To Our Shareholders

Ticker Code: 4507 June 18, 2019

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

Notice of the Resolutions by the 154th Annual General Meeting of Shareholders

We hereby inform you of the presentations and resolutions approved by the 154th 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 154th Fiscal Term (year ended March 31, 2019)
- 2. The Audit Report of the Consolidated Financial Statement for the 154th Fiscal Term (year ended March 31, 2019) 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 154th Fiscal Term is ¥50 per share of common stock (total ¥ 15,564,370,700-).

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

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

Motozo Shiono, Isao Teshirogi, Takuko Sawada, Teppei Mogi and Keiichi Ando were reappointed.

Hiroshi Ozaki was newly appointed.

Teppei Mogi, Keiichi Ando and Hiroshi Ozaki are outside directors as stipulated in Article 2,

Paragraph 3, Sub-paragraph 7 of the Enforcement of the Companies Act.

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

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

Akira Okamoto was reappointed.

Tsuguoki Fujinuma was newly appointed.

Tsuguoki Fujinuma is an outside corporate auditor as stipulated in Article 2, Paragraph 3,

Sub-paragraph 8 of the Enforcement of the Companies Act.

Proposal No. 4: Revision of Amount of Compensation of Corporate Auditors

Proposal No. 4 was approved and passed in its original form.

The total amount of compensation of corporate auditors was revised to not more than ¥170 million per year.

Payment of Year-end Dividend for the 154th Fiscal Term

- The Year-end dividend for the 154th Fiscal Term (¥50 per share) will be paid with the enclosed "Receipt of the Dividend for the 154th 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 19, 2019 to July 31, 2019).
- 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.
- Shareholders can use the attached "Statement of Dividend Calculation" as a supporting material for filing an income tax return.