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To Shareholders:

TSE Securities Code: 4565  
March 12, 2019

2-1 Kojimachi, Chiyoda-ku, Tokyo  
Sosei Group Corporation  
Chairman of the Board, Shinichi Tamura  
Representative Executive  
Officer, Chairman,  
President and CEO

## Notice of the 29th Ordinary General Meeting of Shareholders

Sosei Group Corporation (the Company) would like to inform you that the 29th Ordinary General Meeting of Shareholders of the Company (the "Meeting") will be held as follows, and would be grateful if you would attend the Meeting.

If you are unable to attend the Meeting, you may exercise your voting rights in writing or via the Internet. Please read the Reference Documents for the Ordinary General Meeting of Shareholders in this document and exercise your rights by 5:00 p.m. on Tuesday, March 26, 2019.

Yours sincerely

Date and Time	Wednesday, March 27, 2019 at 10:00 a.m. (Reception start: 9:00 a.m.) (Effective the 29th fiscal year, the Company's year-end date for the fiscal year has been changed from March 31 to December 31. As a result, the date of the Meeting is at a substantially different time of the year compared with the date of last year's Ordinary General Meeting of Shareholders (June 22, 2018).
Venue	Fuji-No-Ma Hall, 4th Floor, Hotel Grand Arc Hanzomon Hotel 1-1, Hayabusa-cho, Chiyoda-ku, Tokyo, Japan Please refer to "Access to Meeting of Shareholders Venue" at the end.
Agenda	<p>Matters to be reported:</p> <ol style="list-style-type: none"> <li>1. Business Report, Consolidated Financial Statements, and Reports of Independent Auditor and the Audit Committee on the Consolidated Financial Statements for the 29th fiscal period (from April 1, 2018 to December 31, 2018)</li> <li>2. Report on the Non-Consolidated Financial Statements for the 29th fiscal period (from April 1, 2018 to December 31, 2018)</li> </ol> <p>Matters to be resolved: Proposal - Election of Six (6) Directors</p>
Matters relating to Internet Disclosure	<p>(1) Of the documents that should be provided with this notice, the following matters are listed on the Company's Internet website in accordance with laws and regulations and Article 14 of the Articles of Incorporation and not provided with this notice. Therefore, the documents provided with this notice are only part of the documents over which the Audit Committee and Independent Auditor conducted an audit and prepared audit reports.</p> <ol style="list-style-type: none"> <li>1) "Stock acquisition rights ("stock options"), etc." and "Systems for ensuring the appropriateness of operations and their operating status" in the business report</li> <li>2) "Consolidated Statement of Changes in Equity" and "Notes to the Consolidated Financial Statements" in the consolidated financial statements</li> <li>3) "Non-Consolidated Statement of Changes in Equity" and "Notes to the Non-Consolidated Financial Statements" in the non-consolidated financial statements</li> </ol> <p>(2) Should any revisions be made to the Reference Documents for the Ordinary General Meeting of Shareholders, Business Report, Non-Consolidated Financial Statements or Consolidated Financial Statements prior to the date of the Meeting, the Company will provide notice through disclosure on its website as follows. Website of the Company (<a href="https://www.soseiheptares.com/">https://www.soseiheptares.com/</a>)</p>

## Proposal Election of Six (6) Directors

The terms of office of all five existing Directors will expire upon conclusion of the Meeting. To enhance the supervisory function of the Board of Directors, the Company wishes to appoint one more External Director. Accordingly, the election of six Directors, including one new Director, shall be proposed. The proposal is presented based on a decision by the Nomination Committee. The candidates are as shown below.

Candidate No.	Name	Current positions and responsibilities at the Company	Attribute			Number of times attended Board of Directors Meetings
1	Shinichi Tamura	Chairman of the Board Representative Executive Officer, Chairman, President and CEO Chairman of the Nomination Committee; Member of the Compensation Committee	Re- appointed			21/21 times
2	Tomohiro Tohyama	External Director Chairman of the Audit Committee; Member of the Compensation Committee	Re- appointed	External		21/21 times
3	Julia Gregory	External Director Chairman of the Compensation Committee; Member of the Audit Committee	Re- appointed	External	Ind	18/21 times
4	Kuniaki Kaga	External Director Member of the Nomination Committee; Audit Committee	Re- appointed	External	Ind	13/15 times
5	David Roblin	External Director Member of the Nomination Committee; Compensation Committee	Re- appointed	External	Ind	14/15 times
6	Noriaki Nagai		Newly appointed	External	Ind	—

Reappointed	Candidate as Reappointed Director
Newly appointed	Candidate as Newly appointed Director
External	Candidate as External Director
Ind	Independent Director in accordance with the listing regulations of stock exchanges

- Notes
1. There is no special conflict of interests between the Director candidates and the Company.
  2. Mr. Tomohiro Tohyama, Ms. Julia Gregory, Mr. Kuniaki Kaga, Dr. David Roblin, and Mr. Noriaki Nagai are candidates for External Directors.
  3. Summary of liability limitation agreements with the candidates  
In accordance with Article 427, Paragraph 1 of the Companies Act, the Company entered into an agreement that limits liability for damages under Article 423, Paragraph 1 of the said Act with each of Mr. Tomohiro Tohyama, Ms. Julia Gregory, Mr. Kuniaki Kaga, and Dr. David Roblin. The limit on the liability for damages under the agreements is the minimum amount of liability stipulated in Article 425, Paragraph 1 of the Companies Act.
  4. If this proposal is approved at the Meeting, the Company intends to continue the liability limitation agreements with Mr. Tomohiro Tohyama, Ms. Julia Gregory, Mr. Kuniaki Kaga, and Dr. David Roblin stated in 3. above and to conclude liability limitation agreements equivalent to the agreements stated in 3. above with Mr. Noriaki Nagai.
  5. Mr. Kuniaki Kaga and Dr. David Roblin were elected Directors at the 28th Ordinary General Meeting of Shareholders held on June 22, 2018, and accordingly, the number of times they attended meetings of the Board of Directors since their assumption of office are as stated above.
  6. The Company has notified Tokyo Stock Exchange, Inc. (hereinafter referred to as the "Tokyo Stock Exchange") of Ms. Julia Gregory, Mr. Kuniaki Kaga, and Dr. David Roblin as Independent Directors in accordance with the regulations of the same Exchange.
  7. If this proposal is approved at the Meeting, the Company intends to notify the Tokyo Stock Exchange of the appointment of Mr. Noriaki Nagai as an Independent Director in accordance with the regulations of the same Exchange.

Candidate  
No.

1

**Shinichi Tamura**  
(Born 9/17/1949, Male)

No. of shares owned: 1,136,400  
Term of office as Board Director: 29 years  
Attendance at Board Meetings: 21/21 times

Reappointed

[Career summary, and positions and responsibilities at the Company]

Apr. 1978 Joined Fujisawa Pharmaceutical Co., Ltd.  
(current Astellas Pharma Inc.)  
Feb. 1987 Joined Genentech Limited  
Jul. 1989 Representative Director & President, Genentech Limited  
Jun. 1990 Representative Director & CEO of the Company  
Jun. 2005 Board Director, Representative Executive Officer and President, CEO of  
the Company  
Mar. 2012 Managing Director, Sosei R&D Ltd.  
Jun. 2016 Chairman of the Board of the Company (to the present)  
Representative Executive Officer and Executive Chairman of the  
Company  
Jan. 2019 Representative Executive Officer, Chairman, President and CEO of the  
Company (to the present)

<Committee membership>

Chairman of the Nomination Committee; Member of the Compensation Committee

[Significant Concurrent Posts]

N/A

Reason for selection of the candidate as Director

Mr. Shinichi Tamura is the founder of the Company. Experienced in business management in the pharmaceutical industry, he has led the Company's business expansion. To ensure that the Company's business will continue to develop, the re-election of Mr. Tamura as a Director shall be proposed.

Candidate  
No.

2

**Tomohiro Tohyama**

(Born 2/21/1950, Male)

No. of shares owned: -

Term of office as External Director: 8 years

Attendance at Board Meetings: 21/21 times

Reappointed

External

[Career summary, and positions and responsibilities at the Company]

Apr. 1978 Entered Legal Training and Research Institute, Supreme Court of Japan  
Apr. 1980 Registered with Dai-ichi Tokyo Bar Association  
Joined Nishimura & Sanada Law Office  
May 1984 Mason & Sloane LLP., USA  
Feb. 1985 Pollock, Bloom & Dekom, USA  
Jun. 1985 Pryor, Cashman, Sherman & Flynn, USA  
Aug. 1985 Returned to Nishimura & Sanada Law Office as a partner  
Oct. 1990 Partner at TMI Associates (to the present)  
Nov. 1999 Outside Corporate Auditor, Nippon Shikizai, Inc.  
Jun. 2010 External Director, Avex Group Holdings Inc.  
Jun. 2011 Board Director of the Company (to the present)  
May 2016 External Director, Member of the Audit and Supervisory Committee etc.,  
Nippon Shikizai, Inc. (to the present)  
May 2016 External Director, Trust Capital Co., Ltd. (to the present)  
Jun. 2016 External Statutory Auditor, WOWOW Inc. (to the present)

<Committee membership>

Chairman of the Audit Committee; Member of the Compensation Committee

[Significant Concurrent Posts]

Partner at TMI Associates  
External Director and Audit and Supervisory Committee Member etc. of Nippon  
Shikizai, Inc.  
External Director, Trust Capital Co., Ltd.  
External Statutory Auditor, WOWOW Inc.

Reason for selection of the candidate as External Director

Mr. Tomohiro Tohyama has extensive experience and expertise in international corporate legal affairs as a partner at a major law firm in Japan. Whilst he has not previously held a corporate management role, he has acted as an External Director and Corporate Auditor, and therefore the Company believes that by leveraging his deep expertise and experience and receiving views and opinions on the Company's overall management from this specialized perspective, the Company will be able to further strengthen the management and governance structures and so proposes his reappointment as an External Director.