



September 18, 2015

To whom it may concern

NanoCarrier Co., Ltd.
Ichiro Nakatomi, Ph.D., President & CEO
(Code No. 4571 Tokyo Stock Exchange Mothers Section)

Notice of the Subscription for the Third Series of Convertible Bonds with Stock Acquisition Rights and the 14th Stock Acquisition Rights through Third-Party Allotment

NanoCarrier Co., Ltd. ("the Company") has resolved at a meeting of its Board of Directors held on September 18, 2015, to issue a third series of convertible bonds with stock acquisition rights (hereinafter "the Bonds with Stock Acquisition Rights," with the stock acquisition rights and bonds affixed to the bonds with stock acquisition rights hereinafter called "the Convertible Bonds with Stock Acquisition Rights" and "the Bonds," respectively), and the 14th stock acquisition rights through a third-party allotment of shares (hereinafter "the Third-Party Allotment"), which will make Whiz Healthcare Japan 2.0 Investment Limited Partnership, whose managing partner is Whiz Partners Inc. (hereinafter "Whiz Partners"), the allottee. The company also decided to enter an investment agreement (hereinafter "the Agreement") with Whiz Partners, the managing partner of the allottee. See below for details.

1. Outline of the Subscription

① Third Series of Convertible Bonds with Stock Acquisition Rights

(1)	Payment date	October 8, 2015
(2)	Total number of stock acquisition rights	40 units
(3)	Issue price of bonds and acquisition rights	Issue price per Bond: 75 million yen (100 yen per 100 yen face value) Issue price of the Convertible Bonds with Stock Acquisition Rights will be free
(4)	Number of dilutive shares from the issuance	2,631,578 shares
(5)	Total capital	3.0 billion yen
(6)	Conversion price	1,140 yen
(7)	Subscription and allotment method (allottee)	The total amount will be allotted to Whiz Healthcare Japan 2.0 Investment Limited Partnership through a third-party allotment.
(8)	Interest rate	There is no interest for the Bonds.

②Fourteenth Stock Acquisition Rights

(1)	Allotment date	October 8, 2015
(2)	Total number of stock acquisition rights	221units
(3)	Issue price	Total of 84,201,000 yen (381,000 yen per stock acquisition right)
(4)	Number of dilutive shares from the issuance	5,525,000 shares (25,000 shares per stock acquisition right)
(5)	Total capital	6,382,701,000 yen (Breakdown) Issued subscription warrants 84,201,000 yen Exercised subscription warrants 6,298,500,000 yen
(6)	Exercise price	1,140 yen
(7)	Subscription and allotment method (allottee)	The total amount will be allotted to Whiz Healthcare Japan 2.0 Investment Limited Partnership through a third-party allotment.

2. Reasons and Purpose for the Subscription

Reinforcement of business infrastructure of pharmaceutical business (development, production, sales structure, etc.), and expenses for capital alliance, business alliance, and/or M&A to expand the pharmaceutical business, related businesses, and peripheral businesses.

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