

Sosei Announces Determination of the Issuance Terms for its New Shares and Convertible Bonds

Tokyo, Japan – 30 June 2020: Sosei Group Corporation ("Sosei"; TSE Mothers Index: 4565) announces that it has determined the issuance terms and certain other matters for its new shares (the "New Shares") and Euro-yen denominated convertible bonds due 2025 (the "Bonds"; the stock acquisition rights incorporated therein shall be referred to as the "Stock Acquisition Rights"), the issuance and international offerings of which were resolved at the meeting of its Board of Directors held on 30 June 2020.

1. Issuance of New Shares through an International Offering (the "Share Offering")

- (1) Number of New Shares to be Issued: 3,301,400 shares
- (2) Issue Price (Offer Price): ¥1,595 per share
- (3) Aggregate Issue Price: ¥5,265,733,000
- (4) Amount to be Paid: ¥1,531.2 per share
- (5) Total Amount to be Paid: ¥5,055,103,680
- (6) Amount of Capital Stock and Capital Reserve Increase
Amount of capital stock to be increased: ¥2,527,551,840
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- (7) Closing Date: 16 July 2020 (London time)

(Note) The New Shares are to be underwritten and purchased by the Underwriter at the amount to be paid, and offered at the Issue Price (Offer Price).

2. Issuance of Euro-yen Denominated Convertible Bonds due 2025 through an International Offering (the "Bond Offering")

Particulars of the Bonds

- (1) Aggregate Principal Amount: ¥16,000,000,000
- (2) Interest Rate: 0.50% per annum on the outstanding principal amount of the Bonds

This press release has been prepared for the sole purpose of publicly announcing the issuance of the New Shares and the Bonds, and not for the purpose of soliciting investment. No offer or sale of the New Shares or the Bonds will be made in Japan.

In addition, this press release is not an offer of securities for sale in the United States and nothing in this communication shall constitute an offer to sell or the solicitation of an offer to buy securities in any jurisdiction in which such offer or sale would be unlawful. The securities may not be offered or sold in the United States absent registration or an exemption from registration under the United States Securities Act of 1933, as amended (the "Securities Act"). The securities referred to herein have not been, and will not be registered under the Securities Act. If any public offering of securities is to be made in the United States, it will be by means of a prospectus prepared pursuant to the provisions of the Securities Act. [Sonos] does not intend to conduct a public offering of the New Shares or the Bonds in the United States.

Note on translation

This is a summary translation of the original Japanese document and is provided for informational purpose only. If there are any discrepancies between this and the original, the original Japanese document prevails.

Particulars of the Stock Acquisition Rights

- (1) The Value of the Asset to be Contributed to Capital upon Exercise:

Equal to the principal amount of the Bonds

- (2) Conversion Price: ¥1,834

(For Reference)

Share Price, etc. on the Pricing Date (30 June 2020)

- (i) Share Price (Closing Price) on the Tokyo Stock Exchange: ¥1,734

- (ii) Conversion Premium

$$\left[\frac{\text{Conversion Price}}{\text{Issue Price (Offer Price) of the New Shares}} - 1 \right] \times 100 = 15.0\%$$

*The Conversion Premium is being calculated on the basis of the Issue Price (Offer Price) of the New Shares.

(For Reference)

- (1) The Determination of the Issue Price (Offer Price) for the New Shares

- (i) Reference Date and Price: 30 June 2020 ¥1,734

- (ii) Discount Rate: 8.02%

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