

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]

(Securities Code 4503)

June 15, 2018

To: Shareholders

Notice of Resolutions Adopted at the 13th Term Annual Shareholders Meeting

Dear Madam/Sir:

You are hereby notified that at the 13th Term Annual Shareholders Meeting of Astellas Pharma Inc. (the “Company”) held today, the following reports and resolutions were made.

Yours faithfully,

By: Kenji Yasukawa
Representative Director,
President and CEO
Astellas Pharma Inc.
2-5-1, Nihonbashi-Honcho, Chuo-ku
Tokyo, Japan

Particulars

Matters reported:

1. Report on the Business Report, Consolidated Financial Statements and Financial Statements for the 13th Term Business Year (from April 1, 2017 to March 31, 2018);
2. Report on the Results of Audit by Financial Auditors and the Audit & Supervisory Board for Consolidated Financial Statements for the 13th Term Business Year (from April 1, 2017 to March 31, 2018)

The above matters were reported.

Matters resolved:

First Proposal:

Appropriation of Retained Earnings

This proposal was approved as originally proposed.

It was decided that the year-end dividend should be ¥18 per share of common stock of the Company, ¥35,594,098,974 in total amount, and the effective date should be June 18, 2018.

Second Proposal:

Partial Amendment to the Articles of Incorporation

This proposal was approved as originally proposed.

Matters concerning the transition to a company with an Audit & Supervisory Committee, the addition of new businesses to the Purpose of the Company, and other necessary amendments were made to the Articles of Incorporation.

The full text of the amended Articles of Incorporation is available on the Company's website.

(<https://www.astellas.com/jp/en/investors/stock-rating-information>)

Third Proposal:

Election of Five (5) Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)

This proposal was approved as originally proposed, and the five (5) candidates, Mr. Yoshihiko Hatanaka, Dr. Kenji Yasukawa, Dr. Yoshiharu Aizawa, Mr. Mamoru Sekiyama, and Ms. Keiko Yamagami were elected as Directors (excluding Directors who are Audit & Supervisory Committee Members) and they assumed

their offices.

Dr. Yoshiharu Aizawa, Mr. Mamoru Sekiyama, and Ms. Keiko Yamagami are outside Directors.

Fourth Proposal: Election of Five (5) Directors Who Are Audit & Supervisory Committee Members

This proposal was approved as originally proposed, and the five (5) candidates, Mr. Tomokazu Fujisawa, Ms. Hiroko Sakai, Mr. Hitoshi Kanamori, Mr. Noriyuki Uematsu, and Mr. Hiroo Sasaki were elected as Directors who are Audit & Supervisory Committee Members and they assumed their offices.

Mr. Hitoshi Kanamori, Mr. Noriyuki Uematsu, and Mr. Hiroo Sasaki are outside Directors.

Fifth Proposal: Election of One (1) Substitute Director Who Is an Audit & Supervisory Committee Member

This proposal was approved as originally proposed, and the candidate, Ms. Haruko Shibumura was elected as a substitute Director who is an Audit & Supervisory Committee Member.

Ms. Haruko Shibumura is an outside Director.

Sixth Proposal: Determination of Amounts of Remuneration for Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)

This proposal was approved as originally proposed.

The amount of remuneration for Directors (excluding Directors who are Audit & Supervisory Committee Members) was determined to be within ¥560 million per year.

Seventh Proposal: Determination of Amounts of Remuneration for Directors Who Are Audit & Supervisory Committee Members

This proposal was approved as originally proposed.

The amount of remuneration for Directors who are Audit & Supervisory Committee Members was determined to be within ¥260 million per year.

Eighth Proposal: Provision of Remuneration to Directors (Excluding Directors Who Are Audit & Supervisory Committee Members) Through Stock Compensation Scheme

This proposal was approved as originally proposed.

The Company set the remuneration limit of its performance-linked stock compensation scheme for Directors (excluding outside Directors and Directors who are Audit & Supervisory Committee Members).

Under the scheme, each business year, the Company contributes a sum of money up to ¥550 million to the trust, the applicable period of which is established to be three (3) consecutive business years, and delivers the Company's shares to Directors (excluding outside Directors and Directors who are Audit & Supervisory Committee Members) through such trust.

Ninth Proposal:

Provision of Bonus to Directors

This proposal was approved as originally proposed.

The Company shall pay the bonus in the amount of ¥124,094,000 to two (2) Directors as a group (excluding outside Directors) who were in office at the end of the business year under review.

- End -

Year-end Dividend Payment

The Company shall pay the year-end dividend for the 13th term business year (¥18 per share).

Please collect the payment of the dividends with the enclosed "Year-end Dividend Warrant" within the payment period (from June 18, 2018 to July 31, 2018).

For shareholders who have designated a bank account transfer, please find the enclosed "Statement of Dividend Calculation" and "Dividend Transfer Notice." For shareholders who have designated the system of dividend allotment to securities company accounts in proportion to the number of shares held in accounts, please find the enclosed "Statement of Dividend Calculation" and "Notice of Dividend Transfer Details."