

December 16, 2005

Astellas Pharma Inc.  
sanofi-aventis Group Japan

**CO-PROMOTION AGREEMENT BETWEEN  
ASTELLAS AND SANOFI-AVENTIS GROUP JAPAN  
FOR HYPNOTIC MYSLEE®(zolpidem tartrate)**

Astellas Pharma Inc. (hereafter: “Astellas”, Headquarters: Tokyo, President and CEO: Toichi Takenaka) and sanofi-aventis Group Japan (hereafter: “sanofi-aventis”, Headquarters: Tokyo, President: Philippe Fauchet) have agreed to start co-promotion of the non-benzodiazepine hypnotic “Myslee® Tablets 5mg/10mg” (generic name: zolpidem tartrate) starting from April 2006.

Myslee was developed by Fujisawa Sanofi-Synthelabo Co., Ltd, a joint-venture company (JV) established by Fujisawa (now Astellas) and sanofi-aventis. The JV also has ownership of the rights for Myslee in Japan, while Astellas holds the distribution rights to the drug in Japan. Astellas has marketed the drug since its launch in December 2000. Under the new agreement, Astellas and sanofi-aventis will start co-promotion in April 2006, and aim to further expand the market leadership of Myslee in the Japanese market. Astellas will continue to be responsible for the drug’s manufacturing, distribution, and commercialization.

Zolpidem tartrate is a non-benzodiazepine hypnotic with an imidazopyridine structure, and was discovered by the French company Synthelabo (now sanofi-aventis) in 1980. It is the world’s leading hypnotic with more than 12 billion treatment nights since launch. Unlike benzodiazepine hypnotics, which interact non-selectively with many sub-types of GABA receptors, Myslee acts selectively. It does not interfere with the normal sleep rhythm, providing patients with a natural and restful sleep. Myslee leaves the system quickly so patients are more likely to wake the next morning feeling rested and refreshed. In addition, it has a lower potential for abuse compared to benzodiazepines. Myslee was first launched in France in 1988 by sanofi-aventis, available in nearly 100 countries, under product names, Ambien and Stilnox. In Japan, Myslee has been the leader in the hypnotic market since 2003.

**About Insomnia:**

Insomnia is a sleep disorder characterized by an inability to sleep and/or to remain asleep for a reasonable period during the night. Lack of sleep can severely impact performance and overall health. In Japan, over 10million peoples suffer from insomnia.

**About Astellas Pharma Inc.**

Astellas Pharma Inc., located in Tokyo, Japan, is a pharmaceutical company dedicated to improving the health of people around the world through the provision of innovative and reliable pharmaceutical products. In April 2005, the company was formed through the merger of Fujisawa Pharmaceutical Co., Ltd. and Yamanouchi Pharmaceutical Co., Ltd. The organization is committed to becoming a global mega pharmaceutical company by combining outstanding R&D and marketing capabilities and continuing to grow in the world pharmaceutical market.

**About sanofi-aventis**

The sanofi-aventis Group is the world's third largest pharmaceutical company, ranking number one in Europe. Backed by a world-class R&D organization, sanofi-aventis is developing leading positions in seven major therapeutic areas: cardiovascular, thrombosis, oncology, metabolic diseases, central nervous system, internal medicine, and vaccines. The sanofi-aventis Group is listed in Paris (EURONEXT: SAN) and in New York (NYSE: SNY)

Sanofi-aventis Group Japan will be legally integrated as "sanofi-aventis K.K." on January 1, 2006.

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