

[**Translation:** Please note that the following purports to be a translation from the Japanese original Notice of Resolution of the 109th Annual General Meeting of Shareholders for the business term ended December 31, 2019 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 30, 2020

To the Shareholders:

**NOTICE OF RESOLUTION OF  
THE 109th ANNUAL GENERAL MEETING OF SHAREHOLDERS**

We are pleased to announce that the matters below were reported and resolved at the 109th Annual General Meeting of Shareholders of Chugai Pharmaceutical Co., Ltd. held today (the “AGM”).

Yours very truly,

Tatsuro Kosaka  
Representative Director, Chairman  
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, 2019 to December 31, 2019, 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 by the Accounting Auditor and 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 JPY92 per share of common stock of the Company, and JPY50,372,165,220 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. Tatsuro Kosaka and Mr. Motoo Ueno were reelected and assumed office. Two (2) Directors, namely, Dr. Osamu Okuda and Dr. Mariko Y Momoi were newly elected and assumed office.

Director Mariko Y Momoi satisfies the condition of Outside Director.

#### **Third Proposal**

#### **Election of Two (2) Audit & Supervisory Board Members**

This item was approved and resolved as originally proposed. One (1) Audit & Supervisory Board Member, namely, Mr. Takaaki Nimura was reelected and assumed office. One (1) Audit & Supervisory Board Member, namely, Mr. Kenichi Masuda was newly elected and assumed office.

Audit & Supervisory Board Members Takaaki Nimura and Kenichi Masuda satisfy the condition of Outside Audit & Supervisory Board Member, respectively.

#### **Fourth Proposal**

#### **Revision of Remuneration for Audit & Supervisory Board Members**

This item was approved and resolved as originally proposed. Remuneration for Audit & Supervisory Board Members was revised and approved to be up to JPY120 million per year.

– End –

## Directors and Audit & Supervisory Board Members

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

Representative Director, Chairman	Tatsuro Kosaka	reelected	Director	William N. Anderson	
Representative Director, Deputy Chairman	Motoo Ueno	reelected	Director	James H. Sabry	
Representative Director, President	Osamu Okuda	newly elected	Full-time Audit & Supervisory Board Member	Mamoru Togashi	
Outside Director	Masayuki Oku		Full-time Audit & Supervisory Board Member	Atsushi Sato	
Outside Director	Yoichiro Ichimaru		Outside Audit & Supervisory Board Member	Takaaki Nimura	reelected
Outside Director	Mariko Y Momoi	newly elected	Outside Audit & Supervisory Board Member	Yuko Maeda	
Director	Christoph Franz		Outside Audit & Supervisory Board Member	Kenichi Masuda	newly elected

New management structure of the Company, as of April 1, 2020, will be as follows:

Deputy President	Shinya Unno	Vice President	Hiroshi Murata
Executive Vice President	Hisafumi Okabe	Vice President	Shinji Hidaka
Executive Vice President	Toshiaki Itagaki	Vice President	Hiroyuki Matsumoto
Senior Vice President	Keiji Kono	Vice President	Yoshiyuki Yano
Senior Vice President	Junichi Ebihara	Vice President	Satoko Shisai
Senior Vice President	Yoshiaki Ohashi	Vice President	Junichi Nezu
Senior Vice President	Tetsuya Yamaguchi	Vice President	Tsukasa Kusano
Senior Vice President	Mark Noguchi	Vice President	Kaori Ouchi
Vice President	Minoru Watanabe	Vice President	Masatoshi Takada