

[**Translation:** Please note that the following purports to be a translation from the Japanese original Notice of Resolution of the 106th Annual General Meeting of Shareholders for the business term ended December 31, 2016 of Chugai Pharmaceutical Co., Ltd. prepared for the convenience of shareholders outside Japan with voting rights. However, in the case of any discrepancy between the translation and the Japanese original, the latter shall prevail.

(Securities Code: 4519)

March 23, 2017

To the Shareholders:

**NOTICE OF RESOLUTION OF  
THE 106th ANNUAL GENERAL MEETING OF SHAREHOLDERS**

We are pleased to announce that the matters below were reported and resolved at the 106th Annual General Meeting of Shareholders of Chugai Pharmaceutical Co., Ltd. held today (the "AGM").

Yours very truly,

Osamu Nagayama  
Representative Director, Chairman, and CEO  
CHUGAI PHARMACEUTICAL CO., LTD.  
(the "Company")  
1-1, Nihonbashi-Muromachi 2-chome Chuo-ku,  
Tokyo

## PARTICULARS

### **Matters Reported:**

The Business Report for the Business Term (January 1, 2016 to December 31, 2016, the "Term"), Non-Consolidated Financial Statements for the Term, Consolidated Financial Statements for the Term, and the Report on the Results of Audit of the Consolidated Financial Statements conducted by the Accounting Auditor and the Audit & Supervisory Board

The contents of the above were reported.

### **Matters Resolved:**

#### **First Proposal**

#### **Appropriation of Surplus**

This item was approved and resolved as originally proposed. Appropriation of surplus for the end of the Term was decided to be JPY 26 per share of common stock of the Company, and JPY 14,202,966,336 in an aggregate amount.

#### **Second Proposal**

#### **Election of Four (4) Directors**

This item was approved and resolved as originally proposed. Two (2) Directors, namely, Mr. Masayuki Oku and Mr. Daniel O'day were reelected and assumed their offices. Two (2) Directors, namely, Mr. Yoichiro Ichimaru and Dr. Christoph Franz were newly elected and assumed their offices. Two (2) Directors, namely, Mr. Masayuki Oku and Mr. Yoichiro Ichimaru satisfy the condition of outside Directors.

#### **Third Proposal**

#### **Election of One (1) Audit & Supervisory Board Member**

This item was approved and resolved as originally proposed. One (1) Audit & Supervisory Board Member, namely, Mr. Mamoru Togashi was newly elected and assumed his office.

#### **Fourth Proposal**

#### **Determination of the Amount and Contents of Remuneration for Granting Restricted Stock to Directors**

This item was approved and resolved as originally proposed.

– End –

## Directors and Corporate Auditors

Based on the resolution by the Board of Directors and the Audit & Supervisory Board which are held after the AGM, Directors and Audit & Supervisory Board Members of the Company are as follows:

Representative Director, Chairman	Osamu Nagayama		Director	Christoph Franz	newly elected
Representative Director, Deputy Chairman	Motoo Ueno		Director	Daniel O'Day	reelected
Representative Director, President	Tatsuro Kosaka		Director	Sophie Kornowski- Bonnet	
Director, Executive Vice President	Yoshio Itaya		Full-time Audit & Supervisory Board Member	Shunji Yokoyama	
Outside Director	Yasuo Ikeda		Full-time Audit & Supervisory Board Member	Mamoru Togashi	newly elected
Outside Director	Masayuki Oku	reelected	Outside Audit & Supervisory Board Member	Hisashi Hara	
Outside Director	Yoichiro Ichimaru	newly elected	Outside Audit & Supervisory Board Member	Takaaki Nimura	

New management structure of the Company, as of April 1, 2017, will be as follows:

Senior Vice President	Shinya Unno	Vice President	Tetsuya Yamaguchi
Senior Vice President	Yasushi Ito	Vice President	Yoshiaki Ohhashi
Senior Vice President	Hisafumi Okabe	Vice President	Toshihiko Komori
Senior Vice President	Susumu Kato	Vice President	Hisanori Takanashi
Senior Vice President	Hitoshi Kuboniwa	Vice President	Shinji Hidaka
Senior Vice President	Keiji Kono	Vice President	Kouichi Nishikawa
Senior Vice President	Osamu Okuda	Vice President	Tadahiko Sato
Senior Vice President	Junichi Ebihara	Vice President	Toshiaki Itagaki

## **PAYMENT OF DIVIDENDS for the Shareholders**

1. If you have a designated bank account to which the dividends are transferred,

Please confirm the enclosed “Dividend Account Statement” and “Confirmation of the Bank Account Details for Dividends”

2. If you do not have any designated bank account to which the dividends are transferred,

Please receive your dividends at your nearby office of Japan Post Bank or Japan Post Office by using the enclosed “Dividend Receipt” during the payment period (From March 24, 2017 to May 2, 2017).

3. If you have designated the system of dividend allotment to securities company accounts in proportion to the number of shares held,

Please inquire at your transfer account management institution (securities company, etc.)

– End –