

## Press Release

### Partial Amendments to the Articles of Incorporation

TOKYO, May 11, 2018 - Astellas Pharma Inc. (TSE: 4503, President and CEO: Kenji Yasukawa, Ph.D., “Astellas”) today announced that at a meeting of the Board of Directors held today, it resolved to propose the “Partial Amendments to the Articles of Incorporation” to the 13th Term Annual Shareholders Meeting to be held on June 15, 2018, as stated below.

#### 1. Purpose and Reason for Amendments to the Articles of Incorporation

The Company has decided to transition to a company with an Audit & Supervisory Committee, as has already been announced in the press release made on January 31, 2018 (URL: <https://www.astellas.com/jp/en/news/10311>), in order to further enhance and strengthen the corporate governance system and to realize sustainable improvement of enterprise value. Accordingly, and in order to prepare for possible future business development, the Company proposes to amend the Articles of Incorporation of the Company as follows.

- In order to transition to a company with an Audit & Supervisory Committee, the Company will make necessary amendments including the establishment of new provisions concerning the Audit & Supervisory Committee and Audit & Supervisory Committee Members, and the deletion of provisions concerning Audit & Supervisory Board and Audit & Supervisory Board Members.
- In line with the transition to a company with an Audit & Supervisory Committee, the Company will make necessary amendments including amendments to provisions concerning the number of Directors and their election, term of office, and remuneration; and including the establishment of new provisions concerning delegating decisions regarding important business execution to a Director in order to enable agile decision-making and business execution. At the same time, the Company will amend the scope of the agreements to limit liability so that Directors who do not execute business can fulfill their expected roles adequately.
- Also, the Company will add new business purposes in order to prepare for future business development.

## 2.Details of Amendments

The details of amendments are as set forth in the Attachment.

## 3.Schedule of Amendments

These amendments to the Articles of Incorporation shall take effect at the conclusion of the 13th Term Annual Shareholders Meeting to be held in June 15, 2018,

Attachment

(Underlined portions are amended)

Current Articles of Incorporation	Proposed Amendments
<p style="text-align: center;">Chapter I. General Provisions</p> <p>Article 1. (Text omitted)</p> <p>Article 2.(Purpose)</p> <p>The purpose of the Company shall be to engage in the following businesses:</p> <p>1. – 6. (Text omitted)</p> <p style="padding-left: 40px;">(Newly established)</p> <p style="padding-left: 40px;">(Newly established)</p> <p><u>7. – 18.</u> (Text omitted)</p> <p>Article 3. (Text omitted)</p> <p>Article 4.(Organization)</p> <p>The Company shall establish the following organizations in addition to the general meeting of shareholders and the Directors.</p> <p>1. Board of Directors</p> <p>2. <u>Audit &amp; Supervisory Board Members</u></p> <p><u>3. Audit &amp; Supervisory Board</u></p> <p><u>4.</u> Financial Auditors</p>	<p style="text-align: center;">Chapter I. General Provisions</p> <p>Article 1. (Unchanged)</p> <p>Article 2.(Purpose)</p> <p>The purpose of the Company shall be to engage in the following businesses:</p> <p>1. – 6. (Unchanged)</p> <p><u>7. Collection, analysis, and provision of healthcare information, and other related business;</u></p> <p><u>8. Support and consultation related to health management, and other related business;</u></p> <p><u>9. – 20.</u> (Unchanged)</p> <p>Article 3. (Unchanged)</p> <p>Article 4.(Organization)</p> <p>The Company shall establish the following organizations in addition to the general meeting of shareholders and the Directors.</p> <p>1. Board of Directors</p> <p>2. <u>Audit &amp; Supervisory Committee</u></p> <p style="padding-left: 40px;">(Deleted)</p> <p><u>3.</u> Financial Auditors</p>

Current Articles of Incorporation	Proposed Amendments
<p>Article 5. (Text omitted)</p> <p style="text-align: center;">Chapter II. Shares</p> <p>Articles 6. – 12. (Text omitted)</p> <p style="text-align: center;">Chapter III. General Meetings of Shareholders</p> <p>Articles 13. – 19. (Text omitted)</p> <p style="text-align: center;">Chapter IV. Directors and Board of Directors</p> <p>Article 20. (Number of Directors)</p> <p>The Company shall have <u>three (3) or more</u> Directors.</p> <p style="text-align: center;">(Newly established)</p> <p>Article 21. (Election of Directors)</p> <p>Directors shall be elected by resolution of a general meeting of shareholders.</p>	<p>Article 5. (Unchanged)</p> <p style="text-align: center;">Chapter II. Shares</p> <p>Articles 6. – 12. (Unchanged)</p> <p style="text-align: center;">Chapter III. General Meetings of Shareholders</p> <p>Articles 13. – 19. (Unchanged)</p> <p style="text-align: center;">Chapter IV. Directors and Board of Directors</p> <p>Article 20. (Number of Directors)</p> <p>The Company shall have <u>not more than nine (9) Directors (excluding Directors who are Audit &amp; Supervisory Committee Members)</u>.</p> <p><u>The number of Directors who are Audit &amp; Supervisory Committee Members shall be not more than five (5).</u></p> <p>Article 21. (Election of Directors)</p> <p>Directors shall be elected by resolution of a general meeting of shareholders, <u>while making a distinction between Directors who are Audit &amp; Supervisory Committee Members and other Directors.</u></p>

Current Articles of Incorporation	Proposed Amendments
2.(Text omitted)	2.(Unchanged)
3.(Text omitted)	3.(Unchanged)
<p>Article 22.(Term of office of Directors)</p> <p>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) year after their election.</p>	<p>Article 22.(Term of office of Directors)</p> <p>The term of office of Directors <u>(excluding Directors who are Audit &amp; Supervisory Committee Members)</u> shall expire at the close of an ordinary general meeting of shareholders relating to the last business year that ends within one (1) year after their election.</p>
2.(Newly established)	<p><u>The term of office of Directors who are Audit &amp; Supervisory Committee Members shall expire at the close of an ordinary general meeting of shareholders relating to the last business year that ends within two (2) years after their election.</u></p>
3.(Newly established)	<p><u>The term of office of a Director who is an Audit &amp; Supervisory Committee Member that is elected to fill a vacancy of office of a Director who is an Audit &amp; Supervisory Committee Member and who resigned before the expiration of his or her term of office, shall expire at the expiration of the term of office of the resigned Director who is an Audit &amp; Supervisory Committee Member.</u></p>
4.(Newly established)	<p><u>The effectiveness of the election of a substitute Director who is an Audit &amp; Supervisory Committee Member pursuant to Article 329, Paragraph 3 of the Corporate Law shall continue until the start of the ordinary general meeting of shareholders relating to the last business year that ends within two (2) years after his or her election.</u></p>

Current Articles of Incorporation	Proposed Amendments
<p>Article 23.(Representative Directors)</p> <p>The Board of Directors shall elect Representative Directors by its resolution.</p>	<p>Article 23.(Representative Directors)</p> <p>The Board of Directors shall elect Representative Directors by its resolution <u>from among the Directors (excluding Directors who are Audit &amp; Supervisory Committee Members).</u></p>
<p>Article 24.(Directors with executive power)</p> <p>The Board of Directors may, by its resolutions, elect one (1) President and Director and several Chairmen of the Board of Directors, Vice Chairmen and Directors, Executive Vice Presidents and Directors.</p>	<p>Article 24.(Directors with executive power)</p> <p>The Board of Directors may, by its resolutions, elect one (1) President and Director and several Chairmen of the Board of Directors, Vice Chairmen and Directors, Executive Vice Presidents and Directors <u>from among the Directors (excluding Directors who are Audit &amp; Supervisory Committee Members).</u></p>
<p>Article 25.(Remuneration, etc. for Directors)</p> <p>Remuneration, bonuses and other material benefits for Directors that are received from the Company in consideration of execution of the duties of the Director (<u>hereinafter referred to as the “remuneration, etc.”</u>) shall be determined by resolution of a general meeting of shareholders.</p>	<p>Article 25.(Remuneration, etc. for Directors)</p> <p>Remuneration, bonuses and other material benefits for Directors that are received from the Company in consideration of execution of the duties of the Director shall be determined by resolution of a general meeting of shareholders, <u>while making a distinction between Directors who are Audit &amp; Supervisory Committee Members and other Directors.</u></p>
<p>Article 26.(Agreement to limit <u>outside</u> Director’s liability)</p> <p>In accordance with Article 427, Paragraph 1 of the Corporate Law, the Company may conclude an agreement with <u>an outside</u> Director to limit the amount required to indemnify the Company for damages caused by neglect of duty as the Director to</p>	<p>Article 26.(Agreement to limit Director’s liability)</p> <p>In accordance with Article 427, Paragraph 1 of the Corporate Law, the Company may conclude an agreement with Directors <u>(excluding executive Directors, etc.)</u> to limit the amount required to indemnify the Company for damages caused by neglect of</p>

Current Articles of Incorporation	Proposed Amendments
<p>the total amount provided by each item of Article 425, Paragraph 1 of the said law.</p> <p>Article 27.(Notice to convene meetings of the Board of Directors)</p> <p>The notice to convene a meeting of the Board of Directors shall be dispatched to each Director <u>and each Audit &amp; Supervisory Board Member</u> 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.</p> <p>When all Directors <u>and Audit &amp; Supervisory Board Members</u> give unanimous consent, the meetings of the Board of Directors may be held without the formal convocation procedures.</p> <p>Article 28.(Omission of Resolution of the Board of Directors)</p> <p>(Text omitted)</p> <p>(Newly established)</p> <p>Article <u>29</u>.(Regulations of the Board of Directors)</p> <p>(Text omitted)</p>	<p>duty as the Director to the total amount provided by each item of Article 425, Paragraph 1 of the said law.</p> <p>Article 27.(Notice to convene meetings of the Board of Directors)</p> <p>The notice to convene a meeting of the Board of Directors shall be dispatched to each Director 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.</p> <p>When all Directors give unanimous consent, the meetings of the Board of Directors may be held without the formal convocation procedures.</p> <p>Article 28.(Omission of Resolution of the Board of Directors)</p> <p>(Unchanged)</p> <p><u>Article 29.(Delegation of decision regarding important business execution)</u></p> <p><u>The Company may delegate all or part of decisions regarding important business execution (excluding matters set forth in each item of Article 399-13, Paragraph 5 of the Corporate Law) to a Director by resolution of the Board of Directors.</u></p> <p>Article <u>30</u>.(Regulations of the Board of Directors)</p> <p>(Unchanged)</p>

Current Articles of Incorporation	Proposed Amendments
<p style="text-align: center;">Chapter V.</p> <p style="text-align: center;"><u>Audit &amp; Supervisory Board Members and Audit &amp; Supervisory Board</u></p> <p><u>Article 30. (Number of Audit &amp; Supervisory Board)</u></p> <p><u>The Company shall have three (3) or more Audit &amp; Supervisory Board Members.</u></p> <p><u>Article 31. (Election of Audit &amp; Supervisory Board Members)</u></p> <p><u>Audit &amp; Supervisory Board Members shall be elected by resolution of a general meeting of shareholders.</u></p> <p><u>Resolution for appointment of Audit &amp; 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.</u></p> <p><u>Article 32. (Effectiveness of election of substitute Audit &amp; Supervisory Board Member)</u></p> <p><u>The effectiveness of the election of substitute Audit &amp; 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.</u></p>	<p style="text-align: center;">Chapter V.</p> <p style="text-align: center;"><u>Audit &amp; Supervisory Committee</u></p> <p style="text-align: center;">(Deleted)</p> <p style="text-align: center;">(Deleted)</p> <p style="text-align: center;">(Deleted)</p> <p style="text-align: center;">(Deleted)</p>

Current Articles of Incorporation	Proposed Amendments
<p><u>Article 33.(Term of office of Audit &amp; Supervisory Board Members)</u></p> <p><u>The term of office of Audit &amp; 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.</u></p> <p><u>The term of office of Audit &amp; Supervisory Board Members elected to fill vacancies of office of Audit &amp; 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.</u></p> <p><u>Article 34.(Full-time Audit &amp; Supervisory Board Members)</u></p> <p><u>The Audit &amp; Supervisory Board shall elect Standing Audit &amp; Supervisory Board Members by its resolution.</u></p> <p><u>Article 35. (Remuneration, etc., for Audit &amp; Supervisory Board Members)</u></p> <p><u>Remuneration, etc., for Audit &amp; Supervisory Board Members shall be determined by resolution of a general meeting of shareholders.</u></p> <p><u>Article 36.(Agreement to limit outside Audit &amp; Supervisory Board Member's liability)</u></p> <p><u>In accordance with Article 427, Paragraph 1 of the Corporate Law, the Company may conclude an agreement with an outside Audit &amp; Supervisory Board Member to limit the amount required to indemnify the</u></p>	<p>(Deleted)</p> <p>(Deleted)</p> <p><u>Article 31.(Full-time Audit &amp; Supervisory Committee Members)</u></p> <p><u>The Audit &amp; Supervisory Committee may elect Standing Audit &amp; Supervisory Committee Members by its resolution.</u></p> <p>(Deleted)</p> <p>(Deleted)</p>

Current Articles of Incorporation	Proposed Amendments
<p><u>Company for damages caused by neglect of duty as the Audit &amp; Supervisory Board Member to the total amount provided by each item of Article 425, Paragraph 1 of the said law.</u></p> <p>Article <u>37</u>. (Notice to convene meetings of the <u>Audit &amp; Supervisory Board</u>)</p> <p>The notice to convene a meeting of the <u>Audit &amp; Supervisory Board</u> shall be dispatched to each <u>Audit &amp; Supervisory Board Member</u> 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.</p> <p>When all <u>Audit &amp; Supervisory Board Members</u> give their unanimous consent, the meetings of the <u>Audit &amp; Supervisory Board</u> may be held without the formal convocation procedures.</p> <p>Article <u>38</u>. (Regulations of the <u>Audit &amp; Supervisory Board</u>)</p> <p>Matters relating to the <u>Audit &amp; Supervisory Board</u> shall be governed by laws and regulations, the Articles of Incorporation as well as the Regulations of the <u>Audit &amp; Supervisory Board</u> established by the <u>Audit &amp; Supervisory Board</u>.</p> <p style="text-align: center;">Chapter VI. Accounts</p> <p>Articles <u>39</u>. – <u>41</u>. (Text omitted)</p>	<p>Article <u>32</u>. (Notice to convene meetings of the <u>Audit &amp; Supervisory Committee</u>)</p> <p>The notice to convene a meeting of the <u>Audit &amp; Supervisory Committee</u> shall be dispatched to each <u>Audit &amp; Supervisory Committee Member</u> 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.</p> <p>When all <u>Audit &amp; Supervisory Committee Members</u> give their unanimous consent, the meetings of the <u>Audit &amp; Supervisory Committee</u> may be held without the formal convocation procedures.</p> <p>Article <u>33</u>. (Regulations of the <u>Audit &amp; Supervisory Committee</u>)</p> <p>Matters relating to the <u>Audit &amp; Supervisory Committee</u> shall be governed by laws and regulations, the Articles of Incorporation as well as the Regulations of the <u>Audit &amp; Supervisory Committee</u> established by the <u>Audit &amp; Supervisory Committee</u>.</p> <p style="text-align: center;">Chapter VI. Accounts</p> <p>Articles <u>34</u>. – <u>36</u>. (Unchanged)</p>

Current Articles of Incorporation	Proposed Amendments
	<p style="text-align: center;"><u>Supplementary Provision</u></p> <p><u>(Transitional measure regarding Limited Liability Agreements with outside Audit &amp; Supervisory Board Members before transition to a company with an Audit &amp; Supervisory Committee)</u></p> <p><u>The agreements limiting the liability of outside Audit &amp; Supervisory Board Members (including those who had been outside Audit &amp; Supervisory Board Members) for their actions prior to the close of the ordinary general meeting of shareholders for the business year ended March 31, 2018, pursuant to Article 423 Paragraph 1 of the Corporate Law, will continue to be governed by Article 36 of the Articles of Incorporation prior to the amendment made by the resolution of the same ordinary general meeting of shareholders.</u></p>

**About Astellas**

Astellas Pharma Inc., based in Tokyo, Japan, is a company dedicated to improving the health of people around the world through the provision of innovative and reliable pharmaceutical products. We focus on Urology, Oncology, Immunology, Nephrology and Neuroscience as prioritized therapeutic areas while advancing new therapeutic areas and discovery research leveraging new technologies/modalities. We are also creating new value by combining internal capabilities and external expertise in the medical/healthcare business. Astellas is on the forefront of healthcare change to turn innovative science into value for patients. For more information, please visit our website at <https://www.astellas.com/en>.

**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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