Press Release

Notice of absorption merger(simple and short form merger) of the wholly owned subsidiaries, Astellas Pharma Tech and Astellas Green Supply

TOKYO, November 11, 2020 - Astellas Pharma Inc. (TSE: 4503, President and CEO: Kenji Yasukawa, Ph.D., "the Company") announced that it has decided today, to absorb and merge ("the Merger") our wholly owned subsidiaries, Astellas Pharma Tech Co., Ltd. ("Astellas Pharma Tech") and Astellas Green Supply, Inc.("Astellas Green Supply")

Since the Merger is simple/short form absorption merger of our wholly owned subsidiaries, some disclosure items and contens have been omitted from this disclosure.

Note

1. Purpose of the Merger

   (1) Astellas Pharma Tech manufactures our pharmaceuticals and clinical trial materials. From now on, it is vital for us to conduct research and development in consideration of production and supply from an early stage in order to realize swift launches and a stable supply of new medicines that utilize new modalities such as antibody approaches, cell therapy, and gene therapy based on the Astellas Focus Area approach. With the Merger, the two organizations can come together and work closer as one company and accelerate the fusion of process development and production technology up to commercialization.

   (2) Astellas Green Supply conducts operations such as environmental greening and resource recycling, in addition to promoting the employment of people with disabilities. The Company will execute operations more efficiently with the Merger and continue to fulfill our social responsibilities with regards to the employment of people with disabilities.

2. Outline of the Merger

(1) Schedule of the Merger

Decision of the Merger : November 11, 2020

Execution date of absorption merger agreement : December 2021(Plan)

Effective date of absorption merger : April 1, 2022(Plan)

Further, for the Company, because the Merger is simple merger, as prescribed under Article 796, Paragraph 2 of the Companies Act; and, for the disappearing company, because this is a short-form merger, as prescribed under Article 784, Paragraph 1 of the Companies Act. Therefore, the parties shall conduct the Merger without obtaining any approval at a shareholders meeting.

(2) Method of the Merger

The Merger will be an absorption merger whereby the Company will be the surviving company, while Astellas Pharma Tech and Astellas Green Supply will be the absorbed companies.

(3) Allotment upon the Merger

Since the Merger is an absorption merger with Astellas' wholly owned subsidiaries, there will be no allocation of new shares or allotment of monies upon the Merger.

(4) Handling of subscription rights to shares and bonds with subscription rights to shares associated with the Merger

Not applicable

3. Overview of the Parties of the Merger(As of September 30,2020)

	Surviving Company	Disappearing Company	Disappearing Company
(1) Name	Astellas Pharma Inc.	Astellas Pharma Tech Co., Ltd.	Astellas Green Supply, Inc.
(2) Address	2-5-1, Nihonbashi-Honcho, Chuo-ku, Tokyo, Japan	2-5-1, Nihonbashi-Honcho, Chuo-ku, Tokyo, Japan	2-5-1, Nihonbashi-Honcho, Chuo-ku, Tokyo, Japan

(3) Title and name of the representative person	President and CEO: Kenji Yasukawa	President: Toshiomi Nakate	President: Ryuusuke Nakajima
(4) Business description	Manufacturing, marketing and import/export of pharmaceuticals	Manufacturing of pharmaceuticals, clinical trial materials and active ingredient	Environmental greening and resource recycling at Astellas Group offices
(5) Capital	103,001 million yen	1 million yen	1 million yen
(6) Foundation	April 1, 2005	April 1, 2011	April 1, 2005
(7) Number of Shares Outstanding	1,861,787,075 shares	2,000 shares	200 shares
(8) Accounting Period	March 31	March 31	March 31
(9) Major shareholders and their shareholding percentage	The Master Trust Bank of Japan, Ltd. (Trust account) 12.20% Custody Bank of Japan (trust account) 6.25% Nippon Life Insurance Company 3.46% STATE STREET BANK AND TRUST COMPANY 505001 2.79% Custody Bank of Japan (trust account 7) 2.72 %	Astellas Pharma Inc. 100.00%	Astellas Pharma Inc. 100.00%
(10) Financial position and Business results for the most recent fiscal year			
Accounting Period	March 2020 （Consolidated, IFRS）	March 2020 （Non-consolidated, JGAAP）	March 2020 （Non-consolidated, JGAAP）
Net Assets	1,289,168 million yen	80,722 million yen	100 million yen
Total Assets	2,318,160 million yen	92,275 million yen	129 million yen

Net Assets per share	694.03 yen	40,361,184.76 yen	500,112.54 yen
Revenue	1,300,843 million yen	38,519 million yen	261 million yen
Operating profit	243,991 million yen	1,992 million yen	8 million yen
Profit before tax	245,350 million yen	1,377 million yen	8 million yen
Net profit attributable to owners of the parent company	195,411 million yen	834 million yen	△21 million yen
Basic earnings per share	104.15 yen	417,162.17yen	△107,272.85yen

4. Status after the Merger

There is no change in the name, address, title and name of the representative person, business description, capital, and accounting end and Astellas as a result of the Merger.

5. Business Outlook

The Merger will have no impact on the financial forecasts of the current fiscal year ending March 31, 2021.

About Astellas

Astellas Pharma Inc. is a pharmaceutical company conducting business in more than 70 countries around the world. We are promoting the Focus Area Approach that is designed to identify opportunities for the continuous creation of new drugs to address diseases with high unmet medical needs by focusing on Biology and Modality. Furthermore, we are also looking beyond our foundational Rx focus to create Rx+® healthcare solutions that combine our expertise and knowledge with cutting-edge technology in different fields of external partners. Through these efforts, Astellas stands on the forefront of healthcare change to turn innovative science into value for patients. For more information, please visit our website at https://www.astellas.com/en.

Cautionary Notes

In this press release, statements made with respect to current plans, estimates, strategies and beliefs and other statements that are not historical facts are forward-looking statements about the future performance of Astellas. These statements are based on management's current assumptions and beliefs in light of the information currently available to it and involve known and unknown risks and uncertainties. A number of factors could cause actual results to differ materially from those discussed in the forward-looking statements. Such factors include, but are not limited to: (i) changes in general

economic conditions and in laws and regulations, relating to pharmaceutical markets, (ii) currency exchange rate fluctuations, (iii) delays in new product launches, (iv) the inability of Astellas to market existing and new products effectively, (v) the inability of Astellas to continue to effectively research and develop products accepted by customers in highly competitive markets, and (vi) infringements of Astellas' intellectual property rights by third parties.

Information about pharmaceutical products (including products currently in development) which is included in this press release is not intended to constitute an advertisement or medical advice.

###

Contacts for inquiries or additional information:

Astellas Pharma Inc.
Corporate Advocacy & Relations
TEL: +81-3-3244-3201 FAX: +81-3-5201-7473