

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 14th Term Annual Shareholders Meeting

The results of the exercise of voting rights of the 14th Term Annual Shareholders Meeting of Astellas Pharma Inc. (the “Company”) held on June 18, 2019 are as follows.

1. Details of matters to be reported

- First Proposal: Appropriation of Retained Earnings
Concerning the year-end dividend
19 yen per share of common stock of the Company
- Second Proposal: Partial Amendment to the Articles of Incorporation
The Company proposes to amend the Articles of Incorporation to enable distribution of dividends on retained earnings, etc. to be made upon resolution of the Board of Directors, in order to make distribution of dividends on retained earnings, etc. in a flexible manner.
- Third Proposal: Election of Seven (7) Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)
To elect Mr. Yoshihiko Hatanaka, Dr. Kenji Yasukawa, Mr. Naoki Okamura, Mr. Mamoru Sekiyama, Ms. Keiko Yamagami, Dr. Hiroshi Kawabe, and Mr. Tatsuro Ishizuka
- Fourth Proposal: Election of One (1) Director Who Is an Audit & Supervisory Committee Member
To elect Ms. Haruko Shibumura
- Fifth Proposal: Election of One (1) Substitute Director Who Is an Audit & Supervisory Committee Member
To elect Mr. Raita Takahashi
- Sixth Proposal: Determination of Amounts of Remuneration for Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)
- Seventh Proposal: Provision of Remuneration to Directors (Excluding Directors Who Are Audit & Supervisory Committee Members) Through Stock Compensation Scheme
- Eighth Proposal: Provision of Bonus to Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)

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	14,879,771	8,131	13,070	99.2%	Approval	Note 1)
Second Proposal	13,831,063	1,056,888	13,070	92.2%	Approval	Note 2)
Third Proposal						
Yoshihiko Hatanaka	14,410,433	477,451	13,070	96.0%	Approval	Note 3)
Kenji Yasukawa	14,404,943	482,941	13,070	96.0%	Approval	
Naoki Okamura	14,643,097	244,788	13,070	97.6%	Approval	
Mamoru Sekiyama	14,747,468	140,417	13,070	98.3%	Approval	
Keiko Yamagami	14,749,215	138,670	13,070	98.3%	Approval	
Hiroshi Kawabe	14,713,687	174,198	13,070	98.1%	Approval	
Tatsuro Ishizuka	14,730,783	157,102	13,070	98.2%	Approval	
Fourth Proposal	14,800,863	87,049	13,070	98.7%	Approval	Note 3)
Fifth Proposal	14,867,877	20,048	13,070	99.1%	Approval	Note 3)
Sixth Proposal	14,781,356	90,140	29,532	98.5%	Approval	Note 1)
Seventh Proposal	14,824,502	56,078	20,445	98.8%	Approval	Note 1)
Eighth Proposal	14,760,423	116,723	23,760	98.4%	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.