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## To Shareholders

### Information Disclosure on the Internet Regarding the Notice of the 28th Ordinary General Meeting of Shareholders

28th Term (April 1, 2017 – March 31, 2018)

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## Sosei Group Corporation

The matters listed above are provided to shareholders by posting on the Company’s Internet website (<http://www.sosei.com/>) in accordance with the law and the provisions of Article 14 of the Company’s Articles of Incorporation.

■ **Stock acquisition rights (“stock options”), etc. (as of March 31, 2018)**

1. Stock options owned by the Company's directors and executive officers that were issued as compensation for performance of duties as of the end of the fiscal year under review

		27th Stock Options	29th Stock Options
Date of Board resolution		6 September, 2010	13 November, 2015
Number of stock options		115	30
Number and class of shares for stock options		11,500 shares of common stock	3,000 shares of common stock
Amount of payment for stock options		1 yen per stock option	261 yen per stock option
Value of assets to be provided on exercise of stock options		64,800 yen per stock option (648 yen per share)	413,000 yen per stock option (4,130 yen per share)
Exercise period		from September 7, 2012 to September 6, 2020	from July 1, 2017 to June 30, 2020
Terms and conditions for exercise		If a beneficiary loses its position during the exercise period, the beneficiary is able to exercise the rights only during the period prescribed in “Agreement on Allotment of Stock Option”	Note 1,2,4
Holdings by directors and executive officers	Directors and executive officers (excluding external directors)	Number of stock options: 115 Number of shares for stock options: 11,500 Number of holders: 1	—
	External directors	—	Number of stock options: 30 Number of shares for stock options: 3,000 Number of holders: 1

		30th Stock Options	31st Stock Options
Date of Board resolution		13 November, 2015	15 May, 2017
Number of stock options		1,259	851
Number and class of shares for stock options		125,900 shares of common stock	85,100 shares of common stock
Amount of payment for stock options		281 yen per stock option	1,234,900 yen per stock option (Note 5)
Value of assets to be provided on exercise of stock options		413,000 yen per stock option (4,130 yen per share)	100 yen per stock option (1 yen per share)
Exercise period		from July 1, 2018 to June 30, 2021	from July 1, 2020 to April 30, 2027
Terms and conditions for exercise		Notes 1,2 and 4	Notes 3,4 and 6
Holdings by directors and executive officers	Directors and executive officers (excluding external directors)	Number of stock options: 1,159 Number of shares for stock options: 115,900 Number of holders: 4 (Note 7)	Number of stock options: 811 Number of shares for stock options: 81,100 Number of holders: 5 (Note 7)
	External directors	Number of stock options: 100 Number of shares for stock options: 10,000 Number of holders: 1	Number of stock options: 40 Number of shares for stock options: 4,000 Number of holders: 3

Notes:

- 1 (1) Stock option holders may exercise stock options when the cumulative total of revenue on the Company's audited Consolidated Statement of Comprehensive Income reported in securities reports submitted by the Company for the fiscal years ending March 2016 and March 2017 is ¥23.0 billion or greater.
- (2) If during the period from the allotment date to the date the stock option exercise period expires, the average closing price for regular trading of the Company's shares of common stock on the Tokyo Stock Exchange ("TSE") for any five consecutive trading days falls below a price that is 50% of the exercise price (amounts less than 1 yen rounded off) even one time, stock options may not be exercised even if the conditions of 1 above are met.
2. Stock option holders must be directors, executive officers or employees of the Company or the Company's affiliates when exercising stock options, provided, however, that this does not apply in cases of retirement due to expiration of a term of office or reaching the mandatory retirement age, or when there are other legitimate reasons.
3. Stock option holders must be directors, executive officers or employees of the Company or the Company's subsidiaries when exercising stock options, provided, however, that this does not apply in cases of retirement due to expiration of a term of office or reaching the mandatory retirement age, or when there are other legitimate reasons.
4. (1) Stock options may not be exercised by heirs of stock option holders.  
(2) Stock options may not be exercised if by exercising the options the Company's total number of outstanding shares after exercise would exceed the total number of authorized shares at that time.  
(3) Stock options may not be exercised in fractions of one unit.
5. The fair value of the stock option granted to directors and executive officers of the Company was offset against the same amount of their rights to remuneration effective on the date of allotment.
6. (1) Stock option holders may exercise the options if the closing price of common stock of the Company in the regular trading on the TSE on July 1, 2020 is one hundred and fifteen percent (115%) or more of the base price. For the purpose of these items, the "base price" means the closing price of common stock of the Company in the regular trading on the TSE on the allotment date.  
(2) Notwithstanding the conditions provided in the item (1) above, the options may be exercised in part if certain stipulated conditions are met on the date after one, two or three years from the allotment date.
7. Holdings of the 30th and 31st Stock Options include the options granted to an employee of a subsidiary before his assumption of the office as executive officer.

2. Stock options issued during the fiscal year to employees, etc. as compensation for performance of duties

		31st Stock Options		32nd Stock Options	
Date of resolution for issuance		15 May, 2017		15 May, 2017	
Number of stock options		111		70	
Number and class of shares for stock options		11,100 shares of common stock (100 shares per stock option)		7,000 shares of common stock (100 shares per stock option)	
Amount of payment for stock options		1,234,900 yen per stock option (Note 1)		778,211 yen per stock option (Note 2)	
Value of assets to be provided on exercise of stock options		100 yen per stock option (1 yen per share)		1,234,000 yen per stock option (12,340 yen per share)	
Exercise period		from July 1, 2020 to April 30, 2027		from July 1, 2020 to April 30, 2027	
Terms and conditions for exercise		Note 3		Note 3	
Holdings by employees	Employees of the Company	Number of stock options:	-	Number of stock options:	31
		Number of shares for stock options:	-	Number of shares for stock options:	3,100
	Number of holders:	-	Number of holders:	7	
	Directors and employees of subsidiaries	Number of stock options:	111	Number of stock options:	39
Number of shares for stock options:		11,100	Number of shares for stock options:	3,900	
Number of holders:		4	Number of holders:	9	
		33rd Stock Options		34th Stock Options	
Date of resolution for issuance		15 May, 2017		21 November, 2017	
Number of stock options		254		11	
Number and class of shares for stock options		25,400 shares of common stock (100 shares per stock option)		1,100 shares of common stock (100 shares per stock option)	
Amount of payment for stock options		778,211 yen per stock option (Note 2)		621,400 yen per stock option (Note 2)	
Value of assets to be provided on exercise of stock options		1,234,000 yen per stock option (12,340 yen per share)		1,074,600 yen per stock option (10,746 yen per share)	
Exercise period		from July 1, 2020 to April 30, 2027		from December 1, 2020 to October 29, 2027	
Terms and conditions for exercise		Note 3		Note 3	
Holdings by employees	Employees of the Company	Number of stock options:	6	Number of stock options:	11
		Number of shares for stock options:	600	Number of shares for stock options:	1,100
		Number of holders:	1	Number of holders:	3
	Directors and employees of subsidiaries	Number of stock options:	248	Number of stock options:	-
Number of shares for stock options:		24,800	Number of shares for stock options:	-	
Number of holders:		102	Number of holders:	-	

		35th Stock Options	
Date of resolution for issuance		21 November, 2017	
Number of stock options		18	
Number and class of shares for stock options		1,800 shares of common stock (100 shares per stock option)	
Amount of payment for stock options		621,400 yen per stock option (Note 3)	
Value of assets to be provided on exercise of stock options		1,074,600 yen per stock option (10,746 yen per share)	
Exercise period		from December 1, 2020 to October 29, 2027	
Terms and conditions for exercise		Note 3	
Holdings by employees	Employees of the Company	Number of stock options:	-
		Number of shares for stock options:	-
		Number of holders:	-
	Directors and employees of subsidiaries	Number of stock options:	18
Number of shares for stock options:		1,800	
Number of holders:		9	

Notes:

- 1 The fair value of the stock option granted to directors of the Company's subsidiaries was offset against the same amount of their rights to remuneration effective on the date of allotment.
- 2 The stock options were granted to directors and employees of the Company and its subsidiaries as incentive remuneration and the grant without cash payment does not constitute a particularly favorable condition of issuance.
- 3 (1) Stock option holders may exercise the options if the closing price of common stock of the Company in the regular trading on the TSE on July 1, 2020 is one hundred and fifteen percent (115%) or more of the base price. For the purpose of these items, the "base price" means the closing price of common stock of the Company in the regular trading on the TSE on the allotment date.
  - (2) Notwithstanding the conditions provided in the item (1) above, the options may be exercised in part if certain stipulated conditions are met on the date after one, two or three years from the allotment date.
  - (3) Stock option holder must be a director, executive officer or employee of the Company or the Company's subsidiary when exercising stock options, provided, however, that this does not apply in cases of retirement due to expiration of a term of office or reaching the mandatory retirement age, or when there are other legitimate reasons
  - (4) Stock options may not be exercised by heirs of stock option holders.
  - (5) Stock options may not be exercised if by exercising the options the Company's total number of outstanding shares after exercise would exceed the total number of authorized shares at that time.
  - (6) Stock options may not be exercised in fractions of one unit

### 3. Adjustments for stock split

The Company decided at the meeting of the Board of Directors held on May 10, 2018 to conduct a 1 to 4 stock split effective as of July 1, 2018. Accordingly, as from July 1, 2018 the number of shares for each stock option will increase from 100 shares to 400 shares, and the value of asset to be provided on exercise of stock options will be changed as follows.

	Before adjustment	After adjustment
26th Stock Options	64,800 yen per stock option (648 yen per share)	64,800 yen per stock option (162 yen per share)
27th Stock Options	64,800 yen per stock option (648 yen per share)	64,800 yen per stock option (162 yen per share)
29th Stock Options	413,000 yen per stock option (4,130 yen per share)	413,200 yen per stock option (1,033 yen per share)