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[Translation]

(Securities Code 4503)

June 19, 2017

To: Shareholders

**Notice of Resolutions Adopted at the 12th Term Annual Shareholders Meeting**

Dear Madam/Sir:

You are hereby notified that at the 12th Term Annual Shareholders Meeting of Astellas Pharma Inc. (the “Company”) held today, the following reports and resolutions were made.

Yours faithfully,

By: Yoshihiko Hatanaka  
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 12th Term Business Year (from April 1, 2016 to March 31, 2017);
2. Report on the Results of Audit by Financial Auditors and the Audit & Supervisory Board for Consolidated Financial Statements for the 12th Term Business Year (from April 1, 2016 to March 31, 2017)

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 ¥17 per share of common stock of the Company, ¥35,120,392,769 in total amount, and the effective date should be June 20, 2017.

#### **Second Proposal:**

Election of Six (6) Directors

This proposal was approved as originally proposed, and the six (6) candidates, Mr. Yoshihiko Hatanaka, Dr. Kenji Yasukawa, Ms. Etsuko Okajima, Dr. Yoshiharu Aizawa, Mr. Mamoru Sekiyama, and Ms. Keiko Yamagami were elected as Directors and they assumed their offices.

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

#### **Third Proposal:**

Provision of Bonus to Directors

This proposal was approved as originally proposed.

The Company shall pay the bonus in the amount of ¥118,453,000 to two (2) Directors as a group (except outside Directors) who were in office at the end of the business year under review.

- End -

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## **Year-end Dividend Payment**

The Company shall pay the year-end dividend for the 12th term business year (¥17 per share).

Please collect the payment of the dividends with the enclosed “Year-end Dividend Warrant” within the payment period (from June 20, 2017 to July 31, 2017).

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.”