

To Our Shareholders

Ticker Code: 4507
June 23, 2016

Isao Teshirogi
Representative Director, President and
CEO
Shionogi & Co., Ltd.
1-8, Doshomachi 3-chome, Chuo-ku,
Osaka 541-0045, Japan

Notice of the Resolutions by the 151st Annual General Meeting of Shareholders

We hereby inform you of the presentations and resolutions approved by the 151st Annual General Meeting of Shareholders held today as follows:

Presentations:

We reported the contents of:

1. The Business Report, the Consolidated Financial Statement and the Non-Consolidated Financial Statement for the 151st Fiscal Term (year ended March 31, 2016)
2. The Audit Report of the Consolidated Financial Statement for the 151st Fiscal Term (year ended March 31, 2016) by the Accounting Auditor and the Board of Corporate Auditors

Resolutions:

Proposal No. 1: Approval of the Proposed Appropriation of Surplus

Proposal No. 1 was approved and passed in its original form.

It was resolved that the year-end dividend for the 151st Fiscal Term is ¥34 per share of common stock (total ¥ 11,069,622,862).

Proposal No. 2: Election of Six (6) Directors

Proposal No. 2 was approved and passed in its original form.

Messrs. Motozo Shiono, Isao Teshirogi, Akio Nomura, Teppei Mogi and Mrs. Takuko Sawada were reappointed, and Mr. Keiichi Ando was newly appointed.

They all took office as directors as of June 23, 2016.

Messrs. Akio Nomura, Teppei Mogi and Keiichi Ando are outside directors as stipulated in Article 2, Paragraph 3, Sub-paragraph 7 of the Enforcement Regulations of the Companies Act.

Proposal No. 3: Election of Two (2) Auditors

Proposal No. 3 was approved and passed in its original form.

Mr. Shinichi Yokoyama was reappointed, and Mr. Ikuo Kato was newly appointed.

Mr. Shinichi Yokoyama is an outside corporate auditor as stipulated in Article 2, Paragraph 3, Sub-paragraph 8 of the Enforcement Regulations of the Companies Act.

Payment of Year-end Dividend for the 151st Fiscal Term

- The Year-end dividend for the 151st Fiscal Term (¥34 per share) will be paid with the enclosed "Receipt of the Dividend for the 151st Fiscal Term". Please collect the payment at a nearby Head or Branch office of Japan Post Bank Co., Ltd. or a nearby Post Office during the payment period (from June 24, 2016 to July 29, 2016).
- For shareholders who have designated a bank or postal savings account to which they want dividend remitted, please confirm the enclosed "Statement of Dividend Calculation" and "Dividend Transfer Notice".
- For shareholders who have designated the system of dividend allotment to securities company accounts in proportion to the number of shares held in accounts, please confirm the enclosed "Statement of Dividend Calculation" and "Notice of Dividend Transfer Details". Please contact the account management organization (securities company) for details of transfer account.

Notice regarding Payment of Dividend, etc.

- The "Notice of Payment" which indicates the dividend amount, tax amount, etc. for the dividend the Company pays will be sent to shareholders according to the 2008 Revision of Act on Special Measures Concerning Taxation (Act No. 23 of April 30, 2008). (Enclosed "Statement of Dividend Calculation" will serve as "Notice of Payment").
- Shareholders can use "Notice of Payment" as a supporting material for filing an income tax return.
- For shareholders who have designated the system of dividend allotment to securities company accounts in proportion to the number of shares held in accounts, please contact the account management organization for dealings (securities company).