

## Press Release

### **Astellas' View on ISS Voting Recommendations**

**TOKYO, May 29, 2026** – Astellas Pharma Inc. (TSE: 4503, President and CEO: Naoki Okamura, the “Company”) has noted that Institutional Shareholder Services Inc. (“ISS”), a proxy advisory firm, has issued a report recommending a vote against a certain candidate in connection with *Second Proposal: Election of Three (3) Directors Who Are Audit & Supervisory Committee Members* to be submitted to the Company’s 21st Term Annual Shareholders Meeting scheduled for June 19, 2026.

While the rationale for the nomination of each candidate under this proposal is described in the Notice of Convocation of the 21st Term Annual Shareholders Meeting, in response to ISS’s recommendation, the Company would like to explain its view as set forth below.

#### **1. ISS’s Voting Recommendation**

ISS recommends voting against Mr. Shigeki Takahara (hereinafter, “Mr. Takahara”), a candidate for outside Director who is an Audit & Supervisory Committee Member, on the grounds that, although the business relationship between the Company and an organization at which Mr. Takahara was previously employed has been disclosed, ISS considers that information necessary for shareholders to assess the materiality of such relationship has not been sufficiently disclosed, and therefore recommends voting against him from the perspective of independence.

#### **2. The Company’s View**

##### **(1) Business Relationship between the Company and Pfizer Japan Inc.**

Mr. Takahara served as Director and Operating Officer, CFO, Accounting & Finance Lead of Pfizer Japan Inc. until February 2020. However, there have been no business transactions between Pfizer Japan Inc. and the Company group during the most recent three fiscal years (FY2023–FY2025). While there have been licensing and other transactions between the Company group and the Pfizer group, the Notice of Convocation clearly states that there were no transactions between Pfizer Japan Inc. and the Company in the most recent fiscal year (FY2025).

##### **(2) Mr. Takahara’s Independence**

Mr. Takahara served as Director and Operating Officer, CFO, Accounting & Finance Lead of Pfizer Japan Inc. from February 2011 until his departure in February 2020. However, he was not in a position to be directly involved in the management of the Pfizer group as a whole or other Pfizer group companies.

More than six years have passed since Mr. Takahara left Pfizer Japan Inc., and since that time he has not been involved in the management of Pfizer Japan Inc. or the Pfizer Group.

Following his departure from Pfizer Japan Inc., Mr. Takahara served as Representative Director, Vice President Executive Officer and Chief Financial Officer of Kansai Paint Co., Ltd., a company unaffiliated with the Pfizer Group, until June 2025.

Based on the above career background, the Company has concluded that Mr. Takahara presents no concerns from an independence perspective with respect to transactions between the Company Group and Pfizer Japan Inc. or the Pfizer group.

In addition, under the independence standards for outside Directors of the Company, if three years or more have elapsed since an individual ceased to be engaged in business execution at a company that is a business partner of the Company, such past relationship is not considered to affect the individual's independence. Taking these circumstances into consideration, the Company has determined that there are no concerns from the perspective of independence with respect to Mr. Takahara, and that he meets the requirements for an Independent Director under the rules of the Tokyo Stock Exchange as well as the Company's own independence standards. Accordingly, the Company has designated Mr. Takahara as an Independent Director and filed the required notification with the Tokyo Stock Exchange.

### **(3) Expected Role as an Outside Director Serving as an Audit & Supervisory Committee Member**

Mr. Takahara has served important positions for many years at companies including Japanese subsidiaries of globally operating pharmaceutical companies and a chemicals (coatings) manufacturer and has been engaged in corporate management as Chief Financial Officer.

The Company expects that his deep expertise in corporate finance, together with the extensive experience and broad perspective he has cultivated throughout his career, will effectively contribute to the supervision and audit of the Company's management.

### **(4) To Shareholders Referring to ISS's Voting Recommendations**

For shareholders who refer to ISS's voting recommendation reports when exercising their voting rights, please note that ISS's assessment of independence may not fully take into account specific circumstances, such as the length of time that has elapsed since an individual's departure from a former employer. The Company respectfully asks shareholders to also consider the facts and the Company's views outlined above when making their voting decisions.

#### **About Astellas**

Astellas is a global life sciences company committed to turning innovative science into VALUE for patients. We provide transformative therapies in disease areas that include oncology, ophthalmology, urology, immunology and women's health. Through our research and development programs, we are pioneering new healthcare solutions for diseases with high unmet medical need. Learn more at [www.astellas.com](http://www.astellas.com).

#### **Cautionary Notes**

In this press release, statements made with respect to current plans, estimates, strategies and beliefs and other statements that are not historical facts are forward-looking statements about the future performance of Astellas. These statements are based on management's current assumptions and

beliefs in light of the information currently available to it and involve known and unknown risks and uncertainties. A number of factors could cause actual results to differ materially from those discussed in the forward-looking statements. Such factors include, but are not limited to: (i) changes in general economic conditions and in laws and regulations, relating to pharmaceutical markets, (ii) currency exchange rate fluctuations, (iii) delays in new product launches, (iv) the inability of Astellas to market existing and new products effectively, (v) the inability of Astellas to continue to effectively research and develop products accepted by customers in highly competitive markets, and (vi) infringements of Astellas' intellectual property rights by third parties. Information about pharmaceutical products (including products currently in development) which is included in this press release is not intended to constitute an advertisement or medical advice.

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