

No.15-54

July 31, 2015  
Eisai Co., Ltd.

## **CONTINUATION OF “POLICY FOR PROTECTION OF THE COMPANY’S CORPORATE VALUE AND COMMON INTERESTS OF SHAREHOLDERS (SHAREHOLDER RIGHTS PLAN)”**

The Board of Directors of Eisai Co., Ltd. (Chair: Kiyochika Ota) passed a resolution for the continuation of the “Policy for Protection of the Company’s Corporate Value and Common Interests of Shareholders” (“the Policy”), which was proposed by the Independent Committee of Outside Directors (Chair: Osamu Suzuki, “ICOD”) at its meeting held today.

The proposal to continue the Policy was deliberated at an ICOD meeting of all seven outside directors elected at the Ordinary General Meeting of Shareholders held on June 19, 2015. The ICOD determined that it was appropriate to propose the continuation of the Policy in its present form to the Board of Directors since it incorporates the following provisions:

1. The Policy precludes arbitrary actions on the part of the management
2. The continuation, amendment, or abandonment of the Policy shall be deliberated each year
3. Shareholders’ opinions concerning the Policy may be reflected through the election of directors at the Ordinary General Meeting of Shareholders

The Policy was initially adopted after being proposed by the ICOD at an Eisai Board of Directors meeting held in February 2006. After subsequent changes were made to certain policy provisions through an Eisai Board of Directors meeting in August 2011, it was determined that the Policy is to remain in effect until June 30, 2016. The continuation, amendment, or abandonment of the Policy is deliberated by the newly appointed ICOD following the Ordinary General Meeting of Shareholders each year.

Further information on the Policy is provided in the “Corporate Governance” section of the Eisai Global website (<http://www.eisai.com/company/ecgpolicy20150731.pdf>).

At present, Eisai has not received any specific proposals concerning the large-scale purchase of the company shares.

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