



March 26, 2019

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Announcement on Acquisition, Cancellation, and Issuance Plans, etc. of Stock Options (Share Acquisition Rights)

SanBio Company Limited (the “**Company**”) hereby announces that at the meeting of Board of Directors held on March 26, 2019, the Company resolved to (i) acquire and cancel or confirm the extinguishment of part of the share acquisition rights that the Company has already issued; and (ii) submit to the Company’s 6th annual general meeting of shareholders, to be held on April 26, 2019, a proposal for approval of the plan to issue stock options to the employees of the Company and the Company’s subsidiary (including an employee who also serves as a Director of the Company) as follows.

I. Acquisition and Cancellation of Share Acquisition Rights Already Issued

1. Reasons for Acquisition and Cancellation of Share Acquisition Rights

With respect to the 6th through 9th and 11th of Share Acquisitions Rights of the share acquisition rights already issued by the Company, there were instances of employees whom had been granted share acquisition rights ceasing to be employees, thereby constituting grounds for acquisition of those employees’ share acquisition rights without consideration under the terms and conditions for issuance of the relevant series of share acquisition rights. Therefore, pursuant to the provisions of the relevant terms and conditions for issuance of the share acquisition rights, the Company resolved to, as described below, acquire without consideration, and cancel a total of 9,281 rights of share acquisition rights (the shares subject to those share acquisition rights are 9,281 shares of the Company’s common stock).

2. Date of Acquisition and Cancellation of Share Acquisition Rights

April 11, 2019

3. Share Acquisition Rights subject to Acquisition and Cancellation

(1) The 6th Share Acquisition Rights

Allotment date of share acquisition rights	December 15, 2014
Total number of share acquisition rights issued	223,000 rights
Type and number of shares subject to share acquisition rights	223,000 shares of common stock
Exercise price of share acquisition rights	300 Japanese yen
Number of share acquisition rights to be acquired	5,709 rights
Acquisition price of share acquisition rights	Without consideration
Number of share acquisition rights to be cancelled	5,709 rights

(2) The 7th Share Acquisition Rights

Allotment date of share acquisition rights	May 16, 2016
Total number of share acquisition rights issued	83,300 rights
Type and number of shares subject to share acquisition rights	83,300 shares of common stock
Exercise price of share acquisition rights	1,766 Japanese yen
Number of share acquisition rights to be acquired	1,443 rights
Acquisition price of share acquisition rights	Without consideration
Number of share acquisition rights to be cancelled	1,443 rights

(3) The 8th Share Acquisition Rights

Allotment date of share acquisition rights	November 28, 2016
Total number of share acquisition rights issued	29,500 rights
Type and number of shares subject to share acquisition rights	29,500 shares of common stock
Exercise price of share acquisition rights	1,436 Japanese yen

Number of share acquisition rights to be acquired	782 rights
Acquisition price of share acquisition rights	Without consideration
Number of share acquisition rights to be cancelled	782 rights

(4) The 9th Share Acquisition Rights

Allotment date of share acquisition rights	May 12, 2017
Total number of share acquisition rights issued	15,600 rights
Type and number of shares subject to share acquisition rights	15,600 shares of common stock
Exercise price of share acquisition rights	1,261 Japanese yen
Number of share acquisition rights to be acquired	1,247 rights
Acquisition price of share acquisition rights	Without consideration
Number of share acquisition rights to be cancelled	1,247 rights

(5) The 11th Share Acquisition Rights

Allotment date of share acquisition rights	May 15, 2018
Total number of share acquisition rights issued	3,100 rights
Type and number of shares subject to share acquisition rights	3,100 shares of common stock
Exercise price of share acquisition rights	1 Japanese yen
Number of share acquisition rights to be acquired	100 rights
Acquisition price of share acquisition rights	Without consideration
Number of share acquisition rights to be cancelled	100 rights

4. Impact on Business Performance

The impact on business performance is not significant.

II. Confirmation of Extinguishment of Share Acquisition Rights Already Issued

1. Reasons for Confirmation of Extinguishment of Share Acquisition Rights

With respect to the 3rd through 5th of Share Acquisitions Rights of the share acquisition rights already issued by the Company, there were instances of employees whom had been granted share acquisition rights ceasing to be employees, resulting in such employees becoming ineligible to exercise the rights under the terms and conditions for issuance of the relevant series of share acquisition rights. Therefore, the Company resolved at the meeting of Board of Directors held on March 26, 2019, as follows, to confirm the extinguishment of a total of 108,786 share acquisition rights (the shares subject to those share acquisition rights are 108,786 shares of the Company's common stock) due to their inability to be exercised as there is no possibility of such employees' reemployment, etc.

2. Date of Confirmation of Extinguishment of Share Acquisition Rights

March 26, 2019

3. Share Acquisition Rights Subject to Confirmation of Extinguishment

(1) The 3rd Share Acquisition Rights

Allotment date of share acquisition rights	January 2, 2014
Total number of share acquisition rights issued	1,080,044 rights
Type and number of shares subject to share acquisition rights	1,080,044 shares of common stock
Exercise price of share acquisition rights	39 Japanese yen
Number of share acquisition rights confirmed to be extinguished	10,189 rights

(2) The 4th Share Acquisition Rights

Allotment date of share acquisition rights	January 2, 2014
Total number of share acquisition rights issued	558,730 rights
Type and number of shares subject to share acquisition rights	558,730 shares of common stock
Exercise price of share	80 Japanese yen

acquisition rights	
Number of share acquisition rights confirmed to be extinguished	61,388 rights

(3) The 5th Share Acquisition Rights

Allotment date of share acquisition rights	April 30, 2014
Total number of share acquisition rights issued	745,250 rights
Type and number of shares subject to share acquisition rights	745,250 shares of common stock
Exercise price of share acquisition rights	300 Japanese yen
Number of share acquisition rights confirmed to be extinguished	37,209 rights

4. Impact on Business Performance

The impact on business performance is not significant.

III. Submission of Proposal to Annual General Meeting of Shareholders for Plan to Issue Stock Options to Employees

1. Reasons for Proposal

In order to motivate and improve the morale of the employees of the Company and of the Company's subsidiary (including an employee who also serves as a Director of the Company) to improve business performance as well as to secure talented human resources and to contribute to the mid- to long-term enhancement of corporate value of the Company group as a whole, the Company would like to issue employees of the Company and of the Company's subsidiary share acquisition rights as stock options.

When issuing those share acquisition rights, the Company, in accordance with the provisions of Articles 238 and 240 of the Companies Act, determines by a resolution of the Board of Directors the terms and conditions of the share acquisition rights; however, in light of the fact that in issuing share acquisition rights to U.S. resident employees of the Company's subsidiary, SanBio, Inc., which is located in California in the U.S., it may be necessary to set out the details of the plan to issue share acquisition rights by a resolution of a general meeting of shareholders under the U.S. law, the Company has decided to submit a proposal to the Company's 6th annual general meeting of shareholders, to be held on April 26, 2019, for the approval of the SanBio Company Limited 2019-2021 Incentive Stock Option Plan detailed in 2. below (the "**2019 Incentive Plan**") which constitutes the details of such a plan to issue share acquisition rights.

The aim of the share acquisition rights to be issued under the 2019 Incentive Plan is to have employees (including an employee who also serves as a Director of the Company) earn a profit equivalent to the amount of increase in the Company's share price after the allotment date by setting the exercise price for those share acquisition rights at a price that is not less than the fair price for those shares as of the allotment date of the share acquisition rights (refer to 2.(5) below). The Company believes that by issuing these stock options, it will be possible to utilize stock options as a means of securing talented human resources as well as to motivate and improve the morale of employees from various directions with a view towards enhancing corporate value for the Company group as a whole over the mid- to long-term.

An employee who also serves as a Director of the Company is expected to be included in the employees of the Company and the Company's subsidiary subject to the 2019 Incentive Plan, and the Company has decided to submit to the Company's 6th annual general meeting of shareholders, a proposal for approval of remuneration, etc. for Directors as for grant of stock options to such employee also serving as a Director of the Company. This proposal seeks approval (i) to issue share acquisition rights to a Director of the Company as stock options with the maximum value of such share acquisition rights to be 168,000,000 Japanese yen; and (ii) for such share acquisition rights to be issued to a Director as part of the 2019 Incentive Plan, with the maximum number of such share acquisition rights to be issued to a Director to be 40,000 rights (the shares subject to those share acquisition rights are 40,000 shares of the Company's common stock).

Although the maximum number of shares subject to the share acquisition rights to be issued under the 2019 Incentive Plan is 250,000 shares of the Company's common stock (equivalent to approximately 0.5% of the total number of shares issued as of the last day of the previous business year, January 31, 2019), since the total number of shares subject to the share acquisition rights to be acquired and cancelled or to be confirmed to be extinguished as described in I. and II. above is 118,067 shares (equivalent to approximately 0.2% of the total number of shares issued as of the last day of the previous business year, January 31, 2019), and the purpose of the 2019 Incentive Plan is, as described above, to motivate and improve the morale of the employees of the Company and of the Company's subsidiary to improve business performance as well as to secure talented human resources and to contribute to the mid- to long-term enhancement of corporate value of the Company group as a whole, the Company believes that this is an appropriate scale.

2. Details of Plan for Issuing Stock Options

(1) Share Acquisition Rights to be Granted under the 2019 Incentive Plan

Share acquisition rights issued by the Company (referred to as the "**Share Acquisition Rights**" hereinafter in this section 2). Share Acquisition Rights may be granted as incentive stock options (referred to as "**ISOs**" hereinafter in this section 2) within the meaning of Section 422 of the U.S. Internal Revenue Code (the "**Code**") or Share Acquisition Rights that do not qualify as ISOs.

(2) Persons to be Granted the Share Acquisition Rights

Employees of the Company and its subsidiaries within the meaning of Code Section 424(f)

Note: The employees described above include an employee who also serves as a Director of the Company.

(3) Type and Total Number of Shares Subject to Share Acquisition Rights

Up to 250,000 shares of common stock in the Company (equivalent to approximately 0.5% of the total number of shares issued as of the last day of the previous business year, January 31, 2019)

If any Share Acquisition Rights expire or become unexercisable without having been exercised in full, the unpurchased shares which were subject thereto (the “**Recycled Shares**”) will become available for future grant or sale under the 2019 Incentive Plan (unless the 2019 Incentive Plan has terminated, and subject to the limitations under Section (9) below).

In the event of stock split, stock consolidation, stock dividend, recapitalization, combination, reclassification, or other distribution of the Company’s equity securities without the receipt of consideration by the Company, of or on the Company’s common stock, then in accordance with Code Section 424 and, for any Share Acquisition Rights with respect to a California employee, Section 260.140.41 of the California Code of Regulations, the number of shares that are subject to the Share Acquisition Rights will be proportionately adjusted using the following formula; provided, however, that such adjustment shall only apply to the shares that are subject to the Share Acquisition Rights with respect to which the exercise thereof has not yet become effective at the time of such stock split, stock consolidation or other applicable transaction. Any fraction of a share resulting from such adjustment shall be rounded down to the nearest whole share.

Number of shares after adjustment

= (Number of shares before adjustment) x (ratio of stock split or stock consolidation, etc.)

In addition to the foregoing, in the event of allotment of shares without contribution or any other corporate action that would change in the number of issued shares of stock (excluding the number of treasury shares held by the Company) effected without receipt of consideration by the Company, the Company shall adjust the number of shares to be acquired upon exercise as appropriate within a reasonable range taking into consideration the terms of such allotment of shares without contribution or such other corporate action, in each case in accordance with Code Section 424 and, for any Share Acquisition Rights with respect to a California employee, Section 260.140.41 of the California Code of Regulations.

(4) Amount Payable per Share Acquisition Right Upon Grant
No payment of money is needed.

(5) Outline of Description and Value of the Asset to be Contributed upon Exercise of Share Acquisition Rights
The asset to be contributed to the Company upon exercise of Share Acquisition Rights will be cash.
The value of the asset to be contributed in consideration for one (1) share of common stock of the Company upon exercise of the Share Acquisition Right (referred to as the “**Exercise Price**” hereinafter in this section 2) shall be not less than the fair market value of such share on the grant date of the Share Acquisition Rights.
In the event of stock split, stock consolidation, stock dividend, recapitalization, combination, reclassification, or other distribution of the Company’s equity securities without the receipt of consideration by the Company, of or on the Company’s common stock, then in accordance with Code Section 424 and, for any Share Acquisition Rights with respect to a California employee, Section 260.140.41 of the California Code of Regulations, the Exercise Price will be adjusted using the following formula; provided, however, that such adjustment shall only apply to the Exercise Price of the Share Acquisition Rights that have not been exercised at the time of such stock split, stock consolidation or other applicable transaction. Any fraction resulting from such adjustment shall be rounded up to the nearest whole yen.

$$\frac{\text{Exercise Price before adjustment}}{\text{Ratio of stock split or stock consolidation, etc.}} = \text{Exercise Price after adjustment}$$

In addition to the foregoing, in the event of allotment of shares without contribution or any other corporate action that would change in the number of issued shares of stock (excluding the number of treasury shares held by the Company) effected without receipt of consideration by the Company, the Company shall adjust the Exercise Price as appropriate within a reasonable range taking into consideration the terms of such allotment of shares without contribution or such other corporate action, in each case in accordance with Code Section 424 and, for any Share Acquisition Rights with respect to a California employee, Section 260.140.41 of the California Code of Regulations.

(6) Term of Share Acquisition Rights
Any Share Acquisition Rights under the 2019 Incentive Plan must have a term not longer than ten (10) years from the date of grant.

(7) Non-transferability of Share Acquisition Rights

Unless determined otherwise by the board of directors of the Company, Share Acquisition Rights with respect to a California employee may not be sold, pledged, assigned, hypothecated, transferred, or disposed of in any manner other than by will or by the laws of descent or distribution and may be exercised, during the lifetime of the employee who was granted the Share Acquisition Rights, only by the employee who was granted the Share Acquisition Rights. If the board of directors of the Company makes any Share Acquisition Rights transferrable, such Share Acquisition Rights may be transferred only (i) by will, (ii) by the laws of descent and distribution, or (iii) as permitted by Rule 701 of the U.S. Securities Act of 1933, as amended (referred to as the “**Securities Act**” hereinafter in this section 2). Further, until the Company becomes subject to the reporting requirements of Section 13 or 15(d) of the U.S. Securities Exchange Act of 1934, as amended (referred to as the “**Exchange Act**” hereinafter in this section 2), or after the board of directors of the Company determines that it is, will, or may no longer be relying upon the exemption from registration under the Exchange Act as set forth in Rule 12h-1(f) promulgated under the Exchange Act (referred to as the “**Rule 12h-1(f) Exemption**” hereinafter in this section 2), the Share Acquisition Rights, or prior to exercise, the shares subject to the Share Acquisition Rights, may not be pledged, hypothecated or otherwise transferred or disposed of, in any manner, including by entering into any short position, any “put equivalent position” or any “call equivalent position” (as defined in Rule 16a-1(h) and Rule 16a-1(b) of the Exchange Act, respectively), other than to (i) persons who are “family members” (as defined in Rule 701(c)(3) of the Securities Act) through gifts or domestic relations orders, or (ii) to an executor or guardian of the Participant upon the death or disability of the Participant, in each case, to the extent required for continued reliance on the Rule 12h-1(f) Exemption. Notwithstanding the foregoing sentence, the board of directors of the Company, in its sole discretion, may determine to permit transfers to the Company or in connection with a change in control of the Company or other acquisition transactions involving the Company to the extent permitted by Rule 12h-1(f) or, if the Company is not relying on the Rule 12h-1(f) Exemption, to the extent permitted by the 2019 Incentive Plan.

(8) Exercisability of Share Acquisition Rights

With respect to a California employee, the right to exercise a Share Acquisition Right, to the extent that the holder of the Share Acquisition Right is entitled to exercise on the date his or her employment with the Company or its subsidiaries terminates, will remain exercisable until the earliest of:

- (i) six (6) months following the date of termination if termination was caused by death or disability or such longer period of time as is specified in the terms and conditions or warrant agreement governing the Share Acquisition Right;
- (ii) thirty (30) days following the date of termination if termination was caused by other than death or disability or such longer period

of time as is specified in the terms and conditions or warrant agreement governing the Share Acquisition Right; or

(iii) The maximum term to expiration of the Share Acquisition Right.

(9) **Term of the 2019 Incentive Plan**
Any Share Acquisition Rights under the 2019 Incentive Plan must be granted within three (3) years from the earlier of (a) the date of adoption of the 2019 Incentive Plan by the Company's board of directors or (b) the date that the 2019 Incentive Plan is approved by the Company's shareholders; provided, however, that any Share Acquisition Rights granted under the 2019 Incentive Plan that cover solely Recycled Shares may be granted after such date, but in all cases, must be granted within ten (10) years from the earlier of (i) the date of adoption of the 2019 Incentive Plan by the Company's board of directors or (ii) the date that the 2019 Incentive Plan is approved by the Company's shareholders.

(10) **Information to 2019 Incentive Plan Participants**
Beginning on the earlier of (i) the date that the aggregate number of participants under this 2019 Incentive Plan is five hundred (500) or more and the Company is relying on the Rule 12h-1(f) Exemption, and (ii) the date that the Company is required to deliver information to participants pursuant to Rule 701 under the Securities Act, and until such time as the Company becomes subject to the reporting requirements of Section 13 or 15(d) of the Exchange Act, no longer is relying on the Rule 12h-1(f) Exemption or no longer is required to deliver information to participants in the 2019 Incentive Plan pursuant to Rule 701 under the Securities Act, the Company shall provide to each participant in the 2019 Incentive Plan the information described in paragraphs (e)(3), (4), and (5) of Rule 701 under the Securities Act not less frequently than every six (6) months with the financial statements being not more than 180 days old and with such information provided either by physical or electronic delivery to the participants in the 2019 Incentive Plan.

(11) **Shareholder Approval of the 2019 Incentive Plan**
The 2019 Incentive Plan must be approved by a majority of the outstanding securities of the Company entitled to vote, no later than twelve (12) months after the date the 2019 Incentive Plan is adopted by the Company's board of directors.

(12) **Other Terms and Conditions**
The Company can set the other terms and conditions for each issuance of the Share Acquisition Rights under the 2019 Incentive Plan pursuant to the Companies Act of Japan and the articles of incorporation of the Company.