

**SHARE HANDLING REGULATIONS OF
CHUGAI PHARMACEUTICAL CO., LTD.**

(Amended as of January 5, 2009)

SHARE HANDLING REGULATIONS

CHAPTER 1 GENERAL PROVISIONS

Article 1 (Purposes)

1. Any matters with respect to the handling of shares and stock acquisition rights of Chugai Pharmaceutical Co., Ltd. (the “Company”) and commission rates and procedure, etc. relating to the exercise of shareholder rights shall be governed by the provisions of these Regulations pursuant to the Articles of Incorporation and by the provisions set forth by the Japan Securities Depository Center Inc. (the “Center”) acting as a book-entry transfer institution and securities companies and trust banks, etc. (the “securities companies, etc.”) acting as account management institutions.
2. The handling of special accounts opened in accordance with agreements concluded between the Company and a trust bank designated by the Company and commissions and the procedure, etc. at the time of exercise of rights shall be governed by the provisions of these Regulations and by the provisions set forth by the trust bank concerned.

Article 2 (Administrator of the Shareholder Register)

The Company’s administrator of the shareholder register and its principal business office shall be as follows:

Administrator of the shareholder register:

Mitsubishi UFJ Trust and Banking Corp.
4-5, Marunouchi 1-chome, Chiyoda-ku, Tokyo

Its principal business office:

Mitsubishi UFJ Trust and Banking Corp.
Corporate Agency Department
4-5, Marunouchi 1-chome, Chiyoda-ku, Tokyo

Article 3 (Application or Notification)

1. Any procedure of application or notification with respect to these Regulations shall be in the form prescribed by the Company. Provided, however, this shall not apply when the application or notification concerned is made through securities companies, etc. and the Center and in cases prescribed in Article 23, Paragraph 1.
2. If the application or notification under the preceding paragraph is to be made by an agent, a document showing the power of representation, and if that is to be the subject of consent of the curator or assistant, a document evidencing the consent shall be submitted.
3. The Company may, in cases where the application or notification under Paragraph 1 is made through securities companies, etc. and the Center or securities companies, etc., treat the application or notification concerned as the one made by the shareholder.
4. The Company may request the person who made the application or notification under Paragraph 1 to submit a document evidencing that the person concerned is a shareholder or a proxy.
5. The Company shall, when it requests the submission of a document under the preceding paragraph, not accept the application or notification under Paragraph 1 unless the submission thereof is made.

CHAPTER 2 ENTRY OR RECORD IN THE SHAREHOLDER REGISTER

Article 4 (Entry or Record in the Shareholder Register)

1. The Company shall make entries or records in the shareholder register in accordance with the general shareholders' notification received from the Center.
2. The Company shall, when it has received a notification of change of address and any other matters entered in the shareholder register with respect to the person to be entered or recorded in the shareholder register (the "Shareholder, etc."), make alterations of entries or records in the shareholder register in

accordance with the notifications concerned.

3. Records in the shareholder register shall be made in the case of a new share issuance or other cases provided for in laws and ordinances in addition to the provisions in the preceding two paragraphs.

Article 5 (Letters, etc. to be Used in the Shareholder Register)

Entries or records shall be made in the Company's shareholder register in the letters and symbols designated by the Center.

Article 6 (Entries or Records, etc. in the Stock Acquisition Rights Register)

1. Any applications for entries or records in the stock acquisition rights register and registrations of pledge involving stock acquisition rights and transfer or erasure thereof and display or erasure of assets under trust shall be made to the administrator of the shareholder register.
2. In addition to the provisions in the preceding paragraph, the handling of stock acquisition rights may be prescribed separately.

CHAPTER 3 NOTIFICATIONS

Article 7 (Notification of Address, Name or Corporate Name)

1. Shareholders, etc. shall file notification of their addresses and names or corporate names to the Company.
2. The filing of notification or change with regard to the preceding paragraph shall be made through securities companies, etc. and the Center. Provided, however, that this shall not apply for cases provided for in Article 4, Paragraph 3.

Article 8 (Notification by Shareholders, etc. Residing Abroad)

1. Shareholders, etc. residing abroad shall appoint their standing proxies or file

notifications of their addresses for receiving notice, in Japan.

2. The standing proxy shall be included in the shareholders, etc. under Paragraph 1 of the preceding Article.
3. The filing of notification or change with regard to Paragraph 1 shall be made through securities companies, etc. and the Center. Provided, however, that this shall not apply for cases provided for in Article 4, Paragraph 3.

Article 9 (Representative of a Corporation)

1. If a shareholder, etc. is a corporation, notification shall be filed of the title and name of one representative.
2. The filing of notification or change with regard to the preceding paragraph shall be made through securities companies, etc. and the Center. Provided, however, that this shall not apply for cases provided for in Article 4, Paragraph 3.

Article 10 (Representative for Jointly Owned Shares)

1. Shareholders owning shares jointly shall appoint one representative for them and shall file notification of his address and name or the corporate name thereof.
2. The filing of notification or change with regard to the preceding paragraph shall be made through securities companies, etc. and the Center. Provided, however, that this shall not apply for cases provided for in Article 4, Paragraph 3.

Article 11 (Legal Representative)

1. When there is a legal representative such as a person having parental authority or a guardian, etc., a notification shall be filed with respect to his address and name or the corporate name thereof.

2. The filing of notification, change or erasure with regard to the preceding paragraph shall be made through securities companies, etc. and the Center. Provided, however, that this shall not apply for cases provided for in Article 4, Paragraph 3.

Article 12 (Other Notifications)

1. In addition to the filing of notifications provided for in Article 7 through the preceding Article, when a filing is made to the Company, the filing shall be made through securities companies, etc. and the Center or through securities companies, etc. unless the Company designates the specified methods. Provided, however, that this shall not apply for cases provided for in Article 4, Paragraph 3.
2. Any filing of notification not to be accepted by or entrusted with securities companies, etc. shall be submitted to the administrator of the shareholder register.

Article 13 (Matters to be Notified, etc. by Holders of Stock Acquisition Rights)

Matters to be filed for notification and the method thereof, with respect to a person to be entered or recorded in the Company's register of stock acquisition rights, and the provisions in Article 7 through the preceding Article shall be applied mutatis mutandis. Provided, however, that the addressee shall be the administrator of the shareholder register unless otherwise provided for in Article 6, Paragraph 2.

CHAPTER 4 PURCHASE OF LESS THAN ONE UNIT (TANGEN) OF SHARES

Article 14 (Method of Request for Purchase)

When there is a request for purchase of less than one unit (tangen) of shares, such request shall be made through securities companies, etc. and the Center in accordance with the provisions set forth by the Center.

Article 15 (Determination of Purchase Price)

1. The purchase price of less than one unit (tangen) of shares requested to be purchased shall be the closing price on the market provided by the Tokyo Stock Exchange on the day on which the request for purchase under the preceding Article has been received at the principal business office of the administrator of the shareholder register provided for in Article 2. Provided, however, that if there is no transaction effected on that day, such purchase price shall be the price of the first transaction made thereafter.
2. Such purchase price shall be the amount calculated by multiplying the unit price of purchase under the preceding paragraph by the number of shares requested to be purchased.

Article 16 (Payment of Purchase Price)

1. The Company shall, unless otherwise provided for by the Company, pay the purchase price to the requesting party on the fourth business day from the day following the date when the purchase price has been determined.
2. In the case of the provisions of the preceding paragraph, if the purchase price is cum rights to receive dividends of surplus or rights to subscribe for stock split, etc., the purchase price shall be paid no later than the record date.

Article 17 (Transfer of Title to Shares Purchased)

Title to less than one unit (tangen) of shares requested to be purchased shall be transferred to the account of the Company on the day on which the procedure for payment of the purchased price provided for in the preceding Article has been completed.

CHAPTER 5 ADDITIONAL PURCHASE OF LESS THAN ONE UNIT (TANGEN) OF SHARES

Article 18 (Method of Request for Additional Purchase of Less Than One Unit (tangen) of Shares)

In the case of a request for additional purchase of less than one unit (tangen) of shares, such request shall be made through securities companies, etc. and the Center in accordance with the provisions of the Center.

Article 19 (Suspension Period of Request for Additional Purchase)

1. The Company shall suspend the receipt of a request for additional purchase of less than one unit (tangen) of shares for 10 business days before the dates set forth in each of the following items until the dates set forth in each item concerned.
 - (1) December 31
 - (2) June 30
 - (3) Any other record dates
2. In addition to the foregoing paragraph, the Company may, when deemed necessary by the Company or the Center, suspend the receipt of a request for additional purchase of less than one unit (tangen) of shares.

Article 20 (Restriction on Request for Additional Purchase)

If the total number of shares requested for additional purchase of less than one unit (tangen) of shares exceeds the number of its own shares, or treasury stock, held for the request for additional purchase, such request shall not be effective.

Article 21 (Determination of Price for Additional Purchase)

1. The unit price for additional purchase of less than one unit (tangen) of shares shall be the closing price on the market provided by the Tokyo Stock Exchange on the day on which the request for additional purchase under Article 18 has been received at the principal business office of the administrator of the shareholder register provided for in Article 2. Provided, however, that if there is no closing price (sale of purchase transaction) on the market, then such

purchase price shall be the price of the first transaction made thereafter.

2. Such additional purchase price shall be the amount calculated by multiplying the unit price of additional purchase under the preceding paragraph by the number of shares requested to be additionally purchased.

Article 22 (Timing for Transfer of Additionally Purchased Shares)

With respect to less than one unit (tangen) of shares requested to be additionally purchased, the transfer thereof to the account of the requesting party shall be requested on the day on which it has been confirmed that the purchase amount has been transferred to the bank account designated by the Company.

CHAPTER 6 METHOD OF EXERCISING THE RIGHTS, ETC. OF MINORITY INTEREST HOLDERS

Article 23 (Method of Exercising the Rights of Minority Interest Holders)

1. In the case of exercising the rights of minority interest holders prescribed in Article 147, Paragraph 4 of the Law Concerning Book-Entry Transfer of Corporate Bonds and Stocks, etc. (the “Book-Entry Transfer Law”) directly toward the Company, such exercise shall be conducted by submitting a document bearing the name and seal of the exercising party with an attached receipt relating to individual shareholders’ notification delivered by securities companies, etc. (referring to the notification provided for in Article 154, Paragraph 3 of the Book-Entry Transfer Law). Provided, however, that foreigners accustomed to signatures may substitute signatures for the name and seal.
2. With respect to exercising of the rights, etc. of minority interest holders under the preceding paragraph, the provisions in Article 3, Paragraph 2, 4 and 5 shall be applied.

Article 24 (Reference Material on Proposed Resolution for Shareholders Meeting)

In the case of an exercising of the right of shareholder proposal provided for in Paragraph 1 of the preceding Article, with the number of letters of the proposal exceeding the number entered below, a summary thereof may be entered in the reference material for the shareholder meeting.

(1) Reason of proposal

Four hundred letters for each proposal

(2) Matters relating to appointment of directors, internal auditors and external auditors

Four hundred letters for each candidate

CHAPTER 7 FEES

Article 25 (Fees)

1. There shall be no fee for handling of shares of the Company.
2. Fees to be paid by the shareholders, etc. to securities companies, etc. or the Center shall be borne by the shareholders.

Supplementary Provisions

Article 1 (Application for the Deletion of the Registration of Loss of Share Certificates by the Person who Registered the Loss of Share Certificates)

In the case of an application for the deletion of the registration of the loss of share certificates by the person who registered the loss of share certificates, the prescribed application shall be submitted.

Article 2 (Application for the Erasure of Registration of Loss of Share Certificates)

In the case of an application for the erasure of the registration of the loss of share certificates by the holder of the share certificates registered for loss (the "share certificates concerned"), the prescribed application shall be submitted together with the share certificates concerned and a personal identification document of the applicant.

Article 3 (Mutatis Mutandis Application of Provisions on Notification)

In the case of change of entries or records of the register of the loss of share certificates by the person who registered such loss, the provisions of Articles 7 to 12 shall be applied mutatis mutandis, and the filing of notification to that effect shall be made to the principal business office of the Company's administrator of the shareholder register provided for in Article 2.

Article 4 (Transitional Measures)

Regulations under the supplementary provisions of Article 1 through this Article shall be deleted as of January 6, 2010.

Article 5 (Amendments of Regulations)

1. The amendment to these Regulations shall become effective only by a resolution of the Board of Directors.
2. These Regulations shall be effective on and from January 5, 2009.