

May 22, 2015

For Immediate Release

Listed company name: **SANKYO CO., LTD.**
Representative: Kimihisa Tsutsui
President & COO
(TSE 1st Sec. Code 6417)
Contact: Yoko Oshima
Executive Operating Officer
Head of Administration Div.
TEL.: +81-3-5778-7777

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 22, 2015, it was decided to propose partial amendments to the Articles of Incorporation to the 50th ordinary general meeting of shareholders to be held on June 26, 2015. Details are described below.

1. Reason for Amendments

In order to enable Directors and Statutory Auditors to fulfill their expected roles and the Company to secure a variety of appropriate human resources from inside and outside the Company, the Company intends to newly establish provisions that allow the Company to exempt Directors and Statutory Auditors from their liability within the limit stipulated by the Companies Act and provisions that allow the Company to enter into agreements with Directors (excluding Executive Directors etc.) and Statutory Auditors limiting their liability. In accordance with the establishment of the new articles, the corresponding numbers of the articles following the new articles will be changed.

The consent of all Statutory Auditors has been obtained for the establishment of Article 29 (Exemption from Liability of Directors).

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, 2015 (Friday)

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

June 26, 2015 (Friday)

Current Articles of Incorporation	Proposed Amendment
<p>CHAPTER IV. DIRECTORS AND BOARD OF DIRECTORS</p> <p>Article 20. to 28. (Omitted)</p> <p>(New)</p> <p>CHAPTER V STATUTORY AUDITORS AND BOARD OF STATUTORY AUDITORS</p> <p>Article 29. to 36. (Omitted)</p> <p>(New)</p> <p>Article 37. to 42. (Omitted)</p>	<p>CHAPTER IV. DIRECTORS AND BOARD OF DIRECTORS</p> <p>Article 20. to 28. (Unchanged)</p> <p><u>(Exemption from Liability of Directors)</u></p> <p><u>Article 29.</u> Pursuant to the provisions of Article 426, Paragraph 1 of the Companies Act, the Company may, by resolution of the Board of Directors, limit the liability of Directors (including former Directors) for damages arising from their neglect of their duties within the limit stipulated by laws and regulations.</p> <p><u>2</u> Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company may enter into agreements with Directors (excluding Executive Directors etc.) limiting their liability for damages arising from their neglect of their duties; provided, however, that the limit of the liability under such agreements shall be the amount stipulated by laws and regulations.</p> <p>CHAPTER V STATUTORY AUDITORS AND BOARD OF STATUTORY AUDITORS</p> <p>Article 30. to 37. (Unchanged)</p> <p><u>(Exemption from Liability of Statutory Auditors)</u></p> <p><u>Article 38.</u> Pursuant to the provisions of Article 426, Paragraph 1 of the Companies Act, the Company may, by resolution of the Board of Directors, limit the liability of Statutory Auditors (including former Statutory Auditors) for damages arising from their neglect of their duties within the limit stipulated by laws and regulations.</p> <p><u>2</u> Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company may enter into agreements with Statutory Auditors limiting their liability for damages arising from their neglect of their duties; provided, however, that the limit of the liability under such agreement shall be the amount stipulated by laws and regulations.</p> <p>Article 39. to 44. (Unchanged)</p>