

May 27, 2008

For Immediate Release

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Notice concerning Partial Amendments to the Articles of Incorporation

SANKYO Corporation today announced that at a meeting of the board of directors of the Company held on May 27, 2008, it was decided to propose partial amendments to the Articles of Incorporation to the 43rd ordinary general meeting of shareholders to be held on June 27, 2008. Details are described below.

1. Reason for Amendments

- (1) The location of the head office is to be changed from Kiryu-shi, Gunma Prefecture, to Shibuya-ku, Tokyo, in order to strengthen the head office functions and enhance efficiency of operations. (Article 3 of the proposal)
- (2) The number of directors is to be reduced from the maximum of 15 to the maximum of 10 in order to enhance flexibility of the board of directors and accelerate decision-making. (Article 21 of the proposal)
- (3) Posts of the chief executive officer and the chief operating officer are to be established in order to clarify the functions and responsibilities of representative directors. (Article 24 of the proposal)
- (4) The chairman of the board of directors is to be changed from the president and director to the representative director determined by the board of directors in order to flexibly manage meetings of the board of directors. (Article 26 of the proposal)

2. Details of Amendments

Details of the amendments are described in the attachment.

3. Schedule

Date on which the general meeting of shareholders for amendments to the Articles of Incorporation is to be held:

June 27, 2008 (Friday)

Date on which the amendments to the Articles of Incorporation are expected to take effect:

June 27, 2008 (Friday)

This material is an English translation of Japanese announcement made on May 27, 2008. Although the Company intended to faithfully translate the Japanese document into English, the accuracy and correctness of this translation are not guaranteed.

(Attachment)

(Portions underlined indicate amendments.)

Current Articles of Incorporation	Proposed Amendment
<p>(Location of Head Office)</p> <p>Article 3 The head office of the Company shall be located in <u>Kiryu-shi, Gunma Prefecture</u>, Japan.</p> <p>(Number of Directors)</p> <p>Article 21 The number of Directors of the Company shall not exceed <u>15 (fifteen)</u>.</p> <p>(Representative Directors and Executive Directors)</p> <p>Article 24 The Board of Directors of the Company shall elect by resolution Representative Directors.</p> <p>2 The Board of Directors may elect by resolution the Chairman of the Board of Directors, the President and Director, Executive Vice Presidents and Directors, Senior Executive Directors and Executive Directors.</p> <p>(New)</p> <p>(Convocation of Meetings of the Board of Directors and Chairman)</p> <p>Article 26 The <u>President and Director</u> shall convene the meetings of the Board of Directors and act as the chairman thereof. In the event that <u>the President and Director</u> is unable to act as the chairman, another Director, determined in accordance with an order of priority previously determined by resolution of the Board of Directors of the Company, shall convene the meetings of the Board of Directors and act as the chairman thereof.</p> <p>2 (Omitted)</p>	<p>(Location of Head Office)</p> <p>Article 3 The head office of the Company shall be located in <u>Shibuya-ku, Tokyo</u>, Japan.</p> <p>(Number of Directors)</p> <p>Article 21 The number of Directors of the Company shall not exceed <u>10 (ten)</u>.</p> <p>(Representative Directors and Executive Directors)</p> <p>Article 24 (Unchanged)</p> <p>2 (Unchanged)</p> <p>3 <u>The Board of Directors may elect by resolution the Chief Executive Officer (CEO) and the Chief Operating Officer (COO) from among the Representative Directors.</u></p> <p>(Convocation of Meetings of the Board of Directors and Chairman)</p> <p>Article 26 The <u>Representative Director determined by resolution of the Board of Directors of the Company</u> shall convene the meetings of the Board of Directors and act as the chairman thereof. In the event that <u>the Representative Director</u> is unable to act as the chairman, another Director, determined in accordance with an order of priority previously determined by resolution of the Board of Directors of the Company, shall convene the meetings of the Board of Directors and act as the chairman thereof.</p> <p>2 (Unchanged)</p>

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