

Name of listed company: Chugai Pharmaceutical Co., Ltd.
Code number: 4519 (1st Section of Tokyo Stock Exchange)
Head office: 1-1, Nihonbashi-Muromachi 2-Chome, Chuo-ku, Tokyo
President & CEO: Osamu Nagayama
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Notice of Partial Amendments to the Articles of Incorporation

February 1, 2012 (Tokyo) – Chugai Pharmaceutical Co., Ltd. (hereinafter called the “Company”) [Head Office: Chuo-ku, Tokyo. President: Osamu Nagayama] announced that it resolved at the Meeting of the Board of Directors held today to propose an agenda “Partial Amendments to the Articles of Incorporation” at the 101st Annual General Meeting of Shareholders to be held on March 28, 2012 as follows.

Particulars

1. Reason and Purpose of the Amendments

- (1) Necessary amendments shall be made to the provisions relating to the convocation and a chairman of a general meeting of shareholders and a meeting of the Board of Directors, in order to facilitate flexibility in holding a general meeting of shareholders and a meeting of the Board of Directors. (Articles 14, 16 and 21 of the existing Articles of Incorporation)
- (2) New provisions relating to a Substitute Corporate Auditor shall be established in case the number of Corporate Auditors falls short of the number stipulated in laws and regulations. (Proposed Amendments, Article 28)
- (3) In addition to the above, the numbers of relevant articles shall be appropriately adjusted.

2. Contents of the Amendments

Details of the proposed amendments are as attached.

3. Schedule

Annual General Meeting of Shareholders to approve the Amendments: March 28, 2012

Effective Date of the Amendments: March 28, 2012

(Underlined parts are amended.)

Current Articles	Proposed Amendments
<p>(Convocation of a General Meeting of Shareholders)</p> <p>Article 14 <Omitted></p> <p>2. Unless otherwise provided in laws and ordinances, <u>the President</u> shall convene a general meeting of shareholders <u>in accordance with a resolution of the Board of Directors</u>. In case <u>the President</u> is unable to convene, another Director shall, in the order previously fixed by the Board of Directors, convene such meeting.</p> <p>3. <Omitted></p> <p><u>(Chairman of the General Meeting of Shareholders)</u></p> <p><u>Article 16 The President shall act as a chairman of the general meeting of shareholders. In case the President is unable to act, another Director shall, in the order previously fixed by the Board of Directors, act in his place.</u></p> <p>Articles <u>17 to 20</u> <Omitted></p> <p>(Convening a Meeting of the Board of Directors and Chairman)</p> <p>Article <u>21 The President shall, unless</u> otherwise provided in laws and ordinances, convene a meeting of the Board of Directors, and shall act as a chairman of such meeting. In case <u>the President</u> is unable to act, another Director shall, in the order previously fixed by the Board of Directors, convene and act as a chairman.</p> <p>2. <Omitted></p> <p>Articles <u>22 to 28</u> <Omitted></p> <p><New provisions></p>	<p>(Convocation <u>and Chairman</u> of a General Meeting of Shareholders)</p> <p>Article 14 <Same as the current provision></p> <p>2. Unless otherwise provided in laws and ordinances, <u>the Director, as previously fixed by the Board of Directors</u>, shall convene <u>and be a chairman</u> of a general meeting of shareholders. In case <u>such Director</u> is unable to convene <u>and be a chairman</u>, another Director shall, in the order previously fixed by the Board of Directors, convene <u>and be a chairman of</u> such meeting.</p> <p>3. <Same as the current provision></p> <p><Deleted></p> <p>Articles <u>16 to 19</u> <Same as the Articles 17 to 20 of the current Articles of Incorporation></p> <p>(Convening a Meeting of the Board of Directors and Chairman)</p> <p>Article <u>20 Unless</u> otherwise provided in laws and ordinances, <u>the Director, as previously fixed by the Board of Directors</u>, shall convene a meeting of the Board of Directors, and shall act as a chairman of such meeting. In case <u>such Director</u> is unable to act, another Director shall, in the order previously fixed by the Board of Directors, convene and act as a chairman <u>of such meeting</u>.</p> <p>2. <Same as the current provision></p> <p>Articles <u>21 to 27</u> <Same as the Articles 22 to 28 of the current Articles of Incorporation></p> <p><u>(Substitute Corporate Auditor)</u></p> <p><u>Article 28 The effective term of the resolution for election of a Substitute Corporate Auditor</u></p>

	<p><u>under Article 329, Paragraph 2 of the Companies Act shall expire at the beginning of an annual general meeting of shareholders relating to the last fiscal year ending within four (4) years from his/her election.</u></p> <p>2. <u>The term of office of a Corporate Auditor assumed by a Substitute Corporate Auditor under the previous paragraph shall be the remaining term of office of the retired Corporate Auditor. Provided, however, that such term shall not exceed the closing of the annual general meeting of shareholders relating to the last fiscal year ending within four (4) years from his/her election.</u></p>
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