

May 29, 2009

For Immediate Release

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Notice concerning Partial Amendments to the Articles of Incorporation

SANKYO Co., Ltd. today announced that at a meeting of the board of directors of the Company held on May 26, 2009, it was decided to propose partial amendments to the Articles of Incorporation to the 44th ordinary general meeting of shareholders to be held on June 26, 2009. Details are described below.

1. Reason for Amendments

- (1) The “Law for Partial Amendments to the Law Concerning Book-Entry Transfer of Corporate Bonds and Other Securities for the Purpose of Streamlining the Settlement of Trades of Stocks and Other Securities” (hereinafter referred to as the “Settlement Streamlining Law”) went into effect on January 5, 2009. Since shares of all companies listed on Japanese stock exchanges were dematerialized in response to the enforcement of the Settlement Streamlining Law, we propose to delete the provision of the Articles of Incorporation referring to the issuance of share certificates of the Company. We also propose to delete some terms related to the existing depository and book-entry transfer system, and amend the numbering of some Articles.
- (2) It is stipulated in Article 221 of the Corporate Law of Japan that, the register of lost share certificates is required to be prepared and retained for one year from the date following the date of the implementation of the Settlement Streamlining Law. The Company will not handle the businesses with respect to the retention of the register of lost share certificates and registration of lost share certificates. Therefore we propose to delete the terms related to the registration of lost share certificates, and establish required provisions concerning the registration of lost share certificates and effective period of the provision in the Supplementary Provisions.

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 26, 2009 (Friday)

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

June 26, 2009 (Friday)

This material is an English translation of Japanese announcement made on May 29, 2009. Although the Company intended to faithfully translate the Japanese document into English, the accuracy and correctness of this translation are not guaranteed.

Current Articles of Incorporation	Proposed Amendment
<p><u>(Issuance of Share Certificates)</u></p> <p>Article <u>7.</u> <u>The Company shall issue share certificates representing the Company's shares.</u></p> <p>(Acquisition of Own Shares)</p> <p>Article <u>8.</u> (Omitted)</p> <p><u>(Number of Shares Constituting One Unit of Stock and Non-Issuance of Share Certificates Representing Shares Less Than One Unit of Stock)</u></p> <p>Article <u>9.</u> (Omitted)</p> <p style="padding-left: 2em;">2. <u>The Company shall not issue share certificates representing shares constituting less than one unit of stock (hereinafter referred to as "shares of less than one unit"); provided, however, that this provision shall not apply to the matters otherwise provided for in the Share Handling Regulations.</u></p> <p>(Rights with Respect to Shares of Less Than One Unit)</p> <p>Article <u>10.</u> A shareholder <u>(including a beneficial shareholder; hereinafter the same interpretation shall apply)</u> who holds shares of less than one unit may not exercise rights with respect to such shares other than those specified in the following sections:</p> <p style="padding-left: 2em;">(1) to (4) (Omitted)</p> <p>Article <u>11.</u> to <u>12.</u> (Omitted)</p> <p>(Transfer Agent)</p> <p>Article <u>13.</u> (Omitted)</p> <p style="padding-left: 2em;">2. (Omitted)</p> <p style="padding-left: 2em;">3. Preparation and retention of the register of shareholders <u>(including the register of beneficial shareholders; hereinafter the same interpretation shall apply)</u>, the ledger of stock acquisition rights <u>and the register of lost share certificates</u> of the Company, as well as any other business with respect to the register of shareholders, the ledger of stock acquisition rights <u>and the register of lost share certificates</u> of the Company, shall be entrusted to the transfer agent and shall not be handled by the Company.</p>	<p>(Deleted)</p> <p>(Acquisition of Own Shares)</p> <p>Article <u>7.</u> (Unchanged)</p> <p>(Number of Shares Constituting One Unit of Stock)</p> <p>Article <u>8.</u> (Unchanged) (Deleted)</p> <p>(Rights with Respect to Shares of Less Than One Unit)</p> <p>Article <u>9.</u> A shareholder who holds shares of less than one unit may not exercise rights with respect to such shares other than those specified in the following sections:</p> <p style="padding-left: 2em;">(1) to (4) (Unchanged)</p> <p>Article <u>10.</u> to <u>11.</u> (Unchanged)</p> <p>(Transfer Agent)</p> <p>Article <u>12.</u> (Unchanged)</p> <p style="padding-left: 2em;">2. (Unchanged)</p> <p style="padding-left: 2em;">3. Preparation and retention of the register of shareholders <u>and</u> the ledger of stock acquisition rights of the Company, as well as any other business with respect to the register of shareholders <u>and</u> the ledger of stock acquisition rights of the Company, shall be entrusted to the transfer agent and shall not be handled by the Company.</p>

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Current Articles of Incorporation	Proposed Amendment
<p>Article <u>14.</u> to <u>43.</u> (Omitted)</p> <p>(New)</p>	<p>Article <u>13.</u> to <u>42.</u> (Unchanged)</p> <p><u>SUPPLEMENTARY PROVISIONS</u></p> <p><u>Article 1.</u> <u>Preparation and retention of the register of lost share certificates of the Company, as well as any other business with respect to the register of lost share certificates of the Company, shall be entrusted to the transfer agent and shall not be handled by the Company.</u></p> <p><u>Article 2.</u> <u>This article and the preceding article shall remain in effect until January 5, 2010, and shall be deleted on January 6, 2010.</u></p>

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