



Policy on Conflicts of Interest

Background

Astellas is committed to conducting its business throughout the world in accordance with high ethical standards and applicable laws, regulations, industry codes and Astellas policies and procedures. Avoidance of conflicts of interest is essential to conduct business ethically, with integrity and objectively. This policy is a formal statement of Astellas policy, which is intended to highlight and reinforce the conflicts of interest provisions of the Astellas Group Code of Conduct. The policy is designed to ensure that all Astellas Personnel will act and make business decisions that impact Astellas strictly on the basis of Astellas' best interests. This also requires that Astellas personnel avoid situations that present or create the appearance of a potential conflict between their personal interests and the interests of Astellas.

Policy

Where Astellas operates in a country with local laws, regulations or industry codes that set a higher standard than this policy, Astellas must comply with the higher local standard. Astellas' commitment to compliance goes beyond merely following applicable laws, regulations, and industry codes. Astellas personnel are always expected to act with integrity and make ethical decisions in all aspects of Astellas' business.

Conflicts of interest arise when personal interests, relationships, associations, investments or activities (whether direct or indirect) may influence or be perceived to influence objectivity, judgment or actions in conducting business for Astellas. Conflicts of interest include situations that create the appearance of a potential conflict between personal interests and the interests of Astellas. For example, they may include a situation where Astellas personnel, a family member or someone with whom an employee has a close personal relationship has a substantial financial interest in an Astellas business partner.

It is impossible to describe in this policy all situations in which there may be an actual, potential or perceived conflict of interest between the personal interests of Astellas personnel and the interests of Astellas. Astellas personnel are expected to use common sense and a commitment to the highest sense of ethics in applying the principles of the policy to their particular circumstance. Transparency is critical in determining whether a prohibited conflict of interest exists, and Astellas personnel must consult with their Ethics and Compliance department to help make this determination.



Astellas personnel who become aware of, or reasonably believe that there has been a potential or actual violation of this policy, or any other Astellas policy or procedure, or law, regulation or industry code, relating to conflicts of interest, must report the matter to Astellas in good faith.

Astellas personnel also have an affirmative obligation promptly to disclose any potential conflicts of interest that arise during the course of their employment or arrangement with Astellas, prior to undertaking any activity that may raise a potential conflict of interest.

This policy will be applied impartially to all employees regardless of their rank, status, seniority or position within Astellas.

Astellas personnel who violate this policy may be subject to disciplinary action, up to and including termination of employment, in accordance with applicable laws and Astellas policies. In some cases, Astellas may have a legal or other obligation, or may otherwise determine that it must report violations of this policy to the appropriate enforcement authorities, as in some cases, violations of Astellas policy or procedure also may involve violations of law.