

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 20, 2022

To: Shareholders

Notice of Resolutions Adopted at the 17th Term Annual Shareholders Meeting

Dear Madam/Sir:

You are hereby notified that at the 17th 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 17th Term Business Year (from April 1, 2021 to March 31, 2022);
2. Report on the Results of Audit by Financial Auditor and the Audit & Supervisory Committee for Consolidated Financial Statements for the 17th Term Business Year (from April 1, 2021 to March 31, 2022)

The above matters were reported.

Matters resolved:

First Proposal: Partial Amendment to the Articles of Incorporation
This proposal was approved as originally proposed.
The details of amendments are as follows.

(Underlined portions are amended)

Before Amendment	After Amendment
<u>Article 16. (Disclosure of Reference Materials for General Meeting of Shareholders via the Internet and Deemed Provision)</u> <u>When convening a general meeting of shareholders, it shall be deemed that the Company has provided shareholders with necessary information that should be described or presented in reference materials for the general meeting of shareholders, business reports, and non-consolidated and consolidated financial statements (including accounting audit report and audit report for such consolidated financial statements), if they are disclosed via the Internet in accordance with the Ministry of Justice Ordinance.</u>	(Deleted)

Before Amendment	After Amendment
<p>(Newly established)</p>	<p><u>Article 16. (Measures for providing information in electronic format, etc.)</u> <u>When the Company convenes a shareholders meeting, it shall take measures for providing information that constitutes the content of reference documents for the shareholders meeting, etc. in electronic format.</u> <u>Among items for which the measures for providing information in electronic format will be taken, the Company may exclude all or some of those items designated by the Ministry of Justice Ordinance from statements in the paper-based documents to be delivered to shareholders who requested the delivery of paper-based documents by the record date of voting rights.</u></p>
<p>Articles 17. – 36. (Text omitted)</p>	<p>Articles 17. – 36. (Unchanged)</p>
<p>Supplementary Provision</p>	<p>Supplementary Provisions</p>
<p>(Transitional measure regarding Limited Liability Agreements with outside Audit & Supervisory Board Members before transition to a company with an Audit & Supervisory Committee)</p>	<p><u>Article 1.</u> (Transitional measure regarding Limited Liability Agreements with outside Audit & Supervisory Board Members before transition to a company with an Audit & Supervisory Committee)</p>
<p>(Text omitted)</p>	<p>(Unchanged)</p>
<p>(Newly established)</p>	<p><u>Article 2. (Transitional measures regarding measures for providing information in electronic format, etc.)</u> <u>The amendment to the Articles of Incorporation pertaining to Article 16 shall be effective from September 1, 2022 that is the date of enforcement of the revised provisions provided for in the proviso to Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) (hereinafter referred to as the “Date of Enforcement”).</u></p>

Before Amendment	After Amendment
	<p><u>Notwithstanding the provision of the preceding paragraph, Article 16 of the pre-amended Articles of Incorporation shall remain effective regarding any shareholders meeting held on a date within six (6) months from the Date of Enforcement.</u></p> <p><u>Article 2 of these Supplementary Provisions shall be deleted on the date when six (6) months have elapsed from the Date of Enforcement or three (3) months have elapsed from the date of the shareholders meeting in the preceding paragraph, whichever is later.</u></p>

Second Proposal: Election of Six (6) Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)

This proposal was approved as originally proposed, and the six (6) candidates, Dr. Kenji Yasukawa, Mr. Naoki Okamura, Mr. Mamoru Sekiyama, Dr. Hiroshi Kawabe, Mr. Takashi Tanaka, and Ms. Eriko Sakurai were elected as Directors (excluding Directors who are Audit & Supervisory Committee Members) and they assumed their offices.

Mr. Mamoru Sekiyama, Dr. Hiroshi Kawabe, Mr. Takashi Tanaka, and Ms. Eriko Sakurai are outside Directors.

Third Proposal: Election of Three (3) Directors Who Are Audit & Supervisory Committee Members

This proposal was approved as originally proposed, and the candidates, Mr. Toru Yoshimitsu, Mr. Raita Takahashi and Ms. Mika Nakayama were elected as Directors who are Audit & Supervisory Committee Members and they assumed their offices.

Mr. Raita Takahashi and Ms. Mika Nakayama are outside Directors.

- End -

(Reference)

Directors of the Company after the close of this Annual Shareholders Meeting are as follows:

Representative Director, President and CEO	Kenji Yasukawa
Representative Director, Executive Vice President	Naoki Okamura
Director	Mamoru Sekiyama
Director	Hiroshi Kawabe
Director	Takashi Tanaka
Director	Eriko Sakurai
Director (Audit & Supervisory Committee Member)	Toru Yoshimitsu
Director (Audit & Supervisory Committee Member)	Haruko Shibumura
Director (Audit & Supervisory Committee Member)	Raita Takahashi
Director (Audit & Supervisory Committee Member)	Mika Nakayama

(Note) Mr. Mamoru Sekiyama, Dr. Hiroshi Kawabe, Mr. Takashi Tanaka, Ms. Eriko Sakurai, Ms. Haruko Shibumura, Mr. Raita Takahashi and Ms. Mika Nakayama are outside Directors, and they are independent directors stipulated by Tokyo Stock Exchange, Inc.

- End -