

(Translation)

SHARE HANDLING REGULATIONS

April 1, 2012

Astellas Pharma Inc.

SHARE HANDLING REGULATIONS

Chapter I. General Provisions

Article 1. (Purpose)

Handling procedures for matters relating to shares of the Company (including matters relating to exercise of rights by shareholders) shall be governed by these Regulations in accordance with the provisions of the Articles of Incorporation of the Company, as well as the provisions of the Japan Securities Depository Center, Inc. (hereinafter referred to as the “Center”) and those of the Account Management Institution such as securities companies with which shareholders have opened transfer accounts (hereinafter referred to as the “Securities Companies”). .

Article 2. (Administrator of Register of Shareholders)

The administrator of the register of shareholders of the Company and its place of business for handling shares are as follows:

Administrator of the register of shareholders:

Sumitomo Mitsui Trust Bank,Limited.
4-1, Marunouchi 1-chome,
Chiyoda-ku, Tokyo

Place of business for handling shares:

Sumitomo Mitsui Trust Bank,Limited.
Stock Transfer Agency Department
4-1, Marunouchi 1-chome,
Chiyoda-ku, Tokyo

Chapter II. Recordation, etc. in the Register of Shareholders

Article 3. (Recordation in the Register of Shareholders)

Recordation or alteration in the register of shareholders shall be made by Notice of All Shareholders and other written notice from the Center, except Individual Shareholder Notifications prescribed under Article 154, Paragraph 3 of the Law Concerning Book-Entry Transfer of Corporate Bonds, etc. (hereinafter referred to as the “Transfer Law”).

(2) In addition to the preceding paragraph, in case of issue of new shares or any other event provided for in laws and regulations, recordation or alteration in the register of shareholders shall be made without the notice from the Center.

(3) Recordation in the register of shareholders shall be made by letters and marks designated by the Center.

Article 4. (Notice of Entry for the Register of Shareholders)

Shareholders shall give notice to the Company of their names or trade names and addresses via Securities Companies and the Center, in accordance with the provisions of the Center. The same shall apply in case of alteration of matters to be notified.

Article 5. (Representative of Corporation)

Corporate shareholders shall give notice to the Company of one (1) representative via Securities Companies and the Center, in accordance with the provisions of the Center. The same shall apply in case of alteration of matters to be notified.

Article 6. (Representative of Co-Shareholders)

The shareholders who co-own the shares shall appoint one representative and give a notice to the Company of his or her name or trade name and addresses via Securities Companies and the Center, in accordance with the provisions of the Center. The same shall apply in case of alteration of matters to be notified.

Article 7. (Statutory Agent)

A statutory agent such as a person in parental authority or a guardian of the shareholders shall give a notice to the Company of his or her name or trade name and addresses via Securities Companies and the Center, in accordance with the provisions of the Center. The same shall apply in case of alteration of matters to be notified and dismissal of the statutory agent.

Article 8. (Notification of Address at which Shareholders Residing Abroad, etc. Receive Notices)

A shareholder residing abroad or his or her statutory agent shall appoint a standing agent in Japan, or establish a mailing address to receive any notice in Japan.

(2) The name or trade name and address of the standing agent, or the address to receive any notice in the preceding paragraph shall be notified via Securities Companies and the Center, in accordance with the provisions of the Center. The same shall apply in case of alteration of matters to be notified and dismissal of the standing agent.

Article 9. (Method to Confirm Notifications via the Center)

In case any notification is filed to the Company via Securities Companies and the Center from the shareholders, it shall be deemed that such notification is submitted by the

shareholders.

Article 10. (Registered Pledges of Shares)

This Chapter shall apply *mutatis mutandis* to the registered pledgees of shares.

Chapter III. Confirmation of Shareholders

Article 11. (Confirmation of Shareholder's Identity)

In case a shareholder (including the shareholder who have given Individual Shareholder Notifications) makes any claim or exercises shareholder's rights (hereinafter referred to as the "Claims"), it shall be required to attach or provide proofs that such Claims have been made by the shareholder (hereinafter referred to as the "Proofs") to the Company. Provided, however, that this shall not be applicable if the Company can confirm that the Claims are made by the shareholder.

(2) In case any Claims of the shareholder are filed to the Company via Securities Companies and the Center, it shall be deemed that such notification is submitted by the shareholder, and no Proofs shall be required.

(3) In case an agent of a shareholder makes Claims to the Company, it shall be required that a power of attorney with the shareholder's signature or being affixed his or her name and seal is submitted, in addition to that the procedures stated in the preceding two paragraphs are taken. The power of attorney shall require statements of the name or trade name and address of the agent.

(4) Paragraphs 1 and 2 shall apply *mutatis mutandis* to the agent.

Chapter IV. Procedures for Exercise of Minority Shareholders' Rights, etc.

Article 12. (Procedures for Exercise of Minority Shareholders' Rights, etc.)

In the event that a shareholder exercises the minority shareholders' rights provided by the Article 147, Paragraph 4 of the Transfer Law or other rights, directly to the Company, such exercise shall be made by a document with signature or being affixed name and seal, together with a receipt of Individual Shareholder Notifications.

Article 13. (Method of Exercise of Shareholder's Right to Propose)

In the event that a shareholder makes a proposal pursuant to Article 305, Paragraph 1 of the Corporate Law, such shareholder shall state the details of the proposal in the document described in the preceding Article within the limited number of the letters (Japanese) not

exceeding the number described in the following items:

1. Reasons of proposal: 400 letters
2. Outline of proposal: 400 letters per proposal (in case of a proposal for the election of the Directors or Corporate Auditors, 400 letters for each candidate)

Provided, however, that if the Company deems it necessary, the Company shall separately decide the number of letters. In this case, if the Company separately requests the shareholder to submit a summary of the proposal for each item within 400 letters, the shareholder shall submit such summary and the Company may state the shareholders' proposal in the reference materials for the general meeting of shareholders in the form of such summary (in the event that the shareholder does not submit such summary, then the summary to be prepared by the Company).

Chapter V. Purchase of Shares Constituting Less Than One Unit

Article 14. (Method of Request for Purchase of Shares Constituting Less Than One Unit)

In case of a request for purchase of shares constituting less than one unit, such request shall be made via Securities Companies and the Center, in accordance with the provisions of the Center.

Article 15. (Determination of Purchase Price)

The purchase price per share for the request for purchase mentioned in the preceding Article shall be the last sale price of the shares of the Company on a market operated by the Tokyo Stock Exchange ("TSE") on the day when the request for purchase reached the place of business for handling shares. Provided, however, that if there is no trading on that day or that day is not a business day of the TSE, the first sale price thereafter on such market shall be applied.

(2) The total purchase price shall be calculated by multiplying the purchase price per share determined by the preceding paragraph by the number of shares applied for purchase.

Article 16. (Payment of Purchase Price)

Unless otherwise determined by the Company, the purchase price calculated in accordance with the preceding Article shall be paid on the fourth business day immediately following the day when the purchase price is determined, in accordance with the provisions of the Center. Provided, however, that in case the purchase price is a price cum right to

receive dividends on retained earnings or division of shares, etc., the Company shall pay the purchase price as aforesaid prior to and including the record date.

(2) A shareholder who requests purchase of shares may require that the payment of the purchase price shall be made by remittance to a bank account designated by himself or herself or by JP BANK money transfer.

Article 17. (Transfer of Shares Purchased)

Shares constituting less than one unit for which request for purchase has been made shall be transferred to the transfer account on the day when the payment of the purchase price is made as set forth in the preceding Article or on the day when the procedures of payment is completed.

Chapter VI. Sale of Shares Constituting Less Than One Unit

Article 18. (Method of Request for Sale of Shares Constituting Less Than One Unit)

If a shareholder who has shares constituting less than one unit requests the Company to sell specified number of shares constituting less than one unit which, if combined with the shares constituting less than one unit already held by such shareholder, shall constitute one unit of shares (hereinafter referred to as the "Request for Sale"), such request shall be made via Securities Companies and the Center, in accordance with the provisions of the Center.

Article 19. (Request for Sale Exceeding Number of Treasury Stock)

In case that the total number of shares requested on one day in Requests for Sale exceeds the number of treasury stock of the Company to be transferred, all Requests for Sale on that day shall not take effect.

Article 20. (Effective Date of Request for Sale)

The Request of Sale takes effect on the day the Request for Sale reach the place of business.

Article 21. (Determination of Sale Price)

The sale price per share for the Request for Sale shall be the last sale price of the shares of the Company on a market operated by the TSE on the effective date of the Request for Sale. Provided, however, that if there is no trading on that day or that day is not a business day of the TSE, the first sale price thereafter on such market shall be applied.

(2) The total sale price shall be calculated by multiplying the sale price per share determined by the preceding paragraph by the number of shares requested in the Request for

Sale.

Article 22. (Transfer of Shares Sold)

With respect to the number of treasury stock equivalent to the number of shares for which the Request for Sale has been made, an application to transfer to the transfer account of the shareholder who has made the Request for Sale shall be made, in accordance with the provisions of the Center, on the day when it was confirmed that the shareholder who has made the Request for Sale has, via Securities Companies, remitted the sale price to the bank account designated by the Company.

Article 23. (Suspension Period of Request for Sale)

Each year the Company shall suspend acceptance of Request for Sale during the period from ten (10) business days prior to each of the following dates through each of the following dates:

1. March 31
2. September 30
3. Other dates, such as date to identify shareholders to be decided by the Center

(2) Notwithstanding the preceding paragraph, the Company may separately establish other periods in which it will suspend acceptance of Request for Sale when the Company deems it necessary.

Chapter VII. Special Provision of Special Account

Article 24. (Special Provision of Special Account)

Identification of the shareholder for whom the Company has opened the special account and other matters relating to the special account shall be governed by the provisions of the Center, as well as the provisions of the Account Management Institute of the special account.

Chapter VIII. Handling Fees

Article 25. (Handling Fees)

The Company shall not claim handling fees for the shares of the Company.

Chapter IX. Justifiable Reasons for Requests such as Notice of All Shareholders

Article 26. (Justifiable Reasons for Request of Notice of All Shareholders)

The Company may request the Center for notice of all shareholders if there is one of the reasons stated in items below or other good reason.

1. When the Company is required to notify shareholders pursuant to the laws and regulations, the listing rules, the Articles of Incorporation and other regulations (hereinafter referred to as the “Laws and Regulations”);
2. When the Company needs to announce information relating to shareholders pursuant to the Laws and Regulations, or provide such information to the governmental authorities or stock exchanges (Financial Products Exchanges);
3. When the Company attempt to take action to shareholders for common interests of the shareholders;
4. When it is necessary to avoid the occurrence of events that may bring damage to the Company or shareholders, such as delisting, cancellation of licenses or other matters;
5. When the Board of Directors of the Company considers that it is necessary to check shareholders or conditions of their share holdings on a certain date.

Article 27. (Justifiable Reasons for Request of Information Provision)

The Company may request the Center or Securities Companies for information of the transfer account book concerning the accounts in which the shares of the Company are recorded, if there is one of the reasons stated in items below or other good reason.

1. When shareholders have consented thereto;
2. When it is necessary to identify if the person who calls himself or herself as the shareholder is real shareholder;
3. When it is necessary to confirm if shareholders have fulfilled the exercise requirements of shareholder’s rights;
4. When the Company needs to announce information relating to shareholders pursuant to the Laws and Regulations, or provide such information to the governmental authorities, or stock exchanges (Financial Products Exchanges)
5. When it is necessary to avoid the occurrence of events that may bring damage to the Company or shareholders, such as delisting, cancellation of licenses or other matters;
6. When the Board of Directors of the Company considers that it is necessary to check the conditions of share holdings by specific shareholders such as the number of shares of the Company owned by them.

Supplementary Provisions

1. These Regulations shall be amended by resolution of the Board of Directors.
2. These Regulations shall take effect from April 1, 2012.