



2010年3月23日

各 位

会 社 名 アステラス製薬株式会社
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OSI Pharmaceuticals 社の 2010 年定時株主総会において 当社が推薦する取締役候補者の変更について

アステラス製薬株式会社（本社：東京、社長：野木森 雅郁、以下「アステラス製薬」）は、OSI Pharmaceuticals, Inc.（本社：米国ニューヨーク州メルビル、以下「OSI Pharmaceuticals 社」）の 2010 年定時株主総会において、選任提案を行う予定の取締役候補者のうち 2 名について変更することを同社に通知しましたので、お知らせ致します。

2010 年 3 月 17 日付け当社プレスリリース「OSI Pharmaceuticals 社の 2010 年定時株主総会において当社が推薦する取締役候補者の選任提案について」に記載の通り、OSI Pharmaceuticals 社の 2010 年定時株主総会において、独自の取締役候補者（10 名）を推薦することを同社に通知しました。このうち Jack Kaye 氏と Heidi L. Steiger 氏の 2 名に代えて、新たに John D. Gilly 氏と Margaret T. Monaco 氏の 2 名を取締役候補者に推薦することを同社に通知しました。

なお、上記の 2 名を含む当社が推薦する取締役候補者は添付資料の通りです。

このたびの取締役候補者の推薦は、当社による買収提案を拒否し続けている OSI Pharmaceuticals 社の現取締役会に代わる選択肢を同社の株主に提供するために行うものです。全ての取締役候補者は、実績に裏打ちされた高い適格性を有しており、取締役に選任された場合には、当社の買収提案により OSI Pharmaceuticals 社株主が現金によって公正かつ最大限の価値を実現する機会について、OSI Pharmaceuticals 社株主の最善の利益を考え前向きに検討いただけるものと確信しています。

本件については、現地時間 3 月 19 日に米国において対外発表されています。

以 上

[添付資料]

○ 新たに推薦する取締役候補者（2名）について

John D. Gilly currently serves as an Associate Director in the Biopharmaceutical Development Program with SAIC-Frederick, Inc., at NCI-Frederick, Inc., a federally funded research and development center focused on oncology. Prior to joining SAIC-Frederick, Inc., he served as a director and Chief Operating Officer of Premier Research Group, plc, a U.K.-based publicly traded research organization that provides clinical trial services to biopharmaceutical and medical device companies, from 2006 through 2007, and as president of Premier Research Group's U.S. operations from 2002 through 2006.

Margaret T. Monaco is the Principal of Probus Advisors, a financial and strategic consulting firm. She currently sits on the board and is a member of the audit committee of Barnes & Nobles, Inc. (NYSE). Ms. Monaco has also served as an independent director and member of the audit committee of W.P. Stewart & Co. Growth Fund, Inc. (WPSGX) and is a former Chief Operating Officer of Merrill Lynch Ventures, LLC / KECALP Inc.

○ 上記以外の当社が推薦する取締役候補者（8名）について

Martin Edelshain served as an executive for Gen-Probe Inc., a molecular diagnostics company, and its former parent, Chugai Pharmaceutical Co., Ltd, from 1995 to 2008. Mr. Edelshain was instrumental in forming the 2002 strategic alliance between Chugai Pharma and Roche.

Cono R. Fusco spent 34 years as a partner at Grant Thornton LLP, one of the top global accounting firms. His career spanned virtually all aspects of the firm's operations, including client service, office, regional and national managing partner positions, National Leadership Team, and Partnership Board member.

Michael A. Griffith was the founder and CEO of Aptuit Inc., a leading global pharmaceutical contract research, development and manufacturing company until 2008. In 2002, he was appointed Chairman of the Executive Committee of Centru Financial Corporation.

Jill Kanin-Lovers has served on the Board of Alpharma Inc., a specialty pharmaceutical firm, First Advantage, a leading risk mitigation and business solutions provider and Heidrick & Struggles International Inc.

Douglas E. Linton has served on the board of Bradley Pharmaceuticals and as vice president of Cardinal Health Inc. He was an Executive Advisor at Campbell Alliance Group, a management consultant that specializes in pharmaceuticals and biotech until 2009.

Timothy P. Lynch is a General Partner of Stonepine Capital, L.P., a partnership focused on investing in public, small-cap biotech and pharmaceutical companies. He serves on the strategic advisory board of the Cowen Healthcare Royalty Fund and on the boards of Allos Therapeutics, Inc., Insite Vision Inc., and Nabi Biopharmaceuticals and is the former Chief Financial Officer of Tercica, Inc.

Jonathan R. Macey serves as the Sam Harris Professor of Corporate Law, Corporate Finance and Securities Law at Yale University and is a Professor at the Yale School of Management. He is a member of the National Adjudicatory Council of the Financial Industry Regulatory Association (“FINRA”) and until 2009 served as a director on the board of WCI Communities, Inc.

Joseph L. Turner currently sits on the boards of QLT Inc., ApopLogic Pharmaceuticals, Inc., Kythera Biopharmaceuticals, Inc., Sequel Pharmaceuticals, Inc. and Swarthmore College. He has served as Chief Financial Officer of Myogen, Inc. and Centaur Pharmaceuticals.

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