

June 27, 2008

Company name: Terumo Corporation  
Representative: Akira Takahashi, President  
Code No.: 4543 TSE Section 1

**Notice Regarding the Approval of the Introduction of a “Policy for Large-scale Acquisitions of Terumo Shares (Takeover Defense Measures)” by the General Meeting of Shareholders and the Establishment of an Independent Committee**

In a meeting held on April 30, 2008, the board of directors decided to introduce a policy for large-scale acquisitions of Terumo shares (takeover defense measures) (herein referred to as “the Plan”) on the condition of approval by shareholders in the 93rd Annual General Meeting of Shareholders (herein referred to as “the AGM”) held today, and the Company hereby provides notice that shareholders approved the introduction of the Plan (Proposal No. 6) in the AGM and the Plan has taken effect.

Furthermore, the Company also provides notice that in a meeting of the board of directors held after the AGM, it was decided to establish an Independent Committee that is independent from the board of directors in order to ensure the Plan is rational and objective, and to nominate the five people shown in the attachment as members of the committee. The term of each member is until the close of the AGM due to be held in June 2009.

The Company will continue to endeavor to secure and improve the Company’s corporate value and the common interests of shareholders.

Please refer to the following materials (on our website) for details of the Plan.

- News release dated April 30, 2008

Notice Concerning the Introduction of a Policy for Large-scale Acquisitions of Terumo Shares (Takeover Defense Measures)

<http://www.terumo.co.jp/English/press/2008/016.pdf>

- Invitation to the 93rd Annual General Meeting of Shareholders

<http://www.terumo.co.jp/English/ir/shareholders.html>

(Attachment)

### **Names and Profiles of Members of the Independent Committee**

#### **Takeshi Isayama**

[Profile]

April 1967	Joined the Ministry of International Trade and Industry (hereinafter referred to as "MITI"; now Ministry of Economy, Trade and Industry)
August 1996	Director-General of the International Trade Administration Bureau, MITI
July 1997	Director-General of the Economic and Industrial Policy Bureau, MITI
June 1998	Commissioner of the Japan Patent Office
October 1999	Advisor to Mitsui Marine and Fire Insurance Company, Limited (now Mitsui Sumitomo Insurance Company, Limited)
September 2000	Visiting scholar at the Asia-Pacific Research Center, Stanford University
September 2001	Vice Chairman of Nissan Motor Co., Ltd.
April 2005	Visiting Professor of Master of Technology Management, Tokyo University of Agriculture and Technology (currently held)
June 2005	Independent Director of Terumo (currently held)
June 2007	Independent Director of Dainippon Screen Mfg. Co., Ltd. (currently held)
October 2007	Chairman of Carlyle Japan L.L.C. (currently held)

\* Takeshi Isayama is an independent director as stipulated in Article 2.15 of the Company Law.

He does not have any special interests in the Company.

#### **Tetsuo Seki**

[Profile]

April 1963	Joined Yawata Iron & Steel Co., Ltd. (now Nippon Steel Corporation; hereinafter referred to as "NSC")
June 1993	Director of NSC
April 1997	Managing Director of NSC
April 2000	Representative Director and Vice President of NSC
June 2003	Executive Advisor to NSC
June 2004	Senior Corporate Auditor of NSC
June 2006	Independent Director of Terumo (currently held)
March 2007	Independent Director of Sapporo Holdings, Ltd. (currently held)
June 2007	Independent Director of Tokyo Financial Exchange Inc. (currently held)
September 2007	Independent Director of Japan Post Holdings Co., Ltd. (currently held)
October 2007	Chairperson of the Japan Corporate Auditors Association (currently held)
June 2008	Executive Advisor of NSC (currently held)

\* Tetsuo Seki is an independent director as stipulated in Article 2.15 of the Company Law.  
He does not have any special interests in the Company.

**Masaharu Ikuta**

[Profile]

April 1957	Joined Mitsui Steamship Co., Ltd., (now Mitsui O.S.K. Lines, Ltd.; hereinafter referred to as "MOL")
June 1987	Director of MOL
June 1989	Managing Director of MOL
June 1991	Representative Director and Senior Managing Executive Officer of MOL
June 1994	Representative Director and President of MOL
June 2000	Representative Director and Chairman of MOL
April 2003	President of the Japan Post Agency
June 2003	Honorary Advisor of MOL
March 2007	Retire from President of the Japan Post Agency
April 2007	Corporate Advisor of MOL (currently held)
June 2008	Independent Director of Terumo (currently held)

\* Masaharu Ikuta is an independent director as stipulated in Article 2.15 of the Company Law.

He does not have any special interests in the Company.

**Fumio Sugizaki**

[Profile]

April 1968	Joined Nissan Motor Co., Ltd.
June 1998	Director of Unisia Jecs Corporation (hereinafter referred to as "Unisia Jecs"; now Hitachi, Ltd.)
June 1999	Managing Director of Unisia Jecs
June 2002	Senior Managing Director of Unisia Jecs
June 2003	External Corporate Auditor of Terumo (currently held)
May 2005	External Corporate Auditor of Sohken Homes Co., Ltd.
June 2008	Representative Director and Chairman of Sohken Homes Co., Ltd. (currently held)

\* Fumio Sugizaki is an external corporate auditor as stipulated in Article 2.16 of the Company Law.

He does not have any special interests in the Company.

**Nobuyuki Takai**

[Profile]

April 1964	Joined Fuji Bank, Ltd.
July 1990	Joined Yamatake-Honeywell Co., Ltd (now Yamatake Corporation; hereinafter referred to as "Yamatake")
December 1990	Director of Yamatake-Honeywell Co., Ltd
December 1992	Managing Director of Yamatake-Honeywell Co., Ltd
June 1998	Director and Vice President of Yamatake
June 2002	Representative Director and Executive Vice President of Yamatake
June 2006	External Corporate Auditor of Kimmon Manufacturing Co., Ltd.
June 2006	External Corporate Auditor of Terumo (currently held)

\* Nobuyuki Takai is an external corporate auditor as stipulated in Article 2.16 of the Company Law.

He does not have any special interests in the Company.