



**FOR IMMEDIATE RELEASE**

May 14, 2015

Listed Company Name: Eisai Co., Ltd.  
Representative: Haruo Naito  
Representative Corporate Officer and CEO  
Securities Code: 4523  
Stock Exchange Listings: First Section of the Tokyo Stock Exchange  
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**Notification Regarding Partial Amendment to the Articles of Incorporation**

At the Board of Directors meeting held on May 14, 2015, Eisai Co., Ltd. (Headquarters: Tokyo, CEO: Haruo Naito, “the Company”) resolved to propose a partial amendment to the Articles of Incorporation at the 103rd Ordinary General Meeting of Shareholders to be held on June 19, 2015.

Remarks:

1. The reasons for the changes

The following is an overview of the reasons for the change. Each is in conjunction with enforcement of the Act for Partial Revision of the Companies Act (Act No. 90 of 2014; hereinafter “Revised Companies Act”) as of May 1, 2015.

1) Change to the name of the company with committees system, etc.

The Revised Companies Act changes the names of the “company with committees system” and “committees” to “company with a nomination committee, etc., system” and “nomination committee, etc.,” respectively. The partial revision of the Company’s Articles of Incorporation will be carried out in conjunction with these changes.

2) Changes to the conditions of eligibility for a limitation of liability contract.

The Revised Companies Act changes the conditions for directors eligible for a limitation of liability contract as stipulated in Article 427 of the Companies Act to non-executive directors. The partial revision of the Company’s Articles of Incorporation will be carried out in conjunction with this change.

2. The content of the changes

The details of the changes are as follows.

(Changes are underlined.)

Existing Articles of Incorporation	Proposed change
<p><u>(Company with committees system)</u>            Article 6 The Company shall be a company that adopts the "<u>Company with Committees System</u>," as defined in Article 2, Item 12, of the Companies Act.</p>	<p><u>(Company with a nomination committee, etc., system)</u>            Article 6 The Company shall be a company that adopts the "<u>Company with a Nomination Committee, etc., System</u>," as defined in Article 2, Item 12, of the Companies Act.</p>
<p>Chapter V. <u>Committees</u>            (Establishment of <u>committees</u>)            Article 29 The Company shall have a Nomination Committee, an Audit Committee and a Compensation Committee.            (Appointment)            Article 30 The Directors constituting the aforementioned <u>Committees</u> shall be elected by resolution of the Board of Directors</p>	<p>Chapter V. <u>Nomination Committee, etc.</u>            (Establishment of <u>a nomination committee, etc.</u>)            Article 29 The Company shall have a Nomination Committee, an Audit Committee and a Compensation Committee.            (Appointment)            Article 30 The Directors constituting the aforementioned <u>Nomination Committee, etc.</u>, shall be elected by resolution of the Board of Directors</p>
<p>(Exemption from liability)            Article 38 (Text of the Paragraph omitted)            (2) The Company may enter into a contract with each <u>Outside Director</u> to limit each <u>Outside Director's</u> liability for damages to a minimum amount that is stipulated by law, as per Article 427, Paragraph 1, of the Companies Act.</p>	<p>(Exemption from liability)            Article 38 (Text of the Paragraph unchanged)            (2) The Company may enter into a contract with each <u>Director</u> to limit each <u>Director's (excluding Executive Directors, etc.)</u> liability for damages to a minimum amount that is stipulated by law, as per Article 427, Paragraph 1, of the Companies Act.</p>

3. Schedule

Ordinary General Meeting of Shareholders June 19, 2015 (planned)  
 Effective date June 19, 2015 (planned)

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