

May 13, 2009

## **Issuance of Stock Acquisition Rights for Stock Option Scheme as Stock-Linked Compensation Plan**

Japan, May 13, 2009 - Astellas Pharma Inc. (Headquarters: Tokyo; President and CEO: Masafumi Nogimori, hereinafter called the “the Company”) today announced that at the meeting of the Board of Directors held today, the Company resolved that a proposal, “Provision of Remuneration to Directors of the Board as a Group for Stock Option Scheme as Stock-Linked Compensation Plan,” described in Particulars below, will be submitted to the 4th Ordinary General Meeting of Shareholders scheduled to be held on June 23, 2009.

The Company will issue stock acquisition rights to Directors of the Board of the Company for a stock option scheme as stock-linked compensation plan in order to enhance motivation and morale for improving corporate value by raising sensitivity to the stock price and the business results of the Company, and to share the benefits and risks arising from the rise and fall of stock price with its shareholders.

In addition, the Company plans to issue stock acquisition rights to Corporate Executive for the same stock option scheme as stock-linked compensation plan.

### Particulars

With respect to the remuneration to the Directors of the Board, the Company has established a compensation system that is linked to the enhancement of the corporate value. As part of this system, a stock option scheme as stock-linked compensation plan by way of issuing stock acquisition rights to Directors of the Board (except outside Directors) of the Company has been implemented since the 1st term fiscal year ended March 31, 2006, with the exercise price of the stock acquisition rights being ¥1 per share.

The Company proposes to pay monetary remuneration to the Directors of the Board as a group (except outside Directors) in an amount not exceeding yearly ¥125,000,000 (an amount obtained by multiplying the fair value of one stock acquisition right to be allotted by the total number of stock acquisition rights, not exceeding 485, to be allotted) for the stock acquisition rights to be issued to the Directors of the Board (except outside Directors) during the 5th term fiscal year (from April 1, 2009 to March 31, 2010), the details of which are stated below, on the condition that the amount to be paid by such Directors of the Board in exchange for the stock acquisition rights, on one hand, and the aforesaid remuneration payable by the Company to such Directors of the Board, on the other hand, will be offset against each other.

With respect to this proposal, the Company requests the shareholders’ approval, in addition to the remuneration to the Directors of the Board as a group (an amount not exceeding yearly ¥550,000,000), which was approved at the 92nd Ordinary General Meeting of Shareholders held on June 24, 2005.

When the Proposal “Election of Five (5) Directors of the Board” is approved as originally proposed, the total number of Directors of the Board (except outside Directors) at the closing of this Ordinary General Meeting of Shareholders shall be three (3).

## Details of Stock Acquisition Rights

1. Number of shares issued upon exercise of stock acquisition rights:

The number of shares to be issued upon exercise of one stock acquisition right (the “number of allotted shares”) is 100 shares of common stock of the Company.

In the event that the number of allotted shares stated above is required to be adjusted due to, among other reasons, a stock division (including a gratis allotment of shares of common stock of the Company) or stock consolidation made by the Company, the Company may adjust the allotted shares to a reasonable extent.

2. Amount of cash to be contributed upon exercise of stock acquisition rights:

The means of contribution upon exercise of stock acquisition rights shall be cash, and the amount of cash to be contributed upon exercise of one stock acquisition right shall be an amount obtainable by multiplying ¥1 by the number of allotted shares.

3. Exercise period of stock acquisition rights:

To be resolved at a meeting of the Board of Directors of the Company to fall within the period from June 24, 2009 to June 23, 2029 (both days inclusive).

4. Conditions for exercise of stock acquisition rights:

- (1) The holders of stock acquisition rights may only exercise the right on and after the date immediately following the date when they lose their positions as both Directors of the Board and Corporate Executive of the Company.
- (2) Each stock acquisition right may not be partially exercised.
- (3) Other conditions of exercising the rights shall be resolved at the meeting of the Board of Directors of the Company.

5. Restrictions on transfer of stock acquisition rights:

Any transfer of stock acquisition rights shall be subject to approval of the Board of Directors of the Company.

6. Other details of stock acquisition rights:

The details relating to items 1 to 5 and other matters not stated in items 1 to 5 above shall be resolved at the meeting of the Board of Directors of the Company.

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