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Securities Code 6417
June 10, 2013

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 48th ORDINARY GENERAL MEETING OF SHAREHOLDERS

You are cordially invited to the 48th 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 26, 2013.

Voting by paper ballot

Please indicate your votes for or against the proposal 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 the proposal through the website for voting rights exercise (<http://www.web54.net>) by the deadline mentioned above.

Treatment of voting rights exercised multiple times

If you exercise your voting rights both via the Internet and in writing on the Voting Rights Exercise Form, the exercise of voting rights via the Internet will be treated as valid. In addition, if you exercise your voting rights multiple times via the Internet, the final exercise of voting rights will be treated as valid.

- 1. Date and Time:** Thursday, June 27, 2013 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 48th Fiscal Term (from April 1, 2012 to March 31, 2013) 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 48th Fiscal Term (from April 1, 2012 to March 31, 2013)

Proposals to be resolved:

Proposal: Appropriation of Surplus

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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. If you wish to exercise your voting rights by proxy, one other shareholder with the right to vote at this General Meeting of Shareholders may attend the meeting as your proxy. In this case, such shareholder is requested to submit your proxy letter together with the Voting Rights Exercise Form.
3. Of the documents to be provided in connection with the notice of convocation of the 48th Ordinary General Meeting of Shareholders, "Notes to Consolidated Financial Statements" and "Notes to

Non-Consolidated Financial Statements” are not included in the Report for the 48th Fiscal Term because they are posted on the Company’s website (<http://www.sankyo-fever.co.jp/ir/meeting.html>) in accordance to laws and regulations and Article 19 of the Company’s Articles of Incorporation. Therefore, Consolidated Financial Statements and Non-Consolidated Financial Statements contained in the Report for the 48th Fiscal Term are part of the consolidated financial statements and the non-consolidated financial statements audited by the Corporate Auditors and the Accounting Auditor in preparing the audit report and the accounting audit report, respectively.

4. 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/meeting.html>).

Reference Documents for the General Meeting of Shareholders

Proposals and references

Proposal: Appropriation of Surplus

The Company regards the return of profits to shareholders as one of the most important management priorities. The Company's dividend policy is to maintain a payout ratio of 25% of consolidated net income and the aim is to continuously increase dividends.

The Company will effectively utilize retained earnings for product development, capital investment, and sales & marketing to improve business performance.

In accordance with the policy mentioned above, we would like to propose the year-end dividends for the 48th fiscal term as follows:

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 share of the Company's common stock, for a total amount of ¥7,022,025,450

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 28, 2013