

(FOR REFERENCE PURPOSE ONLY)

Securities Code: 4528

June 5, 2014

To Our Shareholders with Voting Rights

Gyo Sagara  
President & CEO  
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 TO CONVENE THE 66TH ORDINARY GENERAL SHAREHOLDERS' MEETING

Dear Shareholders:

We hereby notify you that the 66th Ordinary General Shareholders' Meeting (hereinafter the "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 or by electronic means (via the Internet, etc.) . In this case, please read the attached Reference Materials for the Shareholders' Meeting and exercise your voting rights by 5 p.m. on Thursday, June 26, 2014 (JAPAN TIME).

- 1. Date and Time:** 10 a.m., Friday, June 27, 2014
- 2. Place:** Main Conference Room on the 11th Floor, Head Office of Ono Pharmaceutical Co., Ltd. 8-2, Kyutaromachi 1-chome, Chuo-ku, Osaka, Japan

### 3. Agenda:

#### Matters to be reported:

1. Business Report and Consolidated Financial Statements for the 66th Fiscal Year (from April 1, 2013 to March 31, 2014), as well as the Auditing Firm's Report and the Board of Auditors' Report on the Consolidated Financial Statements for the 66th Fiscal Year
2. Non-Consolidated Financial Statements for the 66th Fiscal Year (from April 1, 2013 to March 31, 2014)

#### Matters to be resolved:

- Proposal 1:** Distribution of Surplus  
**Proposal 2:** Election of Nine (9) Directors  
**Proposal 3:** Payment of Bonuses to Directors

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#### 4. Guidance Notes on the Exercise of Voting Rights

- (1) Exercise of Voting Rights in writing (via postal mail)  
Please indicate your approval or disapproval of the proposals on the Voting Rights Exercise Form enclosed herewith and return it so that it will reach us by 5 p.m. on Thursday, June 26, 2014.
- (2) Exercise of Voting Rights by electronic means (via the Internet, etc.)  
Please access the website at [www.web54.net/](http://www.web54.net/) with the “Voting Rights Exercise Code” and password printed on the Voting Rights Exercise Form enclosed herewith, and select the electronic voting option in accordance with the instructions on the website by 5 p.m. on Thursday, June 26, 2014.  
If you are an institutional investor, it is possible to use the “Electronic Voting Platform” managed by Investor Communications Japan, Inc. (ICJ) as a method for exercising voting rights.
- (3) If you exercise your voting rights both in writing and by electronic means, we will regard only the vote cast by electronic means as valid. If you exercise your voting rights more than once by electronic means, we will regard only your last vote as valid.

(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, Consolidated Financial Statements and/or Non-Consolidated Financial Statements, it will be posted on the 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 our 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.

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: ¥9,542,069,820

(3) Effective date

June 30, 2014

**Proposal 2: Election of Nine (9) Directors**

The terms of all nine (9) current Directors will expire at the close of this Meeting. Therefore, nine (9) Directors are proposed to be elected.

The candidates for Directors are as follows:

<p>No. 1</p> <p><b>Gyo Sagara</b> (Birth date: October 7, 1958)</p> <p>Number of the Company's shares held 8,400</p>	<p><b>Brief personal history, positions, assignments and other significant concurrent positions</b></p> <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 &amp; CEO (current position)</p>
<p>No. 2</p> <p><b>Hiroshi Awata</b> (Birth date: February 23, 1961)</p> <p>Number of the Company's shares held 4,700</p>	<p><b>Brief personal history, positions, assignments and other significant concurrent positions</b></p> <p>April 1983 Joined the Company</p> <p>May 2008 Director, Development Headquarters and Clinical Development Planning</p> <p>June 2008 Director</p> <p>June 2009 Managing Director</p> <p>June 2010 Senior Managing Director</p> <p>June 2011 Director and Senior Executive Officer</p> <p>October 2011 Director, Development Headquarters and Development Management</p> <p>May 2012 Director, Development Headquarters (current position)</p> <p>June 2012 Executive Vice President and Corporate Officer (current position)</p>

<p>No. 3</p> <p><b>Kei Sano</b> (Birth date: July 3, 1959)</p> <p>Number of the Company's shares held 4,000</p>	<p><b>Brief personal history, positions, assignments and other significant concurrent positions</b></p> <p>April 1983 Joined the Company</p> <p>August 2005 Director, Marketing Headquarters</p> <p>May 2006 Director, Tokyo Office</p> <p>June 2006 Director</p> <p>November 2007 Director, Corporate Management Headquarters and Corporate Planning</p> <p>April 2008 Director attached to Corporate Management Headquarters</p> <p>June 2008 Retired as Director</p> <p>June 2008 Full-time Auditor</p> <p>June 2011 Resigned as Auditor</p> <p>June 2011 Director and Executive Officer</p> <p>June 2011 Director, Corporate Management Headquarters (current position)</p> <p>June 2012 Director and Senior Executive Officer (current position)</p>
<p>No. 4</p> <p><b>Kazuhito Kawabata</b> (Birth date: January 3, 1960)</p> <p>Number of the Company's shares held 3,700</p>	<p><b>Brief personal history, positions, assignments and other significant concurrent positions</b></p> <p>April 1985 Joined the Company</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</p> <p>December 2009 Director, Research Headquarters and Minase Research Institute</p> <p>June 2011 Director and Executive Officer (current position)</p> <p>October 2013 Director, Research Headquarters, Minase Research Institute and Discovery Research Alliance (current position)</p>

<p>No. 5</p> <p><b>Shinji Fujiyoshi</b> (Birth date: June 30, 1956)</p> <p>Number of the Company's shares held 3,600</p>	<p><b>Brief personal history, positions, assignments and other significant concurrent positions</b></p> <p>April 1980 Joined the Company</p> <p>May 2006 Director, Tokyo Metropolitan Marketing and Tokyo Branch Office I</p> <p>February 2008 Director, Marketing Headquarters</p> <p>June 2008 Director</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> <p>June 2010 Managing Director</p> <p>June 2011 Director and Executive Officer (current position)</p>
<p>No. 6</p> <p><b>Isao Ono</b> (Birth date: January 3, 1959)</p> <p>Number of the Company's shares held 301,300</p>	<p><b>Brief personal history, positions, assignments and other significant concurrent positions</b></p> <p>April 1981 Joined the Company</p> <p>February 1986 Director</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>August 1995 Director, CI</p> <p>September 2005 Director, Environmental Management</p> <p>June 2011 Director and Corporate Officer (current position)</p> <p>April 2014 Director, Corporate Research (current position)</p>

<p>No. 7</p> <p>Daikichi Fukushima</p> <p>(Birth date: September 5, 1950)</p> <p>Number of the Company's shares held 4,800</p>	<p><b>Brief personal history, positions, assignments and other significant concurrent positions</b></p> <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>June 2008 President</p> <p>August 2008 Director, Global Research Strategy Planning</p> <p>September 2008 Chairman</p> <p>June 2009 Director</p> <p>December 2009 Director, Global Research Strategy Planning, Tsukuba Research Institute and Advanced Medical Research</p> <p>May 2011 Director, Tsukuba Research Institute and Advanced Medical Research (current position)</p> <p>June 2011 Director and Corporate Officer (current position)</p>
<p>No. 8</p> <p>Yutaka Kato</p> <p>(Birth date: August 26, 1953)</p> <p>Number of the Company's shares held 0</p>	<p><b>Brief personal history, positions, assignments and other significant concurrent positions</b></p> <p>April 1986 Associate Professor, School of Economics, Osaka Prefecture University</p> <p>January 1994 Professor, School of Business Administration, Kobe University</p> <p>April 1999 Professor, Graduate School of Business Administration, Kobe University</p> <p>September 2004 Vice Chairman, The Japanese Association of Management Accounting</p> <p>September 2007 Chairman, The Japan Cost Accounting Association</p> <p>September 2007 Executive Director, The Japanese Association of Management Accounting</p> <p>April 2008 Dean, Graduate School of Business Administration, Kobe University</p> <p>June 2010 Outside Director, Bando Chemical Industries, Ltd. (current position)</p> <p>April 2012 Professor, Graduate School of Business, Doshisha University (current position)</p> <p>June 2013 Outside Director (current position)</p> <p>[Other significant concurrent positions] Professor, Graduate School of Business, Doshisha University Outside Director, Bando Chemical Industries, Ltd.</p>

No. 9  Jun Kurihara (Birth date: August 13, 1957)  Number of the Company's shares held 0	<b>Brief personal history, positions, assignments and other significant concurrent positions</b>  April 1983 Joined Mitsubishi Research Institute, Inc. April 1995 Joined FUJITSU RESEARCH INSTITUTE April 2003 Senior Fellow, Harvard Kennedy School April 2006 Visiting Professor, School of Policy Studies, Kwansei Gakuin University (current position) April 2007 Liaison Officer, Research Institute of Economy, Trade and Industry April 2009 Research Director, The Canon Institute for Global Studies (current position) June 2013 Outside Director (current position)  [Other significant concurrent positions] Research Director, The Canon Institute for Global Studies Visiting Professor, School of Policy Studies, Kwansei Gakuin University
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- Notes:
1. There is no special interest between either of these candidates and the Company.
  2. Yutaka Kato and Jun Kurihara are the candidates for Outside Directors.
  3. Yutaka Kato and Jun Kurihara are independent directors pursuant to the regulations of the Tokyo Stock Exchange. If the proposal is approved and they are elected, they will continue to be independent directors.
  4. The reasons why the Company appoints these candidates as Outside Directors are as follows:
    - 1) Although Yutaka Kato has not been directly involved in corporate management, as a university professor who specializes in management accounting and cost accounting, he has drawn on his extensive knowledge and expertise to fulfill the duties of an outside director. It is the Company's judgment that he will continue to contribute to maintain and improve the soundness of the Company's management and qualification of executing management thereof and, accordingly, he has been proposed as a candidate.
    - 2) Although Jun Kurihara has not been directly involved in corporate management, as a frontline researcher of politics, economics and sociology, he has drawn on his extensive knowledge and expertise to fulfill the duties of an outside director. It is the Company's judgment that he will continue to contribute to maintain and improve the soundness of the Company's management and qualification of executing management thereof and, accordingly, he has been proposed as a candidate.
  5. Yutaka Kato and Jun Kurihara will have been in office as an outside directors for one year at the close of this Ordinary General Shareholders' Meeting.
  6. With Yutaka Kato and Jun Kurihara, the Company has entered into agreements which limit their maximum liabilities in damage in Article 423-1 of the Company Law to the minimum amount provided by laws and regulations. If the proposal is approved and they are elected, the Company plans to continue with the agreements.



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**Proposal 3: Payment of Bonuses to Directors**

In view of current performance, it is proposed that bonuses totaling ¥38.8 million will be paid to the seven (7) Directors (excluding Outside Directors) holding office at the close of this fiscal year.