

May 15, 2007

Partial Amendments to the Articles of Incorporation

Japan, May 15, 2007 - Astellas Pharma Inc. (Headquarters: Tokyo; President and CEO: Masafumi Nogimori, hereinafter called the “Company”) today announced that at the meeting of the Board of Directors held today the Company resolved that a proposal, “Partial Amendments to the Articles of Incorporation”, will be submitted to the 2nd Ordinary General Meeting of Shareholders scheduled to be held on June 26, 2007.

Particulars

1. Reason for Amendments:

The Company will establish new provisions regarding the effectiveness of the primary election of a substitute Corporate Auditor pursuant to Article 329, Paragraph 2 of the Corporate Law, in Article 33 of the Articles of Incorporation, thereby enabling the effectiveness of the primary election to continue before the start of the ordinary general meeting of shareholders relating to the last fiscal year that ends within four (4) years after their election. Articles after Article 33 shall be renumbered accordingly.

2. Details of Amendments

Details of the proposed amendments are as follows.

(The amended parts are underlined.)

Present Articles of Incorporation	Proposed amendment
Chapter V. Corporate Auditors and Board of Corporate Auditors (Newly established)	Chapter V. Corporate Auditors and Board of Corporate Auditors <u>Article 33. (Effectiveness of primary election of substitute Corporate Auditor)</u> <u>The effectiveness of the primary election of a substitute Corporate Auditor pursuant to Article 329, Paragraph 2 of the Corporate Law shall continue before the start of the ordinary general meeting of shareholders relating to the last business year that ends within four (4) years after their election.</u>
<u>Article 33.</u> — <u>Article 42.</u> (Provisions omitted)	<u>Article 34.</u> — <u>Article 43.</u> (Same as the present provisions)

(Reference)

The Company is planning to submit a proposal, “Election of One (1) Substitute Corporate Auditor” to the 2nd Ordinary General Meeting of Shareholders.

The candidate of the substitute Corporate Auditor is as follows:

Name (Date of Birth)	Career
Keiko Hirotsu (January 31, 1970)	April 1996: Admitted to Bar (Dai-ichi Tokyo Bar Association) Okada & Partners Attorneys-At-Law January 1998: Okada Law & Accounting Offices April 2001: Tokyo 21 Law Offices (present)

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