External Director of the Company (to present)</p> <p>Non-executive Director of Kromek Group PLC (to present)</p> <p>Non-executive Director of Minapharm Pharmaceuticals S.A.E. (to present)</p> <p>(As of June 2014, a member of the Compensation Committee and the Auditing Committee of the Company)</p>	-

5	Tomohiro Tohyama (21 February 1950)	Mar.1973	Graduated from the Department of Law, Faculty of the Law of Keio University	-
		Apr.1978	Entered the Legal Training and Research Institute of the Supreme Court of Japan	
		Apr.1980	Registered with the Daiichi Tokyo Bar Association and joined Nishimura and Sanada Law Firm	
		May1984	Served in Mason & Sloane in the U.S.A.	
		Feb.1985	Served in Pollock, Bloom & Dekom in the U.S.A.	
		Jun.1985	Pryor, Cashman, Sherman & Flynn in the U.S.A.	
		Aug.1985	Re-joined Nishimura and Sanada Law Firm as a partner.	
		Oct.1990	Co-founding partner of TMI Associates (to present)	
		Nov.1999	External auditor of Nippon Shikizai, Inc. (to present)	
		Jun.2010	External director of Avex Group Holdings Inc. (to present)	
Jun.2011	External Director of the Company (to present) (As of June 2014, Chairman of the Auditing Committee and a member of the Compensation Committee of the Company)			

Notes:

1. There are no specific conflict of interests between the candidates and the Company.
2. Mr. Takuya Fujii, Dr. Declan Doogan, Mr. Peter Bains, and Mr. Tomohiro Tohyama are candidates for external directors.
3. Reasons for the election of candidates for external directors and a limited liability agreement:
  - (1) The Company proposes the election of the candidates concerned based on the below and hereby confirms their independence:
    - 1) Regarding Mr. Takuya Fujii, the Company believes that by taking advantage of his extensive business experience and expertise in risk management, the management framework of the Company will be further enforced. His term of the office will have been nine years at the end of the Ordinary General Meeting of Shareholders. He was appointed as an independent director on 31 March 2010.
    - 2) Dr. Declan Doogan has headed the research and development department of the world biggest drug company including experience working in Japan. The Company believes that by taking advantage of his expertise and experience in the pharmaceutical research and development, the Company's management framework will be further enforced. His term of the office will have been seven years at the end of the Ordinary General Meeting of Shareholders.
    - 3) Mr. Peter Bains has engaged in building of global marketing strategies mainly in Asia at one of the world's pre-eminent drug companies, and has played an active part as a core member of a project for the merger of large scale leading drug companies. The Company believes that by taking advantage of his knowledge and experience, the business development of the Company will be further enforced. His term of the office will have been four years at the end of the Ordinary General Meeting of Shareholders.
    - 4) Mr. Tomohiro Tohyama has had no direct operational management experience of a company, but the Company believes that by taking advantage of his knowledge and experience of engaging in international legal affairs, and as a partner of one of the

leading law firms in Japan, the management and governance framework will be further enforced. His term of the office will have been three years at the end of the Ordinary General Meeting of Shareholders.

- (2) Liability limitation agreement with external directors:
- 1) Pursuant to the provisions of Article 427-1 of the Company Act, the Company executed a liability limitation agreement set forth in Article 423-1 of the Company Act with each of Messrs. Takuya Fujii, Declan Doogan, Peter Bains and Tomohiro Tohyama. The maximum liability based on the mentioned agreement is the total minimum liability set forth in Article 425-1 of the Company Act.
  - 2) If the agenda is approved at the General Meeting of Shareholders, the Company will execute the same liability limitation agreement as referred to in preceding item 1) with each of Messrs. Takuya Fujii, Declan Doogan, Peter Bains and Tomohiro Tohyama.