

## Announcement Concerning the Secondary Offering of Shares

Tokyo, February 23, 2011 – [Astellas Pharma Inc.](#) (“Astellas”) determined the secondary offering of shares of common stock of Astellas, as set forth below:

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| (1) Class and Number of Shares to Be Sold   | 4,748,000 shares of common stock of Astellas  |
| (2) Sellers and Numbers of Shares to Be Sold  | The Bank of Tokyo-Mitsubishi UFJ, Ltd. 3,788,000 shares<br>NIPPONKOA Insurance Co., Ltd. 960,000 shares   |
| (3) Selling Price   | Undetermined. (The selling price shall be determined, based on the provisional range calculated by multiplying the closing price of the common stock of Astellas on Tokyo Stock Exchange, Inc. on a day in the period from Wednesday, March 2, 2011 to Friday, March 4, 2011 (the “Selling Price Determination Date”) (or, if no closing price is quoted on the day, the closing price of the immediately preceding date) by 0.90–1.00 (with any fraction less than one yen being rounded down), in accordance with the method set forth in Article 25 of the Regulations Concerning Underwriting, etc. of Securities provided by the Japan Securities Dealers Association, taking into account market demand.) |
| (4) Method of Secondary Offering  | The offering shall be a secondary offering. All of the shares shall be purchased for sale by Mitsubishi UFJ Morgan Stanley Securities Co., Ltd. (Mitsubishi UFJ Morgan Stanley Securities or the “Underwriter”). Consideration to be paid to the Underwriter of the secondary offering shall be the aggregate amount of the difference between (a) the selling price and (b) the amount to be paid to the sellers by the Underwriter.   |
| (5) Subscription Period   | The subscription period shall be after the determination of selling price, etc. to the next business day of the Selling Price Determination Date.   |
| (6) Delivery Date   | The fifth business day following the Selling Price Determination Date   |
| (7) Purchase Price  | The purchase price per share shall be the same as the selling price.  |
| (8) Subscription Unit   | 100 shares  |
| (9) The selling price and any other matters necessary for the secondary offering of shares as stated above shall be determined at the discretion of Mr. Masafumi Nogimori, President & CEO of Astellas. |   |

Note: This press release does not constitute an offer of any securities for sale. This press release has been prepared for the sole purpose of publicly announcing that Astellas has resolved matters relating to the secondary offering of shares as stated above, and not for the purpose of soliciting investment or engaging in any other similar activities within or outside Japan. Pursuant to the applicable laws and regulations, any prospectus pertaining to the secondary offering of shares as stated above has not been prepared by Astellas. Investors for our shares should take full responsibility when they make any investment decisions. Additionally, this press release is not an offer of securities for sale in the United States. The securities may not be offered or sold in the United States without registration or an exemption from registration under the U.S. Securities Act of 1933. No offer of securities in the United States will be made in connection with the above-mentioned transactions.

[For Reference]

1. Purpose of this Secondary Offering of Shares

By implementing the secondary offering of shares as stated above, Astellas aims to expand individual shareholders in the spread of shareholders of Astellas's common stock and enhance the diversification of shareholders.

2. Lock-up

In relation to the secondary offering of shares as stated above, The Bank of Tokyo-Mitsubishi UFJ, Ltd. and NIPPONKOA Insurance Co., Ltd. as sellers have agreed with Mitsubishi UFJ Morgan Stanley Securities not to sell shares of Astellas, etc. (excluding the secondary offering of shares as stated above) during the period commencing on the Selling Price Determination Date and ending on the 90th day after the delivery date for the secondary offering of shares as stated above (the "Lock-up Period") without Mitsubishi UFJ Morgan Stanley Securities' prior written consent.

Moreover, Astellas has agreed with Mitsubishi UFJ Morgan Stanley Securities not to issue shares of Astellas, issue securities that can be converted to or exchanged for shares of Astellas, or issue any other securities that represent the right to acquire or receive shares of Astellas, etc. (excluding the issuance of new shares of Astellas by way of stock split, etc.) during the Lock-up Period without Mitsubishi UFJ Morgan Stanley Securities' prior written consent.

In relation to any of the above, Mitsubishi UFJ Morgan Stanley Securities has the authority to waive a part or all of the conditions of the agreements even during the Lock-up Period at its own discretion.

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