

(Translation)

## **ARTICLES OF INCORPORATION**

May 1, 2015

**Astellas Pharma Inc.**

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OF  
Astellas Pharma Inc.**

Chapter I. General Provisions

Article 1. (Trade name)

The Company shall be called ASUTERASU SEIYAKU KABUSHIKI KAISHA (Astellas Pharma Inc.).

Article 2. (Purpose)

The purpose of the Company shall be to engage in the following businesses:

1. Manufacture, sale, export and import of pharmaceuticals, quasi-pharmaceuticals, veterinary pharmaceuticals, reagents, industrial chemicals, agricultural chemicals and other chemical products;
2. Manufacture, sale, export and import of foods, food additives, seasonings, fertilizers, feed and feed additives, cosmetics, hygienic instruments, medical instruments, veterinary medical instruments, weighing machine, daily necessities and sundries;
3. Sale and purchase, and export and import of natural products;
4. Leasing and maintenance of medical instruments;
5. Manufacture, sale, export and import, leasing and maintenance of medical machines and equipment, industrial machines and equipment and household machines and equipment;
6. Various scientific tests for medical treatments;
7. Manufacture, sale, export and import of liquors, alcoholic beverages and other beverages;
8. Breeding, sale, export and import of animals for biological tests;
9. Sale, purchase, lease, administration and brokerage of real properties;
10. Warehouse business, road transportation business and cargo transportation business;
11. Hotel business and management and operation of facilities for health and gymnastics;
12. Non-life insurance agency business;
13. Publication business;
14. Sale, leasing and maintenance of computers;
15. Development, sale and leasing of computer software;
16. Information processing and providing business using computers;
17. Management consultancy business; and
18. Any and all business incidental or relating to any of the foregoing items.

Article 3. (Location of head office)

The Company shall have its head office in Chuo-ku, Tokyo.

Article 4. (Organization)

The Company shall establish the following organizations in addition to the general meeting of shareholders and the Directors.

1. Board of Directors
2. Audit & Supervisory Board Members
3. Audit & Supervisory Board
4. Financial Auditors

Article 5. (Method of giving public notices)

The method of giving public notices of the Company shall be electronic notices. Provided, however, that in the event that such public notice can not be made due to an accident or unavoidable reason, the public notice shall be given in the *Nihon Keizai Shimbun*.

## Chapter II. Shares

Article 6. (Total number of authorized shares)

The total number of shares that the Company may issue shall be nine billion shares (9,000,000,000).

Article 7. (Share buyback)

The Company may, by resolution of the Board of Directors, acquire its own shares through transactions in the market, etc., pursuant to Article 165, Paragraph 2 of the Corporate Law.

Article 8. (Number of shares constituting one unit of shares)

The number of shares constituting one unit of shares of the Company shall be one hundred (100) shares.

Article 9. (Rights of shareholder holding shares constituting less than one unit)

Shareholders of the Company shall not be allowed to exercise any rights in respect of the shares constituting less than one unit held by them, except for the following rights:

1. Rights provided for in each item of Article 189, Paragraph 2 of the Corporate Law;
2. Rights to make a request in accordance with Article 166, Paragraph 1 of the Corporate Law;
3. Rights to receive the allotment of offered shares and offered stock acquisition rights, in proportionate to the number of shares held by the shareholder;
4. Rights to make a request that is provided for in the following Article.

Article 10. (Request to the Company for selling shares to constitute one unit)

The shareholder of the Company may request the Company to sell specified numbers of shares constituting less than one unit which shall constitute one unit of shares if combined with the shares constituting less than one unit already held by such shareholder.

Article 11. (Share Handling Regulations)

Handling of shares and the exercise of rights by the shareholders of the Company, and fees thereof shall be governed by laws and regulations, the Articles of Incorporation, as well as the Share Handling Regulations established by the Board of Directors.

Article 12. (Administrator of Register of Shareholders)

The Company shall have an administrator of the register of shareholders.

The administrator of the register of shareholders and the place of business of such administrator shall be designated by resolution of the Board of Directors and public notice thereof shall be given.

The preparation and retention of the register of shareholders and the register of stock acquisition rights of the Company, and the business relating to the register of shareholders and the register of stock acquisition rights of the Company shall be entrusted to the administrator of the register of shareholders and the Company shall not handle them.

### Chapter III. General Meetings of Shareholders

Article 13. (Convening of general meetings)

Ordinary general meetings of shareholders shall be convened within three months from the April 1 of each year, and extraordinary general meetings of shareholders shall be convened whenever necessary.

Article 14. (Record date of general meeting of shareholders)

The record date of general meeting of shareholders of the Company shall be March 31 of each year.

Article 15. (Place convening general meetings of shareholders)

General meeting of shareholders shall be convened within the wards of Tokyo.

Article 16. (Person to convene meetings and chairman)

The general meetings of shareholders shall, except as otherwise provided for in laws and regulations, be convened by the President and Director, who shall act as chairman.

In case the President and Director is prevented from so doing, one of the other Directors shall take his place in the order previously determined by the Board of Directors.

Article 17. (Disclosure of Reference Materials for General Meeting of Shareholders via the Internet and Deemed Provision)

When convening a general meeting of shareholders, it shall be deemed that the Company has provided shareholders with necessary information that should be described or presented in reference materials for the general meeting of shareholders, business reports, and non-consolidated and consolidated financial statements (including accounting audit report and audit report for such consolidated financial statements), if they are disclosed via the Internet in accordance with the Ministry of Justice Ordinance.

Article 18. (Method of resolutions)

Resolutions of a general meeting of shareholders shall, except as otherwise provided for in laws and regulations or the Articles of Incorporation, be adopted by a majority vote of shareholders entitled to exercise voting rights who are present at the general meeting of shareholders.

Special resolutions provided for in Article 309, Paragraph 2 of the Corporate Law shall be adopted by an affirmative vote of two-thirds (2/3) or more of the voting rights of shareholders present at the general meeting of shareholders, a quorum for which shall be the presence of shareholders with one-third (1/3) of the voting rights exercisable for such meeting.

Article 19. (Exercise of voting rights by proxy)

A shareholder may exercise his or her voting rights by proxy who is another shareholder holding voting rights of the Company.

The shareholder or proxy is required to submit to the Company a document evidencing his or her representation at every general meeting of shareholders.

#### Chapter IV. Directors and Board of Directors

Article 20. (Number of Directors)

The Company shall have three (3) or more Directors.

Article 21. (Election of Directors)

Directors shall be elected by resolution of a general meeting of shareholders.

Resolution for election of Directors shall be adopted by an affirmative vote of the majority of voting rights of shareholders present at the general meeting of shareholders, a quorum for which shall be the presence of shareholders with one-third (1/3) of the voting rights exercisable for such meeting.

Resolutions for the election of Directors shall not be by cumulative voting.

Article 22. (Term of office of Directors)

The term of office of Directors shall expire at the close of an ordinary general meeting of shareholders relating to the last business year that ends within one (1) years after their election.

Article 23. (Representative Directors)

The Board of Directors shall elect Representative Directors by its resolution.

Article 24. (Directors with executive power)

The Board of Directors may, by its resolutions, elect one (1) President and Director and several Chairman of the Board of Directors, Vice Chairmen and Directors, Executive Vice Presidents and Directors.

Article 25. (Remuneration, etc. for Directors)

Remuneration, bonuses and other material benefits for Directors that are received from the Company in consideration of execution of the duties of the Director (hereinafter referred to as the "remuneration, etc.") shall be determined by resolution of a general meeting of shareholders.

Article 26. (Agreement to limit outside Director's liability)

In accordance with Article 427, Paragraph 1 of the Corporate Law, the Company may conclude an agreement with an outside Director to limit the amount required to indemnify the Company for damages caused by neglect of duty as the Director to the total amount provided by each item of Article 425, Paragraph 1 of the said law.

Article 27. (Notice to convene meetings of the Board of Directors)

The notice to convene a meeting of the Board of Directors shall be dispatched to each Director and each Corporate Auditor on or before three (3) days prior to the date of meeting. Provided, however, that the above period may be shortened in case of urgency.

When all Directors and Audit & Supervisory Board Members give unanimous consent, the meetings of the Board of Directors may be held without the formal convocation procedures.

Article 28. (Omission of Resolution of the Board of Directors)

In the event that the requirements under Article 370 of the Corporate Law are fulfilled, the Company shall deem that resolutions of the Board of Directors have been adopted.

Article 29. (Regulations of the Board of Directors)

Matters relating to the Board of Directors shall be governed by laws and regulations, the Articles of Incorporation as well as the Regulations of the Board of Directors established by the Board of Directors.

Chapter V. Audit & Supervisory Board Members and Audit & Supervisory Board

Article 30. (Number of Audit & Supervisory Board Members)

The Company shall have three (3) or more Audit & Supervisory Board Members.

Article 31. (Election of Audit & Supervisory Board Members)

Audit & Supervisory Board Members shall be elected by resolution of a general meeting of shareholders.

Resolution for appointment of Audit & Supervisory Board Member shall be adopted by an affirmative vote of the majority of voting rights of shareholders present at the general meeting of shareholders, a quorum for which shall be the presence of shareholders with one-third (1/3) of the voting rights exercisable for such meeting.

Article 32. (Effectiveness of election of substitute Audit & Supervisory Board Member)

The effectiveness of the election of substitute Audit & Supervisory Board Members pursuant to Article 329, Paragraph 3 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.

Article 33. (Term of office of Audit & Supervisory Board Members)

The term of office of Audit & Supervisory Board Members shall expire at the close of an ordinary general meeting of shareholders relating to the last business year that ends within four (4) years after their election.

The term of office of Audit & Supervisory Board Members elected to fill vacancies of office of Audit & Supervisory Board Members who shall resign during their terms of office shall expire at the expiration of the terms of office of their respective predecessors.

Article 34. (Full-time Audit & Supervisory Board Members)

The Audit & Supervisory Board shall elect full-time Audit & Supervisory Board Members by its resolution.

Article 35. (Remuneration, etc., for Audit & Supervisory Board Members)

Remuneration, etc., for Audit & Supervisory Board Members shall be determined by resolution of a general meeting of shareholders.

Article 36. (Agreement to limit outside Audit & Supervisory Board Member's liability)

In accordance with Article 427, Paragraph 1 of the Corporate Law, the Company may conclude an agreement with an outside Audit & Supervisory Board Member to limit the amount required to indemnify the Company for damages caused by neglect of duty as the Audit & Supervisory Board Member to the total amount provided by each item of Article 425, Paragraph 1 of the said law.

Article 37. (Notice to convene meetings of the Audit & Supervisory Board)

The notice to convene a meeting of the Audit & Supervisory Board shall be dispatched to each Audit & Supervisory Board Member on or before three (3) days prior to the date of meeting. Provided, however, that the above period may be shortened in case of urgency.

When all Audit & Supervisory Board Members give their unanimous consent, the meetings of the Audit & Supervisory Board may be held without the formal convocation procedures.

Article 38. (Regulations of the Audit & Supervisory Board)

Matters relating to the Audit & Supervisory Board shall be governed by laws and regulations, the Articles of Incorporation as well as the Regulations of the Audit & Supervisory Board established by the Audit & Supervisory Board.

## Chapter VI. Accounts

Article 39. (Business year)

The business year of the Company shall be one (1) year commencing from April 1 of each year until March 31 of the following year.

Article 40. (Dividends on retained earnings)

The Company may pay year-end dividends to the shareholders or to the pledgees for the registered shares who have entered or recorded in the last register of shareholders as of March 31 of each year.

The Company may, by the resolution of the Board of Directors, pay interim dividends to the shareholders or to the pledgees for the registered shares who have been entered or recorded in the last register of shareholders as of September 30 of each year.

In addition to the preceding two paragraphs, the Company may pay dividends on retained earnings by fixing a record date.

Article 41. (Period of exclusion of dividends)

In the event that dividends are paid in cash, if such cash dividends are not claimed for three (3) full years from the day of commencement of payment, the Company shall be relieved of the obligation to make such payment. Unpaid dividends shall bear no interest.