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Astellas Pharma Inc.
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Securities Code: 4503
<https://www.astellas.com/en>

The status of corporate governance of Astellas Pharma Inc. (the “Company”) is as follows:

I Basic Views on Corporate Governance, and Basic Information on Capital Structure, Corporate Attributes, and Other Matters

1. Basic Views

The Company’s raison d’être is to contribute to improving the health of people around the world through the provision of innovative and reliable pharmaceutical products. The Company aims to sustainably enhance enterprise value by being chosen and trusted by all stakeholders. With this business philosophy, we work to ensure and strengthen the effectiveness of corporate governance from the following perspectives:

- 1) Ensuring transparency, appropriateness and agility of management; and
- 2) Fulfillment of our fiduciary duties and accountability to shareholders and appropriate collaboration with all stakeholders.

The Company has established the “Corporate Governance Guidelines” which identifies the fundamental concept and guidelines of the Company’s corporate governance. Please refer to the Company’s website.

<https://www.astellas.com/en/about/governance>

[Reasons for not implementing the following principles of the Corporate Governance Code] Updated

The Company implements all the principles of the Corporate Governance Code after its revision in June 2021, including principles for companies listed on the Prime Market.

[Disclosure based on each principle of the Corporate Governance Code] Updated

[Principle 1-4 Cross-Shareholdings]

The Company does not acquire or hold the shares of other companies except in cases where such acquisition or shareholding is considered reasonable from a business strategic perspective, such as business partnership.

The rationale of each shareholding is examined annually by the Board of Directors from the viewpoint of the Company’s medium- to long-term business strategies. The Company sells the shares for which there is insufficient rationale of shareholding. The Company confirms the appropriateness of continuing to hold shares on the basis of the policies below.

- As a general rule, the Company holds shares it has acquired in connection with a business partnership for as long as the purpose of that acquisition prevails, and sells such holdings when that purpose ceases to exist.
- The Company sells other shares based on the appropriate timing and method.
- The Company continues to hold shares when it is difficult to carry out the sale of the shares according to the Company’s plans because of reasons such as poor liquidity.

With regard to the exercise of voting rights of shareholdings, the Company appropriately exercises them judging from the viewpoint of increasing shareholder value of the issuing company, on the condition that such exercise of the voting rights contributes to increasing the Company's enterprise value.

The Company has been reducing its shareholdings since 2005. The Company has sold 96 of the 106 stocks it had held in April 2005 (total proceeds from sales: ¥94.5 billion), 3 of which were sold during the business year ended March 31, 2022. As of March 31, 2022, the Company maintains equity holdings amounting to 19 stocks, at a recorded value of ¥18.5 billion on the balance sheet. The Company will continue to reduce its shareholdings going forward.

[Principle 1-7 Related Party Transactions]

The Company endeavors to prevent officers and other personnel concerned from using their positions in order to enter into transactions that conflict with the interests of the Company or the common interests of its shareholders.

Directors intending to engage in transactions with the Company for themselves or for a third-party must receive the approval of the Board of Directors for the said transaction in accordance with the Board of Directors Policy.

[Supplementary Principle 2-4-1]

<Approach for ensuring diversity>

Astellas ("Astellas" refers to the entire Astellas Group; the same shall apply hereinafter) is working to promote diversity and create an environment in which individuality is valued and diverse individuals can play a role, irrespective of race, nationality, gender or age. We believe that respecting and making the most of the diverse values, approaches, backgrounds, etc. of our employees not only heightens creativity in our organization, but also helps to attract and retain talented people as employees and enhances our competitiveness.

Astellas follows practices that promote equal employment opportunities and provides employees with various opportunities to improve their skills and abilities. All of our decision-making related to employment (hiring, promotions, personnel performance evaluations, training, career development, etc.) is conducted based on appropriate criteria (skills, abilities, experience, aptitude, achievements, motivation, etc.) according to the type of work.

We confirm whether these practices are properly being followed based on the performance in each situation. We implement measures led by its HR functions in each region to promote diversity tailored to the situation in each region, rather than setting targets and initiatives for specific indicators.

In Japan, promoting of women's empowerment has been positioned as a high-priority issue, we will work to create a work environment and foster awareness among employees so that life events do not create limitations on performing one's job, and aim to create a workplace where female employees in all positions at Astellas can work with motivation and passion.

<Voluntary and measurable targets for ensuring diversity>

1. Promoting women to management positions

Based on performance, we appropriately appoint people to positions designed with a global report line based on the concept of right person in right position regardless of gender. In addition, for positions at a specified level or higher, we check and analyze the conditions to make sure that there are no major differences according to gender, and promote planning for developing successors.

In Japan, where the ratio of women in management positions is lower than in other regions, we have positioned promoting women's empowerment as a high-priority issue and have set numerical targets as part of our efforts to address this issue.

Our targets and initiatives are posted on the Company's website.

<https://www.astellas.com/en/sustainability/major-programs-japan>

2. Promoting non-Japanese employees and mid-career hires to management positions
We appropriately appoint people to positions designed with the global reporting line based on the concept of right person in right position and their performance. As a result, Astellas has promoted many non-Japanese employees and mid-career hires to management positions globally, and will continue these efforts going forward.

<Current status of efforts for ensuring diversity>

1. Promoting women to management positions

The ratio of female employees and ratio of female managers per region, including Japan, are posted on the Company's website.

<https://www.astellas.com/en/sustainability/diversity-management>

2. Promoting non-Japanese employees and mid-career hires to management positions

Astellas has an organizational structure that reports globally within each function, and assigns the most suitable personnel to each position globally. Therefore, non-Japanese employees are playing active roles as core personnel around the world.

In addition, in countries other than Japan, many of these employees are mid-career hires and we are actively promoting them to serve as core personnel.

As of March 31, 2022 the percentage of non-Japanese employees serving in the position of Vice President or above was 56.4% and in the position of Manager or above was 68.6%.

<Policies on personnel development and improvement of internal work environments aimed at ensuring diversity and the progress status thereof>

Astellas is working to ensure diversity by providing employment based on equal opportunity and individual capability regardless of race, nationality, age, disability or other personal attribute, and optimizing personnel placement based on the concept of placing right person in right position regardless of attributes for realizing our management strategies.

Regarding talent development, we provide the resources necessary for each employee to achieve their own highest potential, while ensuring that each employee takes ownership. By actively providing attractive growth opportunities to talented and motivated personnel who continue to perform at a high level, we enable diverse personnel to play an active role.

Regarding internal work environments, we ensure fair evaluations based on roles and achievements regardless of personal attributes through the establishment of an evaluation process that is controlled and consistent globally, as well as provide a global common job posting system, and global assignments for work in different countries and regions, etc. The formation of teams and groups comprised of global members irrespective of the country or region is leading to increased diversity in each organization. In addition, not only are we realizing diversity in the organizations, we are working to create inclusive organizations that understand, accept, respect and make the most of each and every person's strengths and differences so that each and every employee can demonstrate their full potential. In addition to these, we are enhancing internal work environment locally, tailored to the situation in each region.

In Japan, we are working to create a work environment and foster awareness among employees so that life events do not create limitations on performing one's job. Information on each system and actual usage are posted on the Company's website.

<https://www.astellas.com/en/sustainability/esg-social>

[Principle 2-6 Roles of Corporate Pension Funds as Asset Owners]

The Company manages its corporate pension through Astellas Pension Fund, with the aim of ensuring that its employees lead secure lives into the future. In managing the pension fund, Astellas Pension Fund has established the "Basic Policies on Pension Asset Management," and makes relevant decisions by resolution of the Board of Trustees and Board of Representatives, after deliberation by the Asset Management Committee on the basis of the basic policy. The Company appropriately assigns qualified personnel such as heads of the Company's personnel

and finance departments as members of the Asset Management Committee, Board of Trustees, and Board of Representatives, and also assigns personnel from labor unions to the same positions from the standpoint of providing representation for the beneficiaries. In addition, the Company appropriately assigns personnel to the Fund secretariat, while the Asset Management Committee monitors the management of the pension fund to ensure that management is carried out on the basis of the basic policy on asset management, and that there are no conflicts of interest.

[Principle 3-1 Full Disclosure]

(1) Business Philosophy, Business Strategies, Management Plan

The Company's business philosophy is composed of three basic principles - "raison d'être," "mission," and "beliefs," which is published on the Company's website.

<https://www.astellas.com/en/about/philosophy>

The Company has formulated the VISION, which is published on the Company's website.

<https://www.astellas.com/en/about/vision>

The Company has formulated its management plan CSP2021 (Corporate Strategic Plan) that starts from FY2021 and is published on the Company's website.

<https://www.astellas.com/en/investors/strategic-plan>

(2) The Basic Views and Guidelines of the Corporate Governance

The basic views and guidelines are identical to those listed under "I. 1 Basic Views" of this report or in "Corporate Governance Guidelines"

(<https://www.astellas.com/en/about/governance>) of the Company.

(3) Policies and Procedures on determining Remunerations for Directors

Remunerations for Directors are so designed as to enable the Company to recruit and retain talents, and to make the remuneration levels and structures fully commensurate with the responsibilities of the position.

<Remunerations for internal Directors who are not Audit & Supervisory Committee Members>
Remunerations for internal Directors who are not Audit & Supervisory Committee Members are determined based on the following factors.

i) Competitive remuneration system

- A remuneration structure and levels that enable the Company to recruit and retain talents

ii) Remuneration system that emphasizes increasing enterprise value and shareholder value

- A remuneration system and composition that are closely linked to performance with an emphasis on increasing enterprise value and shareholder value over the medium- to long-term

iii) Fair and impartial remuneration system

- A fair and impartial remuneration system based on responsibility and results regardless of country and region

Based on the factors above, remunerations for internal Directors who are not Audit & Supervisory Committee Members are to consist of basic remuneration (fixed remuneration), bonus (short-term incentive remuneration) and stock compensation (medium- to long-term incentive remuneration). Levels of remunerations are determined based on the factors such as professional responsibilities, by utilizing objective remuneration survey data of an external expert organization. The individual remuneration for internal Directors who are not Audit & Supervisory Committee Members are determined by a resolution of the Board of Directors, based on results of discussions carried out by the Compensation Committee, within the total amount resolved in the Annual Shareholders Meeting.

<Remunerations for outside Directors who are not Audit & Supervisory Committee Members>
Remunerations for outside Directors who are not Audit & Supervisory Committee Members are to consist solely of basic remuneration (fixed remuneration), given that their roles involve supervising the Company's management from an objective and independent standpoint. Levels

of basic remuneration are determined based on the factors such as professional responsibilities, in reference particularly to objective remuneration survey data of an external expert organization. The individual remuneration for outside Directors who are not Audit & Supervisory Committee Members are determined by a resolution of the Board of Directors, based on results of discussions carried out by the Compensation Committee, within the total amount resolved in the Annual Shareholders Meeting.

<Remunerations for internal Directors who are Audit & Supervisory Committee Members>

Remunerations for internal Directors who are Audit & Supervisory Committee Members are to consist solely of basic remuneration (fixed remuneration), given that their roles involve supervising and auditing the management. Levels of basic remuneration are determined based on the factors such as professional responsibilities, in reference particularly to objective remuneration survey data of an external expert organization. The individual remuneration for internal Directors who are Audit & Supervisory Committee Members are determined by deliberation of Directors who are Audit & Supervisory Committee Members, within the total amount resolved in the Annual Shareholders Meeting.

<Remunerations for outside Directors who are Audit & Supervisory Committee Members>

Remunerations for outside Directors who are Audit & Supervisory Committee Members are to consist solely of basic remuneration (fixed remuneration), given that their roles involve supervising and auditing the Company's management from an objective and independent standpoint. Levels of basic remuneration are determined based on the factors such as professional responsibilities, in reference particularly to objective remuneration survey data of an external expert organization. The individual remuneration for outside Directors who are Audit & Supervisory Committee Members is determined by deliberation of Directors who are Audit & Supervisory Committee Members, within the total amount resolved in the Annual Shareholders Meeting.

Further details on the remuneration system for Directors are stated in the "Annual Securities Report for the Business Year Ended March 31, 2022 (17th Term)" (in Japanese).

<https://www.astellas.com/jp/investors/ir-library/securities-report>

(4) Policies and Procedures in Appointment/Removal of Senior Management and Nomination of Candidates for Directors

Through the deliberations of the Nomination Committee, the Company enhances the transparency and objectivity of the nomination process for candidates for Director.

When nominating candidates for outside Directors, the Company, as a general rule, nominates the candidates who are considered to be independent from the Company and without risk of conflict of interest with general shareholders, based on the Company's "Independence Standards for outside Directors."

The terms of the Company's "Independence Standards for outside Directors" are identical to those stated in this report. Please also refer to the Company's website.

<https://www.astellas.com/en/about/governance>

<Policies and procedures for nominating candidates for Directors who are not Audit & Supervisory Committee Members>

Directors who are not Audit & Supervisory Committee Members are subject to election by resolution of the Annual Shareholders Meeting each year.

When nominating candidates for Directors who are not Audit & Supervisory Committee Members, those who satisfy the election/re-election standards separately established by the Board of Directors are nominated, and efforts are made to ensure that the composition of the Board of Directors is diverse and well-balanced from the perspectives of expertise and experience and so forth.

Candidates for Directors who are not Audit & Supervisory Committee Members are nominated by resolution of the Board of Directors with due respect to the opinions of the Nomination Committee.

<Policies and procedures for nominating candidates for Directors who are Audit & Supervisory Committee Members>

Directors who are Audit & Supervisory Committee Members are subject to election by resolution of the Annual Shareholders Meeting every other year.

When nominating candidates for Directors who are Audit & Supervisory Committee Members, those who satisfy the election/re-election standards separately established by the Board of Directors are nominated, and efforts are made to ensure that the composition of the Audit & Supervisory Committee is diverse and well-balanced from the perspectives of expertise and experience and so forth, including a person with sufficient expertise on finance and accounting. Candidates for Directors who are Audit & Supervisory Committee Members are nominated by resolution of the Board of Directors with due respect to the opinions of the Nomination Committee. Proposals regarding the election of Directors who are Audit & Supervisory Committee Members are subject to the agreement of the Audit & Supervisory Committee before submission to the Annual Shareholders Meeting.

<Dismissal of Directors>

Should a Director fall under one of disciplinary categories defined in the Disciplinary Policy for Directors, the Board of Directors may, by its resolution after discussions at the Nomination Committee, make a proposal to dismiss such Director at the Annual Shareholders Meeting and/or remove such Director from the executive position.

<Policies and procedures in appointment/removal of CEO>

Through the deliberations of the Nomination Committee, the Company enhances the transparency and objectivity of the deliberation process for appointment of CEO.

CEO is appointed by resolution of the Board of Directors with due respect to the opinions of the Nomination Committee. CEO must satisfy the following standards, and the current business environment and business strategy are also considered in the appointment process:

- i) Person who has superior insight for the future and is flexible with a rapidly changing internal and external environment.
- ii) Person who is brilliant at planning, decision and execution in times of uncertainty, and is able to fulfill accountability about the decisions.
- iii) Person who has such a strong personal magnetism that the person is relied on by employees of Astellas Group of Companies and is trusted by stakeholders.

CEO is subject to appointment by resolution of the Board of Directors each year. In the case of re-appointment, in addition to the standards above set forth being satisfied, performance and contribution during the tenure as CEO are also considered.

(5) Explanation Regarding Nomination of Individual Candidates for Director

The “Notice of Convocation of the Annual Shareholders Meeting” contains reasons the Company nominates individual candidates for Director.

<https://www.astellas.com/en/investors/shareholders-meeting>

[Supplementary Principle 3-1-3]

<Sustainability initiatives>

Astellas continues to carry out initiatives to further promote sustainability activities and enhance disclosure of such activities, based on Astellas’ sustainability direction to improve the sustainability of both society and Astellas while considering ESG (Environment, Society, and corporate Governance) elements.

Astellas has created a “Materiality Matrix” to provide guidance for its sustainability activities. Amid rapidly changing environment surrounding society and business, we updated the

materiality matrix in FY2021, aiming to sustainably enhance enterprise value. In the new materiality matrix, we selected 19 key issues for Astellas and society, and prioritized nine material issues (materiality). We have formulated an action plan to promote initiatives for these material issues (materiality).

In CSP2021 (Corporate Strategic Plan for the period FY2021 - FY2025), Astellas has set sustainability activities as one of the company's four strategic goals and is committed to further strengthening the goals over time. Specifically, Astellas is committed to expanding "Access to Health" by providing innovative therapeutics and is taking proactive measures to conserve the global environment.

In regards to "Access to Health," we have identified "lack of available treatments," and "barriers making it difficult to access the healthcare needed due to poverty, insufficient healthcare information," and are promoting activities toward finding solutions. Specifically, regarding the lack of available treatments, we will continue working to create innovative healthcare solutions for patients where effective treatment methods do not exist or patients struggling with illnesses where existing treatment options did not provide satisfactory outcome, and widely deliver the created "value" to patients who need it. As for the latter issue concerning barriers to healthcare, we are contributing to society through activities including, but not limited to, training healthcare professionals and improvement of health literacy.

Concerning initiatives for the environment, we position climate change in particular as one of very important key issues and have continuously implemented proactive measures to reduce greenhouse gas emissions. In December 2020, we announced our endorsement of recommendations of the Task Force on Climate-related Financial Disclosures (TCFD) and started disclosure of the information in line with the recommendation from FY2021. An in-house cross-functional team for disclosure was established and the team conducted a qualitative scenario analysis. In scenario analysis, the team qualitatively specified Astellas' business and climate-related risks and opportunities, on the assumption that transition risks would materialize under a 2°C scenario for climate change and physical risks would materialize under a 4°C scenario.

Details of Astellas' sustainability initiatives are posted on the Company's website.

<https://www.astellas.com/en/sustainability>

<Investment in human capital>

Astellas aims to be an "Employer of Choice," striving to reach our desired people and organization through optimizing three key areas: attraction, retention and development.

In addition, we newly established "Organizational Health Goals" in CSP2021. The purpose of these goals is to nurture a corporate culture that aims at reaching ambitious goals by promoting innovation, optimizing our talent, and fostering collaboration, which enhances Astellas' ability for execution.

Investment in human capital is important for the future of Astellas, in addition to enhancing our current ability for execution. We continue to invest with both short-term and long-term perspectives.

In order to lead changes in the business environment, including globalization, and to achieve Astellas' corporate strategy in the constant pursuit of innovation, we proactively recruit with global competitiveness to acquire highly specialized talent and those with new capabilities not previously employed in-house.

To encourage our talent to grow and succeed, since 2020, a global job posting system enables our employees to search and apply for internal positions worldwide. This helps to establish an environment where employees can take global roles in accordance with their skills, capabilities and career aspiration.

In regard to specialized skills and knowledge specific to certain roles and functions, learning and development opportunities are provided according to divisional needs. At the same time, in line with the Organizational Health Goals, we are implementing initiatives to strengthen leadership skills of people managers across Astellas, and training to senior- and executive-leaders to develop their skills and capabilities as global leaders. Furthermore, we are working to

enhance the pipeline of future leaders through a global succession plan to ensure continued business growth.

<Investment in intellectual property>

Investment in intellectual property is essential for the business of the Company, which is a research and development-oriented pharmaceutical company. The Company continually invests in new technologies and innovative solutions for medical treatment with a focus on unmet medical needs and better therapeutic approaches.

In CSP2021, we will further enhance the execution of Focus Area approach for our R&D strategy, accelerate and expand Primary Focuses of higher priority as we aim to establish multiple innovative medical solutions. Having launched the Rx+® business, we continue to explore new ways to turn innovative science into VALUE for patients by applying digital technologies, devices, diagnostics and bioelectronics. When investing in these R&D areas of focus, we are focusing investment on not only intellectual property rights related to products, but also intellectual property and intangible assets that provide a foundation for cutting-edge modalities and technologies. If external partners possessing complementary assets, capabilities and talent are discovered, we engage in joint research, external collaboration, M&A, or other activity.

Details on the research and development expenses and intangible assets are stated in the “Annual Securities Report for the Business Year Ended March 31, 2022 (17th Term)” (in Japanese).

<https://www.astellas.com/jp/investors/ir-library/securities-report>

We make timely and appropriate disclosure of information via press releases on the acquisition of technology through joint research, external collaboration, M&A or other activities.

<https://www.astellas.com/en/news?tab=latest&page=0>

[Supplementary Principle 4-1-1]

<Scope and summary of matters delegated to management by the Board of Directors>

The Board of Directors ensures the transparency and appropriateness of management by making decision of corporate management policies and corporate strategies, etc. and serving the oversight function of the execution of business. Furthermore, the Board of Directors ensures the agility of management by delegating a substantial part of decision-making authority of important business execution to an executive Director by resolution of the Board of Directors and establishing “Corporate Decision Authority Policy” to clarify the responsibility and authority for the execution of business by Top Management and others.

[Principle 4-8 Effective Use of Independent Directors]

The Company adopts the organizational structure of “Company with Audit & Supervisory Committee.” The Board of Directors and the Audit & Supervisory Committee each have a majority of outside Directors.

[Supplementary Principle 4-8-1]

<Exchange of information and sharing of understanding by independent outside Directors from an objective standpoint>

The Company holds a regular meeting which consists only of independent outside Directors. Through the meeting, an exchange of opinions is facilitated among them, and it also serves as an opportunity for cooperation between outside Directors, full-time Audit & Supervisory Committee Members and Financial Auditors.

[Principle 4-9 Independence Standards and Qualification for Independent Directors]

When nominating candidates for outside Directors, the Company, as a general rule, nominates the candidates who are considered to be independent from the Company and without risk of conflict of interest with general shareholders, based on the Company’s “Independence Standards for outside Directors.”

<https://www.astellas.com/en/about/governance>

[Supplementary Principle 4-10-1]

<Nomination Committee and Compensation Committee>

A description of the Nomination Committee and Compensation Committee established by the Company is provided in “II Organization of Management for Operational Decision-making, Execution and Supervision, and Other Corporate Governance Structures” (“Summary of the Current Corporate Governance System” and “Discretionary Committee”) in this report, and in the Company’s “Corporate Governance Guidelines.”

[Supplementary Principle 4-11-1]

<Composition of the Board of Directors and knowledge, experience, and abilities that should be possessed as a whole>

The Board of Directors, in consideration of diversity and balance from the perspectives of expertise and experience and so forth, is composed of a number of Directors appropriate to facilitate agility. Board of Directors meetings are chaired by the Director and Chairman of the Board (when the Director and Chairman of the Board is unable to fulfill his/her duties due to accident or vacancy of the post, another Director, in the order prescribed in the Board of Directors Policy, shall assume the role). In order to ensure decision-making from a broader viewpoint and objective oversight of the execution of business, the Board of Directors is composed of a majority of outside Directors. We elect at least one outside Director who possesses corporate management experience at another company.

The Board of Directors specifies the knowledge, experience, abilities, etc. that should be possessed as a whole in order to properly perform its function in light of the Company’s corporate strategies (a skills matrix is provided in “II. 1. Matters Pertaining to the Structure, Operation, etc. of the Organization” of this report.)

[Supplementary Principle 4-11-2]

<Status of concurrent positions at other organizations of Directors>

With regard to the status of significant concurrent positions at other organizations of Directors or the candidates thereof, the Company discloses the information in the “Notice of Convocation of the Annual Shareholders Meeting” each year.

<https://www.astellas.com/en/investors/shareholders-meeting>

[Supplementary Principle 4-11-3]

<Analysis and evaluation of effectiveness of the Board of Directors>

The Board of Directors ensures the transparency and appropriateness of management by making decision of corporate management policies and corporate strategies, etc. and serving the oversight function of the execution of business. Furthermore, the Board of Directors ensures the agility of management by delegating a substantial part of decision-making authority of important business execution to an executive Director by resolution of the Board of Directors and establishing the “Corporate Decision Authority Policy” to clarify the responsibility and authority for the execution of business by Top Management and others. As a means of considering issues and making improvements to further enhance such role of the Board of Directors, the Company conducts an analysis and evaluation of the effectiveness of the Board of Directors every year, and a summary of the result of the analysis and evaluation is disclosed below.

As for the analysis and evaluation of the effectiveness of the Board of Directors for the business year ended March 31, 2022, the Chairman of the Board of Directors conducted a survey based on questionnaires to Directors, and based on the results of this survey, the Board of Directors performed its analysis and evaluation.

<Conclusion>

It was determined that the overall effectiveness of the Board of Directors is sufficiently ensured.

<Reasons for the evaluation>

As a result of the survey on effectiveness, we have obtained a high evaluation as a whole, and confirmed that there are following activities and discussions behind it.

- The Board of Directors formulates strategy and business plans based on the business philosophy, and has discussions and makes decisions while always taking into consideration strategic direction.
- The Board of Directors appropriately receives reports, has discussions and carries out supervision regarding issues and the progress of business plans.
- The Board of Directors effectively utilizes the Nomination Committee, and appropriately supervises succession planning and appropriately makes decisions regarding nomination.
- The Board of Directors effectively utilizes the Compensation Committee, and appropriately establishes the remuneration system and decides the amount of remuneration.

<Initiatives of Board of Directors to raise the effectiveness>

The Board of Directors evaluated itself as having made significant improvements with regard to dialogue with stakeholders and such information being shared with the Board members. It will work on further increasing its effectiveness, by trying to understand the expectations and opinions of various stakeholders and then reflecting them in discussions at Board of Directors meetings.

[Supplementary Principle 4-14-2]

<Support for Directors>

The Company supports active deliberations at the Board of Directors and Audit & Supervisory Committee by providing to Directors the information they need to fulfill their roles and responsibilities. In particular, the Company implements training programs for newly elected outside Directors, through which they are provided with industry information pertaining to the Company, the Company's business strategies, and other information necessary for them to fulfill their roles and responsibilities.

With respect to particularly important matters, among matters to be submitted to the Board of Directors, the Company works to ensure active deliberations at the Board by providing a forum in advance for sharing information about such matters with Directors.

[Principle 5-1 Policy for Constructive Dialogue with Shareholders]

The Company implements the following to promote constructive dialogue with its shareholders.

The Company:

- 1) works, to a reasonable extent, to promote dialog further with shareholders through opportunities such as individual interviews and briefing meetings in addition to the Annual Shareholders Meeting;
- 2) endeavors to feedback opinions received through such dialogues to Directors and personnel concerned, and endeavors to appropriately reflect such opinions in the Company's activities;
- 3) appoints a Corporate Executive responsible for investor relations and overseeing dialogue with shareholders overall and establishes an investor relations department as well as the Corporate Disclosure Committee composed of members from various departments, in order to promotes the timely and appropriate disclosure of corporate information as well as dialogue with shareholders; and
- 4) ensures that personnel concerned with material non-public information manage said information in precise accordance with the Company's internal policies in order to avoid the selective disclosure of such information to a limited group of capital market participants.

2. Capital Structure

Percentage of shares owned by foreign shareholders

30% or more

[Major shareholders] **Updated**

Name	Number of shares held (shares)	Ratio to total (%)
The Master Trust Bank of Japan, Ltd. (trust account)	396,257,600	21.59
Custody Bank of Japan, Ltd. (trust account)	136,113,200	7.41
State Street Bank and Trust Company 505001 (standing proxy: Settlement & Clearing Services Department, Mizuho Bank, Ltd.)	65,334,728	3.56
Nippon Life Insurance Company (standing proxy: The Master Trust Bank of Japan, Ltd.)	51,588,835	2.81
State Street Bank West Client - Treaty 505234 (standing proxy: Settlement & Clearing Services Department, Mizuho Bank, Ltd.)	32,679,503	1.78
JP Morgan Chase Bank 385781 (standing proxy: Settlement & Clearing Services Department, Mizuho Bank, Ltd.)	25,011,561	1.36
SSBTC Client Omnibus Account (standing proxy: Custody Services Division, Tokyo office, The Hongkong and Shanghai Banking Corporation Limited)	23,632,249	1.28
GOVERNMENT OF NORWAY (standing proxy: Citibank, N.A., Tokyo Branch)	23,348,993	1.27
State Street Bank and Trust Company 505103 (standing proxy: Settlement & Clearing Services Department, Mizuho Bank, Ltd.)	20,160,691	1.09
Custody Bank of Japan, Ltd. (securities investment trust account)	20,105,400	1.09
Name of controlling shareholder	-	
Name of parent company	None	
Stock exchange of parent company listing	-	

Supplementary Explanation **Updated**

Although the Company has made the Statements of Large-Volume Holdings (including the Change Report) available for public inspection, since the actual number of shares as of March 31, 2022 cannot be confirmed, such figures have not been listed in the above list of major shareholders.

Name

Number of shares held (thousand shares)

Ratio of number of shares held to total number of issued shares (%)

BlackRock Japan Co., Ltd.
137,881
7.41

Nomura Securities Co., Ltd.
115,063
6.18

Sumitomo Mitsui Trust Asset Management Co., Ltd.
124,231
6.67

Wellington Management Company LLP
98,867
5.31

Mitsubishi UFJ Financial Group, Inc.
96,567
5.19

3. Corporate Attributes **Updated**

Listed Stock Market and Market Section	Tokyo, Prime
Business year-end	March
Category of business	Pharmaceutical
Number of employees at the end of the previous business year (consolidated)	1,000 or more
Net sales of the previous business year (consolidated)	¥1 trillion or more
Number of consolidated subsidiaries at the end of the previous business year	50 or more and less than 100

4. Guidelines for Measures to Protect Minority Shareholders in the Event of Transactions with Controlling Shareholders

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5. Other Special Conditions that May Have Material Impact on Corporate Governance

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II Organization of Management for Operational Decision-making, Execution and Supervision, and Other Corporate Governance Structures

1. Matters Pertaining to the Structure, Operation, etc. of the Organization

Form of the organization	The Company with Audit & Supervisory Committee
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[Matters pertaining to Directors] Updated

Number of Directors stipulated in the Articles of Incorporation	14
Terms of office of Directors stipulated in the Articles of Incorporation	1 year
Chairman of the Board of Directors	President
Number of Directors	10
Appointment of outside Directors	Appointed
Number of outside Directors	7
Number of independent Directors among outside Directors	7

Relationship with the Company (1) Updated

Name	Attribute	Relationship with the Company (*1)										
		a	b	c	d	e	f	g	h	i	j	k
Mamoru Sekiyama	From another company											
Hiroshi Kawabe	Scholar											
Takashi Tanaka	From another company											
Eriko Sakurai	From another company											
Haruko Shibumura	Attorney-at-law											
Raita Takahashi	Certified public accountant											
Mika Nakayama	From another company											

*1 Selection criteria regarding relationship with the Company

- a. Executive of the Company or its subsidiaries
- b. Non-executive director or executive of a parent company of the Company
- c. Executive of a fellow subsidiary company of the Company
- d. A party whose major client or supplier is the Company or an executive thereof
- e. Major client or supplier of the Company or an executive thereof
- f. Consultant, accountant or legal professional who receives a large amount of monetary consideration or other property from the Company besides compensation as a Director
- g. Major shareholder of the Company (or an executive of the said major shareholder if the shareholder is a legal entity)
- h. Executive of a client or supplier company of the Company (which does not correspond to any of d, e, or f) (the director himself/herself only)
- i. Executive of a company, between which the Company's outside officers are mutually appointed (the director himself/herself only)
- j. Executive of a company or organization that receives a donation from the Company (the director himself/herself only)
- k. Others

Relationship with the Company (2) **Updated**

Name	Independent Director	Supplementary information on applicable item(s)	Reasons for appointment
Mamoru Sekiyama	○		Mr. Sekiyama has been engaged in corporate management as a business manager of a general trading company for many years, and has abundant global experience and extensive insight. Since June 2017, Mr. Sekiyama has been playing a key role as outside Director in the management of the Company from an independent standpoint. In addition, as the Chair of the Nomination Committee and the Compensation Committee, he has led the deliberations of each Committee. The Company expects Mr. Sekiyama to leverage his abundant global experience and extensive insight to the management of the Company in the future as well. Mr. Sekiyama has satisfied the Company's independence standards for outside Directors and the required conditions for independent Director stipulated by Tokyo Stock Exchange, Inc. Based on these facts, the Company has judged that Mr. Sekiyama would not cause conflicts of interest with general shareholders, and therefore has designated him as independent Director.

Name	Independent Director	Supplementary information on applicable item(s)	Reasons for appointment
Hiroshi Kawabe	○		<p>Dr. Kawabe has been engaged in medical treatment for many years while successively holding important posts at Keio University as a medical scientist and has abundant specialized knowledge and experience in medical treatment. Since June 2019, Dr. Kawabe has been playing a key role as outside Director in the management of the Company from an independent standpoint. In addition, as the member of the Nomination Committee and the Compensation Committee, he has contributed to the deliberations of each Committee by vigorously expressing opinions. The Company expects Dr. Kawabe to leverage his abundant specialized knowledge and experience to the management of the Company in the future as well. Dr. Kawabe has satisfied the Company's independence standards for outside Directors and the required conditions for independent Director stipulated by Tokyo Stock Exchange, Inc. Based on these facts, the Company has judged that Dr. Kawabe would not cause conflicts of interest with general shareholders, and therefore has designated him as independent Director.</p>

Name	Independent Director	Supplementary information on applicable item(s)	Reasons for appointment
Takashi Tanaka	○		<p>Mr. Tanaka has been engaged in corporate management as a business manager of telecommunications companies for many years, and has abundant experience and extensive insight as a business manager. Since June 2021, he has been playing a key role as outside Director in the management of the Company from an independent standpoint. In addition, as a member of the Nomination Committee and the Compensation Committee, he has contributed to the deliberations of each Committee by vigorously expressing opinions. The Company expects him to leverage his broad knowledge in the telecommunications field and abundant experience and extensive insight as a corporate manager to the management of the Company from an independent standpoint in the future as well. Mr. Tanaka has satisfied the Company's independence standards for outside Directors and the required conditions for independent Director stipulated by Tokyo Stock Exchange, Inc. Based on these facts, the Company has judged that Mr. Tanaka would not cause conflicts of interest with general shareholders, and therefore has designated him as independent Director.</p>
Eriko Sakurai	○		<p>Ms. Sakurai has served in important positions for many years at a chemical manufacturer that develops business globally and has its head office in the United States, and has been engaged in corporate management at a Japanese subsidiary in the corporate group of that company. Ms. Sakurai possesses abundant international experience and extensive insight. The Company expects Ms. Sakurai to leverage her abundant international experience and extensive insight for the management of the Company from an independent standpoint. Ms. Sakurai has satisfied the Company's independence standards for outside Directors and the required conditions for independent Director stipulated by Tokyo Stock Exchange, Inc. Based on these facts, the Company has judged that Ms. Sakurai would not cause conflicts of interest with general shareholders and therefore has designated her as independent Director.</p>

Name	Independent Director	Supplementary information on applicable item(s)	Reasons for appointment
Haruko Shibumura	○		<p>Ms. Shibumura has been engaged in corporate legal affairs as an attorney-at-law, and has abundant specialized knowledge and experience gained while serving in positions such as professor at the Legal Training and Research Institute. Since June 2019, Ms. Shibumura has been playing a key role as outside Director who is an Audit & Supervisory Committee Member in the supervision and auditing of the Company's management from an independent standpoint. The Company expects Ms. Shibumura to leverage her abundant specialized knowledge and experience to supervise and audit the Company's management in the future as well. Ms. Shibumura has satisfied the Company's independence standards for outside Directors and the required conditions for independent Director stipulated by Tokyo Stock Exchange, Inc. Based on these facts, the Company has judged that Ms. Shibumura would not cause conflicts of interest with general shareholders, and therefore has designated her as independent Director.</p>

Name	Independent Director	Supplementary information on applicable item(s)	Reasons for appointment
Raita Takahashi	○		With many years of experience as a certified public accountant, Mr. Takahashi has thorough knowledge of corporate consulting and auditing, and is also engaged in corporate management as a business manager of a consulting company relating to business accounting and tax accounting services, and has abundant specialized knowledge and experience in business accounting and tax accounting. Since June 2020, Mr. Takahashi has been playing a key role as outside Director who is an Audit & Supervisory Committee Member in the supervision and auditing of the Company's management from an independent standpoint. The Company expects Mr. Takahashi to leverage his abundant specialized knowledge and experience to supervise and audit the Company's management. Mr. Takahashi has satisfied the Company's independence standards for outside Directors and the required conditions for independent Director stipulated by Tokyo Stock Exchange, Inc. Based on these facts, the Company has judged that Mr. Takahashi would not cause conflicts of interest with general shareholders, and therefore has designated him as independent Director.
Mika Nakayama	○		Ms. Nakayama has abundant experience in the field of intellectual property at a globally operating chemical manufacturer and, in addition to having served in important positions, has been engaged in corporate management in the company. Ms. Nakayama possesses abundant specialized knowledge and extensive insight. The Company expects Ms. Nakayama to leverage her abundant specialized knowledge and extensive insight to supervise and audit the Company's management. Ms. Nakayama has satisfied the Company's independence standards for outside Directors and the required conditions for independent Director stipulated by Tokyo Stock Exchange, Inc. Based on these facts, the Company has judged that Ms. Nakayama would not cause conflicts of interest with general shareholders and therefore has designated her as independent Director.

<Skills Matrix> The table below shows the skills (knowledge, experience, abilities, etc.) expected of directors.

	Name	Outside director	Company Management	Global Business	Science & Technology	Legal • Risk Management	Finance • Accounting	Academia
Director	Kenji Yasukawa		●	●	●	●		
	Naoki Okamura		●	●	●		●	
	Mamoru Sekiyama	○	● (Trading)	●				
	Hiroshi Kawabe	○			●			● (Medicine)
	Takashi Tanaka	○	● (Telecommunication)	●	●	●		
	Eriko Sakurai	○	● (Chemicals)	●		●		
Director Audit and Supervisory Committee Member	Toru Yoshimitsu			●	●		●	
	Haruko Shibumura	○				● (Lawyer)		
	Raita Takahashi	○					● (Accountant)	
	Mika Nakayama	○	● (Chemicals)	●	●	●		

[Audit & Supervisory Committee]

Committee's Composition and Attributes of Chairperson **Updated**

	All committee members	Full-time members	Internal Directors	Outside Directors	Chairperson
Audit & Supervisory Committee	4	1	1	3	Internal Director
Appointment of Directors and/or employees to support duties of the Audit & Supervisory Committee	Appointed				

Matters Related to the Independence of Such Directors and/or Employees from Executive Directors

The Company established the Audit & Supervisory Committee Office to assist the Audit & Supervisory Committee to carry out their duties. The staff of the Audit & Supervisory Committee Office are independent from Directors who are not Audit & Supervisory Committee Members and perform their duties under the direction of the Audit & Supervisory Committee. Moreover, the Board of Directors has set forth that any transfer or evaluation, etc. of the staff requires the prior approval of the Audit & Supervisory Committee. This arrangement ensures that the staff of the Audit & Supervisory Committee Office remain independent of other business execution divisions and ensures the effectiveness of directions given to the staff by the Audit & Supervisory Committee.

Cooperation among Audit & Supervisory Committee, Financial Auditors and Internal Audit department

(Cooperation between the Audit & Supervisory Committee and the Internal Audit department)

The Internal Audit department must gain consent of the Audit & Supervisory Committee when formulating annual audit plans, and the Audit & Supervisory Committee may instruct the Internal Audit department as required, upon having received reports about audit results and other topics from the Internal Audit department. Furthermore, the Directors who are Audit & Supervisory Committee Members and the Head of the Internal Audit department hold monthly regular meetings in principle, exchange information concerning auditing matters, and endeavor to strengthen cooperation.

(Cooperation between the Audit & Supervisory Committee and the Financial Auditor)

The Company's Audit & Supervisory Committee and its Financial Auditor, Ernst & Young ShinNihon LLC, hold meetings regularly as well as whenever needed, and maintain close cooperation by confirming their respective annual auditing plans and exchanging audit results and important audit information. The Financial Auditor reports and explains the results of auditing and reviews pursuant to the Companies Act and the Financial Instruments and Exchange Act to the Audit & Supervisory Committee at the time of quarterly and year-end financial settlements. The Audit & Supervisory Committee also reports results of the operational audits it has conducted to the Financial Auditor for exchange of opinions.

(Cooperation between the Internal Audit department and the Financial Auditor)

Through regular exchange of information and opinions concerning matters including the design, operation and assessment of the internal control over financial reporting and internal audit reports, the Internal Audit department and the Financial Auditor endeavor to collaborate to ensure proper internal control audits.

(Relationship of internal control departments with internal audits, Audit & Supervisory Committee audits, and financial audits)

The Audit & Supervisory Committee and the Internal Audit department communicate with other internal control departments with respect to procedures for respective audits of the Audit & Supervisory Committee and internal audits. Moreover, the Financial Auditor exchanges opinions with the finance department and as necessary with other internal control departments through the finance department.

[Discretionary Committee]

Establishment of a discretionary committee equivalent to a Nomination Committee or Compensation Committee	Established
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Status of the Establishment of a Discretionary Committee, Composition and Attributes of Chairperson **Updated**

Committee corresponding to Nomination Committee

Committee's name		Nomination Committee				
All committee members	Full-time members	Internal Directors	Outside Directors	Outside Experts	Others	Chair-person
4	0	0	4	0	0	Outside Director

Committee corresponding to Compensation Committee

Committee's name		Compensation Committee				
All committee members	Full-time members	Internal Directors	Outside Directors	Outside Experts	Others	Chair-person
4	0	0	4	0	0	Outside Director

Supplementary Explanation **Updated**

The Company has established the Nomination Committee and the Compensation Committee, a majority of whose respective members are outside Directors and which are respectively chaired by outside Directors. The committees act as advisory bodies to the Board of Directors in order to improve the transparency and objectivity of matters regarding the deliberation process with respect to personnel affairs (regarding election and dismissal of Directors, Top Management and others) and the remuneration system (regarding the remuneration for Directors, Top Management and others (excluding remuneration for individual Directors who are Audit & Supervisory Committee Members)).

As of June 20, 2022, membership of the Nomination Committee and the Compensation Committee is as follows.

- Nomination Committee
 - [Chair]
 - Mamoru Sekiyama (Outside Director)
 - [Member of the Committee]
 - Hiroshi Kawabe (Outside Director)
 - Takashi Tanaka (Outside Director)
 - Eriko Sakurai (Outside Director)
- Compensation Committee
 - [Chair]
 - Mamoru Sekiyama (Outside Director)
 - [Member of the Committee]
 - Hiroshi Kawabe (Outside Director)
 - Takashi Tanaka (Outside Director)
 - Eriko Sakurai (Outside Director)

[Matters pertaining to independent officers]

Number of independent officers	7
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Other Matters related to Independent Officers	Updated
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The specific decision-making criteria regarding independence of outside Directors are based on the independence standards for outside Directors stipulated by the Company.

The independence standards for outside Directors stipulated by the Company are as stated below.

<Independence Standards for Outside Directors>

Below are the independence standards for outside Directors of Astellas Pharma Inc. (“the Company”). They are deemed to have independence from the Company and no potential conflict of interest with ordinary shareholders if none of the following apply.

- (1) Person engaged in business execution¹ of the Company or the Company’s subsidiaries (collectively, “the Group”), or person who has been engaged in business execution of the Group at any time in the past 10 years (or for a period of 10 years before appointment to that post if the person has, at any time within the past 10 years, served as a non-executive Director, Audit & Supervisory Board Member or Accounting Advisor of the Group);
- (2) Party for whom the Group is a major business partner² or a person engaged in business execution of such party;
- (3) Major business partner of the Group³ or a person engaged in business execution of such business partner;
- (4) Consultant, accounting professional, or legal professional obtaining large amounts of money or other financial benefits⁴, other than as remuneration of Director from the Group (if such financial benefits are obtained by an incorporated entity, partnership or other organization, this item refers to a person belonging to such organization);
- (5) Person belonging to an auditing firm performing statutory audits of the Group;
- (6) Person receiving donations or grants above a certain threshold⁵ from the Group (if the donations or grants are received by an incorporated entity, partnership or other organization, this item refers to a person engaged in business execution of such organization);
- (7) Person engaged in business execution of a major financial institution⁶ from which the Group has borrowings, or a person engaged in business execution of the parent company or subsidiary of such financial institution;
- (8) Major shareholder⁷ of the Group, or a person engaged in business execution of an incorporated entity that is a major shareholder of the Group;
- (9) Person engaged in business execution of a company in which the Group is a major shareholder;
- (10) Person engaged in business execution of a company accepting directors (whether full or part time) from the Group, or a person engaged in business execution of the parent company or subsidiary of such company;
- (11) Person to whom any of Items (2) through (10) apply during the most recent 3 years; and
- (12) Relative of a person to whom any of Items (1) through (11) apply (limited to a person in an important position⁸).⁹

(Notes)

- ¹ “Person engaged in business execution” refers to a “person engaged in business execution” as defined in Article 2, paragraph (3), item (vi) of the Regulation for Enforcement of the Companies Act, and includes both executive directors and employees. It does not include audit & supervisory board members.

- 2 “Party for whom the Group is a major business partner” refers to a business partner group (namely, a corporate group comprising a direct business partner, its parent company or subsidiary, or subsidiaries of the parent company; the same shall apply hereinafter.) that provides the Group with products or services for which the transaction value in the most recent business year exceeds 2% of such business partner group’s annual consolidated sales.
- 3 “Major business partner of the Group” refers to a business partner group to which the Group provides products or services for which the transaction value in the most recent business year exceeds 2% of the Group’s annual consolidated sales.
- 4 “Large amounts of money or other financial benefits” refers to money or other financial benefits in excess of 10 million yen, excluding remuneration of Director, for the most recent business year (if such financial benefits are obtained by an incorporated entity, partnership or other organization, it refers to money or other financial benefits in excess of 2% of such organization’s total income for the most recent business year).
- 5 “Donations or grants above a certain threshold” refers to donations or grants in excess of the higher of 10 million yen on average for the most recent 3 business years or 2% of total income of such person/organization for the most recent business year.
- 6 “Major financial institution” refers to a financial institution from which total borrowings at the end of the most recent business year exceeds 2% of the Company’s consolidated gross assets.
- 7 “Major shareholder” refers to a shareholder holding 10% or more of voting rights (including direct and indirect holdings).
- 8 “Person in an important position” refers to a director (excluding outside directors); executive officer; corporate executive; employee in a management position at the level of department head or higher; certified public accountant in an auditing firm or accounting office; attorney in a law firm; councilor, director, auditor or other officer in an incorporated foundation, incorporated association, educational institution or other incorporated entity; or other person objectively and reasonably deemed to be in a position of similar importance.
- 9 “Relative” refers to a spouse or person within the second degree of consanguinity.

The insignificance criteria related to attribute information of independent directors stipulated by the Company are as stated below.

<Insignificance Criteria Related to Attribute Information of Independent Directors>

The Company has established the insignificance criteria related to attribute information of independent directors as follows. If transactions, donations, etc. relating to the independent directors are within the scope of these criteria, it will be deemed that they do not affect shareholder decisions with respect to exercising their voting rights, and they will be omitted from the description related to attribute information of independent directors.

Transactions

- (1) The total transaction amount pertaining to the provision of products and/or services from the business partner group to the Group is less than ¥100 million in the most recent business year
- (2) The total transaction amount pertaining to the provision of products and/or services from the Group to the business partner group is less than ¥100 million in the most recent business year

Donations and Grants

The total amount of money and value of other assets provided by the Group on average of the past three business years is less than ¥5 million

[Matters pertaining to incentives]

Implementation of measures to grant incentives to Directors	Introduction of incentive remuneration (variable remuneration) and a stock option system
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Supplementary Explanation **Updated**

<Bonus (short-term incentive remuneration)>

Bonuses (short-term incentive remuneration) will act as performance-linked remuneration for steadily building results towards achieving targets for each business year. As such, the Company sets appropriate consolidated performance evaluation indicators and a system that is linked closely with performance.

Details regarding the system are stated in the “Annual Securities Report for the Business Year Ended March 31, 2022 (17th Term)” (in Japanese).

<https://www.astellas.com/jp/investors/ir-library/securities-report>

<Stock compensation (medium- to long-term incentive remuneration)>

Stock compensation (medium- to long-term incentive remuneration) is performance-linked remuneration for promoting management that emphasizes increase in enterprise value and shareholder value over the medium- to long-term. As such, the Company’s shares will be delivered based on the level of growth of enterprise value and shareholder value over three consecutive business years, and an appropriate stock price evaluation indicator will be set to form a system that is closely linked to performance.

Details regarding the system are stated in the “Annual Securities Report for the Business Year Ended March 31, 2022 (17th Term)” (in Japanese).

<https://www.astellas.com/jp/investors/ir-library/securities-report>

<Stock Option Scheme>

With the introduction of a performance-linked stock compensation scheme from the business year ended March 31, 2016, no additional stock-compensation type stock options has been issued since the business year ended March 31, 2016.

Allotters who are eligible for stock options	Internal Directors, employees
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Supplementary Explanation

With the introduction of a performance-linked stock compensation scheme from the business year ended March 31, 2016, no additional stock-compensation type stock options has been issued since the business year ended March 31, 2016.

[Matters pertaining to remunerations for Directors]

Disclosure	Disclosure of those of certain Directors on an individual basis
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Supplementary Explanation	Updated
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The annual remuneration of Directors for the business year ended March 31, 2022 is disclosed as follows:

- Basic remuneration
Directors who are not Audit & Supervisory Committee Members: ¥390 million (among which ¥88 million for outside Directors)
Directors who are Audit & Supervisory Committee Members: ¥126 million (among which ¥64 million for outside Directors)
- Bonus
Directors who are not Audit & Supervisory Committee Members: ¥250 million (excluding outside Directors)
- Stock compensation
Directors who are not Audit & Supervisory Committee Members: ¥446 million (excluding outside Directors)

(Notes)

1. The amounts of “Basic remuneration” above include the amounts paid to one (1) outside Director who is not an Audit & Supervisory Committee Member who retired at the close of the 16th Term Annual Shareholders Meeting held on June 18, 2021.
2. The stock compensation stated above refers to the amount recorded as expenses under J-GAAP for the business year ended March 31, 2022.

<Directors whose total amount of remunerations is ¥100 million or more>

Yoshihiko Hatanaka (Representative Director, Chairman of the Board)

Total amount of remunerations: ¥348 million (Basic remuneration: ¥102 million, bonus: ¥87 million, stock compensation: ¥159 million)

Kenji Yasukawa (Representative Director, President and CEO)

Total amount of remunerations: ¥445 million (Basic remuneration: ¥130 million, bonus: ¥114 million, stock compensation: ¥201 million)

Naoki Okamura (Representative Director, Executive Vice President)

Total amount of remunerations: ¥206 million (Basic remuneration: ¥70 million, bonus: ¥48 million, stock compensation: ¥87 million)

Policy on determining remuneration amounts and calculation methods	Established
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Disclosure of Policy on Determining Remuneration Amounts and Calculation Methods	Updated
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Remunerations for Directors are so designed as to enable the Company to recruit and retain talents, and to make the remuneration levels and structures fully commensurate with the responsibilities of the position.

<Remunerations for internal Directors who are not Audit & Supervisory Committee Members>
Remunerations for internal Directors who are not Audit & Supervisory Committee Members are determined based on the following factors.

- i) Competitive remuneration system
 - A remuneration structure and levels that enable the Company to recruit and retain talents

- ii) Remuneration system that emphasizes increasing enterprise value and shareholder value
 - A remuneration system and composition that are closely linked to performance with an emphasis on increasing enterprise value and shareholder value over the medium- to long-term
- iii) Fair and impartial remuneration system
 - A fair and impartial remuneration system based on responsibility and results regardless of country and region

Based on the factors above, remunerations for internal Directors who are not Audit & Supervisory Committee Members are to consist of basic remuneration (fixed remuneration), bonus (short-term incentive remuneration) and stock compensation (medium- to long-term incentive remuneration). Levels of remunerations are determined based on the factors such as professional responsibilities, by utilizing objective remuneration survey data of an external expert organization. The individual remuneration for internal Directors who are not Audit & Supervisory Committee Members is determined by a resolution of the Board of Directors, based on results of discussions carried out by the Compensation Committee, within the total amount resolved in the Annual Shareholders Meeting.

<Remunerations for outside Directors who are not Audit & Supervisory Committee Members>
Remunerations for outside Directors who are not Audit & Supervisory Committee Members are to consist solely of basic remuneration (fixed remuneration), given that their roles involve supervising the Company's management from an objective and independent standpoint. Levels of basic remuneration are determined based on the factors such as professional responsibilities, in reference particularly to objective remuneration survey data of an external expert organization. The individual remuneration for outside Directors who are not Audit & Supervisory Committee Members is determined by a resolution of the Board of Directors, based on results of discussions carried out by the Compensation Committee, within the total amount resolved in the Annual Shareholders Meeting.

<Remunerations for internal Directors who are Audit & Supervisory Committee Members>
Remunerations for internal Directors who are Audit & Supervisory Committee Members are to consist solely of basic remuneration (fixed remuneration), given that their roles involve supervising and auditing the management. Levels of basic remuneration are determined based on the factors such as professional responsibilities, in reference particularly to objective remuneration survey data of an external expert organization. The individual remuneration for internal Directors who are Audit & Supervisory Committee Members is determined by deliberation of Directors who are Audit & Supervisory Committee Members, within the total amount resolved in the Annual Shareholders Meeting.

<Remunerations for outside Directors who are Audit & Supervisory Committee Members>
Remunerations for outside Directors who are Audit & Supervisory Committee Members are to consist solely of basic remuneration (fixed remuneration), given that their roles involve supervising and auditing the Company's management from an objective and independent standpoint. Levels of basic remuneration are determined based on the factors such as professional responsibilities, in reference particularly to objective remuneration survey data of an external expert organization. The individual remuneration for outside Directors who are Audit & Supervisory Committee Members is determined by deliberation of Directors who are Audit & Supervisory Committee Members, within the total amount resolved in the Annual Shareholders Meeting.

Further details on the remuneration system for Directors are stated in the "Annual Securities Report for the Business Year Ended March 31, 2022 (17th Term)" (in Japanese).

<https://www.astellas.com/jp/investors/ir-library/securities-report>

[Systems to support outside Directors] Updated

The Executive Office as a point of contact provides support to outside Directors by providing both internal and external information including press releases, and scheduling meetings, etc., as well as planning and inviting outside Directors to internal company events.

Staff belonging to the Audit & Supervisory Committee Office provide various types of support, including scheduling meetings for outside Directors who are Audit & Supervisory Committee Members, in addition to facilitating an exchange of opinions with internal Directors and Top Management, and conducting planning and management of reports from the executive body.

In addition, with respect to particularly important matters among matters to be submitted to the Board of Directors, the Company works to ensure active deliberations at the Board by providing opportunities in advance for sharing information about such matters with Directors. The Company also plans information sharing programs and shares information on the internal and external environment that forms the premises of discussions at the Board of Directors.

The Company provides newly elected outside Directors with the necessary information for them to fulfill their duties and responsibilities by implementing training programs for them, sharing such information as industry information pertaining to the Company and management strategies of the Company, and planning briefings tailored to the needs of the newly elected officer.

[Status of Persons who have retired from Representative Director and President, etc.]

Name of Consultants, Advisors, etc. who have retired from Representative Director and President, etc.

Name	Title/ Position	Description of Tasks	Form and Conditions of Services (Full-time, Part- time, Paid or Unpaid, etc.)	Date of Retirement from President, etc.	Term
-	-	-	-	-	-

Total number of Consultants, Advisors, etc. who have retired from Representative Director and President, etc.	0
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Others

The Company has no such positions.

2. Matters on functions of Business Execution, Audit, Oversight, Nomination, and Determination of Remuneration, etc. (Summary of the Current Corporate Governance System) **Updated**

(Summary of the corporate governance system)

The summary of the corporate governance systems is as follows:

- The Company adopts the organizational structure of “Company with Audit & Supervisory Committee.” Outside Directors constitute the majority of the Board of Directors and the Audit & Supervisory Committee, respectively.
- The Board of Directors determines basic policies of management, business strategies and other matters, and serves the oversight function of business execution.
- As an organ for handling business execution, the Company establishes the Executive Committee for discussing important matters and appoints Top Management (the President and Chief Executive Officer; the Chief Strategy Officer; the Chief Administrative Officer and Chief Ethics & Compliance Officer; the Chief Medical Officer; the Chief Commercial Officer; the Chief Scientific Officer; the Chief Financial Officer; the General Counsel; and the Chief Manufacturing Officer are collectively referred to as “Top Management”) to take responsibility for business execution. The responsibility and authority for the execution of business of the organ described above and the Top Management are clearly stipulated in the Corporate Decision Authority Policy.
- As advisory bodies to the Board of Directors, the Company establishes the Nomination Committee and the Compensation Committee, each of which are composed of a majority of outside Directors.

(Directors/Board of Directors)

Directors shall be elected by resolution of Shareholders Meeting and the terms of office of Directors who are not Audit & Supervisory Committee Members and Directors who are Audit & Supervisory Committee Members shall be one year and two years, respectively. Board of Directors meetings are held at least once every three months and additionally as necessary, chaired by the President and CEO.

The Board of Directors ensures the transparency and appropriateness of management by making decision of corporate management policies and corporate strategies, etc. and serving the oversight function of the execution of business. Furthermore, the Board of Directors ensures the agility of management by delegating a substantial part of decision-making authority of important business execution to an executive Director by resolution of the Board of Directors and establishing “Corporate Decision Authority Policy” to clarify the responsibility and authority for the execution of business by Top Management and others.

The Board of Directors, in consideration of diversity and balance from the perspectives of expertise and experience and so forth, is composed of a number of Directors appropriate to facilitate agility. In order to ensure decision-making from a broader viewpoint and objective oversight of the execution of business, the Board of Directors is composed of a majority of outside Directors. As of June 20, 2022, the Board of Directors comprises ten Directors (seven males and three females), among whom a majority of seven are highly independent outside Directors.

To further enhance the effectiveness of the Board of Directors as a whole, the Company conducts an analysis and evaluation of the effectiveness of the Board of Directors as a whole every year, through means such as each Director’s self-assessment, and discloses a summary of the results thereof.

Example of the Board of Directors meeting agenda in FY2021 are as follows:

- Corporate Strategy: Quarterly business updates, establishment and disclosure of Corporate Strategic Plan 2021, portfolio strategy, annual plan
- Risk Management: Report on enterprise risk management status, compliance update

- Stakeholder Engagement: Report on dialogue with investment community, sustainability activity reporting and planning
- Corporate Governance: Board of Directors effectiveness analysis results, Directors & officers personnel change/ compensation, succession planning

(Audit & Supervisory Committee)

The Audit & Supervisory Committee meetings are held once a month in principle.

The Audit & Supervisory Committee is the only deliberation body and decision-making body for the purpose of forming opinions with regard to audits by Audit & Supervisory Committee Members, and, where necessary, provides its opinions to Directors or the Board of Directors.

The Audit & Supervisory Committee is composed of all the Directors who are Audit & Supervisory Committee Members, and its chairman is determined by resolution of the Audit & Supervisory Committee. In order to further enhance the independence and neutrality of the Company's audit system, the Audit & Supervisory Committee is composed of a majority of outside Directors. In addition, the Company appoints as Audit & Supervisory Committee Members individuals who have appropriate experience and skills, as well as necessary knowledge of finance, accounting and legal affairs. At least one person who has sufficient expertise in finance and accounting serves on the committee. As of June 20, 2022, the Audit & Supervisory Committee comprises four members (two males and two females), among whom a majority of three are highly independent outside Directors.

The Company newly established the Audit & Supervisory Committee Office with increased number of full-time staff to assist the Audit & Supervisory Committee to carry out their duties. The staff of the Audit & Supervisory Committee Office are independent from Directors who are not Audit & Supervisory Committee Members and perform their duties under the direction of the Audit & Supervisory Committee. Moreover, the Board of Directors has set forth that any transfer or evaluation, etc. of the staff requires the prior approval of the Audit & Supervisory Committee. This arrangement ensures that the staff of the Audit & Supervisory Committee Office remain independent of other business execution divisions and ensures the efficacy of directions given to the staff by the Audit & Supervisory Committee.

(Nomination Committee and Compensation Committee)

In order to improve the transparency and objectivity of the deliberation process of regarding election and dismissal of Directors, etc. and remuneration system, the Company establishes the Nomination Committee and the Compensation Committee as advisory bodies to the Board of Directors. The Nomination Committee and the Compensation Committee are composed of members appointed by the Board of Directors, and the majority of each Committee are outside Directors. Each Committee is chaired by an outside Director. As of June 20, 2022, each committee comprises four members (three males and one female), all of whom are highly independent outside Directors.

<Role of the Nomination Committee>

The Nomination Committee deliberates matters relating to the election and dismissal of Directors and appointment and removal of Top Management, etc., and reports the results of their deliberations to the Board of Directors.

<Role of the Compensation Committee>

The Compensation Committee deliberates matters regarding remuneration, bonuses and other financial benefits paid as consideration for the performance of duties for Directors and Top Management, etc. (excluding individual remuneration for Directors who are Audit & Supervisory Committee Members), and reports the results of their deliberations to the Board of Directors.

(Agreement to limit Director's liability)

The Company has stipulated in the Articles of Incorporation that it may enter into an agreement with each Director (excluding executive Director, etc.) to limit his or her liability for damages under Article 423, paragraph (1) of the Companies Act, to the minimum liability amount

provided by laws and regulations, if the requirements to limit liability provided by the laws and regulations are satisfied (Agreement to limit Director's liability), enabling Directors (excluding executive Directors, etc.) to sufficiently fulfill expected roles. The Company has entered into the agreement with all of the Directors (excluding executive Directors, etc.).

(Directors and officers liability insurance agreement)

The Company has entered into a directors and officers liability insurance agreement provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company for Directors (including Directors who are Audit & Supervisory Committee Members), Audit & Supervisory Board Members, Corporate Executives, etc. of the Company and its subsidiaries in Japan, Asia, and Oceania as the insured persons. In the event of a claim for damages submitted by a shareholder or a third party, etc., the said insurance agreement shall compensate for damages and legal expenses, etc. to be borne by the insured persons in connection with their performance of duties. The Company and the related subsidiaries bear the entire insurance premium. The insurance policy does not cover damages arising from the insured persons' criminal acts and acts in violation of laws or regulations that were carried out with full knowledge of their illegality.

3. Reason for Adopting the Current Corporate Governance System

(Reason for the selection of the system)

To realize this, the Company has decided to transition to a company with an Audit & Supervisory Committee, which will enable the delegation of a substantial part of the Board of Directors' decision-making authority of the execution of business to executive Directors. This further enhances deliberation on matters such as business strategy in the Board of Directors and further strengthens the oversight function of the Board of Directors. In addition, the Company deems it appropriate for the Board of Directors, a majority of whose members are outside Directors, to discuss and make decisions on important matters relating to corporate governance, including those involving election of Directors and remuneration, etc.

III

Implementation Status of Measures for Shareholders and Other Stakeholders

1. Efforts to Vitalize the Annual Shareholders Meeting and Facilitate the Exercise of Voting Rights **Updated**

	Supplementary explanation
Early dispatch of the Convocation Notice of the Annual Shareholders Meeting	The Annual Shareholders Meeting was held on June 20, 2022. Date of dispatch of the convocation notice: May 27, 2022. Disclosure on the website: May 26, 2022.
Scheduling of Annual Shareholders Meeting avoiding the peak day* *the days on which many listed companies hold their general meetings of shareholders	The Annual Shareholders Meeting have been scheduled on non-peak days since the Annual Shareholders Meeting held in June 2004.
Allowing electronic exercise of voting rights	Since the Annual Shareholders Meeting held in June 2006, the Company has been using the Internet (a website for exercising voting rights) for exercising voting rights.
Participation in the electronic voting platform and other measures to improve environment for exercise of voting rights by institutional investors	Since the Annual Shareholders Meeting held in June 2006, the Company has adopted the electromagnetic means for exercising voting rights by participating in the electronic voting platform operated by ICJ, Inc., which is a company owned by the Tokyo Stock Exchange, Inc. and other companies.
Provision of the convocation notice (a summary) in English	The Company prepares the convocation notice in English and publishes it on the Company's website.
Others	The exercise of voting rights is facilitated by publishing the convocation notice on the Company's website. In addition, the Company provided live streaming to the shareholders at the Annual Shareholders Meeting held in June 2022 as a hybrid remote attendance-type virtual shareholders meeting. The Company also invited questions from the shareholders in advance and answered at the Annual Shareholders Meeting.

2. IR Activities **Updated**

	Supplementary explanation	Explanation by Representative
Preparation and publication of the Disclosure Policy	The Company establishes and publishes the Disclosure Policy in accordance with the basic guidelines of further improving transparency while also working to build and maintain relationships of trust with stakeholders, through the disclosure of information in a timely, appropriate, and fair manner to all stakeholders, as well as the initiation of dialogue with stakeholders.	
Regular investor briefings for individual investors	For the business year ended March 31, 2022 (FY2021), no investor briefings for individual investors were held due to the impact of COVID-19.	-
Regular investor briefings for analysts and institutional investors	Financial results presentations are held when quarterly financial results are announced. At financial results presentations, the Company's management reports business performance and progress, in addition to providing replies in response to questions from attendees. On-demand replays and scripts of these presentations are available on the Company's website: https://www.astellas.com/en/investors/ir-library/business-results The Company also holds presentations to introduce the progress of research and development as appropriate. On-demand replays and scripts of these presentations are also available on the Company's website: https://www.astellas.com/en/investors/ir-library/ir-meetings	Yes
Regular investor briefings for overseas investors	At the financial results presentations held when quarterly financial results are announced, an English interpreter is available. On-demand replays and scripts in English are also available on the Company's website: https://www.astellas.com/en/investors/ir-library/business-results An English interpreter is also available for the presentations to introduce the progress of research and development. On-demand replays and scripts in English are also available on the Company's website: https://www.astellas.com/en/investors/ir-library/ir-meetings	Yes
Posting of IR materials on the website	The URL of the Company's IR: https://www.astellas.com/en/investors Materials published: securities reports, financial results, various presentation	

	materials, notice of convocation and resolution of the Annual Shareholders Meeting, etc.
Establishment of a section (post) for investor relations	The IR Group is established under the Corporate Advocacy & Relations. In addition, the Corporate Disclosure Committee is established for the promotion and management of information disclosure activities.

3. Measures to ensure due respect for stakeholders **Updated**

	Supplementary explanation
Stipulation of internal rules, etc. for respecting the position of stakeholders	In accordance with the Company's philosophy, the Astellas Group aims to be an enterprise worthy of being selected and trusted by all the stakeholders including customers, shareholders, employees and community.
Implementation of Environmental Activities, CSR Activities etc.	As a framework for contributing to sustainability, the Company has established the Sustainability Advisory Panel and the Environmental (E), Society (S), and Governance (G) Working Groups (E, S, G Working Group), consisting of members from across divisions, led by Sustainability division, to promote activities to improve sustainability by each division from a long-term, strategic, and Group-wide perspective.
Development of policies on information provision to stakeholders	The Disclosure Policy about timely and appropriate disclosure of corporate information and dialogue with stakeholders is established and published. https://www.astellas.com/en/about/policies-and-position-statements
Others	The Company reports the status of engagement in sustainability activities on the Company's website. https://www.astellas.com/en/sustainability

IV Matters Pertaining to Internal Control System, etc.

1. Basic Views on the Internal Control System and its Development Status **Updated**

Systems to Ensure the Appropriate Execution of Business for FY2022

The Company has set out basic policies regarding the following systems to ensure that the Company's business is duly executed.

(1) System concerning the Performance of Duties

1) System to Ensure the Efficient Performance of the Duties of Directors

- The Company clearly separates the roles of the Directors, who participate in decision makings of corporate management policies and corporate strategies, etc. and oversee business execution as members of the Board of Directors, and the roles of Top Management (the President and Chief Executive Officer; the Chief Strategy Officer; the Chief Administrative Officer and Chief Ethics & Compliance Officer; the Chief Medical Officer; the Chief Commercial Officer; the Chief Scientific Officer; the Chief Financial Officer; the General Counsel and the Chief Manufacturing Officer are collectively referred to as "Top Management"), who are responsible for the execution of business.
- The Board of Directors meeting shall be held at least once every three (3) months and additionally as necessary.
- The Company has established the Executive Committee and discusses material matters concerning business strategies, product strategies, cooperate management, and personnel of the Company and the Astellas Group companies.
- The Company has established regulations concerning the committee mentioned above and the "Corporate Decision Authority Policy" to clarify the powers and positioning of the committee and the top management as well as the decision-making process.
- The Company has developed the personnel and organization systems to enable the efficient execution of business.

2) System for Maintaining and Controlling Information regarding the Performance of Duties by Directors

- The "Global Policy for Records and Information Management" has been established, based on which the Company will control and maintain, in an appropriate manner, information regarding the performance of duties by the Directors.
- The Company has established systems to ensure that all documents and materials concerning important management matters, such as minutes of the meetings of the Board of Directors and the Executive Committee are available for inspection by the Directors when necessary.

(2) Regulations and other Systems regarding Risk (Risk of Loss) Management

In order to conduct risk management properly as a whole group, the Company has categorized the risks into "risks relating to strategic management decision-making (risks relating to business opportunities)" and "risks relating to appropriate and efficient business conduct (risks relating to the performance of business activities)." Each division and unit of the Company and the Astellas Group companies will proactively put the Company's risk management initiatives into practice and promote risk mitigation within the Group and the proper response to such risks through the following activities:

- With respect to measures dealing with risks relating to business opportunities, each responsible division and unit will implement appropriate measures to mitigate risks

within their respective scope of responsibility and roles according to internal processes and policies for decision making. Among these risks, matters concerning material risks will be decided upon deliberation by the Executive Committee and/or the Board of Directors depending on the level of materiality.

- With respect to measures dealing with risks relating to the performance of business activities, the Company has established “Global” and “Divisional” Risk and Resilience Management Committees to manage comprehensively 1) identification and optimal management activities of risks, and 2) preparedness and status of crisis response plan and business continuity plan. Policies relating to such system will be decided upon deliberation by the Executive Committee and the Board of Directors. Significant risks identified under the system and responses to them will be decided upon deliberation by the Executive Committee and reported to the Board of Directors.
- In order to enhance the effectiveness of risk management operations, the Company will formulate separate policies and manuals for matters such as disaster control, information security, and personal information protection based on the nature of these risks.

(3) Compliance System (System to Ensure that the Performance of Duties by Directors and Employees Complies with the Laws, Regulations, and the Articles of Incorporation)

The Company has established the “Astellas Charter of Corporate Conduct” and the “Astellas Group Code of Conduct” as the core standards of compliance for officers and employees of the Company and the Astellas Group companies.

The Company regards compliance not only as observing the law but also acting in accordance with social norms as well as the highest sense of ethics. We have a system for promoting and embedding the broadly defined “compliance” across the whole group and do the following toward its implementation:

- The Company has established the “Global Compliance Committee” to understand the current situation of compliance and discuss policies and plans for the Company and the Astellas Group companies as a whole. Regional Compliance Committees have also been established to discuss compliance matters in their respective regions.
- Under the control of the Chief Administrative Officer and Chief Ethics & Compliance Officer, Ethics & Compliance, in collaboration with the relevant divisions of the Company and the Astellas Group companies, designs and executes specific plans for global compliance. In addition, through continuous training and other measures, we ensure that each officer and employee of the Company and the Astellas Group companies can practice compliance on their own initiative.
- The Company has established a global third party whistle-blowing hotline that is available for all Astellas Group employees and external stakeholders to report actual or potential non-compliance. The Company has also established a system to ensure any material information is timely reported to the Chief Administrative Officer and Chief Ethics & Compliance Officer. In dealing with such reports, we ensure that confidentiality will be strictly maintained and unfair treatment against reporters is strictly prohibited.

Through the systems and activities mentioned above, the Company promotes a robust speak up culture with its strict non-retaliation policy.

(4) System for Disclosure and Management of Information

- The Company discloses corporate information to all of its customers, shareholders, community and other stakeholders in a timely, proper and fair manner. The Company also actively engages in dialogue with them and appropriately takes into consideration comments with respect to its business activities. Through disclosure and dialogue, the Company is committed to further enhancing its transparency and strive to build and maintain a trust relationship with its stakeholders.

- Based on the basic stance above, the Company has established the “Disclosure Policy” and the “Corporate Disclosure Committee” that promotes and manages disclosure activities.
- The Company has established policies concerning the handling of material information acquired in the course of the duties by the officers and employees of the Company and the Astellas Group to prevent violations of the laws and regulations and to ensure the appropriate management of information.

(5) System to Ensure the Reliability of Financial Report

- The Company will design and operate internal controls over consolidated financial report in accordance with generally accepted standards in order to ensure reliability of the financial report, and assess the effectiveness in an appropriate way.
- In accordance with the “Global JSOX Policy” formulated by the Board of Directors, assessment of internal controls over the consolidated financial reports will be implemented, under the direction of the President and CEO, who owns the role of the Global Internal Control Officer.

(6) Group Management System (System to Ensure the Appropriate Execution of Business by the Corporate Group Composed of the Company and its Subsidiaries)

The Company engages in appropriate control and operation of the Astellas Group companies. With this in mind, the Company has taken the following actions in order to maintain and build a sound relationship between it and the Astellas Group companies:

- The Company will apply the “Astellas Charter of Corporate Conduct” and the “Astellas Group Code of Conduct” to all of the Astellas Group companies, and it will ensure that all persons concerned are fully aware of these policies and the code of the conduct of each Astellas Group company that are based on these policies.
- The Company has established a system in which matters concerning performance of the duties by the Directors of the Astellas Group companies will be reported to the Company through functional line managers.
- The Company will create clear rules regarding the composition of executives and decision-making authority and internal oversight systems at the Astellas Group companies to ensure the efficient execution of duties by the Directors of the Group companies.
- As mentioned above, the Astellas Group will tackle risk management and compliance matters as from an enterprise and global perspective.
- The “Global Internal Audit Policy” will apply to all the Astellas Group companies and the internal audit system over the Group will be prepared.

(7) Internal Audit System

The Company has established the Internal Audit division, which is independent from the ordinary business execution divisions and is under the direct control of the President and CEO, to develop the internal audit system of the Company and the Astellas Group companies, and takes the following actions:

- The Internal Audit division will review and evaluate the effectiveness and efficiency of the systems and structures in the various management activities of the Company and the Astellas Group companies, put together an audit report, and submit the results of such review and evaluation to the President and CEO and the Audit & Supervisory Committee. The Internal Audit will also communicate such results, if necessary, to officers and divisions concerned.

The report concerning the overall annual audit results will be made to the Board of Directors and Accounting Auditor.

- The Company will comply with the “Act on Securing Quality, Efficacy and Safety of Pharmaceuticals, Medical Devices, Regenerative and Cellular Therapy Products, Gene Therapy Products, and Cosmetics” and other regulations as a pharmaceutical company, and conduct its business with a mission to provide safe and effective products with a high level of expertise through a fair organization structure. To this end, the Company has built a tiered-control structure separated by different functions in all the Astellas Group companies; namely, the tiers consist of self-control on site, expert control by divisions related to RA and QA, and the internal audits conducted by the independent Internal Audit division.
- Internal Audit division will promote improvement in the quality of the internal audits through meetings and other forms of collaboration with the relevant expert divisions.
- Through managing the entire global internal audit function by the head of Internal Audit division who directly reports to President and CEO, and organizing Internal Audit division in line with the functional based global organizational structure across all the Astellas Group companies, the Company will address risks getting more globalized effectively and enhance the function to provide group companies with consistent high quality assurance and advisory services.

(8) System to Ensure Effective Audits by the Audit & Supervisory Committee

The Company takes the following actions as a “company with an Audit & Supervisory Committee” to enable the Audit & Supervisory Committee to carry out their audit effectively.

- 1) Matters concerning Employees Assisting the Audit & Supervisory Committee
 - The Company establishes the Audit & Supervisory Committee Office, and assigns full-time staff to assist the Audit & Supervisory Committee to carry out their duties, so that the audit by the Audit & Supervisory Committee will be properly executed.
- 2) Matters concerning Independence of the Employees Assisting the Audit & Supervisory Committee from the Directors Who Are Not the Committee Members, and Effectiveness of Directions Given to Such Employees
 - The staff of the Audit & Supervisory Committee Office are independent from the Directors who are not the Committee Members and carries out his or her duties under the direct control of the Audit & Supervisory Committee.
 - The appointment, evaluation, transfer, and other matters concerning such staff will require the prior consent of the Audit & Supervisory Committee.
- 3) System concerning Report of the Directors Who Are Not the Committee Members and Employees to the Audit & Supervisory Committee, and Other Systems concerning Report to the Audit & Supervisory Committee
 - The Company has established a system to ensure that the Audit & Supervisory Committee, at any time, can access monthly reports and quarterly reports regarding the execution of duties by the Directors of the Company and the Astellas Group companies.
 - Regarding each of the divisions, Top Management decides reporting matters, persons giving report and methods of reporting by mutual agreement with Audit & Supervisory Committee.
 - The divisions responsible for internal audits, legal matters, compliance and risk management will each develop a system to report to the Audit & Supervisory Committee on a regular basis and will report their current statuses and provide the necessary information with respect the Company and the Astellas Group companies.

- 4) System to Ensure that Informants Do Not Risk Unfavorable Treatments due to Their Reporting to the Audit & Supervisory Committee
 - The Company prohibits any unfavorable treatment of officers or employees of the Company and the Astellas Group companies who report to the Audit & Supervisory Committee of the Company or the Audit & Supervisory Board Members of the Astellas Group companies, because of their reporting.
- 5) Matters concerning Policies to Treat Costs Incurred by the Audit & Supervisory Committee for the Execution of Duties
 - The Company has established a system that the Audit & Supervisory Committee Office prepares budgets and performs payment of costs incurred by the Audit & Supervisory Committee for the execution of their duties.
- 6) Other Systems to Ensure Effective Audits by the Audit & Supervisory Committee
 - The appointment, evaluation, transfer, and other matters concerning the head of the Internal Audit division will require the prior consent of the Audit & Supervisory Committee.
 - The Internal Audit division will obtain endorsement from the Audit & Supervisory Committee on the annual plan of the internal audit.
 - The Audit & Supervisory Committee will receive the report from the Internal Audit division on the results of the internal audit, and be able to give guidance to Internal Audit division as needed. In the case where a direction from President and CEO conflicts with one from the Audit & Supervisory Committee, both parties will discuss and try to coordinate.
 - The Audit & Supervisory Committee Members appointed by Audit & Supervisory Committee may attend the Executive Committee meetings where execution of the Company's important business will be discussed, and also attend other meetings that the Audit & Supervisory Committee considers as important. In case that such Audit & Supervisory Committee Members are not available to attend these meetings, the staff of the Audit & Supervisory Committee Office may attend as observers by order of the Audit & Supervisory Committee.
 - The persons (divisions) of the Company and the Astellas Group companies subject to be audited will cooperate so that the Audit & Supervisory Committee may perform the audits in an appropriate manner.

(9) System to Exclude Anti-social Forces

The Company and the Astellas Group companies will not only take a resolute attitude against any anti-social forces and groups that threaten the order and security of society and never succumb to unjust and illegal requests, but will also keep out such forces and groups. Accordingly, the Company and the Astellas Group companies do the following:

- Clearly declare in the "Astellas Charter of Corporate Conduct" and the "Astellas Group Code of Conduct" that the Astellas Group will take a resolute attitude against anti-social forces and groups and exclude any relation with such forces and groups.
- Particularly in Japan, in close cooperation with the police and other related parties, establish a solid system that will enable the Company to actively collect necessary information as to anti-social forces and groups, as well as to take organizational actions.
- Continually implement educational activities, such as training on compliance and risk management, etc. for officers and employees, so as to exclude anti-social forces and groups.

Summary of the operational status for the Systems to Ensure the Appropriate Execution of

Business

A summary of the Company's operational status during the business year ended March 31, 2022 is as follows.

(1) System concerning the Performance of Duties

Following the basic policy, the Company in principle holds Board of Directors meetings once each month. Additionally, based on policies such as the Corporate Decision Authority Policy, important matters have been discussed at the Executive Committee, and top management have fulfilled their roles, thereby ensuring that Directors perform their duties efficiently by top management fulfilling their roles. Furthermore, during the business year ended March 31, 2022, 13 Board of Directors meetings were held and, 23 Executive Committee meetings were held.

In addition, the Company has decided to create new top management positions, namely, General Counsel (GC) and Chief Manufacturing Officer (CMfgO) and to dissolve the position of Chief Business Officer (CBO) and to integrate into Chief Strategy Officer (CStO), effective from April 2022.

(2) Regulations and other Systems regarding Risk (Risk of Loss) Management

Following the basic policy, the Company has categorized risks into risks relating to business opportunities and risks relating to the performance of business activities, and each department of the Company and the Astellas Group companies proactively put the Company's risk management initiatives into practice. In particular, for matters specified as critical risks, risk mitigation measures are formulated under the direction of risk owners, and subsequently implemented. In order to manage the risks more efficiently as a group, the Company has established "Global" and "Divisional" Risk and Resilience Committees. Furthermore, in response to the global spread of the Coronavirus Disease (COVID-19), the Company has set up the Global Crisis Management Team and started its activities since January 2020 to monitor the impact of COVID-19 on the Company's business while taking necessary measures in a swift manner.

In response to the situation in Ukraine, the Company has set up the Global Crisis Management Team and started its activities since February 2022 to ensure the safety of local employees and their families, monitor the impact on business activities such as supply chain, and take necessary measures in a swift manner.

(3) Compliance System (System to Ensure that the Performance of Duties by Directors and Employees Comply with Laws, Regulations, and the Articles of Incorporation)

Following the basic policy, the Company holds meetings of the Global Compliance Committee and the regional Compliance Committees that grasps current situations of compliance and discusses policies and plans accordingly for the Company and the Astellas Group companies as a whole. Additionally, through measures such as implementation of compliance-related training for all employees, the Company aims to improve attitudes toward compliance, and works to discover and remedy issues at an early stage via operation of initiatives such as the whistle-blowing hotline. Furthermore, the Company has established a global compliance structure wherein Ethics & Compliance department in each region and country report to the Functional Head of Ethics & Compliance.

(4) System for Disclosure and Management of Information

Following the basic policy, the Company discloses information to all stakeholders in a timely, appropriate and fair manner, and also actively engages in dialogue with them. During the business year ended March 31, 2022, with the intent of adding further transparency to business activities, the Company has made continuous efforts for timely, accurate and fair disclosure, such as cross-divisional deliberations about policies, contents,

etc. regarding material information disclosure, under the leadership of the Corporate Disclosure Committee.

The Company developed Corporate Strategic Plan 2021 for the next 5 years up to 2025 and held an external information session in May 2021. The Company also updated the Materiality Matrix and disclosed it through the Company's first external sustainability meeting in February 2022.

(5) System to Ensure the Reliability of Financial Report

Following the basic policy, the Company has formulated an internal control evaluation plan for consolidated financial reporting, and the Company works to ensure the reliability of financial reporting through measures such as development of internal control and its operation by control owners and process owners, revision of internal control-related documentation, and Internal Audit department's evaluation of development of internal control and its operational status in business bases subject to evaluation.

(6) Group Management System (System to Ensure the Appropriate Execution of Business by the Corporate Group Composed of the Company and its Subsidiaries)

Following the basic policy, the Company promotes appropriate control and operation of Astellas Group companies by having matters concerning the duties of the Directors of the Astellas Group companies to be reported to the Company through functional line managers, and clearly defining the composition of executives and decision-making authority at the Astellas Group companies. Financial status and others of the Astellas Group companies are reported monthly or pre-quarterly and then reported to the Board of Directors of the Company as necessary.

(7) Internal Audit System

Following the basic policy, the Company proposes and executes internal auditing plans and reports to the Audit & Supervisory Committee, the Board of Directors, and the Financial Auditor, and ensures opportunities to review audit results. Moreover, the Internal Audit and related expert departments conduct information sharing activities in an effort to strengthen the internal auditing system. The Company has constructed a global auditing system wherein the internal audit department of each region report to the Head of Internal Audit, who is directly supervised by the President and CEO.

(8) System to Ensure Effective Audits by the Audit & Supervisory Committee

Following the basic policy, the Company secures a system to allow effective audits by the Audit & Supervisory Committee through measures such as reporting on execution status of business by Directors who are not the Audit & Supervisory Committee Members and employees to the Audit & Supervisory Committee and continued attendance at important meetings such as the Executive Committee by the Audit & Supervisory Committee Members.

Particularly, monthly reports have been submitted to the Audit & Supervisory Committee from all regions, regarding summaries and results of responses to whistle-blowing hotline reports and litigation / in-house investigation projects which is superintended by the Legal department.

The company supported the Audit & Supervisory Committee Office so that practical support to Audit & Supervisory Committee is well enhanced and audits by Audit & Supervisory Committee is performed more appropriately.

(9) System to Exclude Anti-social Forces

Following the basic policy, the Company conducts due diligence assessment of business

partners of the Company and Astellas Group Companies, and through the introduction of articles to eliminate anti-social forces in contracts, works to exclude any relation with such forces and groups.

2. Basic Views on System to Exclude Anti-social Forces and its Development Status

Updated

The Company has set out the basic policy for the system to exclude anti-social forces as follows.

The Company and the Astellas Group companies will, as a solid organization, not only take a resolute attitude against any anti-social forces and groups that threaten the order and security of society, and never accept unjust and illegal requests, but will also ensure non-involvement with such forces and groups. Accordingly, the Company and the Astellas Group companies will:

- Clearly declare in the “Astellas Charter of Corporate Conduct” and the “Astellas Group Code of Conduct” that the Astellas Group will take a resolute attitude against anti-social forces and groups and will exclude any relation with such forces and groups.
- With close cooperation with the police and other related parties, particularly in Japan, establish a solid system that will enable the Company to actively collect necessary information as to anti-social forces and groups, as well as to take actions as the entire Astellas Group.

Continually implement educational activities, such as training relating to compliance and risk management, etc. for officers and employees, so as to exclude any influence of anti-social forces and groups.

A summary of the Company’s operational status during the business year ended March 31, 2022 is as follows.

Following the basic policy, the Company conducts due diligence assessment of business partners of the Company and Astellas Group Companies, and through the introduction of articles to eliminate anti-social forces in contracts, works to exclude any relation with such forces and groups.

V

Other Matters

1. Adoption of Anti-Takeover Measures

Adoption of anti-takeover measures	Not adopted
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Supplementary Explanation

The Company has not adopted any anti-takeover measures.

2. Other Matters Concerning Corporate Governance System, etc.

Overview of the timely disclosure system

1. Guidelines of timely disclosure

The Astellas Group discloses information to all of its customers, shareholders, community and other stakeholders in a timely, appropriate, and fair manner. The Astellas Group also actively engages in dialogue with them, and reflects their comments in its business activities properly. Through this disclosure and dialogue, the Astellas Group is committed to further enhancing its transparency and strive to build and maintain a trust relationship with its stakeholders.

2. Internal system related to timely disclosure

In order to ensure the transparency of business activities and to gain greater confidence from all of its stakeholders, the Company set up the Corporate Disclosure Committee that promotes and manages disclosure activities. The Corporate Disclosure Committee is tasked with discussion on formulating, revising and operating the Disclosure Policy, disclosure strategy related to corporate information, and the appropriateness of disclosure activities. The Committee is chaired by the Chief Financial Officer (CFO) and consists of members who are appointed by the chairperson.

In principle, there is a pre-determined individual in charge of information disclosure who handles the disclosure of information to participants in capital markets such as shareholders and investors.

3. Methods of disclosure

The Astellas Group discloses information in accordance with related laws and regulations including the Financial Instruments and Exchange Act and other regulations set forth by the stock exchanges where the shares of the Company are listed. Material information will be made public through the Timely Disclosure Network (TDnet) provided by the Tokyo Stock Exchange and, promptly after such public disclosure, made available via press releases and the Company's website. Information other than above will also be disclosed in a manner appropriate for the content.

4. Effective monitoring on the timely disclosure system

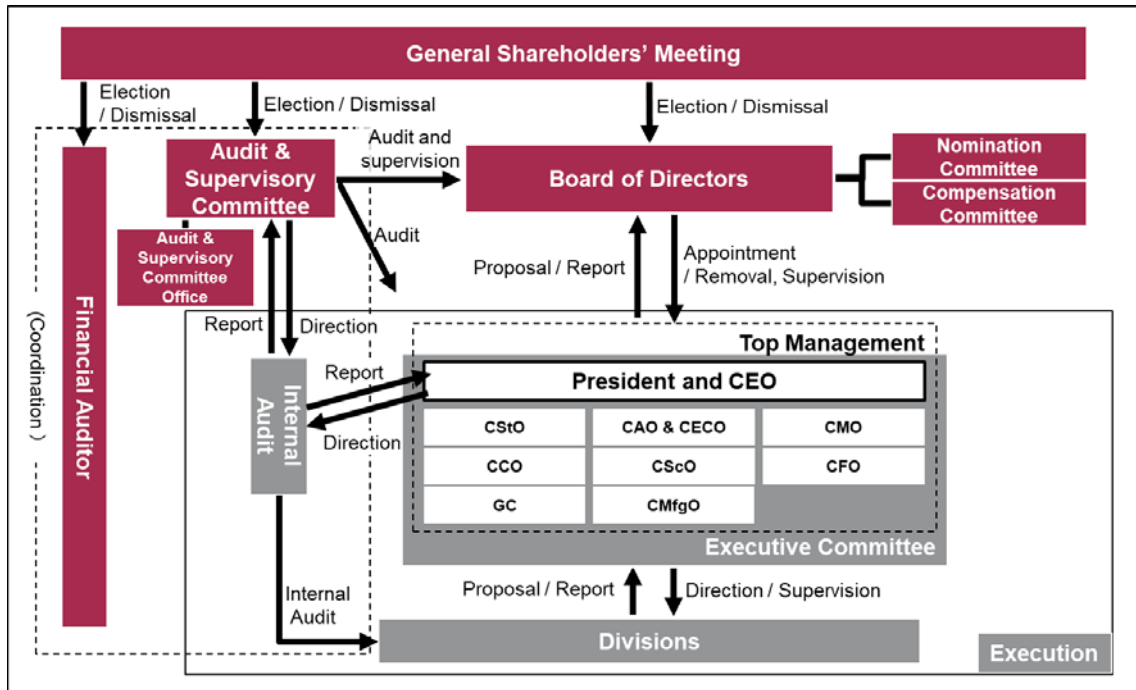
The Company ensures the effectiveness of the monitoring system which evaluates the operation and maintenance of the system related to the timely disclosure of information.

With regard to the evaluation of internal control related to financial reporting, the independent Internal Audit department evaluate the Disclosure Policy related to the timely disclosure system as well as development and operation status of the Corporate Disclosure Committee as a company-wide internal control measure.

When making timely disclosure information available to the public, the disclosure is to be reported in advance to all Directors.

Corporate Governance

(As of April 1, 2022)



CEO : Chief Executive Officer, CSO: Chief Strategy Officer,
 CAO & CEO : Chief Administrative Officer and Chief Ethics & Compliance Officer, CMO : Chief Medical Officer,
 CCO : Chief Commercial Officer, CScO : Chief Scientific Officer, CFO : Chief Financial Officer, GC : General Counsel,
 CMfgO : Chief Manufacturing Officer