

*Notice: This is a translation of a notice in Japanese and is made solely for the convenience of foreign shareholders. In the case of any discrepancy between the translation and the Japanese original, the latter shall prevail.*

[Translation]

## **Results of the Exercise of Voting Rights of the 13th Term Annual Shareholders Meeting**

The results of the exercise of voting rights of the 13th Term Annual Shareholders Meeting of Astellas Pharma Inc. (the “Company”) held on June 15, 2018 are as follows.

### 1. Details of matters to be reported

First Proposal : Appropriation of Retained Earnings

Concerning the year-end dividend

18 yen per share of common stock of the Company

Second Proposal : Partial Amendment to the Articles of Incorporation

According to transition to a company with an Audit & Supervisory Committee, and in order to prepare for future business development, the Company proposes to amend the Articles of Incorporation.

Third Proposal : Election of five (5) Directors (excluding Directors who are Audit & Supervisory Committee Members)

To elect Mr. Yoshihiko Hatanaka, Dr. Kenji Yasukawa, Dr. Yoshiharu Aizawa, Mr. Mamoru Sekiyama, and Ms. Keiko Yamagami

Fourth Proposal : Election of five (5) Directors who are Audit & Supervisory Committee Members

To elect Mr. Tomokazu Fujisawa, Ms. Hiroko Sakai, Mr. Hitoshi Kanamori, Mr. Noriyuki Uematsu, and Mr. Hiroo Sasaki

Fifth Proposal : Election of One (1) substitute Director who is an Audit & Supervisory Committee Member

To elect Ms. Haruko Shibumura

Sixth Proposal : Determination of amounts of remuneration for Directors (excluding Directors who are Audit & Supervisory Committee Members)

Seventh Proposal : Determination of amounts of remuneration for Directors who are Audit & Supervisory Committee Members

Eighth Proposal : Provision of remuneration to Directors (excluding Directors who are Audit & Supervisory Committee Members) through stock compensation scheme

Ninth Proposal : Provision of bonus to Directors

2. Numbers of voting rights for approval of, against and abstaining from each of the matters to be resolved, requirements for each of the matters to be resolved to be approved and the results for each resolution

Matters to be resolved	Approval	Against	Abstention	Proportion of approval	Result	Approval requirements
First Proposal	15,528,115	7,609	673	99.0%	Approval	Note 1)
Second Proposal	15,476,357	59,162	936	98.7%	Approval	Note 2)
Third Proposal						
Yoshihiko Hatanaka	15,294,739	240,980	673	97.5%	Approval	Note 3)
Kenji Yasukawa	15,324,572	211,147	673	97.7%	Approval	
Yoshiharu Aizawa	15,418,211	117,509	673	98.3%	Approval	
Mamoru Sekiyama	15,418,665	117,055	673	98.3%	Approval	
Keiko Yamagami	15,418,936	116,784	673	98.3%	Approval	
Fourth Proposal						
Tomokazu Fujisawa	14,913,583	622,137	673	95.1%	Approval	Note 3)
Hiroko Sakai	14,928,965	606,755	673	95.2%	Approval	
Hitoshi Kanamori	15,356,504	179,226	673	97.9%	Approval	
Noriyuki Uematsu	15,358,037	177,693	673	97.9%	Approval	
Hiroo Sasaki	15,357,405	178,325	673	97.9%	Approval	
Fifth Proposal	15,469,905	65,843	673	98.6%	Approval	Note 3)
Sixth Proposal	15,434,236	82,172	20,007	98.4%	Approval	Note 1)
Seventh Proposal	15,492,623	35,301	8,492	98.8%	Approval	Note 1)
Eighth Proposal	15,336,447	77,368	122,584	97.8%	Approval	Note 1)
Ninth Proposal	15,227,329	162,993	146,025	97.1%	Approval	Note 1)

Note 1) Approval requires a majority of the voting rights of shareholders in attendance and able to exercise voting rights.

2) Approval requires the attendance of shareholders possessing at least one third of the voting rights of shareholders who are able to exercise voting rights and at least two third of the voting rights of shareholders in attendance.

3) Approval requires the attendance of shareholders possessing at least one third of the voting rights of shareholders who are able to exercise voting rights and a majority of the voting rights of shareholders in attendance.

3. Reason for not adding some of the voting rights of shareholders who attended the Annual Shareholders Meeting to number of voting rights

The requirements for approval of the resolutions were met by the total number of the advance voting by the day prior to the date of this Annual Shareholders Meeting and the voting at the meeting received from certain shareholders whose approval or otherwise of the resolutions could be confirmed, and the resolutions were thus passed legally in accordance with the Corporate Law. Therefore, the number of voting rights whose intention of approval, against or abstention was not confirmed has not been added to the overall totals.