

May 12, 2010

Partial Amendments to the Articles of Incorporation

Japan, May 12, 2010 - Astellas Pharma Inc. (Headquarters: Tokyo; President and CEO: Masafumi Nogimori, hereinafter called “the Company”) today announced that at the meeting of the Board of Directors held today the Company resolved that a proposal, “Partial Amendments to the Articles of Incorporation”, will be submitted to the 5th Term Ordinary General Meeting of Shareholders scheduled to be held on June 23, 2010.

Particulars

1. Reasons for proposal

- (1) With a view to further clarify the responsibility of the corporate management, and to fortify the corporate governance, the Company will make necessary amendments to shorten the term of office of Directors from two years to one. (Proposed amendment to Article 22)
- (2) The Company will make necessary amendments to abolish some positions of Directors with executive power. (Proposed amendment to Article 24)
- (3) The Company has already abolished the system to appoint Corporate Advisors, and will abolish the system to appoint Senior Advisors on June 30, 2010. Therefore, the Company will delete the Chapter VI and Article 39 of the present Articles of Incorporation, and accordingly, change the number of articles onward.

2. Details of proposed amendments

Details of the proposed amendments are shown in the following table. The amendments of the Articles of Incorporation pertaining to the shortening of the term of office of Directors shall be effective at the close of the 5th Term Ordinary General Meeting of Shareholders, and the amendments of the Articles of Incorporation pertaining to the abolishment of the system to appoint Corporate Advisors and the system to appoint Senior Advisors shall be effective on July 1, 2010.

(The amended parts are underlined)

Present Articles of Incorporation	Proposed amendments
<p>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 <u>two (2) years</u> after their election. The term of office of Directors elected to fill vacancies of office of Directors who shall resign during their terms of office shall expire at the expiration of the terms of office of their respective predecessors.</p> <p>Article 23. (Provisions omitted)</p>	<p>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 <u>one (1) year</u> after their election.</p> <p>(To be deleted)</p> <p>Article 23. (Unchanged)</p>
<p>Article 24. (Directors with executive power) 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>Senior Managing Directors and Managing Directors.</u></p> <p>Article 25 - 38 (Provisions omitted)</p> <p><u>Chapter VI. Corporate Advisors and Senior Advisors</u></p> <p><u>Article 39. (Corporate Advisors and Senior Advisors)</u> <u>Corporate Advisors and Senior Advisors may be appointed by resolutions of the Board of Directors.</u></p> <p>Chapter <u>VII</u>. Accounts</p> <p>Article <u>40</u> - <u>42</u> (Provisions omitted)</p>	<p>Article 24. (Directors with executive power) 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, <u>and</u> Executive Vice Presidents and Directors.</p> <p>Article 25 - 38 (Unchanged)</p> <p>(To be deleted)</p> <p>(To be deleted)</p> <p>Chapter <u>VI</u>. Accounts</p> <p>Article <u>39</u> - <u>41</u> (Unchanged)</p>

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