

**TRANSLATION/FOR REFERENCE PURPOSE ONLY**

Securities code: 4536

June 24, 2009

**RESOLUTION NOTICE OF  
THE 97TH ANNUAL GENERAL MEETING OF SHAREHOLDERS OF  
SANTEN PHARMACEUTICAL CO., LTD.**

Dear Shareholder:

We hereby inform you of the reports and the resolutions that were made, as set forth below, in the 97th Annual General Meeting of Shareholders of the Company that was held today.

**Reports:**

1. Business Report, Consolidated Financial Statements and Financial Statements for the 97th Business Term (April 1, 2008 to March 31, 2009)
2. Independent Auditor Report and Corporate Auditor Report on the Consolidated Financial Statements for the 97th Business Term (April 1, 2008 to March 31, 2009)

As regards the items set forth above, the contents thereof were reported.

**Resolved Items:**

**Proposal No.1: Appropriation of Surplus**

This item was approved as per the original proposal. The term-end dividends of profits were resolved to be JPY 40 per share. Consequently, the total dividends for the annual business term, including the interim dividends are JPY 80 per share.

**Proposal No.2: Partial Amendment to the Articles of Incorporation**

This item was approved as per the original proposal.

The summary of the amendment is as follows:

- (1) As a consequence of the enforcement of the Act Revising Part of the Laws Concerning Transfer of Bonds and Other Securities for the Purpose of Rationalizing Settlement Procedures for Stock and Other Securities Transactions (Act No. 88, 2004) on January 5, 2009, all shares of listed companies have been converted to book-entry shares (the so-called "Computerization of Shares"). To comply with this conversion, the current provisions assuming the existence of the share certificates were deleted and other necessary changes thereto were made.
- (2) The new supplementary provisions to stipulate transitional measures related to the amendments (Article 1 and Article 2 of the proposed Supplementary Provisions) were created.

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### **Proposal No.3: Appointment of Seven (7) Directors**

As regards this item, Takakazu Morita, Akira Kurokawa, Masahiro Mita, Isao Muramatsu, Noboru Kotani, Tatsuhiko Hamamoto and Toshiaki Nishihata were appointed as per the original proposal; each of them assumed their respective offices.

Isao Muramatsu, Noboru Kotani and Tatsuhiko Hamamoto are Outside Directors.

### **Proposal No.4: Grant of Retirement Allowance to the Retiring Director**

As regards this item, it was approved that the Company shall grant, within the reasonable amounts allowed under the regulations of the Company, a retirement allowance to retiring Katsuhiro Waga, as per the original proposal. It was also approved that the amount, time and procedure of the grant be entrusted to the determination of the Board of Directors.

### **Proposal No.5: Issuance of the Right to Subscribe for New Shares as Stock Options for the Directors**

This item was approved as per the original proposal. It was resolved that the Board of Directors be authorized to issue the right to subscribe for new shares to the Directors of the Company (except for Outside Directors), up to a maximum of 988 rights (98,800 shares).

### **Proposal No.6: Issuance of the Right to Subscribe for New Shares as Stock Options for the Corporate Officers**

This item was approved as per the original proposal. It was resolved that the Board of Directors be authorized to issue the right to subscribe for new shares to the Corporate Officers of the Company, up to a maximum of 696 rights (69,600 shares).

Yours very truly,

Akira Kurokawa  
President & CEO  
**SANTEN PHARMACEUTICAL CO., LTD.**  
9-19, Shimoshinjo 3-chome, Higashiyodogawa-ku, Osaka, Japan

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### ANNOUNCEMENT

At the Board of Directors meeting, which was held after the close of this Annual General Meeting of Shareholders, Takakazu Morita was appointed as Chairman, Akira Kurokawa was appointed as President and Chief Executive Officer, and Masahiro Mita was appointed as Managing Director. Each of them assumed their respective offices.

As a result thereof, the Directors and Corporate Officers of the Company shall be as follows:

#### Directors and Corporate Auditors

Takakazu Morita	Chairman
Akira Kurokawa	President and Chief Executive Officer
Masahiro Mita, M.D., Ph.D.	Managing Director Corporate and Regulatory Affairs
Toshiaki Nishihata, Ph.D.	Director Senior Corporate Officer Head of Research and Development Division
Isao Muramatsu*	Director
Noboru Kotani*	Director
Tatsuhiko Hamamoto*	Director
Yukinori Mizumoto	Standing Corporate Auditor
Tadao Kagono**	Corporate Auditor
Yasuo Sato**	Corporate Auditor
Eiju Miyauchi**	Corporate Auditor

\* Outside Director

\*\*Outside Corporate Auditor

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**Corporate Officers (excluding Corporate Officers who are also Members of the Board)**

Sadatoshi Furukado	Senior Corporate Officer Head of Sales and Marketing Division, Prescription Pharmaceuticals
Kenji Iwamoto	Corporate Officer Head of Asia Division
Masamichi Sato	Corporate Officer Head of Corporate Development Division
Adrienne Graves, Ph.D	Corporate Officer President of Santen Inc.
Jyrki Liljeroos	Corporate Officer President of Santen Oy
Kenji Morishima	Corporate Officer Head of Product Supply Division
Yoshihiro Noutsuka	Corporate Officer Community and Environment Relations
Satoshi Harada	Corporate Officer Head of Administration Division

End.