

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 18, 2019

To: Shareholders

Notice of Resolutions Adopted at the 14th Term Annual Shareholders Meeting

Dear Madam/Sir:

You are hereby notified that at the 14th 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 14th Term Business Year (from April 1, 2018 to March 31, 2019);
2. Report on the Results of Audit by Financial Auditor and the Audit & Supervisory Committee for Consolidated Financial Statements for the 14th Term Business Year (from April 1, 2018 to March 31, 2019)

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 ¥19 per share of common stock of the Company, ¥35,856,453,497 in total amount, and the effective date should be June 19, 2019.

Second Proposal:

Partial Amendment to the Articles of Incorporation

This proposal was approved as originally proposed.

The details of amendments are as follows.

(Underlined portions were amended)

Before Amendment	After Amendment
<u>Article 7. (Share buyback)</u> <u>The Company may, by resolution of the Board of Directors, acquire its own shares through transactions in the market, etc., pursuant to Article 165, Paragraph 2 of the Companies Act.</u>	(Deleted)
Articles <u>8.</u> – <u>34.</u> (Text omitted)	Articles <u>7.</u> – <u>33.</u> (Unchanged)

Before Amendment	After Amendment
(Newly established)	<u>Article 34. (Organizations that decide dividends on retained earnings, etc.)</u>
	<u>The Company may, by resolution of the Board of Directors, determine the matters provided for in each item of Article 459, Paragraph 1 of the Companies Act, including dividends on retained earnings, except as otherwise provided for in laws and regulations.</u>
(Newly established)	<u>Article 35. (Record date of dividends on retained earnings)</u>
	<u>The record date of the year-end dividends of the Company shall be March 31 of each year.</u> <u>The record date of the interim dividends of the Company shall be September 30 of each year.</u> <u>In addition to the preceding two paragraphs, the Company may pay dividends on retained earnings by fixing a record date.</u>
<u>Article 35. (Dividends on retained earnings)</u> <u>The Company may pay year-end dividends to the shareholders or to the pledgees for the registered shares who have been entered or recorded in the last register of shareholders as of March 31 of each year.</u> <u>The Company may, by the resolution of the Board of Directors, pay interim dividends to the shareholders or to the pledgees for the registered shares who have been entered or recorded in the last register of shareholders as of September 30 of each year.</u> <u>In addition to the preceding two paragraphs, the Company may pay dividends on retained earnings by fixing a record date.</u>	(Deleted)

- Third Proposal:** Election of Seven (7) Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)
This proposal was approved as originally proposed, and the Seven (7) candidates, Mr. Yoshihiko Hatanaka, Dr. Kenji Yasukawa, Mr. Naoki Okamura, Mr. Mamoru Sekiyama, Ms. Keiko Yamagami, Dr. Hiroshi Kawabe, and Mr. Tatsuro Ishizuka were elected as Directors (excluding Directors who are Audit & Supervisory Committee Members) and they assumed their offices.
Mr. Mamoru Sekiyama, Ms. Keiko Yamagami, Dr. Hiroshi Kawabe, and Mr. Tatsuro Ishizuka are outside Directors.
- Fourth Proposal:** Election of One (1) 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 Director who is an Audit & Supervisory Committee Member and she assumed her office.
Ms. Haruko Shibumura is an outside Director.
- 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, Mr. Raita Takahashi was elected as a substitute Director who is an Audit & Supervisory Committee Member.
Mr. Raita Takahashi 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 basic remuneration to be paid to Directors (excluding outside Directors and Directors who are Audit & Supervisory Committee Members) and the amount of basic remuneration to be paid to outside Directors (excluding Directors who are Audit & Supervisory Committee Members) were determined to be within ¥590 million per year and ¥130 million per year, respectively. In addition, an amount for bonuses to be paid to Directors (excluding outside Directors and Directors who are Audit & Supervisory Committee Members) was newly established and set to within ¥1,370 million per year.

Seventh 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 reset 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 ¥1,640 million to the trust in the initial business year of the three (3) consecutive business years constituting the applicable period for which the trust is established, and through such trust, the Company's shares are to be delivered to Directors (excluding outside Directors and Directors who are Audit & Supervisory Committee Members).

Eighth Proposal: Provision of Bonus to Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)

This proposal was approved as originally proposed.

The Company shall pay the bonus in the amount of ¥218,779,000 to two (2) Directors as a group (excluding outside Directors and Directors who are Audit & Supervisory Committee Members) 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 14th term business year (¥19 per share).

Please collect the payment of the dividends with the enclosed "Year-end Dividend Warrant" within the payment period (from June 19, 2019 to July 31, 2019).

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."