

Share Handling Regulations

Revised: June 21, 2013



Eisai Co., Ltd.

Share Handling Regulations

Chapter 1 General

(Purpose)

Article 1 In accordance with the stipulations of Article 12 of the Articles of Incorporation of the Company, handling and fees related to stock and new share subscription rights, as well as procedures etc., for the exercise of rights by shareholders, shall conform to the stipulations of these Regulations, as well as any relevant stipulations made by the Japanese Securities Depository Center, Inc. (hereafter "JASDEC"), which is the depository institution, and the securities companies, trust banks, etc., (hereafter "securities companies, etc.") that act as the account management institution.

- 2 Handling and fees related to special accounts opened in accordance with agreements concluded between the Company and a trust bank specified by the Company, as well as procedures etc., for the exercise of rights by shareholders, shall conform to the stipulations of these Regulations, as well as any relevant stipulations made by the applicable trust bank.

(Shareholder Registry Administrator)

Article 2 The shareholder registry administrator for the Company and the location at which related office work will be conducted shall be as follows.

Shareholder registry administrator

1-4-5, Marunouchi, Chiyoda-ku, Tokyo

Mitsubishi UFJ Trust and Banking Corporation

Office work location

1-4-5, Marunouchi, Chiyoda-ku, Tokyo

Mitsubishi UFJ Trust and Banking Corporation

Stock Transfer Agency Department

(Requests and Notifications)

- Article 3 Requests and notifications in accordance with these Regulations shall be made using the form stipulated by the Company. However, cases in which the request or notification is made via the securities companies, etc., and JASDEC, and cases stipulated in Article 18 Paragraph 1, may be excluded from this requirement.
- 2 When the request or notification indicated in the preceding paragraph is conducted via an agent, written verification of the agent's authority must be submitted, and when the request or notification requires the agreement of a supervisor or assistant, written verification of such agreement must be submitted.
 - 3 When the request or notification indicated in Paragraph 1 is conducted via securities companies, etc., and JASDEC, or via securities companies, etc., the Company shall be able to handle the request or notification as if it had been conducted by the shareholder himself/herself.
 - 4 The Company shall be able to demand that the party making the request or notification indicated in Paragraph 1 submit materials verifying that said party is the shareholder or agent himself/herself.
 - 5 If the Company has demanded submission of the materials stipulated in the preceding paragraph, and the materials have not been submitted, the Company shall not accept the request or notification indicated in Paragraph 1.
 - 6 When it is necessary for the Company to confirm that parties claiming to be shareholders are true shareholders, when it has acknowledged the intention of a specific party to make a request, etc., as a shareholder, or in the case of other justifiable reasons, the Company shall be able to make the requests stipulated in Article 277 of the Act on Transfer of Bonds, Stocks, etc., (hereafter "Bond Transfer Act") to JASDEC or the securities companies, etc.

Chapter 2 Listing or Recording, etc., in the Shareholder Registry

(Listing or Recording, etc., in the Shareholder Registry)

Article 4 The Company shall list or record in the shareholder registry in accordance with the general shareholders notification received from JASDEC.

- 2 When the Company has received notification of changes to the addresses of parties that have been listed or recorded in the shareholder registry by JASDEC (including standing agents and registered pledgees; hereafter "shareholders, etc.") or notification of changes to other items listed in the shareholder registry, the Company shall change the listing or record in the shareholder registry in accordance with such notification.
- 3 In addition to the preceding 2 paragraphs, the Company shall list or record items in the shareholder registry for the issuance of new shares and as otherwise stipulated in laws and regulations.
- 4 When it is necessary for notification of shareholders by the Company, and the Board of Directors has judged that it is necessary to reflect current owners of stock in the shareholder registry, or in the case of other justifiable reasons, the Company shall be able to make the requests stipulated in Article 151 Paragraph 8 of the Bond Transfer Act to JASDEC.

(Characters, etc., Used in the Shareholder Registry)

Article 5 The characters and symbols specified by JASDEC shall be used to list or record items in the shareholder registry of the Company.

(Listing or Recording, etc., in the Original New Share Subscription Rights Registry)

Article 6 Requests for the listing or recording of items in the original new share subscription rights registry, the registration, transfer, or cancellation of the right of pledge for new share subscription rights, and the display or cancellation of trust assets shall be made to the shareholder registry administrator.

- 2 It shall be possible to stipulate separately the handling of new share subscription rights, in addition to the stipulations of the preceding

paragraph.

- 3 The characters and symbols specified by JASDEC may be used for the listing or recording of items in the original new share subscription rights registry when changing the system for management of the original new share subscription rights registry or other cases in which it is necessary.

Chapter 3 Notifications

(Notification of the Address, Name, or Title of Shareholders, etc.)

Article 7 Shareholders, etc., must notify the Company of their address, name, and title.

- 2 Notification of or changes to items indicated in the preceding paragraph must be submitted via the securities companies, etc., and JASDEC. However, the cases stipulated in Article 4 Paragraph 3 may be excluded from this requirement.

(Notification by Shareholders, etc., Residing Overseas)

Article 8 Shareholders, etc., who reside overseas must select a standing agent in Japan, or establish a location for receiving notifications in Japan, and notify the Company of such.

- 2 Notification of or changes to items indicated in Paragraph 1 must be submitted via the securities companies, etc., and JASDEC. However, the cases stipulated in Article 4 Paragraph 3 may be excluded from this requirement.

(Representatives of Corporations)

Article 9 When shareholders, etc., are companies, the shareholder must submit the name and position of its representative.

- 2 Notification of or changes to items indicated in the preceding paragraph must be submitted via the securities companies, etc., and JASDEC.

However, the cases stipulated in Article 4 Paragraph 3 may be excluded from this requirement.

(Representatives of Joint Shareholders)

Article 10 Shareholders that own stock jointly must establish a representative and submit the address, name, and title of the representative.

- 2 Notification of or changes to items indicated in the preceding paragraph must be submitted via the securities companies, etc., and JASDEC. However, the cases stipulated in Article 4 Paragraph 3 may be excluded from this requirement.

(Statutory Agent)

Article 11 When there is a statutory agent, such as individuals with parental authority or guardians, for shareholders, etc., the address, name, and title of the statutory agent must be submitted.

- 2 Notification of, changes to, or cancellation of items indicated in the preceding paragraph must be notified via the securities companies, etc., and JASDEC. However, the cases stipulated in Article 4 Paragraph 3 may be excluded from this requirement.

(Other Notifications)

Article 12 In addition to the notifications stipulated from Article 7 through the preceding article, when submitting notification to the Company, the notification must be submitted via securities companies, etc., and JASDEC, or via securities companies, etc. However, the cases stipulated in Article 4 Paragraph 3 may be excluded from this requirement.

- 2 Notifications that cannot be received or relayed by the securities companies, etc., shall be submitted to the shareholder registry administrator.

(Notification Items, etc., for Holders of New Share Subscription Rights)

Article 13 Article 7 through the preceding article shall apply for notification items and the notification method for parties listed or recorded in the Company's original new share subscription rights registry. However, if no separate stipulation is made in accordance with Article 6 Paragraph 2, notification

shall be made to the shareholder registry administrator.

Chapter 4 Purchase of Fractional Shares

(Purchase Request Method)

Article 14 When requesting the purchase of a fractional share, the purchase shall be made via securities companies, etc., and JASDEC, in accordance with the JASDEC stipulations.

(Determination of Purchase Price)

Article 15 The unit purchase price of fractional shares shall be the closing price at a market opened on the Tokyo Stock Exchange, on the day on which the request indicated in the preceding article arrives at the location handling office work for the shareholder registry administrator stipulated in Article 2. However, if no trading is completed on that day, the price shall be the first subsequent trading price.

- 2 The purchase price shall be the unit purchase price indicated in the preceding paragraph multiplied by the number of shares requested for the purchase.

(Payment of the Purchase Price)

Article 16 Except in cases stipulated separately by the Company, the Company shall pay the purchase price to the party requesting purchase on the fourth business day from the day after the date on which the purchase price is determined.

- 2 In the case indicated in the preceding paragraph, if the purchase price is a surplus dividend, share split-up, or other price with rights, the price shall be paid by the record date.

(Transfer of Purchased Stock)

Article 17 Fractional shares for which a purchase request has been made shall be

transferred to the Company's transfer account on the date on which payment procedures have been completed for the purchase price stipulated in the preceding article.

Chapter 5 Purchase of Additional Fractional Shares

(Additional Purchase Request Method)

Article 18 When requesting the additional purchase of a fractional share, the purchase shall be made via securities companies, etc., and JASDEC, in accordance with the JASDEC stipulations.

(Restrictions on Additional Purchases)

Article 19 If the total number of shares requested for additional purchase on the same day exceeds the number of shares of treasury stock owned due to the additional purchase request, the additional purchase request shall be invalid.

(Determination of Additional Purchase Price)

Article 20 The unit purchase price of additional fractional shares shall be the closing price at a market opened on the Tokyo Stock Exchange, on the day on which the request indicated in Article 18 arrives at the location handling office work for the shareholder registry administrator stipulated in Article 2. However, if no trading is completed on that day, the price shall be the first subsequent trading price.

- 2 The purchase price shall be the additional unit purchase price indicated in the preceding paragraph multiplied by the number of additional shares requested for the purchase.

(Termination of Reception of Additional Purchase Requests)

Article 21 The Company shall terminate reception of additional purchase requests for a period beginning 10 business days prior to the dates stipulated in the following Items and continuing until the applicable date stipulated in the

following Items.

- (1) March 31
- (2) September 30
- (3) Other record dates

- 2 In addition to the stipulations of the preceding Paragraph, reception of additional purchase requests may be terminated at other times when deemed necessary by the Company or JASDEC.

(Timing of Transfer of Additionally Purchased Stock)

Article 22 A request for transfer of the applicable additional fractional shares to the account of the individual requesting additional purchase of fractional shares shall be made on the date on which it is confirmed that the payment for the additional purchase has been deposited in the bank account designated by the Company.

Chapter 6 Method of Exercising Minority Shareholder Rights, etc.

(Method of Exercising Minority Shareholder Rights, etc.)

Article 23 When exercising the minority shareholder rights, etc., stipulated in Article 147 Paragraph 4 of the Bond Transfer Act directly toward the Company, a written receipt, signed with seal affixed, shall be attached for individual shareholder notification (the notification stipulated in Article 154 Paragraph 3 of the Bond Transfer Act) delivered by securities companies, etc. However, a signature can be used instead of a signature and seal in the case of foreign individuals.

- 2 Paragraphs 2, 4, and 5 of Article 3 shall apply to the exercise of the minority shareholder rights, etc., indicated in the preceding paragraph, and other shareholder rights.

(General Shareholders' Meeting Reference Materials for Shareholder Proposals)

Article 24 When shareholders' proposal rights have been exercised in accordance

with the stipulations of Paragraph 1 of the preceding article, the following items shall be included in the General Shareholders' Meeting reference materials, or an outline of such if the number of characters exceeds 400 (or a number deemed necessary and established separately by the Company).

- (1) Reason for the proposal
- (2) Overview of the item

Chapter 7 Fees

(Fees)

Article 25 No fees shall be charged for the handling of Company stock.

- 2 Fees paid by shareholders, etc., to securities companies, etc., or JASDEC shall be the responsibility of the shareholders, etc.

Supplementary Provisions

(Revision of the Article Numbers in Article 1 Accompanying Revision of the Articles of Incorporation)

Article 1 If, in accordance with a decision of the General Shareholders' Meeting, the article number of Article 12 of the Company's Articles of Incorporation (Share Handling Regulations) is changed, "Article 12 of the Articles of Incorporation" as found in Article 1 shall be deemed to have been altered in accordance with the new article number.