

ARTICLES OF INCORPORATION
(Translation)

(Revised on June 19, 2015)

Eisai Co., Ltd.

ARTICLES OF INCORPORATION OF EISAI CO., LTD.

Chapter I. General Provisions

(Corporate name)

Article 1.

The trade name of the Company shall be “Eisai Kabushiki Kaisha”. In English translation, it shall be “Eisai Co., Ltd.”

(Corporate Philosophy)

Article 2.

- (1) The Company’s Corporate Philosophy is to give first thought to patients and their families, and to increase the benefits that health care provides to them. Under this Philosophy, the Company endeavors to become a human health care (*hhc*) company.
- (2) The Company’s mission is the enhancement of patient satisfaction. The Company believes that revenues and earnings will be generated by fulfilling this mission. The Company places importance on this sequence of placing the mission before the ensuing results.
- (3) The Company strives to fulfill its social responsibilities by positioning compliance (i.e., the observance of legal and ethical standards) as the basis of all business activities.
- (4) The Company’s principal stakeholders are patients, customers, shareholders and employees. The Company endeavors to develop and maintain a good relationship with stakeholders and to enhance the value of their stake through:
 1. Satisfying unmet medical needs, ensuring a stable supply of high-quality products, and providing useful information on subjects including drug safety and efficacy;
 2. Timely disclosure of corporate management information, enhancement of corporate value, and a positive return to shareholders; and
 3. Ensuring stable employment, offering challenging and fulfilling duties, and providing full opportunities for the development of employees’ capabilities.

(Object)

Article 3.

The object of the Company shall be to carry on the following business activities:

1. Research and development, manufacture, sale and import and export of pharmaceuticals.
2. Any other legally authorized businesses.

(Location of head office)

Article 4.

The Company shall have its head office in Bunkyo-ku, Tokyo.

(Method of public notice)

Article 5.

Public notices of the Company shall be given as electronic ones. In the event an electronic public notice is unavailable due to a communication failure or any unavoidable circumstances, the public notice shall be published in the *Nihon Keizai Shimbun*.

(Company with a nomination committee, etc., system)

Article 6.

The Company shall be a company that adopts the “Company with a Nomination Committee, etc., System,” as defined in Article 2, Item 12, of the Companies Act.

Chapter II. Shares

(Total number of issuable shares)

Article 7.

The total number of issuable shares of the Company shall be eleven hundred million (1,100,000,000) shares.

(Number of shares constituting one round lot)

Article 8.

The number of shares constituting one round lot shall be one hundred (100) shares.

(Rights to odd-lot shares)

Article 9.

The shareholders of the Company cannot exercise any rights other than those stipulated below.

1. Rights as set forth in Article 189, Paragraph 2, of the Companies Act; and
2. Rights for receiving allotment of subscribed shares and share options, in proportion to the number of shares held by each shareholder.
3. Rights for making demands as set forth in the following Article

(Share increase for odd-lot shares)

Article 10.

Pursuant to share handling regulations, Shareholders of the Company may demand that the Company sell the number of shares required to make, together with the odd-lot shares held by the shareholder, a single share unit.

(Custodian of shareholders' register)

Article 11.

- (1) The Company shall have a custodian of shareholders' register.
- (2) The custodian of shareholders' register and its business office shall be determined by the Board of Directors or by (a) Corporate Officer(s) delegated by resolution of the Board of Directors and public notice shall be given of such matters.
- (3) The Company shall not handle the office work including the preparation and maintenance of the register of shareholders and the register of share options, and all these administrative services shall be delegated to the custodian of the shareholders' register.

(Share Handling Regulations)

Article 12.

Regarding the handling of shares and new share options (warrants), handling charges and procedure for exercising shareholder rights therefor, the Board of Directors or (a) Corporate Officer(s) delegated by resolution of the Board of Directors shall determine in the Share Handling Regulations unless otherwise provided by law or these Articles of Incorporation.

Chapter III. General Meetings of Shareholders

(Convocation)

Article 13.

- (1) The Ordinary General Meeting of Shareholders shall be convened within three (3) months from the end of each fiscal year, and Extraordinary General Meetings of Shareholders shall be convened at whenever necessary.
- (2) General Meetings of Shareholders shall be convened by a Director previously appointed by the Board of Directors, unless otherwise provided by law. In case that Director is prevented from so doing, another Director shall act in that Director's place in accordance with an order previously determined by the Board of Directors.
- (3) General Meetings of Shareholders shall be held at a place located in Tokyo.

(Reference date of an Ordinary General Meeting of Shareholders)

Article 14.

The reference date for the voting rights at an Ordinary General Meeting of Shareholders shall be March 31 of every year.

(Internet disclosure of reference documents, etc. and deemed provision thereof)

Article 15.

In convening a General Meeting of Shareholders, the Company shall be deemed to have provided the shareholders with the information that must be mentioned or displayed in the reference documents of a General Meeting of Shareholders, business reports, financial statements and consolidated financial documents by disclosing such information via the Internet pursuant to the regulations issued by the Ministry of Justice.

(Chairman)

Article 16.

The Chairman of a General Meetings of Shareholders shall be the Director or the Corporate Officer(s) predetermined by the Board of Directors. In case the Director or the Corporate Officer(s) is prevented from so doing, another Director or an Corporate Officer shall act in his or her place in accordance with an order previously determined by the Board of Directors.

(Method of adopting resolutions)

Article 17.

- (1) Unless otherwise provided by law or these Articles of Incorporation, resolutions of a General Meeting of Shareholders shall be adopted by a majority of the voting rights of those shareholders with exercisable voting rights(s) present at the meeting.
- (2) The resolutions as per Article 309, Paragraph 2, of the Companies Act shall be adopted by an affirmative vote of two-thirds (2/3) or more of the voting rights held by shareholders present, where such shareholders present shall hold shares representing one-third (1/3) or more of the exercisable voting rights of the shareholders.

(Exercise of voting rights by proxy)

Article 18.

- (1) A shareholder of the Company may exercise his or her voting rights by appointing one
 - (1) proxy having voting rights who is a shareholder of the Company.
- (2) The shareholder of the Company or his/her proxy shall submit a document evidencing a power of attorney to the Company at each General Meeting of Shareholders.

(Minutes)

Article 19.

The minutes shall be prepared and kept with respect to the substance of proceedings of a General Meeting of Shareholders in compliance with law.

Chapter IV. Directors and Board of Directors

(Number)

Article 20.

The Company shall have not more than fifteen (15) Directors.

(Election)

Article 21.

- (1) Directors shall be elected by resolution at a General Meeting of Shareholders.
- (2) The resolution for the election of Directors shall be adopted by an affirmative vote of a majority of the voting rights held by shareholders present, where such shareholders

present shall hold shares representing one-third (1/3) or more of the exercisable voting rights of the shareholders.

(3) Cumulative voting shall not be used for a resolution of electing Directors.

(Term of office)

Article 22.

The term of office of Directors shall expire at the close of the Ordinary General Meeting of Shareholders relating to the fiscal year ending within one (1) year after their election.

(Establishment of the Board of Directors)

Article 23.

The Company shall have the Board of Directors.

(Chairman)

Article 24.

One (1) Director shall be designated as Chair of the Board of Directors by a resolution of the Board of Directors.

(Convocation)

Article 25.

(1) Except as otherwise provided by law, a meeting of the Board of Directors shall be convened by the Chair of the Board of Director. In case the Chair is prevented from so doing, another Director shall act in his place in accordance with an order previously determined by the Board of Directors.

(2) Notice for convening a meeting of the Board of Directors shall be dispatched to each Director three (3) days prior to the date of the meeting. Such period of notice may, however, be shortened in case of urgency.

(Omission of resolution)

Article 26.

In case all the Directors with exercisable voting rights have given unanimous consent for any matter to be resolved at the Board of Directors in writing or via an electromagnetic method, a resolution of the Board of Directors to pass the matter to be resolved shall be deemed to have been adopted to that effect.

(Regulations of the Board of Directors)

Article 27.

In addition to those provided by law or by these Articles of Incorporation, any matters with respect to the Board of Directors shall be governed by the Regulations of the Board of Directors established by the Board of Directors.

(Minutes)

Article 28.

The minutes shall be prepared and kept with respect to the substance of proceedings of the Board of Directors meeting in compliance with law.

Chapter V. Nomination Committee, etc.

(Establishment of a nomination committee, etc.)

Article 29.

The Company shall have a Nomination Committee, an Audit Committee and a Compensation Committee.

(Appointment)

Article 30.

The Directors constituting the aforementioned Nomination Committee, etc., shall be elected by resolution of the Board of Directors.

Chapter VI. Independent Auditors

(Establishment of independent auditors)

Article 31.

The Company shall have Independent Auditors.

(Election)

Article 32.

The Independent Auditors shall be elected by a resolution at a General Meeting of Shareholders.

Chapter VII. Corporate Officers

(Establishment of Corporate Officers)

Article 33.

The Company shall have Corporate Officers.

(Election)

Article 34.

Corporate Officers shall be elected by a resolution of the Board of Directors.

(Term of office)

Article 35.

The term of office of Corporate Officers shall expire at the close of the first meeting of the Board of Directors convened following the close of the Ordinary General Meeting of Shareholders relating to the fiscal year ending within one (1) year after their election.

(Representative Corporate Officers)

Article 36.

At least one (1) Corporate Officers shall be elected as Representative Corporate Officer, by a resolution of the Board of Directors.

(Corporate Officer with Title)

Article 37.

A Corporate Officer can be designated as Corporate Officer with Title, by a resolution of the Board of Directors.

Chapter VIII. Exemption from Liability

(Exemption from liability)

Article 38.

(1) The Company may, by a resolution of the Board of Directors, exempt the Directors (including former Directors) and Corporate Officers (including former Corporate Officers) from liabilities for damages due to negligence of their duties, as per Article 426, Paragraph 1, of the Companies Act, to the legally authorized extent

(2) The Company may enter into a contract with each Director to limit each Director's (excluding Executive Directors, etc.) liability for damages to a minimum amount that is stipulated by law, as per Article 427, Paragraph 1, of the Companies Act.

Chapter IX. Accounts

(Business year)

Article 39.

The business year of the Company shall be one (1) year from the 1st day of April of each year and end on the 31st day of March of the following year, and the last day of such business year shall be the date of closing of accounts.

(Organization to determine distribution of retained earnings, etc.)

Article 40.

The Company shall determine the matters listed in each item of Article 459, Paragraph 1, of the Companies Act, including distribution of retained earnings, by the Board of Directors, without a resolution by a General Meeting of Shareholders, unless otherwise stipulated by law.

(Reference date for distribution of retained earnings)

Article 41.

- (1) The reference date for the Company's distribution of year-end dividends shall be the 31st day of March every year.
- (2) The reference date for the Company's distribution of interim dividends shall be the 30th day of September every year.

(Statute of limitation for dividends)

Article 42.

In the event that the dividend in money has not been received after an elapse of three (3) years from the date of commencement of payments, the Company shall not be liable for such payments.