

Independence Standards for Outside Directors

(English Translation)

Below are the independence standards for outside Directors of Astellas Pharma Inc. (“the Company”). They are deemed to have independence from the Company and no potential conflict of interest with ordinary shareholders if none of the following apply:

- (1) Person engaged in business execution¹ of the Company or the Company's subsidiaries (collectively, "the Group"), or person who has been engaged in business execution of the Group at any time in the past 10 years (or for a period of 10 years before appointment to that post if the person has, at any time within the past 10 years, served as a non-executive Director, Audit & Supervisory Board Member or Accounting Advisor of the Group);
- (2) Party for whom the Group is a major business partner² or a person engaged in business execution of such party;
- (3) Major business partner of the Group³ or a person engaged in business execution of such business partner;
- (4) Consultant, accounting professional, or legal professional obtaining large amounts of money or other financial benefits⁴, other than as remuneration of Director from the Group (if such financial benefits are obtained by an incorporated entity, partnership or other organization, this item refers to a person belonging to such organization);
- (5) Person belonging to an auditing firm performing statutory audits of the Group;
- (6) Person receiving donations or grants above a certain threshold⁵ from the Group (if the donations or grants are received by an incorporated entity, partnership or other organization, this item refers to a person engaged in business execution of such organization);
- (7) Person engaged in business execution of a major financial institution⁶ from which the Group has borrowings, or a person engaged in business execution of the parent company or subsidiary of such financial institution;
- (8) Major shareholder⁷ of the Group, or a person engaged in business execution of an incorporated entity that is a major shareholder of the Group;
- (9) Person engaged in business execution of a company in which the Group is a major shareholder;
- (10) Person engaged in business execution of a company accepting directors (whether full or part time) from the Group, or a person engaged in business execution of the parent company or subsidiary of such company;

- (11) Person to whom any of Items (2) through (10) apply during the most recent 3 years; and
- (12) Relative of a person to whom any of Items (1) through (11) apply (limited to a person in an important position⁸).⁹

¹ "Person engaged in business execution" refers to a "person engaged in business execution" as defined in Section 2.3.6 of the Ordinance for Enforcement of the Companies Act, and includes both executive directors and employees. It does not include audit & supervisory board members.

² "Party for whom the Group is a major business partner" refers to a business partner group (namely, a corporate group comprising a direct business partner, its parent company or subsidiary, or subsidiaries of the parent company; the same shall apply hereinafter.) that provides the Group with products or services for which the transaction value in the most recent business year exceeds 2% of such business partner group's annual consolidated sales

³ "Major business partner of the Group" refers to a business partner group to which the Group provides products or services for which the transaction value in the most recent business year exceeds 2% of the Group's annual consolidated sales

⁴ "Large amounts of money or other financial benefits" refers to money or other financial benefits in excess of 10 million yen, excluding remuneration of Director, for the most recent business year (if such financial benefits are obtained by an incorporated entity, partnership or other organization, it refers to money or other financial benefits in excess of 2% of such organization's total income for the most recent business year).

⁵ "Donations or grants above a certain threshold" refers to donations or grants in excess of the higher of 10 million yen on average for the most recent 3 business years or 2% of total income of such person/organization for the most recent business year.

⁶ "Major financial institution" refers to a financial institution from which total borrowings at the end of the most recent business year exceeds 2% of the Company's consolidated gross assets.

⁷ "Major shareholder" refers to a shareholder holding 10% or more of voting rights (including direct and indirect holdings).

⁸ "Person in an important position" refers to a director (excluding outside directors); executive officer; corporate executive; employee in a management position at the level of department head or higher; certified public accountant in an auditing firm or accounting office; attorney in a law firm; councillor, director, auditor or other officer in an incorporated foundation, incorporated association, educational institution or other incorporated entity; or other person objectively and reasonably deemed to be in a position of similar importance.

⁹ "Relative" refers to a spouse or person within the second degree of consanguinity.