### JUL. 25. 2005 2:53PM OBLON, SPIVAK

NO. 361 P. 3

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OP \$80.00 10653977

Atty Docket No.: 242336US-0-DIV	RECORDATION FORM COVER SHEET PATENTS ONLY U.S. DEPARTMENT OF COMMERCE Potent and Trademark Office
To the Director of the United States Patent and	ademark Office. Please record the attached original documents or copy thereof.
1. Name of conveying party(ies): Fujisawa Pharmaceutical Co., Ltd. Additional name(s) of conveying party(ies) atta	<ul> <li>2. Name and address of receiving party(ies):</li> <li>Name: Astellas Pharma Inc.</li> <li>Address: 3-11, Nihonbashi-Honcho 2-chome Chuo-ku</li> <li>Tokyo, Japan</li> </ul>
<ul> <li>3. Nature of Conveyance:</li> <li>Assignment Merger</li> <li>Security Agreement Change of Other</li> <li>Execution Date: April 1, 2005</li> </ul>	Name Additional name(s) and address(es) attached? 🗖 Yes 🖬 No
4. Application number(s) or patent number(s):	
<ul> <li>This document is being filed together with</li> <li>A. Patent Application No.(s) 10/653,977</li> </ul>	B. Patent No.(s) 6,664,293
5. Name and address of party to whom corresp concerning document should be mailed: Customer Number 22850 Tel. (703) 413-3000 Fax. (703) 413-2220	<ul> <li>6. Total applications and patents involved: 2</li> <li>7. Total fee (37 CFR 3.41): \$80.00</li> <li>Enclosed</li> <li>Authorized to be charged to deposit account</li> <li>8. Deposit account number: 15-0030 (Attach duplicate copy of this page if paying by deposit account)</li> </ul>
	DO NOT USE THIS SPACE
Copy of the original document.          Marvin J. Spivak         Name of Person Signing         Registration Number: 24,913	bregoing information is true and correct and any attached copy is a true Signature ber of pages including this cover sheet: 38
Mail documents to be recorded with required Director o Ma	Do not detach this portion cover sheet information to: the United States Patent and Trademark Office I Stop Assignment Recordation Services Alexandria, Virginia. 22313

### STATEMENT

Assistant Commissioner for Patents Alexandria, VA 22313-1450

Sir/Madam:

I, Katsunobu Ihara, of which postal address is ARK MORI BLDG, 13F, 12-32, Akasaka 1-chome, Minato-ku, Tokyo, Japan hereby state that:

I well understand the Japanese and English languages and attached is an accurate English translation made by me of the certified copy of the commercial register (Certificate of All the Records Registered) of Astellas Pharma Inc.

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Astellas Pharma Inc.

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÷ ·--- Company number 0199-01-034966 3-11, Nihonbashi-Honcho 2-chome, Chuo-ku, Tokyo

# Certificate of All the Records Registered

Trade name	Yamanouchi Pharmaceutical Co., Ltd.	
Trade name	Astellas Pharma Inc.	Changed April 1, 2005 Registered April 1, 2005
Location of head office	3-11, Nihonbashi-Honcho 2-chome, Chuo-ku,	Tokyo
Method of public notice	The statement is executed by publication in t in Tokyo.	
Matters necessary for obtaining information	http://www.yamanouchi.com/jp/index.html	Registered April 1, 2003
relating to the balance sheet		Registered April 1, 2005
Date of incorporation		of pharmaceuticals, quasi-drugs,
Object	http://www.yamanouchi.com/jp/index.html       Established March 25, 2003         http://www.yamanouchi.com/jp/index.html       Registered April 1, 2003         Changed April 1, 2005       Changed April 1, 2005	

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File number Tsu 605098

\*Deleted matters are underlined.

REEL: 016561 FRAME:50694

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Company number 0199-01-034966 3-11, Nihonbashi-Honcho 2-chome, Chuo-ku, Tokyo

3-11, Nihonbashi-Honch	o 2-chome, Chuo-ku, Tokyo	
	<ul><li>11. Hotel business, and management a education facilities and equipment</li><li>12. Casualty insurance agency business</li></ul>	and control of health and physical
	13. Publishing business	
	14. Sale, lease and maintenance of comp	uler
	<ul><li>14. Sale, lease and minimum lease of comp</li><li>15. Development, sale and lease of comp</li><li>16. Information processing and informat</li></ul>	ion service husiness using computer
	16. Information processing and information	
	<ol> <li>Management consulting business</li> <li>All businesses incidental to or related to one of the preceding Items</li> <li>All businesses incidental to or related to and registered April 1, 2005</li> </ol>	
	18, All businesses incidental to of related	il 1, 2005, and registered April 1, 2005
Number of shares of one	1.000 snares	
unit		Changed April 1, 2002
	100 shares	Registered April 2, 2002
		Acceletation of a line of
Total number of shares authorized to be issued	800 million shares	
	2 billion shares	· · · · · · · · · · · · · · · · · · ·
		Registered April 1, 2005
	Total number of issued shares	Changed April 30, 2001
Total number of shares issued giving type of	361_152,522 shares	Registered May 9, 2001
stock and number of	Total number of issued shares	Changed February 28, 2002
shares of each type	<u>361,203,052 shares</u>	Registered March 11, 2002
Singles of even Ab-	Total number of issued shares	Changed April 30, 2002
	361,203,604 shares	Registered May 10, 2002
		Changed May 31, 2002
	Total number of issued shares	Registered June 12, 2002
	361.214.262 shares	Changed December 30, 2002
	Total number of issued shares	
	361,216,470 shares	Registered January 14, 2003
	Total number of issued shares	Changed April 30, 2004
	<u>361.221.523 shares</u>	Registered May 13, 2004
	Total number of issued shares	Changed October 31, 2004
	<u>361,549,971 shares</u>	Registered November 10, 2004
	Total number of issued shares	Changed January 31, 2005
	361.954,215 shares	Registered February 8, 2005
	Total number of issued shares	
	571,428,003 shares	Registered April 1, 2005
	¥99.694.563.841	Changed April 30, 2001
Amount of capital	<u>#99,694,303,641</u>	Registered May 9, 2001
	100 044 552 941	Changed February 28, 2002
	¥99,744,563.841	Registered March 11, 2002
		Changed April 30, 2002
	¥99,745,563,513	Registered May 10, 2002
		Changed May 31, 2002
	¥99,756,563,185	
		Registered June 12, 2002
	¥99.760.561.873	Changed December 30, 2002
		Registered January 14, 2003
	¥99,765.5 <u>61.873</u>	Changed April 30, 2004
ł		Registered May 13, 2004
	¥100,090,561,873	Changed October 31, 2004
	<u></u>	Registered November 10, 200
1	¥100,490,561,873	Changed January 31, 2005
	±100,470,201,072	Registered February 8, 2005
	I	

File number Tsu 605098

\*Deleted matters are underlined.

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Company number 0199-01-034966

3-11, Nihonbashi-Honcho 2-chome, Chuo-ku, Tokyo

	The section of the se		
Name, address, and place	33-1, Shiba 3-chome, Minato-ku, Tokyo	v Limited	
of business of transfer	The Chuo Mitsui Trust and Banking Company, Limited		
agent	33-1, Shiba 3-chome, Minato-ku, Tokyo Head Office, The Chuo Mitsui Trust and Ban	king Company, Limited	
	Changed December 4, 2000	, and registered December 8, 2000	
	Director Masayoshi Onoda	Reappointed June 28, 2001	
Matters relating to	Director interaction	Registered July 10, 2001	
officers		Retired June 27, 2003	
		Registered July 11, 2003	
	Director Toichi Takenaka	Reappointed June 28, 2001	
	Director Toichi Takenaka	Registered July 10, 2001	
	Director Toichi Takenaka	Reappointed June 27, 2003	
	Director Toichi Takenaka	Registered July 11, 2003	
· ·		Resigned March 31, 2005	
		Registered April 1, 2005	
		Reappointed June 28, 2001	
	Director Kaoru Kimuta	Registered July 10, 2001	
		Retired June 27, 2003	
		Registered July 11, 2003	
		Reappointed June 28, 2001	
	Director Munetoshi Kakitani	Registered July 10, 2001	
		Retired June 27, 2003	
		Registered July 11, 2003	
	Director Nobuji Takavama	Reappointed June 28, 2001	
		Registered July 10, 2001	
	<u>Director</u> <u>Nobuji Takayama</u>	Reappointed June 27, 2003	
		Registered July 11, 2003	
		Resigned March 31, 2005	
		Registered April 1, 2005	
	Director Kiyoshi Kawaishi	Reappointed June 29, 2000	
		Registered July 12, 2000	
1		Retired June 27, 2002	
		Registered July 10, 2002	
	Director Hidehiko Ueda	Reappointed June 29, 2000	
		Registered July 12, 2000	
	Director Hidehiko Ueda	Reappointed June 27, 2002	
	<u>()irectoj</u> <u>riticiliko coda</u>	Registered July 10, 2002	
		Retired June 24, 2004	
		Registered July 7, 2004	
	Director Hiroshi Suzuki	Reappointed June 29, 2000	
•	Director <u>Hiroshi Suzuki</u>	Registered July 12, 2000	
		Retired June 27, 2002	
1		Registered July 10, 2002	
		Reappointed June 29, 2000	
	Director Youzou Noura	Registered July 12, 2000	
		Retired June 27, 2002	
		Registered July 10, 2002	
	Director Masakatsu Inque	Reappointed June 29, 2000	
		Registered July 12, 2000	
	;	Retired June 27, 2002	
		Registered July 10, 2002	
1 — — — — — — — — — — — — — — — — —			

File number Tsu 605098

\*Deleted matters are underlined.

Company number 0199-01-034966 3-11, Nihonbashi-Honcho 2-chome, Chuo-ku, Tokyo

Det une Technori Termurt	Reappointed June 29, 2000
Director Toshinari Tamura	Registered July 12, 2000
Director Toshinari Tamura	Reappointed June 27, 2002
Difector Tosimian rationa	Registered July 10, 2002
Director Toshinari Tamura	Reappointed June 24, 2004
Director Tosimiar randia	Registered July 7, 2004
	Resigned March 31, 2005
	Registered April 1, 2005
Director Kunihide Ichikawa	Reappointed June 29, 2000
	Registered July 12, 2000
Director Kunihide Ichikawa	Reappointed June 27, 2002
	Registered July 10, 2002
Director Kunihide Ichikawa	Reappointed June 24, 2004
	Registered July 7, 2004
	Resigned March 31, 2005
	Registered April 1, 2005
Director Shigekazu Takahashi	Reappointed June 28, 2001
	Registered July 10, 2001
Director Shigekazu Takahashi	Reappointed June 27, 2003
	Registered July 11, 2003
	Resigned June 24, 2004
	Registered July 7, 2004
Director Kazuvoshi Hatanaka	Appointed June 29, 2000
	Registered July 12, 2000
Director Kazuvoshi Hatanaka	Reappointed June 27, 2002
	Registered July 10, 2002
	Retired June 24, 2004
	Registered July 7, 2004
Director Yasuo Ishii	Appointed June 29, 2000
	Registered July 12, 2000
Director Yasuo Ishii	Reappointed June 27, 2002
	Registered July 10, 2002
	Retired June 24, 2004
	Registered July 7, 2004
Director Toshio Saba	Appointed June 28, 2001
	Registered July 10, 2001
Director Toshio Saba	Reappointed June 27, 2003
	Registered July 11, 2003
	Resigned June 24, 2004
· · · · · · · · · · · · · · · · · · ·	Registered July 7, 2004
Director Isao Kishi	Appointed June 28, 2001
	Registered July 10, 2001
<u>Director</u> <u>Isao Kishi</u>	Reappointed June 27, 2003
	Registered July 11, 2003
	Resigned June 24, 2004
	Registered July 7, 2004
Director Hiroaki Hiraiwa	Appointed June 28, 2001
	Registered July 10, 2001
<u>Director</u> <u>Hiroaki Hiraiwa</u>	Reappointed June 27, 2003 Registered July 11, 2003
	i Kegisterea July 11, 2005

File number Tsu 605098

\*Deleted matters are underlined.

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Company number 0199-01-034966 3-11, Nihonbashi-Honcho 2-chome, Chuo-ku, Tokyo

1	Resigned June 24, 2004
	Registered July 7, 2004
Director Isao Yanagisawa	Appointed June 28, 2001
	Registered July 10, 2001
Director Isao Yanagisawa	Reappointed June 27, 200
	Registered July 11, 2003
Director Isao Yanagisawa	Family name of Isao
	Yanagisawa
	Modified March 19, 2004
	Resigned June 24, 2004
	Registered July 7, 2004
Director Shinji Usuda	Appointed June 27, 2002
	Registered July 10, 2002
	Retired June 24, 2004
	Registered July 7, 2004
Director Ikuya Sugisaki	Appointed June 27, 2002
	Registered July 10, 2002
	Retired June 24, 2004
	Registered July 7, 2004
Director Hajime Nakajima	Appointed June 27, 2002
	Registered July 10, 2002
	Retired June 24, 2004
	Registered July 7, 2004
Director Iwaki Miyazaki	Appointed June 27, 2003
	Registered July 11, 2003
	Resigned June 24, 2004
	Registered July 7, 2004
Director Kouji Yoshinaga	Appointed June 27, 2004
<u>Hour Hour Hounder</u>	Registered July 11, 2003
	Resigned June 24, 2004
Director Tadao Hasegawa	Registered July 7, 2004
Difector Tadao Hasegawa	Appointed June 27, 2003
	Registered July 11, 2003
	Resigned June 24, 2004
N	Registered July 7, 2004
<u>Director</u> <u>Makoto Matsuo</u> (is an outside director)	Appointed June 24, 2004
<u>tra an outside difector)</u>	Registered July 7, 2004
	Resigned March 31, 2005
	Registered April 1, 2005
Director Hatsuo Aoki	Appointed April 1, 2005
	Registered April 1, 2005
Director Toichi Takenaka	Appointed April 1, 2005
	Registered April 1, 2005
Director Toshinari Tamura	Appointed April 1, 2005
	Registered April 1, 2005
Director Masafumi Nogimori	Appointed April 1, 2005
	Registered April 1, 2005
Director Kunihide Ichikawa	Appointed April 1, 2005
	Registered April 1, 2005
Director Koichi Sejima	Appointed April 1, 2005
5	Registered April 1, 2005
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File number Tsu 605098

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\*Deleted matters are underlined.

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### Astellas Pharma Inc.

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Company number 0199-01-034966 3-11, Nihonbashi-Honcho 2-chome, Chuo-ku, Tokyo

	Director Akiro Kojima	Appointed April 1, 2005
	(is an outside director)	Registered April 1, 2005
	Director Makoto Matsuo	Appointed April 1, 2005
	(is an outside director)	Registered April 1, 2005
	Representative Director Masayoshi Onoda 931-35. Nonoshita 3-chome.	Reappointed June 28, 2001
	<u>Nagareyama-shi. Chiba</u>	Registered July 10, 2001
		Resigned June 27, 2002
		Registered July 10, 2002
	Representative Director Toichi Takenaka 505-56, Matsugaoka 4-chome.	Reappointed June 28, 2001
	Nagareyama-chi, Chiba	Registered July 10, 2001
	Representative Director Toichi Takenaka 34-1-1405, Shiba 3-chome, Minato-ku,	Changed address March 10, 2003
	Tokyo	Registered March 17, 2003
	Representative Director Toichi Takenaka 34-1-1405, Shiba 3-chome, Minato-ku,	Reappointed June 27, 2003
	Tokyo	Registered July 11, 2003
		Retired March 31, 2005
		Registered April 1, 2005
	Representative Director Hidehiko Ueda 3-2-1202, Nihonbashi Hamacho 2-chome,	Appointed June 27, 2003
	Chuo-ku, Tokyo	Registered July 11, 2003
		Retired June 24, 2004
		Registered July 7, 2004
	Representative Director Toshinari Tamura 21-10, Midoricho 1-chome, Hasuda-shi.	Appointed October 1, 2004
	Saitama	Registered October 1, 2004
		Retired March 31, 2005
		Registered April 1, 2005
	Representative Director Hatsuo Aoki 13-3, Hata 4-chome, Ikeda-shi, Osaka	Appointed April 1, 2005
		Registered April 1, 2005
	Representative Director Toichi Takenaka 34-1-1405, Shiba 3-chome, Minato-ku,	Appointed April 1, 2005
	Tokyo	Registered April 1, 2005
	Representative Director Toshinari Tamura 21-10, Midoricho 1-chome, Hasuda-shi,	Appointed April 1, 2005
	Saitama	Registered April 1, 2005
	Representative Director Masafumi Nogimori 65-2, Makamicho 6-chome, Takatsuki-shi,	Appointed April 1, 2005
	Osaka	Registered April 1, 2005
1	Auditor Hiroyuki Himaki	Appointed June 29, 2000
	ļ	Registered July 12, 2000
		Retired June 27, 2003 Registered July 11, 2003
ŀ	Auditor Norio Sasaki	Appointed June 29, 2000
Į	A THOMAS IN THE AND A THOMAS AND	Registered July 12, 2000
	Auditor Norio Sasaki	Reappointed June 27, 2003
		PATENT

File number Tsu 605098

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\*Deleted matters are underlined.

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Astellas Pharma Inc. Company number 0199-01-034966 3-11, Nihonbashi-Honcho 2-chome, Chuo-ku, Tokyo

		N internel July 11, 2003
		Registered July 11, 2003 Retired March 31, 2005
		Registered April 1, 2005
		Appointed June 29, 2000
	Auditor Shirou Tachikawa	Registered July 12, 2000
		Registered July 12, 2000
		Registered July 11, 2003
	Auditor Toyomichi Ohtani	Appointed June 28, 2001
		Registered July 10, 2001
	Auditor Toyomichi Ohtani	Reappointed June 24, 2004
		Registered July 7, 2004
		Resigned March 31, 2005
		Registered April 1, 2005
	Auditor Hideo Yamada	Appointed June 28, 2001
		Registered July 10, 2001
	Auditor Hideo Yamada	Reappointed June 24, 2004
		Registered July 7, 2004
	Auditor Kenichirou Saitou	Appointed June 27, 2003
		Registered July 11, 2003
	Auditor Makoto Matsuo	Appointed June 27, 2003
	<u>71000000</u>	Registered July 11, 2003
		Resigned June 24, 2004
		Registered July 7, 2004
	Auditor Masaya Ishii	Appointed April 1, 2005
	Additor 1 and 5 and	Registered April 1, 2005
	Auditor Kanji Kobayashi	Appointed April 1, 2005
		Registered April 1, 2005
Branch office	1 <u>4-7, Nihonbashi-Honcho 2-chome, Chuo-ku</u> <u>Tokyo</u>	
	5-7, Nihonbashi-Honcho 2-chome, Chuo-ki	L. Moved September 28, 2002
	Tokyo	Registered October 4, 2002
	Tokyo 5-9, Nihonbashi-Honcho 1-chome, Chuo-k	Registered October 4, 2002 nu, Moved January 24, 2005
	<u>Tokyo</u>	Registered October 4, 2002
	Tokyo 5-9, Nihonbashi-Honcho 1-chome, Chuo-k	Registered October 4, 2002 Moved January 24, 2005 Registered February 1, 2005
	<u>Tokyo</u> 5-9, Nihonbashi-Honcho 1-chome, Chuo-k Tokyo	Registered October 4, 2002 Moved January 24, 2005 Registered February 1, 2005
	<u>Tokyo</u> 5-9, Nihonbashi-Honcho 1-chome, Chuo-k Tokyo 2 <u>7-12, Kitahama 3-chome, Chuo-ku, Osaka</u>	Registered October 4, 2002 Moved January 24, 2005 Registered February 1, 2005
	Tokyo 5-9, Nihonbashi-Honcho 1-chome, Chuo-k Tokyo 2 <u>7-12, Kitahama 3-chome, Chuo-ku, Osaka</u> 6-5, Kawaramachi 3-chome, Chuo-ku, Osaka 3 9-1, Oodori-nishi 5-chome, Chuo-ku,	Registered October 4, 2002 Moved January 24, 2005 Registered February 1, 2005 Moved May 19, 2003
	<u>Tokyo</u> 5-9, Nihonbashi-Honcho 1-chome, Chuo-k Tokyo 2 <u>7-12, Kitahama 3-chome, Chuo-ku, Osaka</u> 6-5, Kawaramachi 3-chome, Chuo-ku, Osaka	Registered October 4, 2002 Moved January 24, 2005 Registered February 1, 2005 Moved May 19, 2003
	Tokyo5-9, Nihonbashi-Honcho 1-chome, Chuo-k Tokyo2 7-12, Kitahama 3-chome, Chuo-ku, Osaka6-5, Kawaramachi 3-chome, Chuo-ku, Osaka3 9-1, Oodori-nishi 5-chome, Chuo-ku, Sapporo, Hokkaido4	Registered October 4, 2002 Moved January 24, 2005 Registered February 1, 2005 Moved May 19, 2003

File number Tsu 605098

\*Deleted matters are underlined.

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### Astellas Pharma Inc.

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Company number 0199-01-034966 3-11, Nihonbashi-Honcho 2-chome, Chuo-ku, Tokyo

15	
2-25, Oomachi 2-chorne, Aoba-ku, Sendai, Miyagi	
6 <u>18-25. Hakataeki-higashi 1-chome.</u> Hak <u>ata-ku. Fukuoka</u>	
	Moved April 1, 2005
	Registered April 1, 2005
7 <u>5-6, Nihonbashi-Honcho 2-chome. Chuo-ku.</u> Tokyo	
5-9, Nihonbashi-Honcho 1-chome, Chuo-ku,	Moved January 31, 2005
<u>Tokyo</u>	Registered February 1, 2005
24-8, Higashiueno 5-chome, Taito-ku, Tokyo	Moved April 1, 2005
	Registered April 1, 2005
8 <u>4-8. Kotobukicho 1-chome. Takamatsu-shi.</u> <u>Kagawa</u>	
2-1, Sunport, Takamatsu-shi, Kagawa	Moved March 22, 2004
	Registered March 22, 2004
<u>7-2, Otemachi 3-chome, Naka-ku,</u> <u>Hiroshima</u> 11-10, Otemachi 2-chome, Naka-ku, Hiroshima	Moved April 1, 2005 Registered April 1, 2005
10 <u>287, Nanjing Donglu 3-duan. Taibei</u>	
	Abolished October 31, 2004
	Registered November 1, 2004
11 <u>84-2. Ohtamachi 6-chome, Naka-ku.</u> Yok <u>ohama</u>	Registered November 1, 2004
<u>84-2. Ohtamachi 6-chome. Naka-ku.</u> <u>Yokohama</u> 2-1, Minatomirai 2-chome, Nishi-ku,	Registered November 1, 2004 Moved February 25 2003
<u>84-2. Ohtamachi 6-chome, Naka-ku.</u> Yokohama	
<ul> <li><u>84-2. Ohtamachi 6-chome, Naka-ku.</u></li> <li><u>Yokohama</u></li> <li>2-1, Minatomirai 2-chome, Nishi-ku,</li> <li>Yokohama</li> <li>12</li> <li>513, Akinono-cho, Nijo-sagaru,</li> <li>Karasuma-dori, Nakagyo-ku, Kyoto</li> </ul>	Moved February 25 2003
<ul> <li><u>84-2. Ohtamachi 6-chome, Naka-ku.</u></li> <li><u>Yokohama</u></li> <li>2-1, Minatomirai 2-chome, Nishi-ku,</li> <li>Yokohama</li> <li>12</li> <li>513, Akinono-cho, Nijo-sagaru,</li> </ul>	Registered March 4, 2003
<ul> <li><u>84-2. Ohtamachi 6-chome, Naka-ku.</u> <u>Yokohama</u></li> <li>2-1, Minatomirai 2-chome, Nishi-ku, Yokohama</li> <li>12</li> <li>513, Akinono-cho, Nijo-sagaru, Karasuma-dori, Nakagyo-ku, Kyoto</li> <li>13</li> <li><u>5-6. Nihonbashi-Honcho 2-chome, Chuo-ku</u> <u>Tokvo</u></li> <li><u>5-9, Nihonbashi-Honcho 1-chome, Chuo-ku</u></li> </ul>	Moved February 25 2003 Registered March 4, 2003
<ul> <li><u>84-2. Ohtamachi 6-chome. Naka-ku.</u> <u>Yokohama</u></li> <li>2-1, Minatomirai 2-chome, Nishi-ku, Yokohama</li> <li>12</li> <li>513, Akinono-cho, Nijo-sagaru, Karasuma-dori, Nakagyo-ku, Kyoto</li> <li>13</li> <li><u>5-6. Nihonbashi-Honcho 2-chome. Chuo-ku</u> <u>Tokyo</u></li> </ul>	Moved February 25 2003 Registered March 4, 2003
<ul> <li><u>84-2. Ohtamachi 6-chome, Naka-ku.</u> <u>Yokohama</u></li> <li>2-1, Minatomirai 2-chome, Nishi-ku, Yokohama</li> <li>12</li> <li>513, Akinono-cho, Nijo-sagaru, Karasuma-dori, Nakagyo-ku, Kyoto</li> <li>13</li> <li><u>5-6. Nihonbashi-Honcho 2-chome, Chuo-ku</u> <u>Tokvo</u></li> <li><u>5-9, Nihonbashi-Honcho 1-chome, Chuo-ku</u></li> </ul>	Moved February 25 2003 Registered March 4, 2003

File number Tsu 605098

\*Deleted matters are underlined.

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### Astellas Pharma Inc.

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Company number 0199-01-034966 3-11, Nihonbashi-Honcho 2-chome, Chuo-ku, Tokyo

	15	Established April 1, 2005
	2-25, Oomachi 2-chome, Aoba-ku, Sendai,	
	Miyagi 16	Registered April 1, 2005
	24-8, Higashiueno 5-chome, Taito-ku, Tokyo	
	17	Registered April 1, 2005
	17 6, Nakase 2-chome, Mihama-ku, Chiba	Established April 1, 2005
		Registered April 1, 2005
	18 5-9, Nihonbashi-Honcho 1-chome, Chuo-ku,	Established April 1, 2005
	Tokyo	Registered April 1, 2005
	19	Established April 1, 2005
	1-36, Marunouchi 2-chome, Naka-ku, Nagoya	Registered April 1, 2005
	20	Established April 1, 2005
	5-2, Hon-machi 1-chome, Kanazawa-shi, Ishikawa	Registered April 1, 2005
	21	Established April 1, 2005
	6-5, Kawaramachi 3-chome, Chuo-ku, Osaka	Registered April 1, 2005
	22	Established April 1, 2005
	1-7, Isobedori 3-chome, Chuo-ku, Kobe	Registered April 1, 2005
	23	Established April 1, 2005
	1-3, Shimo-ishil I-chome, Okayama	
	24 2-1, Šhimokawabata, Hakata-ku, Fukuoka	Registered April 1, 2005
		Established April 1, 2005
Equity automost		Registered April 1, 2005
Equity warrant	<ul> <li>First equity warrant</li> <li>Number of equity warrants: <ol> <li>1,410</li> </ol> </li> <li>Type and number of shares for equity warrant</li> <li>Common shares of the Company: 141,00</li> <li>The number of shares of stock for or referred to as the "number of granted share. In the event of a stock split or reverse statistic shares of stock of the Company, the numality adjusted based on the following formulations shares less than one share that will arise shall be discarded.</li> <li>Number of granted shares after adjustment to formulate there is an unavoidable reason reasonably adjusted in consideration decrease, merger or company spin-off, etc. Issue price of one equity warrant Free</li> <li>Amount of money to be paid at the time warrant.</li> <li>The amount of money to be paid at the equity warrant shall be the amount obtain</li> </ul>	0 shares ne equity warrant (hereinafter res") shall be 100 shares. bock split involving the common mber of granted shares shall be ula. Any fractional number of e as a result of the adjustment ent = number of granted shares reverse stock split equiring the adjustment of the 1 decrease, merger or company r of granted shares shall be of the conditions of capital c. of the exercise of each equity e time of the exercise of each
	equity warrant shall be the amount obtained by multiplying the number	
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REEL: 016561 FRAME: 0702

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Company number 0199-01-034966 3-11, Nihonbashi-Honcho 2-chome, Chuo-ku, Tokyo

	of granted shares by the amount of money to be paid for one share to be issued or transferred through the exercise of each equity warrant
	(hereinafter referred to as the "exercise price").
	The exercise price shall be the average of the closing prices (hereinafter referred to as the "closing price") of ordinary transactions of the
	Company's common shares at the Tokyo Stock Exchange for the days
	(excluding days when no transactions were carried out) of the month
	preceding the month that includes the date of issue of equity warrants
	(hereinafter referred to as the "issuing date"). Any fractional number of
	less than one yen shall be rounded up to one yen. However, if the
1	exercise price is lower than the closing price on the issuing date (if there
	was no closing price on the issuing date, it shall be the closing price on
	the immediately preceding date), the said closing price shall become the
	exercise price.
	When the Company issues new common shares or disposes of treasury
	stock at a price lower than market price (with the exception of the
	exercise of equity warrants and the conversion of convertible bonds
	based on the Commercial Code before the enforcement of the Law for
	Partial Amendment of the Commercial Code, etc. (No. 128 law of
1	2001)), the exercise price shall be adjusted based on the following
	formula. Any fractional number of less than one yen arising from the
	adjustment shall be rounded up to one yen.
	Exercise price after adjustment = exercise price before adjustment x
	(number of already issued shares + number of newly issued shares x
	amount of payment per share / market price) / (number of already issued
	shares + number of newly issued shares)
	The "number of already issued shares" used for the above formula shall be the number of shares obtained by deducting the number of treasury
	stock held by the Company from the number of outstanding shares of
	the Company. When treasury stock is disposed of, the "number of newly
	issued shares" shall be read as the "number of disposed treasury shares."
	In the event of a stock split or reverse stock split of the common shares
	of the Company on or after the issuing date, the exercise price shall be
	adjusted proportionately based on the ratio of the stock split or reverse
	stock split. Any fractional number of less than one yen arising from the
	adjustment shall be rounded up to one yen.
	When there is an unavoidable reason requiring the adjustment of the
	exercise price such as capital decrease, merger or company spin-off of
	the Company on and after the issuing date, the exercise price shall be
	reasonably adjusted in consideration of the conditions of capital
	decrease, merger or company spin-off, etc. Period for the exercise of equity warrants:
	From July 1, 2005 to June 27, 2013
	Conditions for the exercise of equity warrants (excluding the amount of
	payment and period for exercise):
	The partial exercise of each equity warrant shall not be allowed.
	Reasons for the Company's cancellation of equity warrants and
	conditions for cancellation:
	(i) When a proposal for the approval of a merger agreement under
	which the Company will not be the surviving company is approved
	at the general shareholders meeting of the Company, or a proposal
	for the approval of a stock exchange agreement or stock transfer
	based on which the Company will become a wholly-owned subsidiary is approved at the general shareholders meeting of the
1	Company, the Company may cancel the equity warrants without
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File number Tsu 605098	*Deleted matters are underlined. REEL: 016561 FRAME: 0703
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Company number 0199-01-034966 3-11, Nihonbashi-Honcho 2-chome, Chuo-ku, Tokyo

consideration. (ii) The Company may cancel without consideration equity warrants acquired and held by the Company which were not yet exercised. Registered July 11, 2003 Second equity warrant Number of equity warrants: 1,470 Type and number of shares for equity warrants Common shares of the Company: 147,000 shares The number of shares of stock for one equity warrant (hereinafter referred to as the "number of granted shares") shall be 100 shares. In the event of a stock split or reverse stock split involving the common shares of stock of the Company, the number of granted shares shall be adjusted based on the following formula. Any fractional number of shares less than one share that will arise as a result of the adjustment shall be discarded. Number of granted shares after adjustment = number of granted shares before adjustment x ratio of stock split or reverse stock split When there is an unavoidable reason requiring the adjustment of the number of granted shares such as capital decrease, merger or company spin-off of the Company, the number of granted shares shall be reasonably adjusted in consideration of the conditions of capital decrease, merger or company spin-off, etc. Issue price of one equity warrant Free Amount of money to be paid at the time of the exercise of each equity warrant The amount of money to be paid at the time of the exercise of each equity warrant shall be the amount obtained by multiplying the number of granted shares by the amount of money to be paid for one share to be issued or transferred through the exercise of each equity warrant (hereinafter referred to as the "exercise price"). The exercise price shall be the average of the closing prices (hereinafter referred to as the "closing price") of ordinary transactions of the Company's common shares at the Tokyo Stock Exchange for the days (excluding days when no transactions were carried out) of the month preceding the month that includes the date of issue of equity warrants (hereinafter referred to as the "issuing date"). Any fractional number of less than one yen shall be rounded up to one yen. However, if the exercise price is lower than the closing price on the issuing date (if there was no closing price on the issuing date, it shall be the closing price on the immediately preceding date), the said closing price shall become the exercise price. When the Company issues new common shares or disposes of common treasury stock at a price lower than the market price on or after the issuing date (with the exception of the exercise of equity warrants, the conversion of convertible bonds based on the Commercial Code before the enforcement of the Law for Partial Amendment of the Commercial Code, etc. (No. 128 law of 2001) and the transfer of treasury stock based on the provision of Article 221-2 (request for sale of shares that are less than the number of shares in one stock trade unit) of the Commercial Code), the exercise price shall be adjusted based on the following formula. Any fractional number of less than one yen arising from the adjustment shall be rounded up to one yen.

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Company number 0199-01-034966 3-11, Nihonbashi-Honcho 2-chome, Chuo-ku, Tokyo

<u> </u>	Exercise price after adjustment = exercise price before adjustment $x$
	(number of already issued shares + number of newly issued shares x
	amount of payment per share / market price) / (number of already issued
	shares + number of newly issued shares)
	The "number of already issued shares" used for the above formula shall be the number of shares obtained by deducting the number of treasury stock held by the Company from the number of outstanding shares of the Company. When treasury stock is disposed of, the "number of newly issued shares" shall be read as the "number of disposed treasury shares." In the event of a stock split or reverse stock split of the common shares of the Company on or after the issuing date, the exercise price shall be adjusted proportionately based on the ratio of the stock split or reverse stock split. Any fractional number of less than one yen arising from the adjustment shall be rounded up to one yen. When there is an unavoidable reason requiring the adjustment of the exercise price such as capital decrease, merger or company spin-off of the Company on and after the issuing date, the exercise price shall be reasonably adjusted in consideration of the conditions of capital decrease, merger or company spin-off, etc.
	Period for the exercise of equity warrants:
	From July 1, 2006 to June 24, 2014
	Conditions for the exercise of equity warrants (excluding the amount of payment and period for exercise):
	The partial exercise of each equity warrant shall not be allowed.
	Reasons for the Company's cancellation of equity warrants and conditions for cancellation:
	<ul> <li>(i) When a proposal for the approval of a merger agreement under which the Company will not be the surviving company is approved at the general shareholders meeting of the Company, or a proposal for the approval of a stock exchange agreement or stock transfer based on which the Company will become a wholly-owned subsidiary is approved at the general shareholders meeting of the Company, the Company may cancel the equity warrants without consideration.</li> </ul>
	(ii) The Company may cancel without consideration equity warrants acquired and held by the Company which were not yet exercised.
	Registered July 7, 2004
Convertible corporate bond	Third unsecured convertible corporate bond Total amount of convertible bonds ¥14,921.000.000 ¥14,915,000.000 Changed April 30, 2001, and registered May 9, 2001
	¥14,913,000,000
	Changed April 30, 2002, and registered May 10, 2002 ¥14.911.000.000
	Changed May 31, 2002, and registered June 12, 2002
	Changed December 30, 2002, and registered January 14, 2003 Conditions for conversion:
	The issue price per share of the shares (the "conversion price") issued
	through conversion shall be decided as shown in (1) below, and the number
	of shares to be issued through conversion shall be as shown below. However, conversion shall not be requested for part of the face value of
	these bonds and interest.
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### Astellas Pharma Inc.

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<b></b>	
	Number of shares = total of the face values of these bonds presented by
	each bond holder for the request of a conversion / conversion price
	In this event, if any fractional number of shares less than one share is
	created, the amount of the face value of bonds equivalent to the fractional
	number of shares shall be redeemed at a rate of 100 yen for the face value
	<u>of 100 yen.</u>
	(1) Conversion price: 4,413 ven
	(2) Adjustment of the conversion price
	If the company issues new shares at a paid amount which is lower than
	market price after the issue of these bonds, the conversion price shall be
	adjusted based on the following formula.
	Conversion price after adjustment = conversion price before adjustment x
	(number of already issued shares + number of newly issued shares x amount
	of payment per share / market price) / (number of already issued shares +
	number of newly issued shares)
	The conversion price shall also be adjusted in the event of a stock dividend,
	free issue and stock split or reverse stock split. When, in the event of the
	issue of registered par value common shares of the company through
	conversion, the conversion price after adjustment is lower than the par value
	of the registered par value common shares of the company, the par value
	shall become the conversion price.
	Details of shares to be issued through conversion:
	Registered par value common shares of the company (par value per
	share: 50 yen)
	However, if the company decides that shares to be issued through the
	conversion of these bonds should be registered non-par-value common
	shares, the shares shall be registered non-par-value common shares of
	the company.
	eriod for the request of conversion:
	<u>From September 1, 1987 to December 30, 2002</u> mount of each convertible bond:
	One million yen
	mount of payment for each convertible bond;
	Full amount
	ese bonds may be converted into shares.
	piration of the period for the request of conversion on December 30,
20	
	Registered January 14, 2003
	n-denominated convertible bond to mature in 2014
	otal amount of convertible bonds:
	¥18,680,000,000 ¥18,680,000,000
	<u>¥18,680,000,000</u> Changed May 21, 1999, and registered June 14, 1000
,	Changed May 31, 1999, and registered June 14, 1999
2	Changed June 30, 1999, and registered July 12, 1999
<u> </u>	$\frac{11,230,000,000}{12,1999}$
	Changed July 31, 1999, and registered August 10, 1999
<u>}</u>	<u>¥10.540.000.000</u>
	Changed August 31, 1999, and registered September 13, 1999
<u>j</u>	<u>¥9.650.000.000</u>
	Changed October 31, 1999, and registered November 12, 1999
<u>a</u>	<u>(9,440,000,000</u> Changed Neyember 20, 1000, and registered December 12, 1000 (
2	Changed November 30, 1999, and registered December 13, 1999 49.220.000.000
· · · · · · · · · · · · · · · · · · ·	Changed December 31, 1999, and registered January 14, 2000
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Company number 0199-01-034966 3-11, Nihonbashi-Honcho 2-chome, Chuo-ku, Tokyo

Changed January 31, 2000, and registered February 14, 2000 ¥8.390.0000 Changed February 29, 2000, and registered March 14, 2000 ¥8.140.000.000 Changed April 30, 2000, and registered March 14, 2000 ¥7.510.000.000 Changed May 31, 2000, and registered June 13, 2000 <del>47.510.000.000</del> Changed July 31, 2000, and registered August 8, 2000 <del>47.500.000.000</del> Changed August 31, 2000, and registered September 11, 2000 <del>45.640.000.000</del> Changed Novembor 30, 2000, and registered December 8, 2000 <del>46.610.000.000</del> Changed Novembor 31, 2001, and registered January 12, 2001 <del>46.600.000.000</del> Changed December 31, 2001, and registered February 8, 2001 <del>46.600.000.000</del> Changed Pabruary 28, 2002, and registered January 12, 2001 <del>46.600.000.000</del> Changed Cober 31, 2002, and registered January 13, 2004 <del>45.520.000.000</del> Changed October 31, 2002, and registered January 13, 2004 <del>45.520.000.000</del> Changed October 31, 2004, and registered March 11, 2002 <del>46.470.000.000</del> Changed October 31, 2005, and registered February 8, 2005 Conditions for conversion: These bonds may be converted into par value common shares of the Company far ate of one par value common shares of the Company far ate of one par value common shares of the Company far ate of one par value common shares of the Company far ate of one par value common shares of the Company far tate of one par value common shares of the Company far tate of one par value common shares of the Company far the of early value common shares of the Company far into far conversion price, based on the face amount of these bonds: However, any fractional number of shares less than one share created at the time of conversion price, based on the face amount of these bonds: However, any fractional number of shares less than one share created at the time of conversion price work fail, 1998, March 31, 2009, and March 31, 2009, respectively, (hereinafter respectively referred to as the "determination date") by 10.25 (any fraction of less than one yen shall be rounded up to one yen) is lower by one yen or more than		¥9,180,000,000
Changed February 29, 2000, and registered March 14, 2000 ¥8.150.000.000 Changed April 30, 2000, and registered May 12, 2000 ¥7.290.000.00 Changed July 31, 2000, and registered August 8, 2000 ¥7.290.000.00 Changed August 31, 2000, and registered August 8, 2000 ¥6.610.000.000 Changed November 30, 2000, and registered January 12, 2001 ¥6.610.000.000 Changed January 31, 2001, and registered February 8, 2001 ¥6.610.000.000 Changed January 31, 2002, and registered February 8, 2001 ¥6.640.000.000 Changed February 28, 2002, and registered January 12, 2001 ¥6.620.000.000 Changed February 28, 2002, and registered January 12, 2002 ¥6.450.000.000 Changed February 28, 2002, and registered January 13, 2004 ¥5.200.000.000 Changed April 30, 2004, and registered May 13, 2004 ¥5.20.000.000 Changed January 31, 2005, and registered May 13, 2004 ¥5.20.000.000 Changed January 31, 2005, and registered February 8, 2005 Changed January 31, 2005, and registered February 8, 2005 Conditions for conversion: These bonds may be converted into par value common shares of the Company at rate of one par value common share of the Company for the following conversion price, based on the face amount of these bonds: However, any fractional number of shares less than one share created at the time of conversion price, based on the face amount of these bonds: However, any fractional number of shares less than one share created at the evision of the conversion price when an amount obtained by multiplying the average closing price for 30 consecutive business days starting from 45 consecutive business days in which there is a closing price of ordinary transactions of the Company's par value common shares on the Tokyo Stock Exchange before March 31, 1998, March 31, 2004 and March 31, 2009, respectively, (hereinafter respectively referred to as the "determination date") by 1.025 (any fraction of less than one yen shall be rounded up to one yen, 15 lower by one yen or more than the conversion price shall be changed		Changed January 31, 2000, and registered February 14, 2000
<ul> <li>Y8.150.000.000</li> <li>Changed April 30, 2000, and registered May 12, 2000</li> <li>Y8.140.000.000</li> <li>Changed May 31, 2000, and registered June 13, 2000</li> <li>Changed July 31, 2000, and registered August 8, 2000</li> <li>X7.290.000.000</li> <li>Changed August 31, 2000, and registered August 8, 2000</li> <li>Y6.640.000.000</li> <li>Changed November 30, 2000, and registered December 8, 2000</li> <li>Y6.610.000.000</li> <li>Changed January 31, 2000, and registered January 12, 2001</li> <li>Y6.600.000.000</li> <li>Changed January 31, 2002, and registered February 8, 2001</li> <li>Y6.600.000.000</li> <li>Changed January 31, 2002, and registered January 12, 2001</li> <li>Y6.600.000.000</li> <li>Changed February 28, 2002, and registered June 12, 2002</li> <li>Y6.470.000.000</li> <li>Changed April 30, 2004, and registered June 12, 2002</li> <li>Y6.470.000.000</li> <li>Changed January 31, 2005, and registered February 8, 2005</li> <li>Conditions for conversion:</li> <li>These bonds may be converted into par value common shares of the Company far a rate of one par value common share of the Company for the following conversion price, based on the face amount of these bonds:</li> <li>However, any fractional number of shares less than one share created at the time of conversion price shall be 1,979 yen per share.</li> <li>Revision of the company's par value common shares on the Tokyo Stock Exchange before March 31, 1998, March 31, 2004, and and March 31, 2009, repetively, Itereating the respectively referred to as the "determination date") by 1.025 (any fraction of less than one yen shall be rounded up to one yen) is lower by one yen or more than the conversion price shall be changed to eash amount offer April 22, 1998, April 22, 2004, and April 22, 2009 (meintare April 22, 1998, April 22, 2004, and April 22, 2009 (meintare April 24, 1998, April 22, 2004, and April 22, 2009 (meintare April 24, 1998, April 2</li></ul>		
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<ul> <li>V8.140.000.000</li> <li>Changed May 31, 2000, and registered June 13, 2000</li> <li>V7.290.000.000</li> <li>Changed July 31, 2000, and registered August 8, 2000</li> <li>V5.400.000.000</li> <li>Changed November 30, 2000, and registered December 11, 2000</li> <li>V6.610.000.000</li> <li>Changed December 31, 2000, and registered January 12, 2001</li> <li>V6.600.000.000</li> <li>Changed January 31, 2001, and registered January 12, 2001</li> <li>V6.600.000.000</li> <li>Changed January 31, 2002, and registered February 8, 2001</li> <li>V6.600.000.000</li> <li>Changed February 28, 2002, and registered Jane 12, 2002</li> <li>V6.410.000.000</li> <li>Changed April 30, 2004, and registered Jane 12, 2002</li> <li>V6.470.000.000</li> <li>Changed April 30, 2004, and registered February 8, 2005</li> <li>Conditions for conversion:</li> <li>These bonds may be converted into par value common shares of the Company at a rate of one par value common share of the Company for the following conversion price, based on the face amount of these bonds:</li> <li>However, any fractional number of shares less than one share created at the time of conversion price based staring from 45 consecutive business days starting from 45 consecutive business days starting from 45 consecutive business days starting from 45 consecutive business days in which there is a closing price of ordinary transactions of the Company's par value common shares on the Tokyo Stock Exchange before March 31, 1924, March 31, 2004 and March 31, 2009, nespectively, (hereinafter respectively, referred to as the "determination date") by 1.025 (any fraction of less than one yen shall be rounded up to one yen) is lower by one yen or more than the conversion price shall be changed to each anount calculated as above (subject, however, to the adjustment). Less than one yen shall be rounded up to one yen) is lower by one yen or more than the conversion price shall be changed to each anount actulated as above (subject, however, to the adjustment). The adjustender).</li> <!--</td--><td></td><td></td></ul>		
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#### PATENT REEL: 016561 FRAME: 0707

\*Deleted matters are underlined.

#### JUL. 25. 2005 2:58PM OBLON, SPIVAK

### Astellas Pharma Inc.

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Company number 0199-01-034966

3-11, Nihonbashi-Honcho 2-chome, Chuo-ku, Tokyo

	<ul> <li>shall be the amount obtained by rounding up less than one yen of an amount equivalent to 50% of the conversion price to one yen.</li> <li>c. Adjustment of conversion price</li> <li>Where the Company issues new common shares at an amount for payment that is lower than the market price of the common shares of the Company after the issue of these bonds, the conversion price</li> </ul>
	shall be adjusted based on the following formula: Conversion price after adjustment = conversion price before adjustment x (number of already issued shares + number of newly issued shares x amount of payment per share / market price) / (number of already issued shares + number of newly issued shares)
	The conversion price shall be adjusted appropriately in the event of a stock split, reverse stock split, issue of convertible bonds or bonds with warrants at the initial conversion price, a warrant exercise price that is lower than the market price of the common shares of the Company, or in other certain cases; provided, however, that the conversion price shall not be lower than the par value of the common shares of the Company. Details of shares to be issued through conversion: Par value common shares of the Company (current par value per share: 50 yen) Period for request of conversion: From May 9, 1994 to close of business on March 24, 2014 (based on the time of a place where conversion is requested)
	Amount of each convertible bond: 10 million yen Amount of payment for each convertible bond: Full amount These bonds may be converted into shares.
Company spin-off	Spinning-off into Zepharma Inc. at 7-1, Nihonbashi-Honcho 2-chome, Chuo-ku Tokyo on October 1, 2004 Registered October 1, 2004
Merger	Merged Fujisawa Pharmaceutical Co., Ltd at 4-7, Doshomachi 3-chome, Chuo-ku Osaka Registered April 1, 2005
Matters concerning the registered record	Based on the provision of Paragraph 3 of the supplementary regulation of the 1989 Ministerial Ordinance No. 15 of the Ministry of Justice Transfered May 20, 1999

This is to certify that the above are all the matters that are recorded on the register that are not sealed.

April 7, 2005 Tokyo Legal Affairs Bureau Registrar Motoyuki Ohba

NO. 361

P. 19

File number Tsu 605098

\*Deleted matters are underlined.

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#### 履歴事項全部証明書

東京都中央区日本橋本町二丁目3番11号 アステラス製薬株式会社 会社法人等番号 0199-01-034966

商号	山之内製菜株式会社	
	 アステラス製薬株式会社	平成17年 4月 1日変更 
本店	東京都中央区日本橋本町二丁目3番11号	
 公告をする方法	 東京都において発行する日本経済新聞に掲載す る	
貸借対照表に係る 情報の提供を受け	<u>http://www.yamanouchi.</u> com/jp/index.html	平成15年 3月25日設定
るために必要な事 項		平成15年 4月 1日登記
	http://www.astellas.c	平成17年 4月 1日変更
	om∕jp	平成17年 4月 1日登記
 会社成立の年月日	昭和14年3月20日	
<b>目</b> 約	1. 医薬品、医薬部外品、動物用医薬品、工業の製造、販売および輸出入           2. 食品および食品添加物、調味料、飼料およ           用具、医療用具、計量器、日用品雑貨の製           3. 医療用機械器具、産業用機械器具、家庭用           入           4: 酒精飲料および飲料品の製造、販売および           5. 実験動物の飼育・販売および輸出入           6. 不動産の売買、賃貸借、管理およびその仲           7. 倉庫業および道路運送事業           8. 旅館業および保健体育施設の経営および管           9. 損害保険代理業           10. コンビューターによる情報処理サービス業           11. 前各号に付帯または関連する一切の事業	<u>び飼料添加物、化粧品、衛生</u> <u>造、販売および輸出入</u> 機器の製造、販売および輸出 輸出入 <u>介</u> 理
	<ol> <li>1. 医薬品、医薬部外品、動物用医薬品、試薬 的製品の製造、販売および輸出入</li> <li>2. 食品および食品添加物、調味料、肥料、 衛生用具、医療用具、動物用医療用具、 販売および輸出入</li> <li>3. 天産物の売買ならびに輸出入</li> <li>4. 医療用具の賃貸借および保守</li> <li>5. 医療用機械器具、産業用機械器具、家庭用 賃貸借および保守</li> </ol>	朝料および飼料添加物、化粧品 計量器、日用品雑貨の製造、

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アステラス製薬株式 会社法人等番号 0 	199-01-034966	
	<ul> <li>6. 医療に関連する各種科学的検査</li> <li>7. 酒類、酒精飲料および飲料品の製造、販売</li> <li>8. 実験動物の飼育・販売および輸出入</li> <li>9. 不動産の売買、賃貸借、管理およびその仲</li> <li>10. 倉庫業、道路運送事業および貨物利用運送</li> <li>11. 旅館業および保健体育施設の経営および管</li> <li>12. 損害保険代理業</li> <li>13. 出版業</li> <li>14. コンピューターの販売、賃貸借および保守</li> <li>15. コンピューターのソフトウェアの関発、販</li> <li>16. コンピューターによる情報処理・提供サー</li> <li>17. 経営コンサルタント業</li> <li>18. 前各号に付帯または関連する一切の事業</li> <li>平成17年 4月 1日変更</li> </ul>	介 事業 理 売および賃貸借 -ビス業
一単元の株式の数	1000株	
		平成14年 4月 1日変更
		平成14年 4月 2日登記
 発行する株式の総 数	8億株	·
	20億株	
· ·		平成17年 4月 1日登記
発行済株式の総数	 発行済株式の総数 3 億 6 1 1 5 万 2 5 2 2 株	平成13年 4月30日変更
並びに種類及び数	<u>3120113/323224</u>	平成13年 5月 9日登記
·	2011年1月1日日 - 10日日 - 11日日 -	平成14年 2月28日変列
	<u>3億6120万3052株</u>	平成14年 3月11日登記
	発行済株式の総数	平成14年 4月30日変動
	<u>3億6120万3604株</u>	平成14年 5月10日登記
	発行済株式の総数	平成14年 5月31日変
	<u>3億6121万4262株</u>	平成14年 6月12日登録
	 発行済株式の総数	平成14年12月30日変
	3億6121万6470株	→→→→→→→→→→→→→→→→→→→→→→→→→→→→→→→→→→→→→

整理番号 ク604523 🛛 \* 下線のあるものは抹消事項であることを示す。 2/21

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NO. 361 P. 22

#### 東京都中央区日本橋本町二丁目3番11号 アステラス製薬株式会社 会社法人等番号 0199-01-034966

	発行済株式の総数 <u>3億6122万1523株</u>	平成16年 4月30日変更 
	発行済株式の総数 <u>3億6154万9971株</u>	平成16年10月31日変現 
	発行済株式の総数 <u>3億6195万4215株</u>	平成17年         1月31日変現           平成17年         2月
•	発行済株式の総数 5億7142万8003株	
資本の額	金996億9456万3841円	平成13年 4月30日変更
	金997億4456万3841円	平成13年 5月 9日登記 平成14年 2月28日変到
) ) )	<u>金997億4556万3513円</u>	平成14年 3月11日登記
3 <b>9</b>	<u>金997億5656万3185円</u>	平成14年 5月10日登記 
	<u>金997億6056万1873円</u>	平成14年     6月12日登記       平成14年12月30日変弱
	<u>金997億6556万1873円</u>	平成15年 1月14日登記
	<u>金1000億9056万1873円</u>	平成16年 5月13日登記
	· 金1004億9056万1873円	平成16年11月10日登記

整理番号 ク604523 ※ 下線のあるものは抹消帯項であることを示す。 3/21

#### . . 東京都中央区日本橋本町二丁目3番11号 アステラス製薬株式会社 会社法人等番号 0.199-01-034966 名義書換代理人の 東京都港区芝三丁自33番1号 氏名及び住所並び 中央三并信託銀行株式会社 に営業所 東京都港区芝三丁目33番1号 中央三并信託銀行株式会社本店 平成12年12月 4日変更 平成12年12月 8日登記 役員に関する事項 取締役 小野田正愛 平成13年 6月28日重任 平成13年 7月10日登記 平成15年 6月27日退任 平成15年 7月11日登記 取締役 <u>竹中</u>登 -平成13年 6月28日重任: 平成13年 7月10日登記 取締役 竹中登一 平成15年 6月27日重任 平成15年 7月11日登記 平成17年 3月31日辞任 平成17年 4月 1日登記 取締役 村 木 薫 平成13年 6月28百重任 \_\_\_\_\_ 平成13年 7月10日登記 平成15年 6月27日退任 平成15年 7月11日登記: 取締役 柹 谷 宗 敏 平成13年 6月28日重任 平成13年 7月10日登記 平成15年 6月27日退任) 平成15年 7月11日登記

下線のあるものは抹消事項であることを示す。

整理<del>密写</del> 夕604523 \*

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NO. 361

NO. 361 P. 24

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#### 東京都中央区日本橋本町二丁目3番11号 アステラス製薬株式会社 会社法人等番号 0199-01-034966

	取締役	<u> 高山 暢 二</u>	平成13年 6月28日重任
			平成13年 7月10日登記
	取締役	<u>高山楊二</u>	平成15年 6月27日重任
			平成15年 7月11日登記
			平成17年 3月31日辞任
			平成17年 4月 1日登記
	取締役	河石 清	平成12年 6月29日重任
			平成12年 7月12日登記
			平成14年 6月27日退任
			平成14年 7月10日登記
	取締役	上田英彦	平成12年 6月29日重任
			平成12年 7月12日登記
,	取締役	<u>上田英彦</u>	平成14年 6月27日重任
			平成14年 7月10日登記
			平成16年 6月24日退任
			平成16年 7月 7日登記
	取締役	<u> </u>	平成12年 6月29日重任
			平成12年 7月12日登記
			平成14年 6月27日退任
-			平成14年 7月10日登記
	取締役	<u>能 浦 栄 蔵</u>	平成12年 6月29日重任
			平成I2年 7月I2日登記
			平成14年 6月27日退任
			平成14年 7月10日登記

整理番号 ク604523 ※ 下線のあるものは辣淵事項であることを示す。 5 /21

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#### 東京都中央区日本橋本町二丁目3番11号 アステラス製築株式会社 会社法人等番号 0199-01-034966

	取締役	<u>井上雅</u> 勝	平成12年 6月29日重任
			平成12年 7月12日登記
			平成14年 6月27日退任
			平成14年 7月10日登記
Ļ			平成12年 6月29日 (年)
	MATELIA.		平成12年 7月12日登記
	取締役	<u> 田村                                   </u>	平成14年 6月27日重任
	HYNNA CY		平成14年 7月10日登記
	取締役	田 <u>村                                    </u>	平成16年 6月24日重任
	<u>JANNIN DA</u>		
			平成17年 3月31日辞任
I			平成12年 6月29日重任
	<u></u>		
	     取締役	市 川 邦_英	平成14年 6月27日重任
	<u>ADOMATING</u>		
	取締役	<u>市_川_邦_英</u>	平成16年 6月24日重任
	40000		平成16年 7月 7日登記
			平成17年 3月31日辞任
		ı	平成17年 4月 1日登記
			平成13年 6月28日重任
	<u> 4200072</u>		平成13年 7月10日登記
	取締役	高橋_重_二	平成15年 6月27日重任
	<u>AX#01×</u>		
			平成16年 6月24日辞

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#### 東京都中央区日本橋本町二丁目3番11号 アステラス製業株式会社 会社法人等番号 0199-01-034966

法人等番号 0	133-01-	004000	
			平成12年 6月29日就任
			平成12年 7月12日登記
	取締 <u>役</u>	<u>畑 中 和 義</u>	平成14年 6月27日重任
	HANNE DE		 平成14年 7月10日登記
			平成16年 6月24日退任
			平成12年 6月29日就任
	山	<u>右 井</u> 康_雄	平成14年 6月27日重任
	42300124		
			平成16年 6月24日退任
			平成16年 7月 7日登記
	 取締役	佐_羽_俊_男	平成13年 6月28日就任
	HOWE CE	<u> </u>	
	取締役	<u>佐羽俊_男</u>	平成15年 6月27日重任
			平成15年 7月11日登記
			平成16年 6月24日辞任
		·	
		 <u>岸功</u>	
	<u>AX##1X.</u>	<u></u>	
	ಹನ್ಮಾರ್	岸 _ 边	平成15年 6月27日重任
	<u>取締役</u>	<u> </u>	 平成15年 7月11日登記
			平成16年 6月24日辞任
-			

整理番号 ク604523 🔹 下線のあるものは旅消事項であることを示す。 🦷 ア/21

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東京都中央区日本橋本町二丁目3番11号 アステラス製薬株式会社 会社法人等番号 0199-01-034966

		取締役	平岩殿道	平成13年 6月28日就任
				平成13年 7月10日登記
		取締役	<u>平岩</u> 廣堂	平成15年 6月27日重任
				平成15年 7月11日登記
				平成16年 6月24日辞任
				平成16年 7月 7日登記
	•	取締役	柳沢敷	平成13年 6月28日就任
				平成13年 7月10日登記
		取締役	<u>柳 沢 勲</u>	平成15年 6月27日重任
, ,				平成15年 7月11日登記
		取締役	<u>柳 澤 </u> 勲	柳沢敕の氏
	•			平成16年 3月19日更正
				平成16年 6月24日辞任
ĺ				平成16年 7月 7日登記
		取締役	<u>日田</u> 眞 <u>治</u>	平成 I 4 年 6 月 2 7 日就任
				平成14年 7月10日登記
	•,			平成16年 6月24日退任
			· · · · · · · · · · · · · · · · · · ·	平成16年 7月 7日登記
		取締役	杉崎生弥	平成14年 6月27日就任
				平成14年 7月10日登記
i	`e,		,	平成16年 6月24日退任
				平成16年 7月 7日登記
· .	• • •	取締役	<u>中島</u>	平成14年 6月27日就任
	,`			
	,   .			平成16年 6月24日退任
		<u> </u>		平成16年 7月 7日登記
整理番号(ク)	6045	23 *	下線のあるものは抹消事	夏であることを示す。 8/21

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NO. 361 P. 28

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東京都中央区日本橋本町二丁目3番11号 アステラス製薬株式会社 会社法人等番号 0199-01-034966

	平成15年 6月27日就任 平成15年 7月11日登記 平成16年 6月24日辞任 平成16年 7月 7日登記 平成15年 6月27日就任 平成15年 7月11日登記 平成16年 7月 7日登記 平成16年 7月 7日登記 平成16年 7月 7日登記 平成15年 6月27日就任 平成15年 6月27日就任 平成15年 7月11日登記 平成16年 7月 7日登記
	平成16年 6月24日辞任 平成16年 7月 7日登記 平成15年 6月27日就任 平成15年 7月11日登記 平成16年 6月24日辞任 平成16年 7月 7日登記 平成15年 6月27日就任 平成15年 6月27日就任 平成15年 7月11日登記
	平成16年 7月 7日登記 平成15年 6月27日就任 平成15年 7月11日登記 平成16年 6月24日辞任 平成16年 7月 7日登記 平成15年 6月27日就任 平成15年 7月11日登記 平成15年 6月24日辞任
	平成15年 6月27日就任 平成15年 7月11日登記 平成16年 6月24日辞任 平成16年 7月 7日登記 平成15年 6月27日就任 平成15年 7月11日登記 平成15年 6月24日辞任
	平成15年 7月11日登記 平成16年 6月24日辞任 平成16年 7月 7日登記 平成15年 6月27日就任 平成15年 7月11日登記 平成16年 6月24日辞任
<u>取締役</u> 長谷川忠夫	平成16年 7月 7日登記 平成15年 6月27日就任 平成15年 7月11日登記 平成16年 6月24日辞任
<u>取締役</u> <u>長谷川忠夫</u>	平成15年 6月27日就任 平成15年 7月11日登記 平成16年 6月24日辞任
<u>取締役</u> <u>長谷川忠夫</u>	平成15年 6月27日就任 平成15年 7月11日登記 平成16年 6月24日辞任
	平成15年 7月11日登記 平成16年 6月24日辞任
	平成16年 6月24日辞任
	平成16年 6月24日就任
	 平成16年 7月 7日登記
	└───────────   平成17年 4月 1日登記
	平成17年 4月 1日就任
・ 取締役 青木初 大	→→→→→→→→→→→→→→→→→→→→→→→→→→→→→→→→→→→→→
	平成17年 4月 1日就日
дхжо192	
	 平成17年 4月 1日就在
野木森雅郁	平成17年 4月 1日就行
	→→→→→→→→→→→→→→→→→→→→→→→→→→→→→→→→→→→→→
	平成17年 4月 1日就
取締役 市 川 邦 吳	平成17年 4月 1日登
 連番号 ク6`04523 * 下線のあるものは抹満事項である	

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#### 東京都中央区日本橋本町二丁目3番11号 アステラス製薬株式会社 会社法人等番号 0199-01-034966

•		
· · ·	取締役     瀨	平成17年 4月 1日就任
		平成17年 4月 1日登記
	取締役 児島章郎	平成17年 4月 1日就任
	(社外取締役)	平成17年 4月 1日登記
	取締役 松 尾 眞	平成17年 4月 1日就任
	(社外取締役)	平成17年 4月 1日登記
		平成13年 6月28日重任
'n	代表取締役 小野田正愛	平成13年 7月10日登記
		平成14年 6月27日辞任
		平成14年 7月10日登記
		平成13年 6月28日重任
	<u>代表取締役</u> <u>竹中登一</u>	平成13年 7月10日登記
	<u>東京都港区芝三丁目34番1-1405号</u> 代表取締役 竹 <u>中 登一</u>	平成15年 3月10日住所 移転
		平成15年 3月17日登記
,	<u>東京都港区芝三丁昌34番1-1405号</u> 代表取締役 竹中登一	平成15年 6月27日重任
- ·		平成15年 7月11日登記
1		平成17年 3月31日退任
		平成17年 4月 1日登記
	<u>東京都中央区日本橋浜町二丁目3番2-120</u>	平成15年 6月27日就任
• • •		平成15年 7月11日登記
, ,		平成16年 6月24日退任
1 a 1		平成16年 7月 7日登記

整理番号 ク604523

下線のあるものは抹消事項であることを示す。 10/21 \*

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NO.361 P. 30

#### 東京都中央区日本橋本町二丁目3番11号 アステラス製薬株式会社 会社法人等番号 0199-01**-03**4966

会社法人等番号 0	199-01-05	4960	
		- 一丁 <u>目21番10号</u> 	平成16年10月 1日就任
	代表取締役		平成16年10月 1日登記
,			平成17年 3月31日退任
			平成17年 4月 1日登記
•	 大阪府池田市畑四	丁目13番3号	平成17年 4月 1日就任
· } ,	代表取締役	青木初夫	平成17年 4月 1日登記
		 目34番1-1405号	平成17年 4月 1日就任
	代表取締役	竹中登一	└─────────────   平成17年 4月 1日登記
· '			平成17年 4月 1日就任
		田村竿中也	→→→→→→→→→→→→→→→→→→→→→→→→→→→→→→→→→→→→→
	 大阪府高槻市真上		平成17年 4月 1日就任
`		野木森雅郁	
<b>,</b>	 <u>熊杏</u> 役	日巻洋之	·····································
,		<u> </u>	▶━━━━━━━━━━━━━   平成12年 7月12日登記
,			平成15年 6月27日退日
;			▶
, ,			┃ 6月29日就做
·			└────────────────────────────────────
ć.,	監査役	佐 々 木 <u>典 夫</u>	平成15年 6月27日軍任
			▶
(* ·			
, . ,,			平成12年 6月29日就行
.\$* * _ *		<u></u>	→→→→→→→→→→→→→→→→→→→→→→→→→→→→→→→→→→→→→
		,	平成15年 6月27日退代
2			
<u>整理番号</u> ク60	4523 * ™	987 V O D V I F 76 I F 76 C O O	

#### 東京都中央区日本橋本町二丁国3番11号 アステラス製築株式会社 会社法人等番号 0199-01-034966

<u>来</u> 在在大寺街马	0199-01-034966	
	整查没 大谷、豊、達、	平成13年 6月28日就任
		平成13年 7月10日登記
		平成16年 6月24日重任
		平成16年 7月 7日登記
		平成17年 3月31日辞任
	· · ·	
,	<u>監査役</u> <u>山田英夫</u>	平成13年 6月28日就任
		平成13年 7月10日登記
	 監査役 山田英夫	平成16年 6月24日重任
۰.		平成16年 7月 7日登記
		平成15年 6月27日就任
		平成15年 7月11日登記
		平成15年 6月27日就任
	· ·	平成15年 7月11日登記
ν.		平成16年 6月24日辞任
		平成16年 7月 7日登記
• •	監査役 石井政弥	平成17年 4月 1日就任
2		平成17年 4月 1日登記
х. <sup>1</sup> 1		平成17年 4月 1日就任
1		平成17年 4月 1日登記
 支店		
• • •	東京都中央区日本橋本町二丁目4番7号	·
,	↓ 東京都中央区日本橋本町二丁目5番7号	平成14年 9月28日移転
		平成14年10月 4日登記
		平成17年 1月24日移転
	東京都中央区日本橋本町一丁目5番9号	→→→→→→→→→→→→→→→→→→→→→→→→→→→→→→→→→→→→→

整理番号 ク604523 🔹 下線のあるものは旅消事項であることを示す。 12/21

NO. 361 P. 32

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東京都中央区日本橋本町二丁目3番11号 アステラズ製薬株式会社 会社法人等番号 0199-01-034966 2 大阪市中央区北浜三丁目7番12号 平成15年 5月19日移転 大阪市中央区瓦町三丁目6番5号 平成15年 5月21日登記 3 北海道札幌市中央区大通西五丁目9番地1 4 名古屋市中区荣一丁目10番21号 平成17年 4月 1日移転 名古屋市中区丸の内二丁目1番36号 平成17年 4月 1日登記 5 宮城県仙台市青葉区大町二丁目2番25号 6 福岡市博多区博多駅東一丁目18番25号 平成17年 4月 1日移転 福岡市博多区下川端2番1号 平成17年 4月 1日登記 7 東京都中央区日本橋本町二丁目5番6号 平成17年 1月31日移転 東京都中央区日本橋本町一丁目5番9号 平成17年 2月 1日登記 平成17年 4月 1日移転 東京都台東区東上野五丁目24番8号

平成17年 4月 1日登記 8 香川県高松市寿町一丁首4番8号 平成16年 3月22日移転 否川県高松市サンボート2番1号 平成16年 3月22日登記 9 広島県広島市中区大手町三丁目7番2号 平成17年 4月 1日移転 広島市中区大手町二丁目11番10号 \_\_\_\_\_ 平成17年 4月 1日登記

\* 下線のあるものは抹消事項であることを示す。 13/21 整理番号 ク604523

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NO.361 P. 33

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アステラス製 会社法人等番	築株式会社 号 0199-01-034966	
	1 0 <u>台北市南京東路三段 2 8 7 号</u>	
		平成16年10月31日月
		平成16年11月 1日登
	11 横浜市中区太田町六丁目84番地2	
		平成15年 2月25日和
	横浜市西区みなとみらい二丁目 2 番 l 号	平成15年 3月 4日至
	12 京都市中京区烏丸通二条下る秋野々町5133 地	云····································
	13 東京都中央区日本橋本町二丁目5番6号	
	ᆂᆕᄢᆉᄮᇊᄔᆠᄻᅷᄪᆞᆍᇊᇊᅏᇮᅆᄝ	平成17年 1月31日科
· ·	東京都中央区日本橋本町一丁目5番9号	平成17年 2月 1日登
2		平成17年 4月 1日和
C.	さいたま市大宮区桜木町―丁目7番地5	平成17年 4月 1日
		平成17年 4月 1日話
	仙台市青葉区大町二丁目2番25号	平成17年 4月 1日월
		平成17年 4月 1日話
	東京都台東区東上野五丁目24番8号	平成17年 4月 1日登
		平成17年 4月 1日記
	千葉市 美灰区中 瀬二丁目 6 番地	平成17年 4月 1日3
	18	平成17年 4月 1日部
	東京都中央区日本橋本町一丁目5番9号	平成17年 4月 1日劉
	19	平成17年 4月 1日話
	名古屋市中区丸の内二丁目1番36号	

整理番号 ク604523 🛛 \* 下線のあるものは抹消事項であることを示す。 🛛 14/21

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#### 東京都中央区日本橋本町二丁目3番11号 アステラス製薬株式会社 会社法人等番号 0199-01-034966

- <del>2</del>	社法人等番号 0	199-01-034900			
			平成17年	- 4月 <b></b>	1日設置
		石川県金沢市本町一丁目5番2号	平成17年	4月	1日登記
	-		平成17年	4.月 ————	Ⅰ日設置
	1	大阪市中央区瓦町三丁目6番5号	平成17年	4月	1日登記
	,		平成17年	4月	1日設置
		神戸市中央区磯辺通三丁目1番7号	平成17年	4月	1日登記
	F	23 岡山市下石井一丁目1番3号	平成17年	4月	1日設置
Ì			平成17年	4月	1日登記
	- -	2 4	平成17年	4 月	1日設置
		褶岡市博多区下川端2番1号 	平成17年	4月	1日登記
· · · · · · · · · · · · · · · · · · ·	新株予約権	<ul> <li>第1回新株予約権</li> <li>新株予約権の数</li> <li>1410個</li> <li>新株予約権の目的たる株式の種類及び数</li> <li>当社普通株式 14万1000株</li> <li>新株予約権1個当たりの目的たる株式の数(以は100株とする。</li> <li>なお、当社が当社普通株式の分割または併合</li> <li>付与株式数を調整するものとし、調整の結果生</li> <li>は、これを切り捨てるものとする。</li> <li>調整後付与株式数 = 調整前付与株式数</li> <li>また、当社が資本の減少、合併または会社分の調整を必要とするやむを得ない事由が生じたたは会社分割の条件等を勘案のうえ、合理的な</li> <li>各新株予約権の発行価額</li> <li>無償</li> </ul>	を行う場合、 じる1株未満 ※ 分割また 割を行う場合 こときは、資本	欠の算: の端数 は併合 ( ( ( の減少)	式により について の比率 与株式数 、合併ま

整理醫考 ク604523 \* 下線のあるものは抹消事項であることを示す。 15/21

PATENT REEL: 016561 FRAME: 0723

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NO.361 P.35

東京都中央区日本橋本町二丁目3番11号 アステラス製薬株式会社 会社法人等番号 0199-01-034966

安仁在八寺田与	
	各新株予約権の行使に際して払込みをすべき金額 各新株予約権の行使に際して払込みをすべき金額は、各新株予約権の行 使により発行または移転する株式1株当たりの払込金額(以下、「行使価額」 という。)に付与株式数を乗じた金額とする。 行使価額は、新株予約権を発行する日(以下、「発行日」という。)の属 する月の前月の各日(取引が成立しない日を除く。)の東京証券取引所にお ける当社普通株式の普通取引が成立しない日を除く。)の東京証券取引所にお ける当社普通株式の普通取引の終値(以下、「終値」という。)の平均値と し、1円未満の端数は切り上げる。ただし、その金額が発行日の終値(当日 に終値がない場合は、それに先立つ直近日の終値)を下回る場合は、当該終 値を行使価額とする。 なお、発行日以降、当社が時価を下回る価額で、当社普通株式につき、新 株式を発行または自己株式を処分する場合(新株予約権の行使及び「商法等 の一部を改正する法律」(平成13年注律第128号)の施行前の商法に基 づく転換社債の転換の場合を除く。)次の算式により行使価額を調整し、調 整により生ずる1円未満の端数は切り上げる。 新規発行 1株当たり 株式数 × 払込金額 既発行株式数 + 新規発行 1株当たり 株式数 × 払込金額 既発行株式数 + 新規発行株式数 から当 社が保有する自己株式数を控除した数とし、自己株式の処分を行う場合には、 「新規発行株式数」を「処分する自己株式数」とは、当社の発行落株式数から当 社が保有する自己株式数を控除した数とし、自己株式の処分を行う場合には、 「新規発行株式数」を「処分する自己株式数の分割またに持合を行う場合には、 「新規発行株式数」を「如分する自己株式数の分割またには合合う場合には、 「新規発行株式数」を「如分する自己株式の分割またには合合を行う場合には、 行使価額(当該株式の分割またには併合の比率に応じ比例的に調整されるもの とし、調整により生ずる1円未満の端数は切り上げる。 さらに、発行日以降、当社が資本の減少、合併または会社分割を行う場合 等、行使価額の調整を必要とするやむを得ない事由が生じたときは、資本の 減少、合併または会社分割の条件等を勘察のうえ、合理的な範囲で行使価額 を調整するのとする。 新株予約権の行使の条件(払込価額及び行使期間を除く。) 各新株予約権の行使の条件(払込価額及び行使期間を除く。)
	新株予約権を行使することができる期間
, ,	平成17年7月1日から平成25年6月27日まで
	新株予約権の行使の条件(払込価額及び行使期間を除く。)
	各新株予約権の一部行使はできないこととりる。 会社が新株予約権を消却することができる事由及び消却の条件
	①当社が消滅会社となる合併契約書承認の議案が当社株主総会で承認された
	- 場合、または当社が完全子会社となる株式交換契約書承認の議案もしくは
	株式移転の護業につき当社株主総会で承認された場合は、当社は新株予約
	権を無償で消却することができるものとする。 ②当社は、いつでも、当社が取得し保有する未行使の新株予約権を、無償
	20当社は、いうでも、当社が取得して行りる木石にの新林子が確定し、林道にて消却することができるものとする。
	平成15年 7月11日登記
	第2回新株予約権       新株予約権の数

整理番号 ク604523 \* 下線のあるものは抹消事項であることを示す。 16/21

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東京都中央区日本橋本町二丁目3番11号 アステラス製薬株式会社 会社法人等番号 0199-01-034966 新株予約権の目的たる株式の種類及び数 当社普通株式14万7000株 新株予約権1個当たりの目的たる株式の数(以下、「付与株式数」という。) は100株とする。 なお、当社が当社普通株式の分割または併合を行う場合、次の算式により 付与株式数を調整するものとし、調整の結果生じる1株未満の端数について は、これを切り捨てるものとする。 調整後付与株式数=調整前付与株式数×分割または併合の比率 また、当社が資本の減少、合併または会社分割を行う場合等、付与株式数 の調整を必要とするやむを得ない事由が生じたときは、資本の減少、合併ま たは会社分割の条件等を勘案のうえ、合理的な範囲で付与株式数を調整する。 各新株予約権の発行価額 無償 各新株予約権の行使に際して払込みをすべき金額 各新株予約権の行使に際して払込みをなすべき金額は、各新株予約権の行 使により発行または移転する株式1株当たりの払込金額(以下、「行使価額」 という。)に付与株式数を乘じた金額とする。 行使価額は、新株予約権を発行する日(以下、「発行日」という。)の属 する月の前月の各日(取引が成立しない日を除く。)の東京証券取引所にお ける当社普通株式の普通取引の終値(以下、「終値」という。)の平均値と し、1円未満の端数は切り上げる。ただし、その金額が発行日の終値(当日 に終値がない場合は、それに先立つ直近日の終値)を下回る場合は、当該終 値を行使価額とする。 なお、発行日以降、当社が時価を下回る価額で、当社普通株式につき、新 株式を発行または自己株式を処分する場合(新株子約権の行使、「商法等の 一部を改正する法律」(平成13年法律第128号)の施行前の商法に基づ く転換社債の転換及び商法第221条ノ2の規定(単元未満株式の売渡請求) に基づく自己株式の譲渡の場合を除く。)は、次の算式により行使価額を調 **整し、調整により生ずる1円未満の端数は切り上げる。** 新規発行 1株当たり  $\times$ 払込金額 株式数 既発行株式数+ 時 価 調整前 調整後 ×-**既発行株式数+新規発行株式数** 行使価額(行使価額) 上記の算式において、「既発行株式数」とは、当社の発行済株式数から当 社が保有する自己株式数を控除した数とし、自己株式の処分を行う場合には、 「新規発行株式数」を「処分する自己株式数」に読み替えるものとする。 また、発行日以降、当社が当社普通株式の分割または併合を行う場合には、 行使価額は当該株式の分割または併合の比率に応じ比例的に調整されるもの とし、調整により生ずる1円未満の端数は切り上げる。 さらに、発行日以降、当社が資本の減少、合併または会社分割を行う場合 等、行使価額の調整を必要とするやむを得ない事由が生じたときは、資本の 減少、合併または会社分割の条件等を勘案のうえ、合理的な範囲で行使価額 を舗整するものとする。 新株予約権を行使することができる期間 平成18年7月1日から平成26年6月24日まで 新株予約権の行使の条件(払込価額及び行使期間を除く。) 各新株予約権の一部行使はできないこととする。

整理番号 ク604523 🛛 \* 下線のあるものは抹消事項であることを示す。 🛛 17/21

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	<ul> <li>会社が新株予約権を消却することができる事由及び消却の条件</li> <li>①当社が消滅会社となる合併契約書承認の議案が当社株主総会で承認され場合、または当社が完全子会社となる株式交換契約書承認の議案もしく株式移転の議案につき当社株主総会で承認された場合は、当社は新株予権を無償で消却することができるものとする。</li> <li>②当社は、いつでも、当社が取得し保有する未行使の新株予約権を、無償 て消却することができるものとする。</li> </ul>
	平成16年 7月 7日
転換社價	第3回無担保転換社債       転換社債の総額       金149億2100万円       金149億1500万円
	平成13年 4月30日変更 平成13年 5月 9日 金149億1300万円
	平成14年 4月30日変更 平成14年 5月10日 金149億1100万円 平成14年 5月31日変更 平成14年 6月12日
	<u>金149億300万円</u> 平成14年12月30日変更 平成15年 1月14日
	<ul> <li>転換の条件</li> <li>転換により発行する株式1株の発行価額(以下転換価額という。)は、下</li> <li>(1)によって決定し、転換により発行すべき株式数は、次のとおりとする。</li> </ul>
	だし、本社債額面金額の一部及び利息については、転換を請求することは きない。
, ,	<u>各社債権者が転換請求のため</u> <u>提出した本社債額面金額の総額</u> 株式数=
	<u>転換価額</u> この場合に、1株未満の端数を生じたときは、その端数に相当する社債数
	金額は、額面100円につき100円の割合で償還する。 (1) 転換価額 <u>金4413円</u> (2) 転換価額の調整
	転換価額は、当社が本社債発行後、時価を下回る払込金額で新株式を発行 る場合には、次の算式により調整される。
	新発行 1株当りの 株式数 × 払込金額
	既発行 +
	既発行株式数 + 新発行株式数 なお、株式配当、無償交付、株式の分割もしくは併合等が行われる場合に
	調整されるものとする。ただし、転換により当社記名式額面普通株式を発 する場合で、調整後の転換価額が当社記名式額面普通株式の額面金額を下 るときは、当該額面金額を転換価額とする。
	<u>●ここは、当該領面並領を転換にはこりる。</u> 転換によって発行すべき株式の内容   当社記名式額面普通株式(1株の額面金額50円)
	<u>ニューーにも代表面目を示えていたの間の主要です。 ただし、本社債の転換により発行する株式を当社記名式無額面普通株式と</u> た場合は、当社記名式無額面普通株式。

整理器号 ク604523 🔹 下線のあるものは探消事項であることを示す。 🛛 18/21

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東京都中央区日本橋 アステラス製薬株式	緣本町二丁目3番11号 Р会社	
ティテラス要求体が 会社法人等番号(	(224) 199-01-034966	
	<ul> <li>転換の請求をすることのできる期間</li> <li>昭和62年9月1日から昭和77年12月30</li> <li>各転換社債の金額</li> <li>金100万円</li> <li>各転換社債につき払い込んだ金額</li> <li>金額</li> <li>本社債はこれを株式に転換することができる</li> </ul>	<u>日まで</u>
:	平成14年12月30日転換請求期間満了 	平成15年 1月14日登記
x	2014年満期円貨建転換社債 転換社債の総額 金188億800 <u>0万円</u>	
	<u>金186億8000万円</u> 平成11年 5月31日変更	平成11年 6月14日登記
	<u>金176億9000万円</u> 平成11年 6月30日変更 会113度3000万円	平成11年 7月12日登記
	<u>金112億3000万円</u> 平成11年 7月31日変更 金105億4000万円	平成11年 8月10日登記
	<u>金1000は40000001</u> 平成11年 8月31日変更 金96億5000万 <u>円</u>	平成11年 9月13日登記
2	<u>平成11年10月31日変更</u> 金94億4000万円	平成11年11月12日登記
	<u>平成11年11月30日変更</u> 金92億2000万円	平成11年12月13日登記
	平成11年12月31日変更 金91億8000万円	平成12年 1月14日登記
	<u>平成1</u> 2年 1月31日変更 金83億9000万円	平成12年 2月14日登記
	平成12年 2月29日変更 金81億5000万円	平成12年 3月14日登記
		平成12年 5月12日登記
,		平成12年 6月13日登記
	→ 平成12年 7月31日変更 金72億9000万円	平成12年 8月 8日登記
		平成12年 9月11日登記
	平成12年11月30日変更 金66億1000万円	平成12年12月 8日登記
		平成13年 1月12日登記
	────────────────────────────────────	平成13年2月8日登記
	□ 平成 I 4 年 2 月 2 8 日変更 金 6 4 億 8 0 0 0 万円	平成14年 3月11日登記
¦		平成14年 6月12日登記

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東京都中央区日本橋本町二丁国3番11号
アステラス製薬株式会社 会社法人等番号 0199-01-034966
金64億7000万円
平成16年 4月30日変更 平成16年 5月13日登記
金50億2000万円
平成17年 1月31日変更 平成17年 2月 8日登記 転換の条件
本社償は、その額面金額に対し、下記の転換価額につき当社額面普通株式1 株の割合をもって当社額面普通株式に転換することができる。
整は原則として行わない。 イ. 当初の転換価額は、1株当り金1979円とする。
ロ、転換価額の修正
1998年3月31日、2004年3月31日及び2009年3月31日 (以下それぞれ「決定日」という。)より東京証券取引所における当社額面
普通株式の普通取引の終値のある45連続営業日前に開始する30連続営業
日における終値の平均値に1、025を乗じ1円未満を切り上げた額が、当 該各決定日に有効な転換価額を1円以上下回る場合には、転換価額は199
8年4月22日、2004年4月22日及び2009年4月22日(以下そ
れぞれ「効力発生日」という。)以降、上記により算出された各金額(但し、 決定日から効力発生日の前日までに効力の発生した下記ハ.の調整を受ける。
)に修正されるものとする。但し、転換価額は、かかる修正の結果として当
初の転換価額(但し、下記ハ.の調整がなされた場合には、調整後の金額) の50%未満に修正されることはなく、50%未満となる場合は、かかる転
換価額の50%にあたる金額の1円未満を切り上げた価額とする。
ハ.転換価額の調整 転換価額は、当社が本社債発行後、当社の普通株式の時価を下回る払込金額
で新たに普通株式を発行する場合、次の算式により調整される。
新発行 1株当り   株式数 × 払込金額
既発行+
<b>既発行株式数+新発行株式数</b>
又、転換価額は、株式の分割・併合、当社の普通株式の時価を下回る当初転 換価額又は新株引受権行使価額での転換社価又は新株引受権付社債の発行そ
の他一定の場合にも適宜調整される。但し、転換価額は当社額面普通株式の
額面金額を下回らないものとする。   転換によって発行すべき株式の内容
当社額面普通株式(現在の1株の額面金額50円)
転換の請求をすることのできる期間 1994年5月9日から2014年3月24日の営業終了時(転換請求地時
1994年5月3日から2014年5月24日の国家は166(444年6月30日) 問)までとする。
各転換社演の金額
-
本社債はこれを株式に転換することができる。

・整理番号 ク604523 \* 下線のあるものは奈浦事項であることを示す。 20/21

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#### 東京都中央区日本橋本町二丁**三**3番11号 アステラス製業株式会社 会社法人等番号 0199-01-034966

会社分割	平成16年10月1日東京都中央区日本橋本町二丁目7番1号ゼファーマ株式 会社に分割
	平成16年10月 1日登記
吸収合併	大阪市中央区道修町三丁目4番7号藤沢薬品工業株式会社を合併 平成17年 4月 1日登記
登記記録に関する 事項	平成元年法務省令第15号附則第3項の規定により 平成11年 5月20日移記

これは登記簿に記録されている開鎖されていない事項の全部であることを証明 した書面である。

	東京法務 登記官	平成17年 病	4月	7日	大	庭	元	東京体行線電影
整理番号	2604523	∗ 下蘇の	あるも	のは抹消事	項であるこ	ことをえ	₹ <b>}</b> .	21/21

PATENT REEL: 016561 FRAME: 0729

**RECORDED: 07/25/2005**