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Securities Code 6417  
June 11, 2012

## To Those Shareholders with Voting Rights

Kimihisa Tsutsui  
Representative Director, President & COO  
SANKYO CO., LTD.  
3-29-14 Shibuya, Shibuya-ku, Tokyo, Japan

## NOTICE OF THE 47<sup>th</sup> ORDINARY GENERAL MEETING OF SHAREHOLDERS

You are cordially invited to the 47<sup>th</sup> Ordinary General Meeting of Shareholders of the Company. The meeting will be held as stated below.

If you are unable to attend the meeting, you can exercise your voting rights in writing or via the Internet. Please review the Reference Documents for the General Meeting of Shareholders as described hereinafter, and exercise your voting rights by no later than 6:00 p.m. on Wednesday, June 27, 2012.

### Voting by paper ballot

Please indicate your votes for or against each of the proposals on the enclosed Voting Rights Exercise Form, and return the form by the deadline mentioned above.

### Voting via the Internet

Please enter your decisions (for or against) regarding each of the proposals through the website for voting rights exercise (<http://www.web54.net>) by the deadline mentioned above.

- 1. Date and Time:** Thursday, June 28, 2012 at 10:00 a.m.
- 2. Place:** Star Room, The Westin Tokyo, B2F, 1-4-1 Mita, Meguro-ku, Tokyo (located within Yebisu Garden Place)
- 3. Agenda of the Meeting:**  
**Matters to be reported:**
  1. Business Report, Consolidated Financial Statements for the 47<sup>th</sup> Fiscal Term (from April 1, 2011 to March 31, 2012) and results of audits by the Accounting Auditor and the Board of Statutory Auditors of the Consolidated Financial Statements
  2. Non-Consolidated Financial Statements for the 47<sup>th</sup> Fiscal Term (from April 1, 2011 to March 31, 2012)

### **Proposals to be resolved:**

- Proposal No. 1:** Appropriation of Surplus  
**Proposal No. 2:** Election of Three Directors  
**Proposal No. 3:** Granting of Retirement Benefits to Retiring Director

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- Notes: 1. If you plan to attend the meeting, please hand in your Voting Rights Exercise Form at the front desk when you arrive at the venue.  
2. Please note that if there arises any amendment to the Reference Documents for the General Meeting of Shareholders, the Business Report, Non-Consolidated Financial Statements or Consolidated Financial Statements prior to the date of the General Meeting of Shareholders, such amendment will be notified in writing by mail, or posted on the Company's website (<http://www.sankyo-fever.co.jp/ir/index.html>).

## Reference Documents for the General Meeting of Shareholders

### Proposals and references

#### Proposal No. 1: Appropriation of Surplus

The Company considers that profit distribution to shareholders is one of the critical subjects in management. The dividend policy of the Company targets a payout ratio of 25% of consolidated net income and intends to carry out continuous increases in dividend distribution.

Internal reserves will be utilized for product development, capital investment, sales reinforcement, etc. for improved business results.

In accordance with the policy mentioned above, we would like to propose the year-end dividends for the 47<sup>th</sup> fiscal term as follows:

##### 1. Matters concerning the year-end dividends

###### (1) Type of dividend property

Dividends will be paid in cash.

###### (2) Appropriation of dividend property to shareholders and total amount

¥75 per common share of the Company, for a total amount of ¥7,022,067,825

As a result, the annual dividend for this term, including interim dividend, would be ¥150 per share.

###### (3) Effective date of dividends from surplus

June 29, 2012

##### 2. Matters concerning the appropriation of other surplus

###### (1) Decreased account item and its amount

Retained earnings brought forward	¥20,000,000,000
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###### (2) Increased account item and its amount

General reserve	¥20,000,000,000
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**Proposal No. 2: Election of Three Directors**

All three Directors of the Company will complete their term of office at the closing of this General Meeting of Shareholders. Consequently, the Company proposes the election of three Directors.

The candidates for Directors are as follows:

No.	Name (Date of birth)	Career summary, position, assignment and significant concurrent positions	Number of shares of the Company held
1	Hideyuki Busujima (September 30, 1952)	<p>June 1985 Executive Director of the Company            January 1988 Senior Executive Director of the Company            February 1992 Representative Senior Executive Director of the Company            June 1992 Representative Director &amp; Senior Executive Vice President of the Company            June 1996 Representative Director, President &amp; CEO of the Company            April 2008 Representative Director, Chairman of the Board &amp; CEO of the Company (to present)</p> <p>(Significant concurrent positions)            Representative Director &amp; President of Sankyo Create Co., Ltd.</p>	2,906,100
2	Kimihisa Tsutsui (April 1, 1953)	<p>June 1998 Director &amp; Office Manager of the President's Office of the Company            June 2002 Executive Director &amp; Office Manager of the President's Office of the Company            July 2002 Executive Director &amp; Office Manager of Corporate Planning Office of the Company            April 2005 Executive Director &amp; General Manager of Corporate Planning Division of the Company            April 2008 Director &amp; Senior Executive Operating Officer, Head of Administration Division &amp; General Manager of Accounting &amp; Finance Department and General Manager of Corporate Planning Division of the Company            April 2010 Director &amp; Senior Executive Vice President, Supervising Administration Division, Manufacturing Division, Intellectual Property Division and Corporate Planning Division &amp; Head of Intellectual Property Division of the Company            April 2011 Director &amp; Senior Executive Vice President, Supervising Administration Division, Manufacturing Division, Intellectual Property Division and Corporate Planning Division            April 2012 Representative Director, President &amp; COO of the Company (to present)</p> <p>(Significant concurrent positions)            Director of Sankyo Create Co., Ltd.</p>	7,000

No.	Name (Date of birth)	Career summary, position, assignment and significant concurrent positions	Number of shares of the Company held
3	Akihiko Ishihara* (September 9, 1962)	<p>April 1998 Office Manager of Sales Planning Office of the Company</p> <p>April 2005 General Manager of Sales Planning Department of the Company</p> <p>April 2008 Operating Officer &amp; General Manager of Sales Planning Department of the Company</p> <p>April 2010 Executive Operating Officer, Head of Administration Division &amp; General Manager of General Affairs Department of the Company</p> <p>April 2011 Senior Executive Operating Officer, Head of Administration Division &amp; General Manager of General Affairs Department of the Company (to present)</p>	4,400

Notes: 1. \* indicates a new candidate for Director.

2. No conflict of interest exists between the Company and any of the above candidates.

**Proposal No. 3: Granting of Retirement Benefits to Retiring Director**

It is proposed that retirement benefits be granted to the Director Akihiko Sawai, who will retire from the post of Director at the conclusion of this Ordinary General Meeting of Shareholders, in consideration of his service during his term of office. The retirement benefits shall be within a reasonable range based on the prescribed standards of the Company.

It is also proposed that the decisions as to the specific amounts of money, timing and method of payment be entrusted to the Board of Directors.

The career summary of the retiring Director is as follows:

Name	Career summary	
Akihiko Sawai	June 1995	Director of the Company
	June 2000	Executive Director of the Company
	June 2002	Senior Executive Director of the Company
	June 2006	Representative Director & Senior Executive Vice President of the Company
	April 2008	Representative Director, President & COO of the Company
	April 2012	Director of the Company (to present)