



Press Release

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Daiichi Sankyo Announces “Partial Amendment to the Articles of Incorporation” and “Election of a candidate for Member of the Audit and Supervisory Board”

Tokyo, Japan (May 11, 2017) – Daiichi Sankyo Company, Limited (hereafter, the Company) today announced that it resolved at the meeting of the Board of Directors held on May 11, 2017 to propose agendas “Partial Amendment to the Articles of Incorporation” and “Election of a Member of the Audit and Supervisory Board” at the 12th Ordinary General Meetings of Shareholders to be held on June 19, 2017.

1. Partial Amendment to the Articles of Incorporation

1) Reason for the amendment

The Company intends to increase the number of Members of the Audit and Supervisory Board (Outside) by one (1) in order to enhance its audit structure. Accordingly, the maximum number of Members of the Audit and Supervisory Board specified in Article 28 of the Articles of Incorporation will be changed from four (4) to five (5).

2) Detail of the proposed amendment

Detail of the proposed amendment is as follows:

(Underlined portions are amended)

Current Articles of Incorporation	Proposed Articles of Incorporation
Chapter 5	Chapter 5
Member of the Audit and Supervisory Board and Audit and Supervisory Board	Member of the Audit and Supervisory Board and Audit and Supervisory Board
Article 28 (Number)	Article 28 (Number)
The number of Members of the Audit and Supervisory Board shall be <u>four (4)</u> or less.	The number of Members of the Audit and Supervisory Board shall be <u>five (5)</u> or less.

3) Schedule

Ordinary General Meetings of Shareholders to approve the amendment: June 19, 2017 (plan)

Effective date of the amendment: June 19, 2017 (plan)

2. Election of a candidate for Member of the Audit and Supervisory Board

One (1) Member of Audit and Supervisory Board (Outside) to be increased aiming to enhance the audit and supervisory structure. The candidate is as follows:

1) New Candidate for Member of the Audit and Supervisory Board (Outside)

Name (Date of Birth)	Career Summary, Positions and Assignments (As of May 11, 2017)	Number of Shares of the Company Held
Sayoko Izumoto (July 8, 1953)	<p>March 1976 Joined Tohmatsu Awoki & Co. (currently “Deloitte Touche Tohmatsu LLC”)</p> <p>March 1979 Registered as Certified Public Accountant</p> <p>July 1995 Partner of Tohmatsu & Co. (currently “Deloitte Touche Tohmatsu LLC”)</p> <p>January 2007 Member of Business Accounting Council, Financial Services Agency</p> <p>January 2015 Member of Information and Communications Council, Ministry of Internal Affairs and Communications</p> <p>August 2016 Representative, Izumoto Certified Public Accountant Office</p> <p>April 2017 Member of Information Disclosure and Personal Information Protection Review Board, Ministry of Internal Affairs and Communications</p>	0 Shares

Notes:

1. There is no special conflict of interests between the candidate and the Company.
2. The candidate, Sayoko Izumoto, is planned to be registered as an Independent Director to Tokyo Stock Exchange as she satisfies the Independence Criteria stipulated by Tokyo Stock Exchange.
3. Outline of liability limitation agreement with the candidate of Member of the Audit and Supervisory Board (Outside)
With regard to liability for damages under Article 423, Paragraph 1 of the Companies Act, the Company plans to enter into agreements with the candidate for Member of the Audit and Supervisory Board (Outside) Sayoko Izumoto to limit her liabilities based on the Articles of Incorporation in the event that the case falls under the requirements defined in laws and ordinances (Liability Limitation Agreements) ; provided, however, that the maximum amount of liabilities under such agreement is the minimum liability amount as provided by applicable laws and ordinances.

2) Reason for nomination as a candidate for Member of the Audit and Supervisory Board (Outside)

The Company nominated Sayoko Izumoto as a candidate for Member of the Audit and Supervisory Board because the Company would like her to apply her expertise and specialized knowledge in finance and accounting, which is supported by years of practical experience as a certified public accountant, to its audit activities.

Reference: Members of the Board, Members of the Audit and Supervisory Board after the election at the Ordinary General Meeting of Shareholders (as of June 19, 2017)

Name	Positions and Assignments
George Nakayama	Representative Director, Chairman and CEO
Sunao Manabe	Representative Director, Member of the Board, President and COO
Kazunori Hirokawa	Representative Director, Member of the Board, Executive Vice President and CFO, Head of Corporate Strategy & Management Division
Toshiaki Sai	Member of the Board, Senior Executive Officer, Head of Global Brand Strategy Division
Katsumi Fujimoto	Member of the Board, Senior Executive Officer, Head of Supply Chain Division
Toshiaki Tojo	Member of the Board, Senior Executive Officer, In charge of Vaccine Business
Noritaka Uji	Member of the Board (Outside)
Hiroshi Toda	Member of the Board (Outside)
Naoki Adachi	Member of the Board (Outside)
Tsuguya Fukui	Member of the Board (Outside)
Hideyuki Haruyama	Member of the Audit and Supervisory Board
Kazuyuki Watanabe	Member of the Audit and Supervisory Board
Akiko Kimura	Member of the Audit and Supervisory Board (Outside)
Yutaka Katagiri	Member of the Audit and Supervisory Board (Outside)
Sayoko Izumoto	Member of the Audit and Supervisory Board (Outside)