

## Press Release

# Notice Regarding the Resignation of an Outside Director and Partial Withdrawal of Matters to be Resolved at the 21st Term Annual Shareholders Meeting

**TOKYO, May 29, 2026** – Astellas Pharma Inc. (TSE: 4503, President and CEO: Naoki Okamura, the “Company”) hereby announces that Dr. Andreas Busch, an Outside Director of the Company, has resigned from his position as Director effective May 29, 2026.

In addition, as a request to withdraw his candidacy as an Outside Director was also received, the Company has decided to partially withdraw the proposal entitled “First Proposal: Election of Seven (7) Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)”, which was scheduled to be submitted to the 21st Term Annual Shareholders Meeting to be held on June 19, 2026 (the “Proposal”). Details are provided below.

### 1. Reason for the Amendment

This is in response to a request received from Dr. Andreas Busch, an Outside Director candidate (Candidate No. 6), to withdraw his candidacy as an Outside Director.

### 2. Details of the Amendments Resulting from the Partial Withdrawal of the Proposal (Amended portions are underlined.)

- (1) Amendments to the “Purpose” section on page 2 of the “Notice of Convocation of the 21st Term Annual Shareholders Meeting”.

#### <Before the Amendment>

Matters to be resolved:

**First Proposal:** Election of Seven (7) Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)

#### <After the Amendment>

Matters to be resolved:

**First Proposal:** Election of Six (6) Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)

- (2) Amendments to the matters described in the “Reference Documents for Shareholders Meeting” on pages 12 to 13 of the “Notice of Convocation of the 21st Term Annual Shareholders Meeting”.

<Before the Amendment>

**First Proposal:** Election of Seven (7) Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)

The terms of office of Dr. Kenji Yasukawa, Mr. Naoki Okamura, Mr. Katsuyoshi Sugita, Mr. Takashi Tanaka, Ms. Eriko Sakurai, Mr. Masahiro Miyazaki, Dr. Yoichi Ohno, Dr. Andreas Busch and Mr. Mark Enyedy as Directors (excluding Directors who are Audit & Supervisory Committee Members) will expire at the close of this Annual Shareholders Meeting.

Therefore, it is proposed that seven (7) Directors (excluding Directors who are Audit & Supervisory Committee Members) be elected.

The candidates for Directors (excluding Directors who are Audit & Supervisory Committee Members) are as follows:

Candidate No.	Name		Current position and responsibilities at the Company and status of significant concurrent positions at other organizations
1	Reelection	Kenji Yasukawa	Representative Director, Chairman of the Board [Concurrent positions at other organizations] Outside Board Director, Resonac Holdings Corporation
2	Reelection	Naoki Okamura	Representative Director, President and CEO
3	Reelection	Katsuyoshi Sugita	Representative Director, Executive Vice President, Chief People Officer
4	Reelection	Outside Director and Independent Director Masahiro Miyazaki	Director Member of the Nomination Committee Member of the Compensation Committee [Concurrent positions at other organizations] Outside Director, Kurita Water Industries Ltd.
5	Reelection	Outside Director and Independent Director Yoichi Ohno	Director Member of the Nomination Committee Member of the Compensation Committee [Concurrent positions at other organizations] Visiting Professor, Social Medicine and Research Administration Center and Medical Education Center, Saitama Medical University
6	Reelection	<u>Outside Director and Independent Director</u> <u>Andreas Busch</u>	<u>Director</u> <u>Member of the Nomination Committee</u> <u>Member of the Compensation Committee</u> <u>[Concurrent positions at other organizations]</u> <u>None</u>

7	Reelection	Outside Director and Independent Director	Mark Enyedy	Director Member of the Nomination Committee Member of the Compensation Committee [Concurrent positions at other organizations] Non-Executive Director, BioMarin Pharmaceutical Inc. Independent Director, Charles River Laboratories International, Inc.
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<After the Amendment>

**First Proposal:** Election of Six (6) Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)

The terms of office of Dr. Kenji Yasukawa, Mr. Naoki Okamura, Mr. Katsuyoshi Sugita, Mr. Takashi Tanaka, Ms. Eriko Sakurai, Mr. Masahiro Miyazaki, Dr. Yoichi Ohno, and Mr. Mark Enyedy as Directors (excluding Directors who are Audit & Supervisory Committee Members) will expire at the close of this Annual Shareholders Meeting.

Therefore, it is proposed that six (6) Directors (excluding Directors who are Audit & Supervisory Committee Members) be elected.

The candidates for Directors (excluding Directors who are Audit & Supervisory Committee Members) are as follows:

Candidate No.	Name		Current position and responsibilities at the Company and status of significant concurrent positions at other organizations
1	Reelection	Kenji Yasukawa	Representative Director, Chairman of the Board [Concurrent positions at other organizations] Outside Board Director, Resonac Holdings Corporation
2	Reelection	Naoki Okamura	Representative Director, President and CEO
3	Reelection	Katsuyoshi Sugita	Representative Director, Executive Vice President, Chief People Officer
4	Reelection	Outside Director and Independent Director Masahiro Miyazaki	Director Member of the Nomination Committee Member of the Compensation Committee [Concurrent positions at other organizations] Outside Director, Kurita Water Industries Ltd.
5	Reelection	Outside Director and Independent Director Yoichi Ohno	Director Member of the Nomination Committee Member of the Compensation Committee [Concurrent positions at other

				organizations] Visiting Professor, Social Medicine and Research Administration Center and Medical Education Center, Saitama Medical University
<u>removed</u>	<u>removed</u>	<u>removed</u>	<u>removed</u>	<u>removed</u>
7	Reelection	Outside Director and Independent Director	Mark Enyedy	Director Member of the Nomination Committee Member of the Compensation Committee [Concurrent positions at other organizations] Non-Executive Director, BioMarin Pharmaceutical Inc. Independent Director, Charles River Laboratories International, Inc.

*Note:* Descriptions relating to Dr. Andreas Busch (Candidate No. 6) will also be deleted from pages 20, 23, and 31 of the “Notice of Convocation of the 21st Term Annual Shareholders Meeting.”

With respect to the exercise of voting rights for this Proposal, only votes cast for the six (6) Directors after the change will be treated as valid.

### 3. Others

Even after the resignation of the outside Director concerned, the Company continues to satisfy the number of Directors required under applicable laws and regulations and the Articles of Incorporation. In addition, if Proposal No. 1 and Proposal No. 2, as amended through partial withdrawal, are approved, the Company’s Board of Directors will consist of a total of ten (10) members (seven (7) males and three (3) females), six (6) of whom will be independent outside Directors.

#### 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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