



Notice to issue Stock Acquisition Rights

Tokyo, Japan– 16 May 2017: Sosei Group Corporation (“Sosei”; TSE Mothers Index: 4565) announced today that Sosei Group Corporation (the “**Company**”) resolved at a meeting of its Board of Directors held to issue the Stock Acquisition Rights as stock options to employees of the Company and directors and employees of its subsidiaries as follows pursuant to the provisions of Articles 236, 238 and 240 of the Companies Act.

I. The purpose and reason for the offering of the Stock Acquisition Rights

The Stock Acquisition Rights (the “**Rights**”) will be issued as stock options to the employees of the Company and the directors and employees of its subsidiaries in order to enhance their commitment to improve business performance by improving morale and increasing the motivation and thereby to raise the corporate value in the medium and long term.

II. Terms and conditions of the Stock Acquisition Rights (the 32nd Series)

1. Name of the Stock Acquisition Rights

The 32nd Series Stock Acquisition Rights of Sosei Group Corporation

2. Number of Stock Acquisition Rights to be Issued

70

The above number of the Rights is the planned allotment number. If the total number of the Rights to be allotted decreases due to non-subscription by eligible individuals or for other reasons, the total number subscribed shall be the total number of the Rights to be issued.

The total number of shares to be delivered upon exercise of the Rights shall be 7,000 shares. If the number of shares granted with respect to the Rights is adjusted in accordance with clause 4.(1) below, a number obtained by multiplying the total number of shares granted after adjustment by the total number of the Rights shall be the aggregate number of shares to be delivered upon exercise of the Rights.

3. Cash Payment in Exchange for Stock Acquisition Rights

Payment of cash is not required in exchange for the Rights. The Rights are issued

as incentive compensation and the conditions of no cash payment do not constitute the issue with particularly favorable conditions to the persons who will subscribe for the Rights.

4. Details of Stock Acquisition Rights

(1) Class and Number of Shares to be Issued upon Exercise of Stock Acquisition Rights

The class of shares to be issued upon exercise of the Rights shall be shares of common stock of the Company, and the number of shares to be issued for each share option (the “**Number of Shares Granted**”) shall be 100 shares.

If, after the date of allotment of the Rights (the “**Allotment Date**”), the Company conducts a stock split (including any allotment of shares without contribution; the same shall apply hereinafter) or a stock consolidation, the Number of Shares Granted shall be adjusted according to the following formula. Such adjustment shall only be made with respect to the number of shares subject to unexercised Stock Acquisition Rights, with any fractional shares resulting from such adjustment rounded down to the nearest whole share.

$$\begin{aligned} \text{Number of Shares Granted after adjustment} = \\ \text{Number of Shares Granted before adjustment} \times \text{Stock split (or consolidation)} \\ \text{ratio} \end{aligned}$$

The Number of Shares Granted after adjustment shall apply on and after the next day of the record date (if no record date is fixed, the effective date) of stock split or on and after the effective date of stock consolidation.

Furthermore, if, after the Allotment Date, the Company conducts a merger, company split or capital reduction, or in any other case similar thereto where an adjustment in the Number of Shares Granted is required, the Company shall adjust the Number of Shares Granted as appropriate.

(2) Value and Calculation Method of Assets to be Contributed upon Exercise of Stock Acquisition Rights

The value of the assets to be contributed upon exercise of the Rights shall be the amount obtained by multiplying the amount to be paid for each share of common stock

to be delivered upon the exercise of the Stock Acquisition Rights (the “**Exercise Price**”) by the Number of Shares Granted.

The Exercise Price shall be an average of the closing prices of the shares of common stock of the Company in the regular trading on the Tokyo Stock Exchange (“**TSE**”) on the five (5) trading dates immediately preceding the Allotment Date (excluding the date on which there is no closing price).

If, after the Allotment Date, the Company conducts any of the following, the Exercise Price shall be adjusted accordingly.

- (i) In case of a stock split or consolidation the Exercise Price shall be adjusted according to the following formula, with any amount less than one yen resulting from the adjustment rounded up to the nearest yen.

Exercise Price after adjustment =

$$\text{Exercise Price before adjustment} \times \frac{1}{\text{Stock split or consolidation ratio}}$$

- (ii) In case the Company issues new shares of common stock or disposes of treasury stock at a price below the market price of its common stock (except in the cases of the issue of new shares and disposal of treasury shares based on the exercise of the Rights, and the transfer of treasury shares due to a share exchange), the Exercise Price shall be adjusted according to the following formula, with any amount less than one yen resulting from the adjustment rounded up to the nearest yen.

Exercise price after adjustment =

$$\text{Exercise price before adjustment} \times \frac{\text{Number of outstanding shares} + \frac{\text{Number of newly issued shares} \times \text{Amount to be paid per share granted}}{\text{Market price per share before issue of new shares}}}{\text{Number of outstanding shares} + \text{Number of newly issued shares}}$$

In the formula above, the “Market price per share” shall be the average of the closing prices of the shares of common stock of the Company in the regular trading on the Tokyo Stock Exchange for the 30 consecutive trading days (excluding days on which there is no such closing price) commencing 45 trading

days immediately before the date on which the Exercise price after adjustment shall be applied (any fraction less than one yen arising as a result of such calculation shall be rounded off to one decimal place), and the “Number of outstanding shares” is the total number of shares of The Company’s common stock minus the number of treasury shares of common stock. If the treasury shares are disposed, “Number of newly issued shares” shall be replaced with “Number of treasury shares to be disposed of,” and “Amount to be paid per share granted” shall be replaced with “Selling price per share” in the above formula.

- (iii) In case where the Company is a surviving company in absorption-type merger or a succeeding company in absorption-type company split or a parent company in share exchange or in other similar cases where the adjustment of the Exercise Price is necessary, the Exercise Price shall be adjusted as appropriate and to the extent reasonable.

(3) Exercise Period of Stock Acquisition Rights

The period during which the Rights may be exercised (the “**Exercise Period**”) shall be the period beginning from 1 July, 2020 and ending on 30 April, 2027 (or the preceding banking day if 30 April, 2027 is a bank holiday). Provided, however, that the Rights may be exercised after 1 July, 2019 even before the first day of the Exercise Period if there is a change of the shareholder who holds a majority of the voting rights of all shareholders of the Company (except as a result of the Reorganization set out in 7 below).

(4) Conditions for Exercising Stock Acquisition Rights

- (i) A Rights Holder may exercise his or her Rights if the closing price of common stock of the Company in the regular trading on the Tokyo Stock Exchange (the “**TSE**”) on 1 July, 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.
- (ii) Notwithstanding the conditions provided in the item (i) above, the Rights may be exercised in respect of one-third of the total number of the Rights allotted to the Rights Holder if any of the closing price of common stock of the Company in the regular trading on the TSE on the date after one, two or three years from the Allotment Date (the “**Corresponding Date**”) (if the Corresponding Date is not a trading day or there is no closing price on the Corresponding Date, the immediately

preceding trading day) is not less than five percent (5%) of the base price above the price on the Allotment Date or the immediately preceding Corresponding Date, whichever comes later, and the Rights may be exercised in respect of two-thirds of the total number of the Rights allotted if two of the closing price of common stock of the Company in the regular trading on the TSE on the Allotment Date or the Corresponding Date is not less than five percent (5%) of the base price above the price on the Allotment Date or the immediately preceding Corresponding Date, whichever comes later.

- (iii) A Rights Holder must be a director, an executive officer and/or an employee of the Company or its subsidiaries at the time the Rights are exercised. Provided, however, this provision shall not apply to directors or executive officers who have retired due to expiration of their terms of office, or employees who have retired upon reaching the mandatory retirement age or for other legitimate reasons that the Board of Directors may deem appropriate.
 - (iv) Exercise of the Rights by heirs of Rights Holder shall not be permitted.
 - (v) Rights may not be exercised when doing so would cause the total number of shares of the Company outstanding after exercise of such Rights to exceed the number of shares authorized at the time of the exercise.
 - (vi) The Rights may not be exercised in less than one unit.
- (5) Matters concerning Capital and Capital Reserve to Be Increased
- (i) The amount of capital to be increased in the event that new shares are issued upon the exercise of Stock Acquisition Rights shall be one half of the maximum amount of increase in capital, etc., calculated in accordance with Article 17, paragraph 1 of the Ordinance for Companies Accounting. Any amount less than one yen arising from such calculation shall be rounded up to the nearest yen.
 - (ii) The amount of increase in the capital reserve in the event that new shares are issued upon the exercise of Stock Acquisition Rights shall be the maximum amount of increase in capital, etc. stated in (i) above, less the amount of capital to be increased as specified in (i) above.

(6) **Restriction on Acquisition of Stock Acquisition Rights through Transfer**

Any acquisition of the Rights through transfer shall require approval by resolution of the Board of Directors of the Company.

5. Allotment Date for Stock Acquisition Rights

June 30, 2017

6. Acquisition of Stock Acquisition Rights

(1) In the event that a merger agreement by which the Company would be the dissolving company, an agreement or plan to divest by which the Company would be divested, or a share exchange agreement or stock transfer plan by which the Company would become a wholly owned subsidiary is approved by the General Meeting of Shareholders (or by resolution of the Board of Directors if approval by the General Meeting of Shareholders is not required), the Company may acquire without contribution all of the Rights on a date that would be determined separately by the Board of Directors of the Company.

(2) In the event that the provisions in clause 4.(4) above prevent a Rights Holder from exercising the Rights, the Company may acquire the Rights without contribution.

7. Handling of the Stock Acquisition Rights upon Reorganization

In the event that the Company conducts a merger (limited to cases where the Company is dissolved in the merger), an absorption-type company split (limited to cases where the Company is the splitting company), an incorporation-type company split, a share exchange or a stock transfer (each limited to cases where the Company becomes a wholly owned subsidiary) (collectively, "**Reorganization**"), stock acquisition rights of one of the stock corporations listed in Article 236, Paragraph 1, Item 8 (a) through (e) of the Companies Act (the "**Reorganized Company**") shall be granted to the Rights Holders remaining at the time the Reorganization takes effect, in accordance with the following conditions. In this case, the remaining Rights will be forfeited and the Reorganized Company shall issue new stock acquisition rights. Provided, however, that the foregoing applies only to cases where the grant of the stock acquisition rights of the Reorganized Company, in accordance with the following conditions, is provided for in the relevant absorption-type merger agreement, incorporation-type merger agreement, absorption-type company split agreement, incorporation-type company split agreement,

share exchange agreement or stock transfer agreement.

- (1) Number of Stock Acquisition Rights of the Reorganized Company to be granted:
Stock acquisition rights will be granted to the respective holders of the remaining Stock Acquisition Rights in the same number as the Stock Acquisition Rights they held.
- (2) Class of shares of the Reorganized Company to be delivered upon exercise of the Stock Acquisition Rights:
Common stock of the Reorganized Company
- (3) Number of shares of the Reorganized Company to be delivered upon exercise of the Stock Acquisition Rights
To be determined in accordance with item 4 (1) above after considering the terms and conditions of the Reorganization.
- (4) Value of assets to be contributed upon exercise of the Stock Acquisition Rights:
To be determined in accordance with item 4 (2) above after considering the terms and conditions of the Reorganization.
- (5) Period for exercising stock acquisition rights:
A period commencing on either the beginning date of the Exercise Period stipulated in item 4 (3) above or the effective date of the Reorganization, whichever is later, and ending on the ending date of the Exercise Period stipulated in item 4 (3) above.
- (6) Matters concerning increase in capital and capital reserve in the event of issuance of shares due to exercise of stock acquisition rights:
To be determined according to item 4 (5) above.
- (7) Restrictions on acquiring stock acquisition rights through transfer:
Acquisition of stock acquisition rights through transfer shall require approval by resolution of the Board of Directors of the Reorganized Company.
- (8) Other conditions for the exercise of stock acquisition rights:
To be determined according to 4 (4) above.

- (9) Reasons and conditions for acquiring stock acquisition rights:
To be determined according to 6. above.

8. Matters concerning Certificates for Stock Acquisition Rights

Certificates for Stock Acquisition Rights shall not be issued for the Rights.

9. Date for Subscription to Stock Acquisition Rights

23 June, 2017

10. Date for Cash Payment in Exchange for Stock Acquisition Rights

30 June, 2017

11. Recipients of Stock Acquisition Rights Allotments and Number of Rights

Employees in Japan of the Company and directors and employees of its subsidiaries in Japan: 25 persons / 70 units

III. Terms and conditions of the Stock Acquisition Rights (the 33rd Series)

1. Name of the Stock Acquisition Rights

The 33rd Series Stock Acquisition Rights of Sosei Group Corporation

2. Number of Stock Acquisition Rights to be Issued

330

The above number of the Rights is the planned allotment number. If the total number of the Rights to be allotted decreases due to non-subscription by eligible individuals or for other reasons, the total number subscribed shall be the total number of the Rights to be issued.

The total number of shares to be delivered upon exercise of the Rights shall be 33,000 shares. If the number of shares granted with respect to the Rights is adjusted in accordance with clause 4.(1) below, a number obtained by multiplying the total number of shares granted after adjustment by the total number of the Rights shall be the aggregate number of shares to be delivered upon exercise of the Rights.

3. Cash Payment in Exchange for Stock Acquisition Rights

Payment of cash is not required in exchange for the Rights. The Rights are issued as incentive compensation and the conditions of no cash payment do not constitute the issue with particularly favorable conditions to the persons who will subscribe for the Rights.

4. Details of Stock Acquisition Rights

(1) Class and Number of Shares to be Issued upon Exercise of Stock Acquisition Rights

The class of shares to be issued upon exercise of the Rights shall be shares of common stock of the Company, and the number of shares to be issued for each share option (the “**Number of Shares Granted**”) shall be 100 shares.

If, after the date of allotment of the Rights (the “**Allotment Date**”), the Company conducts a stock split (including any allotment of shares without contribution; the same shall apply hereinafter) or a stock consolidation, the Number of Shares Granted shall be adjusted according to the following formula. Such adjustment shall only be made with respect to the number of shares subject to unexercised Stock Acquisition Rights, with any fractional shares resulting from such adjustment rounded down to the nearest whole share.

$$\begin{aligned} \text{Number of Shares Granted after adjustment} = \\ \text{Number of Shares Granted before adjustment} \times \frac{\text{Stock split (or consolidation)}}{\text{ratio}} \end{aligned}$$

The Number of Shares Granted after adjustment shall apply on and after the next day of the record date (if no record date is fixed, the effective date) of stock split or on and after the effective date of stock consolidation.

Furthermore, if, after the Allotment Date, the Company conducts a merger, company split or capital reduction, or in any other case similar thereto where an adjustment in the Number of Shares Granted is required, the Company shall adjust the Number of Shares Granted as appropriate.

(2) Value and Calculation Method of Assets to be Contributed upon Exercise of Stock Acquisition Rights

The value of the assets to be contributed upon exercise of the Rights shall be the

amount obtained by multiplying the amount to be paid for each share of common stock to be delivered upon the exercise of the Stock Acquisition Rights (the “**Exercise Price**”) by the Number of Shares Granted.

The Exercise Price shall be an average of the closing prices of the shares of common stock of the Company in the regular trading on the TSE on the 5 trading dates immediately preceding the Allotment Date (excluding the date on which there is no closing price).

If, after the Allotment Date, the Company conducts any of the following, the Exercise Price shall be adjusted accordingly.

- (i) In case of a stock split or consolidation the Exercise Price shall be adjusted according to the following formula, with any amount less than one yen resulting from the adjustment rounded up to the nearest yen.

Exercise Price after adjustment =

$$\text{Exercise Price before adjustment} \times \frac{1}{\text{Stock split or consolidation ratio}}$$

- (ii) In case the Company issues new shares of common stock or disposes of treasury stock at a price below the market price of its common stock (except in the cases of the issue of new shares and disposal of treasury shares based on the exercise of the Rights, and the transfer of treasury shares due to a share exchange), the Exercise Price shall be adjusted according to the following formula, with any amount less than one yen resulting from the adjustment rounded up to the nearest yen.

Exercise price after adjustment =

$$\text{Exercise price before adjustment} \times \frac{\text{Number of outstanding shares} + \frac{\text{Number of newly issued shares} \times \text{Amount to be paid per share granted}}{\text{Market price per share before issue of new shares}}}{\text{Number of outstanding shares} + \text{Number of newly issued shares}}$$

In the formula above, the “Market price per share” shall be the average of the closing prices of the shares of common stock of the Company in the regular trading on the Tokyo Stock Exchange for the 30 consecutive trading days (excluding days on which there is no such closing price) commencing 45 trading

days immediately before the date on which the Exercise price after adjustment shall be applied (any fraction less than one (1) yen arising as a result of such calculation shall be rounded off to one decimal place), and the “Number of outstanding shares” is the total number of shares of the Company’s common stock minus the number of treasury shares of common stock. If the treasury shares are disposed, “Number of newly issued shares” shall be replaced with “Number of treasury shares to be disposed of,” and “Amount to be paid per share granted” shall be replaced with “Selling price per share” in the above formula.

- (iii) In case where the Company is a surviving company in absorption-type merger or a succeeding company in absorption-type company split or a parent company in share exchange or in other similar cases where the adjustment of the Exercise Price is necessary, the Exercise Price shall be adjusted as appropriate and to the extent reasonable.

(3) Exercise Period of Stock Acquisition Rights

The period during which the Rights may be exercised (the “**Exercise Period**”) shall be the period beginning from 1 July, 2020 and ending on 30 April, 2027 (or the preceding banking day if 30 April, 2027 is a bank holiday). Provided, however, that the Rights may be exercised even before the first day of the Exercise Period if there is a change of the shareholder who holds a majority of the voting rights of all shareholders of the Company (except as a result of the Reorganization set out in item 7 below).

(4) Conditions for Exercising Stock Acquisition Rights

- (i) A Rights Holder may exercise his or her Rights if the closing price of common stock of the Company in the regular trading on the TSE on 1 July, 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.
- (ii) Notwithstanding the conditions provided in the item (i) above, the Rights may be exercised in respect of one-third of the total number of the Rights allotted to the Rights Holder if any of the closing price of common stock of the Company in the regular trading on the TSE on the date after one, two or three years from the Allotment Date (the “**Corresponding Date**”) (if the Corresponding Date is not a trading day or there is no closing price on the Corresponding Date, the immediately preceding trading day) is not less than 5% of the base price above the price on the

Allotment Date or the immediately preceding Corresponding Date, whichever comes later, and the Rights may be exercised in respect of two-thirds of the total number of the Rights allotted if two of the closing price of common stock of the Company in the regular trading on the TSE on the Allotment Date or the Corresponding Date is not less than 5% of the base price above the price on the Allotment Date or the immediately preceding Corresponding Date, whichever comes later.

- (iii) A Rights Holder must be a director, an executive officer and/or an employee of the Company or its subsidiaries at the time the Rights are exercised. Provided, however, this provision shall not apply to directors or executive officers who have retired due to expiration of their terms of office, or employees who have retired upon reaching the mandatory retirement age or for other legitimate reasons that the Board of Directors may deem appropriate.
 - (iv) Exercise of the Rights by heirs of Rights Holder shall not be permitted.
 - (v) Rights may not be exercised when doing so would cause the total number of shares of the Company outstanding after exercise of such Rights to exceed the number of shares authorized at the time of the exercise.
 - (vi) The Rights may not be exercised in less than one unit.
- (5) Matters concerning Capital and Capital Reserve to Be Increased
- (i) The amount of capital to be increased in the event that new shares are issued upon the exercise of Stock Acquisition Rights shall be one half of the maximum amount of increase in capital, etc., calculated in accordance with Article 17, paragraph 1 of the Ordinance for Companies Accounting. Any amount less than one yen arising from such calculation shall be rounded up to the nearest yen.
 - (ii) The amount of increase in the capital reserve in the event that new shares are issued upon the exercise of Stock Acquisition Rights shall be the maximum amount of increase in capital, etc. stated in (i) above, less the amount of capital to be increased as specified in (i) above.
- (6) Restriction on Acquisition of Stock Acquisition Rights through Transfer
- Any acquisition of the Rights through transfer shall require approval by resolution of

the Board of Directors of the Company.

5. Allotment Date for Stock Acquisition Rights

30 June, 2017

6. Acquisition of Stock Acquisition Rights

- (1) In the event that a merger agreement by which the Company would be the dissolving company, an agreement or plan to divest by which the Company would be divested, or a share exchange agreement or stock transfer plan by which the Company would become a wholly owned subsidiary is approved by the General Meeting of Shareholders (or by resolution of the Board of Directors if approval by the General Meeting of Shareholders is not required), the Company may acquire without contribution all of the Rights on a date that would be determined separately by the Board of Directors of the Company.

- (2) In the event that the provisions in clause 4.(4) above prevent a Rights Holder from exercising the Rights, the Company may acquire the Rights without contribution.

7. Handling of the Stock Acquisition Rights upon Reorganization

In the event that the Company conducts a merger (limited to cases where the Company is dissolved in the merger), an absorption-type company split (limited to cases where the Company is the splitting company), an incorporation-type company split, a share exchange or a stock transfer (each limited to cases where the Company becomes a wholly owned subsidiary) (collectively, "**Reorganization**"), stock acquisition rights of one of the stock corporations listed in Article 236, Paragraph 1, Item 8 (a) through (e) of the Companies Act (the "**Reorganized Company**") shall be granted to the Rights Holders remaining at the time the Reorganization takes effect, in accordance with the following conditions. In this case, the remaining Rights will be forfeited and the Reorganized Company shall issue new stock acquisition rights. Provided, however, that the foregoing applies only to cases where the grant of the stock acquisition rights of the Reorganized Company, in accordance with the following conditions, is provided for in the relevant absorption-type merger agreement, incorporation-type merger agreement, absorption-type company split agreement, incorporation-type company split agreement, share exchange agreement or stock transfer agreement.

- (1) Number of Stock Acquisition Rights of the Reorganized Company to be granted:
Stock acquisition rights will be granted to the respective holders of the remaining Stock Acquisition Rights in the same number as the Stock Acquisition Rights they held.
- (2) Class of shares of the Reorganized Company to be delivered upon exercise of the Stock Acquisition Rights:
Common stock of the Reorganized Company
- (3) Number of shares of the Reorganized Company to be delivered upon exercise of the Stock Acquisition Rights
To be determined in accordance with item 4 (1) above after considering the terms and conditions of the Reorganization.
- (4) Value of assets to be contributed upon exercise of the Stock Acquisition Rights:
To be determined in accordance with item 4 (2) above after considering the terms and conditions of the Reorganization.
- (5) Period for exercising stock acquisition rights:
A period commencing on either the beginning date of the Exercise Period stipulated in item 4 (3) above or the effective date of the Reorganization, whichever is later, and ending on the ending date of the Exercise Period stipulated in item 4 (3) above.
- (6) Matters concerning increase in capital and capital reserve in the event of issuance of shares due to exercise of stock acquisition rights:
To be determined according to item 4 (5) above.
- (7) Restrictions on acquiring stock acquisition rights through transfer:
Acquisition of stock acquisition rights through transfer shall require approval by resolution of the Board of Directors of the Reorganized Company.
- (8) Other conditions for the exercise of stock acquisition rights:
To be determined according to 4 (4) above.
- (9) Reasons and conditions for acquiring stock acquisition rights:

To be determined according to 6. above.

8. Matters concerning Certificates for Stock Acquisition Rights

Certificates for Stock Acquisition Rights shall not be issued for the Rights.

9. Date for Subscription to Stock Acquisition Rights

23 June, 2017

10. Date for Cash Payment in Exchange for Stock Acquisition Rights

30 June, 2017

11. Recipients of Stock Acquisition Rights Allotments and Number of Rights

Employees outside Japan of the Company and its subsidiaries: 110 persons / 330 units

-Ends-