



## Notice of Partial Amendment to Articles of Incorporation

**Tokyo, Japan and London, UK, 16 May 2018** – Sosei Group Corporation (“Sosei” or the “Company”; TSE Mothers Index: 4565), the world leader in GPCR medicine design and development, today announced that at a meeting of its Board of Directors held on 15 May 2018, it was resolved to submit a partial amendment to the Company’s Articles of Incorporation (the “Proposed Amendment”) at the 28<sup>th</sup> Annual General Meeting of Shareholders scheduled for 22 June 2018. The details are as follows.

### 1. Reasons for the Proposed Amendment

1.1. The Company has set 31 March every year as the end of a fiscal year. However, in order to align its fiscal year with those of peers that include leading pharmaceutical companies that are its business partners, and as part of its efforts toward global business operation, the Company shall change the date to 31 December every year. Along with this, the Company shall make necessary changes to Article 13 (Record Date), Article 40 (Fiscal Year), and Article 41 (Distribution of Dividends) of the current Articles of Incorporation.

Further, the 29th fiscal year will be a nine-month irregular term. Therefore, the Company will newly establish a supplementary provision as a transitional measure.

1.2. The Act for Partial Amendment of the Companies Act (Act No. 90 of 2014) that came into force on 1 May 2015 has enabled companies to enter into liability limitation agreements with Directors who have no executive responsibilities. Hence, the Company shall make necessary changes to the provision stipulated in Article 25 of the current Articles of Incorporation so that these Directors will play their full parts.

The changes to Article 25 of the Articles of Incorporation have been approved by the members of the Audit Committee.

### 2. Content of the Amendment

The Proposed Amendments are as follows.

(The underlined portions show the changes)

Current Articles of Incorporation	Proposed Amendment
<p><i>Chapter 3 General Meeting of Shareholders</i></p> <p>(Record Date) Article 13 The record date of the Company’s ordinary general meeting of shareholders shall be <u>31 March</u> every year. (Omitted)</p>	<p><i>Chapter 3 General Meeting of Shareholders</i></p> <p>(Record Date) Article 13 The record date of the Company’s ordinary general meeting of shareholders shall be <u>31 December</u> every year. (Omitted)</p>
<p><i>Chapter 4 Directors, Board of Directors and Committee</i></p> <p>Articles 18 - 24 (Omitted) (Liability Limitation Agreements with <u>External Directors</u>)</p> <p>Article 25 The Company may enter into liability limitation agreements with <u>External Directors</u> with the minimum amount of liability stipulated in Article 425, Paragraph 1 of the Companies</p>	<p><i>Chapter 4 Directors, Board of Directors and Committee</i></p> <p>Articles 18 - 24 (Same as current version) (Liability Limitation Agreements with <u>Directors</u>)</p> <p>Article 25 The Company may enter into liability limitation agreements with <u>Directors (excluding Executive Directors, etc.)</u> with the minimum amount of liability stipulated in Article 425,</p>

<p>Act being the limit when requirements specified by the Act are met regarding Article 423 (Liability), Paragraph 1 of the Companies Act.</p> <p>Articles 26 - 31 (Omitted)</p> <p style="text-align: center;"><i>Chapter 7 Calculation</i></p> <p>(Fiscal Year) Article 40 The fiscal year of the Company shall be from <u>1 April</u> every year to <u>31 March</u> next year.</p> <p>(Distribution of Dividends) Article 41 The Company shall determine distribution of dividends and other matters listed in each item of Article 459, Paragraph 1 of the Companies Act by resolution of a Board of Directors meeting, not by resolution of the general meeting of shareholders, unless otherwise provided for by laws and regulations. 2 The base date of the year-end dividend of the Company shall be <u>31 March</u> 3 The base date of the interim dividend of the Company shall be <u>30 September</u></p> <p>Article 42 (Omitted) (Newly established)</p>	<p>Paragraph 1 of the Companies Act being the limit when requirements specified by the Act are met regarding Article 423 (Liability), Paragraph 1 of the Companies Act.</p> <p>Articles 26 - 31 (Same as current version)</p> <p style="text-align: center;"><i>Chapter 7 Calculation</i></p> <p>(Fiscal Year) Article 40 The fiscal year of the Company shall be from <u>1 January</u> every year to <u>31 December</u>.</p> <p>(Distribution of Dividends) Article 41 (Same as current version)</p> <p>2 The base date of the year-end dividend of the Company shall be <u>31 December</u> 3 The base date of the interim dividend of the Company shall be <u>30 June</u></p> <p>Article 42 (Same as current version) <u>Supplementary Provision</u> <u>Article 1 Notwithstanding the provisions of Article 40 (Fiscal year), the 29th fiscal year shall be the nine months from 1 April 2018 to 31 December 2018.</u> <u>This Supplementary Provision shall be removed after the end of the 29th fiscal year.</u></p>
---	--

### 3. Schedule of Amendments

Date of Annual General Meeting of Shareholders to approve the amendments to the Articles of Incorporation: 22 June 2018

Effective date of amendments: 22 June 2018

-Ends-



**Enquiries:**

**Sosei**

+44 (0) 7912 892 199

Chris Cargill, Head of Investor Relations and Corporate Communications

[ccargill@sosei.com](mailto:ccargill@sosei.com)

**Citigate Dewe Rogerson (for international media)**

+44 (0) 20 7638 9571

David Dible

Mark Swallow

[sosei@citigatedewerogerson.com](mailto:sosei@citigatedewerogerson.com)

**About Sosei**

Sosei is an international biopharmaceutical company focused on the design and development of new medicines originating from its proprietary GPCR-targeted StaR® technology and structure-based drug design platform capabilities. The Company is advancing a broad and deep pipeline of partnered and wholly owned product candidates in multiple therapeutic areas, including CNS, cancer, metabolic diseases and other rare/specialty indications. The Company's leading clinical programs include a proprietary Phase 2 candidate for dementia with Lewy bodies (DLB) in Japan, together with partnered candidates aimed at the symptomatic treatment of Alzheimer's disease (with Allergan) and immunoncology approaches to treat cancer (with AstraZeneca). Sosei's additional partners and collaborators include Novartis, Pfizer, Daiichi-Sankyo, PeptiDream, Kymab and MorphoSys. The Company is headquartered in Japan with R&D facilities in the UK.

Sosei is listed on the Mothers Index of the Tokyo Stock Exchange (ticker: 4565). For more information, please visit <http://www.sosei.com/en/>.