

Notice Concerning Determination of Issue Price and Selling Price

9 September 2015

Company name: Sosei Group Corporation Listing: Tokyo Stock Exchange
Security code: 4565 URL <http://www.sosei.com/>
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Sosei Group Corporation (the “Company”) hereby announces that it has determined the issue price and the selling price relating to the issuance of new shares by way of public offering and secondary offering of shares, which was resolved at the meeting of the Company’s board of directors held on 1 September 2015, as set forth below.

1. Issuance of New Shares by way of Primary Offering (the “Public Offering”)

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|---|--|
| 1) Issue Price (the Offer Price) (See Note 1) | 3,647 yen per share |
| 2) Aggregate Issue Price (See Note 2) | 8,324,277,500 yen |
| 3) Amount to be Paid (See Note 1) | 3,460.76 yen per share |
| 4) Total Amount to be Paid (See Note 2) | 7,899,184,700 yen |
| 5) Amount of Capital Stock and Capital Reserve to be Increased (See Note 2) | The amount of capital stock to be increased: 3,949,592,350 yen
The amount of capital reserve to be increased: 3,949,592,350 yen |
| 6) Subscription Period | From Thursday, 10 September 2015 to Friday, 11 September 2015 |
| 7) Payment Date | Wednesday, 16 September 2015 |

Note:

- 1 The Underwriter shall underwrite and purchase all of the new shares offered in the Public Offering at the amount to be paid, and offer such shares at the issue price (offer price).
- 2 These figures are those after the Underwriter exercises all the options granted to them as described in 2(ii) of the caption “<For Reference>” below.

2. Secondary Offering of Shares of the Company (the “Secondary Offering by way of Over-Allotment”)

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|-----------------------------------|---|
| 1) Number of Shares to be Offered | 247,500 shares |
| 2) Selling Price | 3,647 yen per share |
| 3) Aggregate Selling Price | 902,632,500 yen |
| 4) Subscription Period | From Thursday, 10 September 2015 to Friday, 11 September 2015 |
| 5) Delivery Date | Thursday, 17 September 2015 |

3. Issuance of New Shares by way of Third-Party Allotment

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|--|--|
| 1) Amount to be Paid | 3,460.76 yen per share |
| 2) Total Amount to be Paid | 856,538,100 yen (maximum) |
| 3) Amount of Capital Stock and Capital Reserve to be Increased | The amount of capital stock to be increased: 428,269,050 yen (maximum)
The amount of capital reserve to be increased: 428,269,050 yen (maximum) |

This press release does not constitute an investment solicitation for any securities for sale. This press release has been prepared for the purpose of publicly announcing that the Company has resolved matters relating to the issuance of new shares, the secondary offering of its shares and the issuance of new shares by way of third-party allotment, and not for the purpose of soliciting investment or engaging in any other similar activities within or outside Japan. Investors should carefully review the prospectus in the Japanese language prepared for the issuance of new shares and the secondary offering of shares, as well as any amendments thereto (if any), prepared by the Company prior to making any investment decisions, and should make such decisions on its own responsibilities and at its own discretion. This press release does not constitute an offer of investment in nor solicitation for purchase of its shares of common stock within the United States or elsewhere. The Company has not, and will not, registered any of its shares of common stock under the U.S. Securities Act of 1933 or any relevant securities law of any state. The securities may not be offered or sold in the United States absent registration or an exemption from registration requirements under the U.S. Securities Act of 1933. No offer of securities for sale in the United States will be made in connection with the above-mentioned transactions.

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|--|---------------------------|
| 4) Subscription Period (Subscription Date) | Friday, 25 September 2015 |
| 5) Payment Date | Monday, 28 September 2015 |

<For Reference>

1. Calculation of Issue Price and Selling Price

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|-----------------------------|-----------------------------|----------------|
| 1) Reference Date and Price | Wednesday, 9 September 2015 | 3,880 yen |
| 2) Discount Ratio | | 6.01 per cent. |

2. Number of Shares to be offered by way of Public Offering

2,282,500 shares of common stock of the Company which is the sum of (i) and (ii) below:

- (i) 2,200,000 shares of new shares of common stock of the Company to be underwritten by the Underwriter in the Public Offering.
- (ii) A maximum of 82,500 additionally-issued shares of common stock of the Company which may be purchased pursuant to an option to purchase to be granted to the Underwriter in connection with sales to overseas investors as a part of the Public Offering.

626,600 shares as part of the offered shares mentioned in (i) above will be sold by companies related to the Underwriter to overseas investors in overseas markets such as Europe and Asia (but excluding the United States and Canada). In connection with such sales, the Company shall grant the Underwriter an option to purchase the additionally-issued shares mentioned in (ii) above.

3. Syndicate cover transaction period

Saturday, 12 September 2015 to Friday, 18 September 2015

4. Use of Proceeds to be Raised

The proceeds from the Public Offering and the Issuance of New Shares by way of Third-Party Allotment, sum of which are estimated to be JPY 8,685,722,800 at maximum amount, are scheduled to be applied towards repayment of short-term loans related to the acquisition of Heptares.

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