

FOR IMMEDIATE RELEASE

March 30, 2018



Listed Company Name: Eisai Co., Ltd.
Representative: Haruo Naito
Representative Corporate Officer and CEO
Securities Code: 4523
Stock Exchange Listing: First Section of the Tokyo Stock Exchange
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Notice Concerning Shelf Registration for Issuance of Stock Options

Eisai Co., Ltd. (“the Company”) today filed a shelf registration statement with the Kanto Local Finance Bureau for issuance of stock options in accordance with the Company’s “Policy for Protection of the Company’s Corporate Value and Common Interests of Shareholders” (“the Policy”). This submission corresponds to the expiration of the previous shelf registration (period from April 7, 2016 to April 6, 2018) filed on March 30, 2016.

Details

1. Securities Type: Stock options
2. Issue Period: Two years from the effective date of the shelf registration of stock options (period from April 7, 2018 to April 6, 2020)
3. Offering Method: Rights offering to shareholders
4. Issue Amount: 800 million yen
(This is the total amount to be paid upon the exercise of all stock options to be issued to subscribers free of charge.)

The Policy serves as an advance warning system for hostile takeovers. It sets forth orderly procedures that must be followed in the event of a large-scale acquisition of the Company’s shares so as to ensure that shareholders are provided with sufficient time and information to make appropriate judgments. If and when an acquirer does not follow the prescribed procedures, or the acquisition is inappropriate in that it would undermine the corporate value and common interest of shareholders, the Company, in accordance with the Policy, issues new stock options to all shareholders, which the acquirer is not entitled to exercise, in order to dilute the voting rights of the acquirer to defend against inappropriate takeover.

The Company initially adopted the Policy at its Board of Directors meeting in February 2006. At its meetings in August 2011 and April 2016, the Board of Directors resolved to continue the Policy as

proposed by the Company's Independent Committee of Outside Directors ("ICOD"), which is comprised entirely of independent and neutral outside directors who make up the majority of the Board of Directors. The continuation, amendment or abandonment of the Policy is deliberated each year by the ICOD.

This newly filed shelf registration will provide the Company with the flexibility to issue stock options by offering rights to existing shareholders.
