

March 30, 2016  
Symbio Pharmaceuticals Limited  
Fuminori Yoshida  
Representative Director  
President and Chief Executive Officer

## **Notice Concerning the Issuance of Stock Acquisition Rights (Stock Option) to Directors**

Symbio Pharmaceuticals Limited (“the Company”) announces that at a Board of Directors’ Meeting held today, it has decided to issue stock acquisition rights as stock options to the Company’s Directors pursuant to Articles 236, 238 and 240 of the Companies Act in Japan.

The issuing of stock acquisition rights to the Company’s Directors will be conducted within the limit of the amount of compensation for stock acquisition rights (stock options) approved by the eleventh (11th) Ordinary General Meeting of Shareholders of the Company held on March 30, 2016.

### 1. Purpose for Issuing Stock Acquisition Rights (“Stock Option”)

The Company will grant the Stock Option to the Company’s Directors as compensation aiming to enhance their motivation and morale towards improved performance.

### 2. Subscription Guidelines

#### (1) Stock Option allotment recipients and number of recipients

The six (6) Directors of the Company.

#### (2) Type and number of shares upon exercise of the Stock Option, and the method to calculate the number of shares subject to unexercised Stock Option

The number of shares to be issued upon exercise of one (1) unit of the Stock Option shall be one-hundred (100) shares of the Company’s common stock.

In the event that the Company makes a stock split or stock consolidation, the number of shares subject to unexercised Stock Option shall be adjusted using the formula set forth below, and any fractions less than one (1) share resulting therefrom shall be rounded down.

Number of shares after adjustment

The number of shares after adjustment is equivalent to the number of shares before adjustment multiplied by the share ratio of a share split or consolidation.

In addition to aforementioned cases, in the event it is necessary to adjust the number of shares for which the Stock Option has not been exercised, the Company

may make reasonable adjustments.

(3) Total number of Stock Option shares for subscription

3,600

The above is the number of Stock Option shares scheduled to be allotted to the Company's Directors. In cases where the total number of Stock Option shares actually allotted does not reach said number, for example, in the case where a Director does not apply for the Stock Option subscription, the number of Stock Option shares actually allotted shall be the final total number of Stock Option shares to be issued.

(4) Amount to be paid for Stock Option shares and allotment date

The amount to be paid for the Stock Option shares shall be the fair value of the Stock Option shares on the allotment date of the Stock Option shares as calculated using the Black-Scholes model. The person who receives the allotment of Stock Option shares shall set off his/her claims for compensation against the Company in lieu of payment of monies for the Stock Option shares allotted.

(5) Value of property to be contributed upon exercise of the Stock Option and its calculation method

The value of property to be contributed upon exercise of the Stock Option shall be determined by multiplying the exercise price per share to be issued, set as one (1) yen, by the number of shares allotted.

(6) Period during which the Stock Option can be exercised

From March 31, 2019 to March 30, 2026

(7) Terms and conditions for exercise of the Stock Option

- (a) Any fraction less than one (1) Stock Option may not be exercised.
- (b) Upon exercise of the rights, the person who is allotted the Stock Option ("the Allottee") must hold the position of Director, or employee of the Company or an affiliate of the Company. However, this shall not apply in cases where:
  - i) A Director of the Company or an affiliate of the Company has retired upon expiration of his/her term of office.
  - ii) An employee has retired at the mandatory retirement age.
  - iii) The Board of Directors has resolved that a Director, or employee has retired from or left the Company or an affiliate of the Company amicably.
- (c) In the case where, before the start of the period in which the Stock Option can be exercised, an absorption-type merger or an incorporation-type merger to make the Company the non-surviving company, an absorption-type company split or an incorporation-type company split that will result in the split of the Company, or a stock exchange or stock transfer to make the Company a wholly-owned subsidiary of another company (hereinafter referred to collectively as "corporate reorganization") is approved by a resolution of the Company's General Meeting of Shareholders (including the case where a resolution of the Company's General Meeting of Shareholders is regarded as having been made in accordance with Article 319 of the Companies Act in

Japan, hereinafter the same) or by a resolution of the Company's Board of Directors (only in the case where a resolution of the Company's General Meeting of Shareholders is not required for such corporate reorganization), irrespective of the provisions of Section 5 above, the Allottee may exercise the Stock Option in the period from the date of approval to the day before the date on which such corporate reorganization takes effect.

- (d) In the case where the Allottee has died, heirs of such Allottee shall succeed to the right to exercise the Stock Option ("the Successors") held by such Allottee based on the Stock Option Allotment Agreement concluded between the Company and the Allottee. However, in the case where the Successors have died, heirs of the Successors shall not be entitled to exercise the Stock Option.
  - (e) Other conditions relating to exercise of the Stock Option shall be determined based on the Stock Option Allotment Agreement entered into between the Company and the Allottee.
- (8) Matters concerning the paid-in capital and capital reserve to be increased due to the issuance of shares upon exercise of the Stock Option

The amount of paid-in capital to be increased due to the issuance of shares upon exercise of the Stock Option shall be one-half of the maximum amount of paid-in capital increase and others which is calculated in accordance with Article 17, Section 1 of the Corporation Accounting Regulations, and any fraction less than one (1) yen arising therefrom shall be rounded up to the nearest one (1) yen. The amount of capital reserve to be increased due to the issuance of shares upon exercise of the Stock Option shall be the amount determined by subtracting the amount of paid-in capital to be increased from the maximum amount of increase of paid-in capital.

- (9) Matters concerning acquisition of the Stock Option

In cases where the Company's General Meeting of Shareholders approves proposals (i), (ii), (iii), (iv), or (v) below (or where the Company's Board of Directors approves them if a resolution by the Company's General Meeting of Shareholders is not required), the Company may acquire the Stock Option without consideration on the date specified separately by the Company's Board of Directors.

- (i) A proposal for approval of a merger agreement under which the Company shall be absorbed by another company.
- (ii) A proposal for approval of a split agreement or a split plan under which the Company shall be split.
- (iii) A proposal for approval of a share exchange agreement or a share exchange plan under which the Company shall become a wholly-owned subsidiary.
- (iv) A proposal for approval of a change in the Articles of Incorporation of the Company which stipulates that, as a feature of all shares the Company issues, the Company's approval shall be required for the acquisition of such shares by transfer.
- (v) A proposal for approval of a change in the Articles of Incorporation which stipulates that, as a feature of shares subject to the Stock Option, the Company's approval shall be required for the acquisition of such shares by transfer or the Company shall acquire all such shares by the resolution of the Company's General Meeting of Shareholders.

(10) Limitations on the transfer of the Stock Option

The approval from the Company's Board of Directors shall be required to effectuate a proposed Stock Option by transfer.

(11) Issuance of the Stock Option in the case of corporate reorganization

Upon reorganization of the Company, the Stock Option of the company defined in Article 236, Section 1, Item 8 (i) to (v) of the Companies Act in Japan (hereinafter "the company subject to reorganization") shall be issued to the Allottee of the remaining Stock Option (hereinafter "the remaining Stock Option") as of the day immediately before the effective date of the reorganization in accordance with the following terms. In this case, the remaining Stock Option shall be extinguished and the company subject to reorganization shall newly issue its Stock Option.

However, this shall be limited to the case where it is prescribed in the absorption-type merger agreement, incorporation-type merger agreement, absorption-type company split agreement, incorporation-type company split agreement, share exchange agreement or share transfer plan that the company subject to reorganization shall issue a new Stock Option in accordance with the following terms.

(a) Number of the Stock Option shares of the company subject to reorganization

The company subject to reorganization shall issue the same number of its Stock Option shares to each Allottee of the remaining Stock Option shares as the number of Stock Option shares he/she holds.

(b) Class of stocks underlying the Stock Option

Such shall be common stocks of the company subject to reorganization.

(c) Number of shares underlying the Stock Option issued by the company subject to reorganization

Such shall be determined in conformity with (2) above, by taking the conditions of reorganization into account.

(d) Value of property to be contributed when such Stock Option is exercised

The value of property to be contributed upon exercise of the Stock Option shall be the amount calculated by multiplying the following exercise price after reorganization, by the number of shares underlying the Stock Option issued by the company subject to reorganization as determined by (c) above. The exercise price after reorganization shall be one (1) yen per share of the company subject to reorganization which is granted upon the exercise of each Stock Option.

(e) The period during which such Stock Option can be exercised

Such period shall be the first day of the period during which the Stock Option can be exercised as prescribed in (6) above or the effective date of the reorganization, whichever is later, to the last day of the period during which the Stock Option can be exercised as prescribed in (6) above.

(f) Matters regarding the capital and capital reserve to be increased in cases where shares will be issued by the company subject to reorganization as a result of the exercise of such Stock Option

Such shall be determined in conformity with (8) above.

(g) Restriction on acquisition of the Stock Option by transfer

Acquisition of the Stock Option by transfer shall require the approval of the board of directors' meeting of the company subject to reorganization (or the approval of the shareholders' meeting, where the company subject to reorganization is not a company with a board of directors).

(h) Terms and conditions for exercise of the Stock Option

The terms and conditions for exercise of the Stock Option shall be determined in conformity with (7) above.

(i) Issuance of the Stock Option in the case of corporate reorganization

Such shall be determined in conformity with (11) above.

(12) Stock Option allotment date

April 14, 2016

**[Contact]**

Investor Relations

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