

(FOR REFERENCE PURPOSE ONLY)

Company Code: 4528

June 8, 2010

To Our Shareholders with Voting Rights

Gyo Sagara  
President  
Ono Pharmaceutical Co., Ltd.  
1-5, Doshomachi 2-chome, Chuo-ku, Osaka, Japan  
Head Office:  
8-2, Kyutaromachi 1-chome, Chuo-ku, Osaka, Japan

## NOTICE OF THE 62ND ORDINARY GENERAL SHAREHOLDERS' MEETING

Dear Shareholders:

We hereby notify you that the 62nd Ordinary General Shareholders' Meeting of Ono Pharmaceutical Co., Ltd. (hereinafter "We" or "the Company"), will be held as described below.

If you are unable to attend the Meeting, you may exercise your voting rights in writing. In this case, please read and examine the attached Reference Materials for the Shareholders' Meeting and return the Voting Rights Exercise Form with your decisions marked so that it will reach us by 5 p.m. on June 28, 2010.

**1. Date:** 10 a.m., Tuesday, June 29, 2010

**2. Place:** Main Conference Room on the 11th floor, Head Office of Ono Pharmaceutical Co., Ltd.  
8-2, Kyutaromachi 1-chome, Chuo-ku, Osaka

### 3. Agenda:

#### Matters to be reported:

1. Business Report and Non-Consolidated Financial Statements for the 62nd Fiscal Year (from April 1, 2009, to March 31, 2010)
2. Consolidated Financial Statements for the 62nd Fiscal Year (from April 1, 2009, to March 31, 2010), as well as the Auditing Firm's Report and the Board of Auditors' Report on the Consolidated Financial Statements for the 62nd Fiscal Year

#### Matters to be resolved:

- Proposal 1:** Distribution of Surplus  
**Proposal 2:** Election of Eleven (11) Directors  
**Proposal 3:** Payment of Bonuses to Directors and Auditors

(For those attending, please present the enclosed Voting Rights Exercise Form at the reception desk upon arrival at the meeting place.)

(If any changes are made to the reference materials for the Shareholders' Meeting, business reports, financial statements and/or consolidated financial statements, it will be posted on our company's Website (<http://www.ono.co.jp/>).

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Note: This document has been translated from the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.

**Reference Materials for the Shareholders' Meeting**

**Proposals and Reference Items**

**Proposal 1: Distribution of Surplus**

Regarding the return of profits to shareholders as one of our important management policies, our distribution policy is to make distribution(s) commensurate with the business results while keeping in mind the importance of a stable and continuing dividend payment.

Moreover, from the 60th fiscal year to the 62nd fiscal year, we had set a target to total return ratio of 100% as our goal on free cash flow basis through shareholder dividends and acquisition of own shares.

Based on these policies, for this fiscal year, we propose a year-end dividend payment of ¥90 per share. This would, together with the interim dividend of ¥90 per share, make the total annual distributions ¥180 per share. The details are as follows.

**Year-End Dividend**

(1) Type of dividend

Cash dividend

(2) Allocation and total amount of year-end shareholder dividend

¥90 per common share      Total dividend payment: ¥9,787,094,280

(3) Effective date

June 30, 2010

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**Proposal 2: Election of Eleven (11) Directors**

The term of office of all 11 current Directors will expire at the close of this Ordinary General Shareholders' Meeting.

Accordingly, we hereby propose that you elect the below 11 Directors.

The candidates for Directors are as follows:

No.	Name (Date of Birth)	Brief personal history, position, assignment and significant concurrent posts	Number of the Company's shares held
1	Gyo Sagara (October 7, 1958)	<p>April 1983      Joined the Company</p> <p>April 2006      Director, General Administration Headquarters and Corporate Management</p> <p>June 2006      Director</p> <p>April 2007      Director, Corporate Management Headquarters</p> <p>November 2007      Director, Marketing Headquarters</p> <p>December 2007      Managing Director</p> <p>February 2008      Executive Vice President</p> <p>April 2008      Director, Corporate Management Headquarters</p> <p>September 2008      President (current position)</p> <p>September 2008      President and Supervising Officer for Marketing Headquarters</p> <p>April 2009      President and Director, Marketing Headquarters</p> <p>March 2010      President</p>	3,400
2	Hiroshi Awata (February 23, 1961)	<p>April 1983      Joined the Company</p> <p>July 2006      Director, Development Planning</p> <p>August 2007      Deputy Director, Development Headquarters</p> <p>May 2008      Director, Development Headquarters and Clinical Development Planning</p> <p>June 2008      Director</p> <p>November 2008      Director, Development Headquarters (current position)</p> <p>June 2009      Managing Director (current position)</p>	1,700
3	Kinya Morimoto (November 4, 1956)	<p>April 1979      Joined the Company</p> <p>December 1999      Director, Public Relations</p> <p>May 2005      Director, General Administration Headquarters and Public Relations</p> <p>April 2006      Director, Office of President</p> <p>May 2006      Director, Public Relations (current position)</p> <p>June 2007      Director</p> <p>September 2008      Managing Director (current position)</p>	2,200

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No.	Name (Date of Birth)	Brief personal history, position, assignment and significant concurrent posts	Number of the Company's shares held
4	Kazuhito Kawabata (January 3, 1960)	<p>April 1985      Joined the Company</p> <p>August 2007    Director, Strategic Alliance Headquarters and Intellectual Property</p> <p>May 2008       Deputy Director, Research Headquarters and Director, Intellectual Property</p> <p>June 2008       Director</p> <p>June 2008       Director, Research Headquarters and Intellectual Property</p> <p>July 2008       Director, Research Headquarters</p> <p>September 2008   Managing Director (current position)</p> <p>December 2009   Director, Research Headquarters and Minase Research Institute (current position)</p>	1,700
5	Shinji Fujiyoshi (June 30, 1956)	<p>April 1980      Joined the Company</p> <p>May 2006       Director, Tokyo Metropolitan Marketing and Tokyo Branch Office I</p> <p>January 2008    Deputy Director, Marketing Headquarters</p> <p>February 2008   Director, Marketing Headquarters</p> <p>June 2008       Director (current position)</p> <p>August 2008    Director, Training</p> <p>November 2008   Director, Tokyo Branch Office I</p> <p>January 2009    Director, Fukuoka Branch Office</p> <p>March 2010     Director, Marketing Headquarters (current position)</p>	1,600
6	Isao Ono (January 3, 1959)	<p>April 1981      Joined the Company</p> <p>February 1986   Director (current position)</p> <p>May 1990       Deputy Director, Production Headquarters</p> <p>June 1992       Director, Human Resources Development and Assistant Director of Tokyo Branch Office</p> <p>April 1994       Director, Human Resources II, and Assistant Director of Tokyo Branch Office</p> <p>August 1995     Director, CI</p> <p>September 2005   Director, Environmental Management (current position)</p>	299,500

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No.	Name (Date of Birth)	Brief personal history, position, assignment and significant concurrent posts	Number of the Company's shares held
7	Fumio Takahashi (August 11, 1950)	<p>June 1977      Joined the Company</p> <p>November 1998      Director, Tokyo Branch Office I</p> <p>June 2000      Director (current position)</p> <p>December 2000      Director, Tokyo Metropolitan Marketing and Tokyo Branch Office I</p> <p>August 2002      Director, Marketing Planning</p> <p>March 2003      Director, Kansai Sales Division and Osaka Branch Office</p> <p>August 2004      Director, Marketing Promotion</p> <p>June 2007      Deputy Director, Marketing Headquarters and Director, Marketing Promotion (current position)</p>	4,300
8	Daikichi Fukushima (September 5, 1950)	<p>April 1980      Joined the Company</p> <p>January 2006      Director, Research Headquarters and Medical Chemistry Research Laboratories</p> <p>June 2006      Director</p> <p>December 2006      Managing Director</p> <p>January 2007      Director, Research Headquarters</p> <p>June 2008      President</p> <p>August 2008      Director, Global Research Strategy Planning</p> <p>September 2008      Chairman</p> <p>June 2009      Director (current position)</p> <p>December 2009      Director, Advanced Medical Research Laboratories, Strategic Planning for Global Research and Tsukuba Research Institute (current position)</p>	3,000
9	Hiroshi Ichikawa (January 7, 1962)	<p>April 1984      Joined the Company</p> <p>May 2006      Director, Marketing Headquarters</p> <p>June 2006      Director</p> <p>December 2006      Managing Director</p> <p>October 2007      Director, Marketing Headquarters and Marketing Planning</p> <p>November 2007      Director, Osaka Branch Office</p> <p>November 2007      Director</p> <p>June 2008      Director, Tokyo Branch Office I</p> <p>November 2008      Director, Marketing Headquarters and Marketing Administration</p> <p>December 2008      Managing Director</p> <p>January 2009      Director, Human Resources Development</p> <p>February 2009      Director, Product Strategy Planning</p> <p>April 2009      Director (current position)</p> <p>April 2009      Director, Marketing Planning (current position)</p>	2,500

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No.	Name (Date of Birth)	Brief personal history, position, assignment and significant concurrent posts	Number of the Company's shares held
10	Naonobu Endo (January 3, 1961)	<p>April 1983      Joined the Company</p> <p>November 2004      Assistant Director, Fujiyama Plant</p> <p>June 2007      Deputy Director, Production and Logistics</p> <p>September 2007      Director, Production and Logistics (current position)</p> <p>June 2009      Director (current position)</p>	1,200
11	Shozo Matsuoka (August 18, 1959)	<p>April 1985      Joined the Company</p> <p>April 2004      Director, Development Headquarters and Development Planning</p> <p>June 2004      Director</p> <p>December 2006      Managing Director</p> <p>March 2007      Director, Development Headquarters and Strategic Alliance Headquarters</p> <p>June 2007      Senior Managing Director</p> <p>August 2007      Director, Development Headquarters and Supervising Officer for Strategic Alliance Headquarters</p> <p>January 2008      Director, Development Headquarters and Development Planning and Supervising Officer for Strategic Alliance Headquarters</p> <p>April 2008      Director, Development Headquarters and Clinical Development Planning and Supervising Officer for Strategic Alliance Headquarters</p> <p>May 2008      Director (part time) (current position)</p> <p>&lt;Significant concurrent posts&gt; Chairman and CEO, ONO PHARMA USA, INC., and Director, Global Development Headquarters</p>	3,500

Note: There is no special interest between these candidates and the Company.

### Proposal 3: Payment of Bonuses to Directors and Auditors

In view of current performances, it is proposed that for bonuses to Directors and Auditors totaling ¥66.15 million may be paid to eleven (11) Directors and four (4) Auditors holding office at the close of this fiscal year. (Directors' portion ¥56.55 million, Auditors' portion ¥9.6 million)