

(TRANSLATED FROM JAPANESE)

TSE Securities Code: 4565

June 1, 2010

To Our Shareholders:

Call for the 20th Ordinary General Meeting of Shareholders

Sosei Group Corporation (“The Company”) would hereby like to inform you that the 20th 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 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 21 (Monday), 2010.

Yours faithfully,
Shinichi Tamura
Board Director, President and CEO,
Representative Executive Officer
Sosei Group Corporation
Kojimachi Tsuruya Hachiman Bldg. 5F
2-4 Kojimachi, Chiyoda-ku, Tokyo

- 1. Date and Time:** At 10:00 a.m., Tuesday, June 22, 2010
- 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 20th fiscal year (from April 1, 2009 to March 31, 2010)
2. Non-consolidated Financial Statements for the 20th fiscal year (from April 1, 2009 to March 31, 2010)

Items to be resolved

Agenda Item:

1. Election of Five (5) Board Directors
2. Grant of Stock Options

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: Election of Five (5) 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, and in order to enhance business and marketing strategy The Company requests appointment of one (1) new Board Director.

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, M.S. in Biochemistry, 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, The Company (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, BA in economics</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 of The Company)</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, BA in 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 Japan</p> <p>Dec. 1992 Representative Director and President, SmithKline Beecham Japan.</p> <p>Apr. 2001 Board Director and Advisor, GlaxoSmithKline Japan</p> <p>Apr. 2002 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>	-
5	Peter Bains (Jul. 26, 1957)	<p>Jul. 1979 Graduated from the University of Sheffield, BSc Combined Hons. Physiology/Zoology</p> <p>Mar. 1996 General Manager, SmithKline Beecham</p> <p>Oct. 1997 Vice President, Business Development, SmithKline Beecham</p> <p>May 1999 Director and Senior Vice President, Global Marketing, SmithKline Beecham</p> <p>Jan. 2000 Work as a core member of GlaxoWellcome and SmithKline Beecham M&A</p> <p>Jan. 2001 Senior Vice President, International Commercial Development, Glaxo SmithKline</p> <p>Jun. 2009 Director, Peter Bains Consulting Limited (to present)</p>	-

Notes:

1. There are no apparent conflict of interest between the candidates and The Company.
2. The directorial candidates, Mr. Takuya Fujii, Mr. Isao Muramatsu, Dr. Declan Doogan and Mr. Peter Bains 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 their status of independence
 - 1) As The Company judges that advices on overall management by Mr. Takuya Fujii, with his extensive business experience 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 will be five years at the closure of this general meeting of shareholders and was appointed an Independent Director of The Company on March 31, 2010.
 - 2) As The Company judges that advices on overall management by Mr. Isao Muramatsu, who has experienced the position of president for a globally-esteemed Japanese pharmaceutical corporation, and who holds extensive business experience and insight 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 will be three years at the closure of this general meeting of shareholders.
 - 3) As The Company judges that advices on overall management 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 will be three years at the closure of this general meeting of shareholders.
 - 4) As The Company judges that advices on overall management by Peter Bains, with his extensive experience in building marketing strategy that focuses on Asian market, that he has gained working for the top-tier pharmaceutical companies, and as a core member of M&A project of the two pharmaceutical giants, will enhance further the management framework; The Company would hereby like to elect him as External Director.
 - (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, Dr. Declan Doogan and Peter Bains limited liability agreements as stated in 1).

Agenda Item 2: Grant of Stock Options

In accordance with the provisions of Articles 236, 238 and 239 of the Corporation Law, The Company requests the shareholders to approve the authority of the Board of Directors to grant stock options to The Company's Directors, Executive Officers, employees and The Company subsidiaries' Directors and employees as follows:

1. Reasons for the offering of stock options with remunerative terms:

The Company will grant stock options to The Company's Directors, Executive Officers,

employees and The Company subsidiaries' Directors and employees in order to heighten their will and morale and incentivise them to improve the business performance, and in that way raise the corporate value. The number of the stock options (3,265 common shares) to be issued under the resolution at Ordinary General Meeting of Shareholders has been decided based on the level of the companies of the same industry sector.

2. Details regarding the Stock Options and the Maximum Number That the Board of Directors Can Decide to Issue Within the Scope of Authority Granted by the Approval of the General Meeting of Shareholders

(1) Grant of stock options to The Company's Directors, Executive Officers, employees and The Company subsidiaries' Directors and employees resident in Japan

(i) The maximum number of the stock options that can be issued within the scope of authority granted by the approval of the General Meeting of Shareholders:

The maximum number of the stock options shall be 2,685 units, subject to the provisions of item (iii) below.

The total number of shares to be issued upon the exercise of the stock options shall be a maximum of 2,685 common shares. In case the Number of Shares to be Granted is adjusted in accordance with item (iii) below, such total number shall be obtainable by multiplying the adjusted number of shares by the above maximum number of the stock options.

(ii) No consideration shall be paid for the grant of stock options.

(iii) Details of the stock options:

a. Denomination and number of shares to be issued upon the exercise of the stock options:

The class of shares to be issued upon the exercise of stock options shall be common shares, and the number of shares to be granted upon the exercise of each share option (hereinafter called "Number of Shares to be Granted") shall be one (1) share.

If The Company carries out a stock-split of its common shares (including gratuitous allotment of shares; the same shall apply hereinafter), or consolidates such shares after the day when a resolution contemplated hereunder is adopted by the General Meeting of Shareholders (hereinafter called "Date of Resolution"), the Number of Shares to be Granted relating to the stock options shall be adjusted in accordance with the following formula. Provided, however, that only the Number of Shares to be Granted relating to the stock options not

yet exercised then shall be so adjusted, and that any fraction less than one (1) share arising from such adjustment shall be discarded.

Adjusted Number of Shares to be Granted = Number of Shares to be Granted before Adjustment x Percentage of Stock-split or Consolidation of Shares

When circumstances compel adjustment of the Number of Shares to be Granted after the Date of Resolution, the Number of Shares to be Granted shall be adjusted within a reasonable extent.

b. Value of the Assets invested when stock options are exercised:

The value of the Assets invested when each share option is exercised shall be the product of the paid-in amount for one (1) of the shares to be issued upon the exercise of the share option (hereinafter called “Exercise Value”) multiplied by the Number of Shares to be Granted upon the exercise of the share option.

The Exercise Value shall be the mean value of the closing prices of The Company’s common share under regular way contracts at the Mothers Market of the Tokyo Stock Exchange for five business days prior to the date of grant. Any fraction less than one (1) yen shall be rounded up.

If The Company conducts either of the actions described in the following item i. or ii. after the day when stock options are granted, each of the Exercise Values shall be adjusted in accordance with the following formula (hereinafter called “Exercise Value Adjustment Formula”). Any fraction less than one (1) yen arising from such adjustment shall be rounded up.

i. Stock-split or consolidation of The Company’s common shares:

Adjusted Exercise Value = Exercise Value before Adjustment x 1/Percentage of Stock-split or Consolidation of Shares

ii. Issuance of The Company’s new shares, or the disposition of its treasury stock at a price less than the market price of its common share:

Adjusted Exercise Value = Exercise Value before Adjustment x [{"Number of Shares Issued + (Number of Shares to be Issued x Paid-in Amount per Share)/Market Price per Share} / (Number of Shares Issued + Number of Shares to be Issued)]

When circumstances compel adjustment of the Exercise Value after the date of grant, The Company may adjust the Exercise Value within the extent The Company considers necessary.

c. Period during which stock options are exercisable

Such period shall commence on the next day of the day when two (2) years have passed since the date of grant of stock options, and shall end on the day when ten (10) years have passed since the date of grant.

- d. An increase in the capital surplus in the event of the issuance of shares upon exercise of stock options:

In the event of the issuance of shares upon exercise of stock options, increase in capital shall be one half (1/2) of a limit to the increased amount of capital, etc. calculated in accordance with sub-Article 1 of Article 17 of the Corporate Accounting Regulations. Any fraction less than one (1) yen shall be rounded up. In the event of the issuance of shares upon the exercise of stock options, increase in additional paid-in capital shall be the amount obtainable by subtracting the amount of the paid-in capital increase from the maximum amount of the capital increase.

- e. Restriction on Transfer and Acquisition:

Acquisition and transfer of the Stock Acquisition Rights shall be subject to the approval by resolution of the Board of Directors. The Board of Directors may restrict the acquisition and transfer of the stock options by stipulating such restriction in the provisions of an agreement for the grant of the stock options.

- f. Provisions for the acquisition of stock options:

No provision shall be stipulated for the acquisition of stock options.

- g. Any fraction less than one (1) share in the shares to be issued after the exercise of the stock options, such fractions shall be discarded.

- h. Conditions for exercising the stock options:

- i. The Company Directors, Executive Officers, employees and The Company subsidiaries' Directors and employees that have been granted stock options must be employed by The Company at time of exercising the stock options. However, if one leaves The Company during the exercisable period as stipulated in c., the employee has a six months grace period (twelve months in case of death) to exercise the share options.

- ii. In case The Company becomes a wholly owned subsidiary of any other company due to share-for-share exchange, share transfer, mergers and acquisitions, etc., or ceases to exist due to a merger (hereinafter collectively called "Share-for-share Exchange, etc."), and if the Board of Directors of The Company approves an agreement, etc. for the above wholly owned subsidiary or for the non-surviving company (only when no approval at a General Meeting of Shareholders is necessary as stipulated in

the Corporation Law), or if a General Meeting of Shareholders of The Company approves a proposal regarding such agreement, etc., notwithstanding the provisions of item c. above regarding the period of the exercise of stock options, the rightful persons may exercise the whole or part of their stock options by the day before such Share-for-share Exchange, etc. become effective.

iii. Other conditions of the exercise of stock options shall be determined by the Board of Directors.

(2) Grant of stock options to Executive Officers and employees of The Company and its subsidiaries resident in the U.K.

(i) The maximum number of the stock options that can be issued within the scope of authority granted by the approval of the General Meeting of Shareholders:

The maximum number of the stock options shall be 580 units, subject to the provisions of item (iii) below.

The total number of shares to be issued upon the exercise of the stock options shall be a maximum of 580 common shares. In case the Number of Shares to be Granted is adjusted in accordance with item (iii) below, such total number shall be obtainable by multiplying the adjusted number of shares by the above maximum number of the stock options.

(ii) The consideration that shall be paid for the grant of stock options is subject to the resolution of the General Meeting of Shareholders and will be paid minimum 1(one) yen per 1(one) unit.

(iii) Details of the stock options:

a. Denomination and number of shares to be issued upon the exercise of the stock options:

The class of shares to be issued upon the exercise of stock options shall be common shares, and the number of shares to be granted upon the exercise of each share option (hereinafter called "Number of Shares to be Granted") shall be one (1) share.

If The Company carries out a stock-split of its common shares (including gratuitous allotment of shares; the same shall apply hereinafter), or consolidates such shares after the day when a resolution contemplated hereunder is adopted by the General Meeting of Shareholders (hereinafter called "Date of Resolution"), the Number of Shares to be Granted relating to the stock options shall be adjusted in accordance with the following formula. Provided, however, that only the Number of Shares to be Granted relating to the stock options not

yet exercised then shall be so adjusted, and that any fraction less than one (1) share arising from such adjustment shall be discarded.

Adjusted Number of Shares to be Granted = Number of Shares to be Granted before Adjustment x Percentage of Stock-split or Consolidation of Shares

When circumstances compel adjustment of the Number of Shares to be Granted after the Date of Resolution, the Number of Shares to be Granted shall be adjusted within a reasonable extent.

b. Value of the Assets invested when stock options are exercised:

The value of the Assets invested when each share option is exercised shall be the product of the paid-in amount for one (1) of the shares to be issued upon the exercise of the share option (hereinafter called “Exercise Value”) multiplied by the Number of Shares to be Granted upon the exercise of the share option.

The Exercise Value shall be the mean value of the closing prices of The Company’s common share under regular way contracts at the Mothers Market of the Tokyo Stock Exchange for five business days prior to the date of grant. Any fraction less than one (1) yen shall be rounded up.

If The Company conducts either of the actions described in the following item i. or ii. after the day when stock options are granted, each of the Exercise Values shall be adjusted in accordance with the following formula (hereinafter called “Exercise Value Adjustment Formula”). Any fraction less than one (1) yen arising from such adjustment shall be rounded up.

i. Stock-split or consolidation of The Company’s common shares:

Adjusted Exercise Value = Exercise Value before Adjustment x 1/Percentage of Stock-split or Consolidation of Shares

ii. Issuance of The Company’s new shares, or the disposition of its treasury stock at a price less than the market price of its common share:

Adjusted Exercise Value = Exercise Value before Adjustment x [{"Number of Shares Issued + (Number of Shares to be Issued x Paid-in Amount per Share)/Market Price per Share}/(Number of Shares Issued + Number of Shares to be Issued)]

When circumstances compel adjustment of the Exercise Value after the date of grant, The Company may adjust the Exercise Value within the extent The Company considers necessary.

c. Period during which stock options are exercisable

Such period shall commence on the next day of the day when two (2) years have passed since the date of grant of stock options, and shall end on the day when ten (10) years have passed since the date of grant.

- d. An increase in the capital surplus in the event of the issuance of shares upon exercise of stock options:

In the event of the issuance of shares upon exercise of stock options, increase in capital shall be one half (1/2) of a limit to the increased amount of capital, etc. calculated in accordance with sub-Article 1 of Article 17 of the Corporate Accounting Regulations. Any fraction less than one (1) yen shall be rounded up. In the event of the issuance of shares upon the exercise of stock options, increase in additional paid-in capital shall be the amount obtainable by subtracting the amount of the paid-in capital increase from the maximum amount of the capital increase.

- e. Restriction on Transfer and Acquisition:

Acquisition and transfer of the Stock Acquisition Rights shall be subject to the approval by resolution of the Board of Directors. The Board of Directors may restrict the acquisition and transfer of the stock options by stipulating such restriction in the provisions of an agreement for the grant of the stock options.

- f. Provisions for the acquisition of stock options:

No provision shall be stipulated for the acquisition of stock options.

- g. Any fraction less than one (1) share in the shares to be issued after the exercise of the stock options, such fractions shall be discarded.

- h. Conditions for exercising the stock options:

- i. The Company Directors, Executive Officers, employees and The Company subsidiaries' Directors and employees that have been granted stock options must be employed by The Company at time of exercising the stock options. However, if one leaves The Company during the exercisable period as stipulated in c., the employee has a six months grace period (twelve months in case of death) to exercise the share options.

- ii. In case The Company becomes a wholly owned subsidiary of any other company due to share-for-share exchange, share transfer, mergers and acquisitions, etc., or ceases to exist due to a merger (hereinafter collectively called "Share-for-share Exchange, etc."), and if the Board of Directors of The Company approves an agreement, etc. for the above wholly owned subsidiary or for the non-surviving company (only when no approval at a General Meeting of Shareholders is necessary as stipulated in

- the Corporation Law), or if a General Meeting of Shareholders of The Company approves a proposal regarding such agreement, etc., notwithstanding the provisions of item c. above regarding the period of the exercise of stock options, the rightful persons may exercise the whole or part of their stock options by the day before such Share-for-share Exchange, etc. become effective.
- iii. Other conditions of the exercise of stock options shall be determined by the Board of Directors.

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