

June 12, 2017

Dear Shareholders

Alfresa Holdings Corporation  
1-1-3, Otemachi, Chiyoda-ku, Tokyo, Japan  
Stock code: 2784

Supplemental Comments concerning Proposal 1 to be resolved at the 14th Ordinary  
General Meeting of Shareholders

We would like to express our appreciation for your continued support and patronage

Recently, the Company has sent the “Notice of the 14th Ordinary General Meeting of Shareholders” to the shareholders of Alfresa Holdings Corporation. We hereby would like to present the following supplemental comments on the Proposal 1 “Partial Amendments to the Articles of Incorporation”. We sincerely appreciate your kind understanding.

1. Proposal 1”Partial Amendments to the Articles of Incorporation”

(1) Reason for the amendments

In order to prepare future expansion in businesses of companies which are controlled and managed by the Company, we would like to propose partial amendments to Article 2 (Purpose) of the current Articles of Incorporation.

(2) Details of the revision

The details of the proposed amendments are as follows:

(Amended parts are underlined)

Current Articles of Incorporation	Proposed amendments
<p>(Purpose)</p> <p>Article 2 The purposes of the Company shall be to control and manage the business activities of companies that operate the following businesses, through the holding of their shares:</p> <p>1 Manufacturing, import and export, and marketing of pharmaceuticals, quasi-drugs, cosmetics, poisonous substances, deleterious substances, industrial chemicals, chemicals, antiepidemic medicines, medicinal materials, Chinese herbal and crude drugs, diagnostic reagents, animal health products, quasi-drugs for animal health, agricultural chemicals, feed, feed additives, fertilizers, food, food additives, alcoholic beverages, high pressure gas, rubber products and chemical products</p> <p>2 – 51 (Provision omitted)</p> <p><b><u>(Newly established)</u></b></p>	<p>(Purpose)</p> <p>Article 2 The purposes of the Company shall be to control and manage the business activities of companies that operate the following businesses, through the holding of their shares:</p> <p>1 Manufacturing, import and export, and marketing of pharmaceuticals, <b><u>regenerative medicine products,</u></b> quasi-drugs, cosmetics, poisonous substances, deleterious substances, industrial chemicals, chemicals, antiepidemic medicines, medicinal materials, Chinese herbal and crude drugs, diagnostic reagents, animal health products, quasi-drugs for animal health, agricultural chemicals, feed, feed additives, fertilizers, food, food additives, alcoholic beverages, high pressure gas, rubber products and chemical products</p> <p>2 – 51 (Same as current)</p> <p><b><u>52 All other lawful businesses</u></b></p>

## 2. Supplemental comments on amendments to the Articles of Incorporation

The Company states as "Our Vision" in the "Alfresa Group's Principles" that "We aim to become a Healthcare Consortium that provides products and services in every health-related field." Furthermore, we have defined the corporate principles and the business areas in the Corporate Governance Guidelines and disclosed such contents. Therefore, we intend to deploy our business activities in the "health-related field," and thus business activities in other business areas are not in our scope at the moment.

The Company targets business management where we contribute to the interests of shareholders through the enhancement of corporate value to be achieved by realizing "Our Vision." We have formulated the "16-18 Mid-term Management Plan *Break Through to Tomorrow*" as our specific action plan in order to realize "Our Vision." Business expansion, including agile M&As (merger, business integration, etc.) as an effective measure to realize "Our Vision," will continue to be necessary going forward. In the event that we undertake an M&A in a timely manner targeting a company whose purpose of business partly includes items not stated in the Articles of Incorporation of the Company, it might lead to a temporary

violation of the Articles of Incorporation. In order to avoid such a situation, we propose to shareholders as Proposal 1 for the amendment to the Articles of Incorporation to add "All other lawful businesses" thereto.

The Company proposes the amendments to the Articles of Incorporation this time in order to be able to perform business activities in a lawful state at any time; there is no intention of freely changing business activities whatsoever. As our basic policy, we are supposed to propose amendments to the Articles of Incorporation as necessary at the Ordinary General Meeting of Shareholders in the event that there arises a material addition to or change in the purpose of business which should be notified to shareholders, as proven by the fact that we propose to newly add the "regenerative medicine products" to the purpose of business in Proposal 1 at the 14th Ordinary General Meeting of Shareholders.

We sincerely appreciate your support to the aforementioned intention and purpose based on which we propose Proposal 1.

Taizo Kubo  
Representative Director & President  
Alfresa Holdings Corporation

<For your reference>

Alfresa Group's Principles

<https://www.alfresa.com/eng/about/philosophy.html>

Corporate Governance Guidelines

<https://www.alfresa.com/eng/ir/pdf/cgguideline.pdf>