

(TRANSLATION ONLY)
TSE Securities Code: 4565
June 2, 2009

To Our Shareholders:

Call for the 19th Ordinary General Meeting of Shareholders

The Company would hereby like to inform you that the 19th Ordinary General Meeting of Shareholders will be held as follows, and would be grateful if you could attend the meeting.

Those who will not be able to attend the meeting on the day may exercise their voting rights in writing or via the Internet. You are kindly requested to consider appended "Reference Documents for Ordinary General Meeting of Shareholders," and exercise your voting right either by: indicating your approval or disapproval for each of the proposals in the space provided on the enclosed ballot, and returning the ballot via postal mail to reach the Company no later than 18:00 on June 22 (Monday), 2009.

Yours faithfully,
Shinichi Tamura
Board Director, President and CEO,
Representative Executive Officer
Sosei Group Corporation
8 Ichiban-cho, Chiyoda-ku, Tokyo

- 1. Date and Time:** At 10:00 a.m., Tuesday, June 23, 2009
- 2. Venue:** 606 Conference Room, 6F Toshin Center Hotel
2-4-1 Hirakawa-cho, Chiyoda-ku, Tokyo

3. Meeting Agenda

Items to be reported

1. Business Report, Consolidated Financial Statements, Reports on Consolidated Accounting Statements by the Independent Auditors and the Audit Committee for the 19th fiscal year (from April 1, 2008 to March 31, 2009)
2. Non-consolidated Financial Statements for the 19th fiscal year (from April 1, 2008 to March 31, 2009)

Items to be resolved

Agenda Item:

1. Partial revision to the Articles of Incorporation
2. Election of Four (4) Board Directors

Shareholders present at the meeting are requested to submit the enclosed proxy form at the reception desk on the above-mentioned date.

If the Reference Documents for Ordinary General Meeting of Shareholders, the Business Report, the financial statements and the consolidated financial statements are revised, the revisions shall be put up on the website of the Company (<http://www.osei.com/>) to inform you of the revisions.

Reference Documents for Ordinary General Meeting of Shareholders

Agenda Item 1: Partial revision to the Articles of Incorporation

1. Reasons for the revision

- 1) The Company has adopted digitalized share system.
- 2) The Company has decided to make public notices through electronic media.

Current Articles of Incorporation	Proposed changes
<p style="text-align: center;">Chapter 1 General Rules</p> <p>(Public notices)</p> <p>Article 4 <u>Public notices of the company shall be given in the <i>Nihon Keizai Shimbun</i>.</u></p> <p style="text-align: center;">Chapter 2 Shares</p> <p>(Issuance of shares)</p> <p>Article 7 <u>The company shall issue the share certificates for its share.</u></p> <p>Article 8 (omitted)</p> <p>2. (omitted)</p> <p>3. <u>The register of shareholders (including the register of beneficial shareholders hereafter) and fractional unit shares, and lost share certificates of the Company shall be kept at the place of business of the transfer agent, and the business pertaining to shares such as registration of transfer of shares, registration of lost share and fractional unit share certificates and cancellation thereof, purchase of fractional unit shares, and other business relating to shares and fractional unit shares shall be handled by such transfer agent and the Company shall not handle the above matters.</u></p> <p>(Share Handling Regulations)</p> <p>Article 9 In addition to what is provided in laws or these Articles of Incorporation, <u>the denominations of share certificates of the Company and registration of the transfer of shares of the Company, registration of fractional unit shares and lost share certificates and cancellation thereof, purchase of fractional unit shares, and other business and fee relating to shares and fractional unit shares shall be governed by the Board of Directors or Executive Officer authorized by a resolution from the Board of Directors.</u></p> <p>Article 10~22 (omitted)</p> <p>(Limitation of External Directors' Liabilities)</p> <p>Article 23 In accordance with the provisions of Paragraph 1 of Article 423 of the Commercial Code, <u>the company may make a limited liability agreement with an External Director that shall limit the liability of that Director.</u></p>	<p style="text-align: center;">Chapter 1 General Rules</p> <p>(Public notices)</p> <p>Article 4 <u>The company shall make public notices through electronic media.</u></p> <p>2. <u>in case that due to unavoidable circumstances the public notice cannot be made through electronic media, the notice shall be given in <i>Nihon Keizai Shimbun</i>.</u></p> <p style="text-align: center;">Chapter 2 Shares</p> <p>Delete</p> <p>Article 7. (no changes made)</p> <p>2. (no changes made)</p> <p>3. (delete)</p> <p>(Share Handling Regulations)</p> <p>Article 8 In addition to what is provided in laws or these Articles of Incorporation, the registration of the transfer of shares of the Company, purchase of fractional unit shares, and other business and fee relating to shares and fractional unit shares shall be governed by the Board of Directors or Executive Officer authorized by a resolution from the Board of Directors.</p> <p>Article 9~21 (no changes made)</p> <p>(Limitation of External Directors' Liabilities)</p> <p>Article 22 In accordance with the provisions of Paragraph 1 of Article 423 of the Commercial Code, <u>the company may make a limited liability agreement with an External Director that shall determine the maximum amount of liability of that Director in accordance with Paragraph 1 of Article 425 of the same Code.</u></p>

<p>Article 24-40 (omitted)</p> <p>(New)</p> <p>(New)</p> <p>(New)</p>	<p>Article 23-39 (no changes made)</p> <p>Supplementary Provisions</p> <p><u>Article 1</u> <u>Fractional unit shares, and lost share certificates of the Company shall be kept at the place of business of the transfer agent, and registration of lost share and fractional unit share certificates and cancellation thereof shall be handled by such transfer agent and the Company shall not handle the above matters.</u></p> <p><u>Article 2</u> <u>In addition to what is provided in laws or these Articles of Incorporation, registration of lost share and fractional unit share certificates and cancellation thereof and other business and fee relating to shares and fractional unit shares shall be governed by the Board of Directors or Executive Officer authorized by a resolution from the Board of Directors.</u></p> <p><u>Article 3</u> <u>Supplementary Provision from Article 1 to this article shall be deleted on 6 January 2010</u></p>
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Agenda Item 2: Election of Four (4) Board Directors

The tenures of all four (4) Board Directors will expire upon the conclusion of the Ordinary General Meeting of Shareholders. Based on a resolution at the Nomination Committee, it is hereby requested that the four (4) Board Directors are re-appointed.

No.	Name (Date of birth)	Brief personal history, position, operations and representative positions in other companies	Number of shares owned
1	Shinichi Tamura (Sep. 17, 1949)	<p>Mar. 1978 Completed master's course, science graduate univ., Univ. of Tokyo</p> <p>Apr. 1978 Joined Fujisawa Pharmaceuticals Inc. (now Astellas Pharma Inc.)</p> <p>Feb. 1987 Joined Genentech Inc.</p> <p>Jul. 1989 Representative Director, Genentech Ltd..</p> <p>Jun. 1990 Representative Director and CEO, the Company</p> <p>Jun. 2005 Board Director, Representative Executive Officer and CEO to present</p> <p>Nov. 2006 Representative Board Director and President, Sosei Co. Ltd. to present</p>	3,698
2	Takuya Fujii (Jul. 5, 1945)	<p>Mar. 1968 Graduated from University of Tokyo</p> <p>Apr. 1968 Joined the Bank of Japan</p> <p>Jun. 1974 Studied at Wharton School, Penn., U.S.A. (MBA)</p> <p>Dec. 1998 Chairman, Nippon Trust Bank</p> <p>Mar. 2001 Representative in Japan, Marsh & McLennan Companies</p> <p>Jan. 2005 Representative, F Business Brain</p> <p>Jun. 2005 Board Director, the Company to present</p> <p>Chairman of Audit Committee, the Company to present</p> <p>Oct. 2005 Chairman and CEO, Promontory Financial Group Global Service Japan LLC</p> <p>Oct. 2006 President and CEO, Promontory Financial Group Global Service Japan LLC to present (As of June 2009 Chairman of Nomination Committee and a member of Auditing Committee)</p>	20

No.	Name (Date of birth)	Brief personal history, position, operations and representative positions in other companies	Number of shares owned
3	Isao Muramatsu (Aug. 14, 1939)	<p>Mar. 1962 Graduated from Keio University, Faculty of Economics</p> <p>Jan. 1984 Board Director and General Manager of Second Sales Division, Pfizer Japan Inc.</p> <p>Jul. 1991 Representative Director and Vice President in charge of pharmaceutical business, Bristol-Myers Squibb K.K.</p> <p>Dec. 1992 Representative Director and President, SmithKline Beecham Seiyaku K.K.</p> <p>Apr. 2001 Board Director and Advisor, GlaxoSmithKline K.K. Director and Chairman, IWNC Holdings Ltd. to present</p> <p>Apr. 2002 Representative Director, Pinecrest Co., Ltd. to present</p> <p>Jun. 2005 Board Director, Santen Pharmaceutical Co., Ltd. to present</p> <p>Jun. 2007 Board Director, the Company to present (As of June 2009 Chairman of Auditing Committee and a member of Compensation Committee)</p>	5
4	Dr. Declan Doogan (Mar. 22, 1952)	<p>Jul. 1975 Graduated from Medical School, the University of Glasgow</p> <p>Feb. 1978 Joined Duphar BV.</p> <p>Feb. 1982 Joined Pfizer Inc.</p> <p>Mar. 1991 Medical Director, Pfizer UK and Eire</p> <p>Nov. 1999 Senior Vice President, Clinical Research and Development Europe and Japan, Pfizer Inc.</p> <p>Feb. 2005 Head of Worldwide Development, Pfizer Global Research and Development</p> <p>Oct. 2005 Visiting Professor, Kitasato University to present</p> <p>Apr. 2007 Research and Development President, Amarin Corporation plc to present</p> <p>Jun. 2007 Board Director, the Company to present (As of June 2009 Chairman of Compensation Committee and a member of Nomination and Auditing Committee)</p>	-

Notes:

1. There are no apparent conflicts of interest between the candidates and the Company.
2. The directorial candidates, Mr. Takuya Fujii, Mr. Isao Muramatsu and Dr. Declan Doogan meet necessary requirements to be external Directors.
3. Reasons to select the candidates for external directors and limited liability agreement
 - (1) Reasons to select candidates for external directors and its fact of independence
 - 1) As the Company judges that advices on overall management of the Company by Mr. Takuya Fujii, with his extensive business experience nurtured so far and knowledge on risk management will enhance further the management framework, the Company would hereby like to elect him as External Director. The tenure of office of Mr. T. Fujii is four years at the closure of this general meeting of shareholders.

- 2) As the Company judges that advices on overall management of the Company by Mr. Isao Muramatsu, who has experienced the position of president for a globally-esteemed Japanese pharmaceutical corporation, and who holds extensive business experience nurtured so far and knowledge on management, will enhance further the management framework; the Company would hereby like to elect him as External Director. The tenure of office of Mr. I. Muramatsu is two years at the closure of this general meeting of shareholders.
 - 3) As the Company judges that advices on overall management of the Company by Dr. Declan Doogan, who has experienced the position of a leading researcher in a major multinational pharmaceutical corporation, who has worked in Japan, and who holds expertise and experience on research and development of drugs, will enhance further the management framework; the Company would hereby like to elect him as External Director. The tenure of office of Dr. D. Doogan is two years at the closure of this general meeting of shareholders.
- (2) Liability limitation agreement with External Directors
- 1) In accordance with stipulations of Article 427-1 of Corporation Law, the Company concluded with Messrs. Takuya Fujii, Isao Muramatsu, and Dr. Declan Doogan limited liability agreements set forth in Article 423-1 of the same law. The maximum amount of liability based on the agreement with them is those set forth in Article 425-1 of the same law.
 - 2) If the agenda is approved at the General Meeting of Shareholders, the Company will conclude with Messrs. Takuya Fujii, Isao Muramatsu, and Dr. Declan Doogan limited liability agreements as stated in 1).

The English translation is an abridged version of the original invitation notice in Japanese. In the event of discrepancy, the Japanese version shall prevail.