

FOR IMMEDIATE RELEASE

November 20, 2015



Listed Company Name: Eisai Co., Ltd.
Representative: Haruo Naito
Representative Corporate Officer & CEO
Securities Code: 4523
Stock Exchange Listing: First Section of the Tokyo Stock Exchange
Inquiries: Sayoko Sasaki
Vice President,
Corporate Affairs
Phone +81-3-3817-5120

Notice Regarding Transfer of Shares Involving Changes in Eisai Subsidiary

Eisai Co., Ltd. (Headquarters: Tokyo, Representative Corporate Officer & CEO: Haruo Naito, "Eisai") today entered into a share transfer agreement with Sekisui Chemical Co., Ltd. (Sekisui Chemical) concerning the transfer of all shares held by Eisai in its wholly-owned subsidiary EIDIA Co., Ltd. (EIDIA) to Sekisui Chemical.

1. Reasons for the Share Transfer

Established originally as Sanko Junyaku Co., Ltd. (Sanko Junyaku) in 1954, EIDIA is a wholly-owned subsidiary of Eisai and is engaged in the manufacturing, import and sales of clinical diagnostic reagents, clinical diagnostic equipment, laboratory reagents and laboratory equipment. In October 1990, Eisai and Sanko Junyaku entered into a capital alliance, and in April 2007, Sanko Junyaku became a wholly-owned subsidiary of Eisai. In April 2011, Sanko Junyaku changed its corporate name to EIDIA, and has been at the core of the diagnostics segment of the Eisai Group's domestic pharmaceutical business (Eisai Japan).

In addition, since their execution of a joint research and development agreement in October 2007, EIDIA and Sekisui Medical Co., Ltd. (Sekisui Medical), a wholly-owned subsidiary of Sekisui Chemical, have built an extensive partnership covering the joint development, manufacturing and sales of clinical diagnostic reagents.

Eisai believes that further developing the existing partnership between EIDIA and Sekisui Medical will not only result in an increase in the scale of business operations, but will also strengthen research and development capability through the integration of the two companies' technologies and know-how, as well as create marketing synergies by utilizing Sekisui Medical's domestic and international infrastructure. For these reasons, Eisai expects that the agreement will lead to sustainable growth and further expansion of EIDIA, and has therefore decided to transfer all of the shares it currently holds in EIDIA to Sekisui Chemical. Eisai will continue its partnership with EIDIA and Sekisui Medical, including domestic sales of existing products.

Eisai has been concentrating its management resources on the pharmaceutical business centering on oncology and neurology, while in the diagnostics business, Eisai will continue to focus on research and technological development aimed at creating precision/personalized medicine. Following the share transfer, Eisai will strive to accelerate its process of innovation, further contribute to patients and increase its corporate value.

2. Outline of Subsidiary Subject to Change (as of March 31, 2015)

(1) Company name	EIDIA Co., Ltd.		
(2) Location	1-10-6 Iwamoto-cho, Chiyoda-ku, Tokyo		
(3) Representative	Atsushi Saito, Representative Director & President		
(4) Scope of business	Manufacturing, import and sales of clinical diagnostic reagents, clinical diagnostic equipment, laboratory reagents and laboratory equipment		
(5) Capital	¥5,262 million		
(6) Date established	May 1954		
(7) Major shareholders and shareholding ratio	Eisai Co., Ltd. (100% ownership)		
(8) Relationship with Eisai	Capital relationship	Wholly-owned subsidiary	
	Personnel relationship	Four persons (including Representative Director & President) dispatched from Eisai to EIDIA	
	Trade relationship	Eisai entered into an agreement with EIDIA for a comprehensive business alliance covering sales, manufacturing, research and development, and is engaged in business transactions with EIDIA based on such agreement	
(9) Non-consolidated operating results and financial position for the past three fiscal years			
Fiscal year-end	March 31, 2013	March 31, 2014	March 31, 2015
Equity	¥12,636 million	¥12,975 million	¥13,321 million
Total assets	¥15,449 million	¥15,604 million	¥16,244 million
Equity per share	¥702.82	¥721.69	¥740.91
Revenue	¥6,188 million	¥6,252 million	¥6,285 million
Operating profit	¥519 million	¥554 million	¥585 million
Profit before income taxes	¥558 million	¥585 million	¥616 million
Profit for the year	¥320 million	¥333 million	¥345 million
Basic earnings per share	¥17.79	¥18.53	¥19.19
Dividend per share	¥0	¥0	¥0

3. Outline of the Purchaser (as of March 31, 2015)

(1)	Company name	Sekisui Chemical Co., Ltd.	
(2)	Location	2-4-4, Nishitenma, Kita-ku, Osaka	
(3)	Representative	Teiji Koge, Representative Director & President	
(4)	Scope of business	Housing business, Urban Infrastructure and Environmental Products business, High-Performance Plastics business, etc.	
(5)	Capital	¥100,002 million	
(6)	Date established	March 1947	
(7)	Equity	¥535,292 million (as of March 31, 2015)	
(8)	Total assets	¥968,011 million (as of March 31, 2015)	
(9)	Major shareholders and shareholding ratio	Asahi Kasei Corporation	6.0%
		Sekisui House, Ltd.	4.0%
		The Dai-ichi Life Insurance Company, Limited	3.8%
		Japan Trustee Services Bank, Ltd. (Trust Account)	3.2%
		The Master Trust Bank of Japan, Ltd. (Trust Account)	2.7%
		Tokio Marine Nichido Fire Insurance Co., Ltd.	2.3%
		State Street Bank and Trust Company 505225 (Standing proxy: Mizuho Bank, Ltd., Settlement & Clearing Services Division)	2.0%
		Employees Stock Ownership Plan	1.7%
		JP MORGAN CHASE BANK 385164 (Standing proxy: Mizuho Bank, Ltd., Settlement & Clearing Services Division)	1.6%
		The Bank of Tokyo-Mitsubishi UFJ, Ltd.	1.5%
(10)	Relationship with Eisai	Capital relationship	No capital relationship exists
		Personnel relationship	No personnel relationship exists
		Trade relationship	No trade relationship exists
		Affiliated party status	Not applicable

4. Number of Shares to be Transferred; Change in Eisai's Shareholding Before and After the Share Transfer

(1) Number of shares held before transfer	17,979,195 shares (Shareholding ratio: 100%, voting rights: 17,979,195, ratio of voting rights held: 100%)
(2) Number of shares to be transferred	17,979,195 shares (Shareholding ratio: 100%, voting rights: 17,979,195, ratio of voting rights held: 100%)
(3) Transfer price	¥22,450 million*
(4) Number of shares held after transfer	0 shares (Shareholding ratio: 0%, voting rights: 0, ratio of voting rights held: 0%)

*The transfer price will be adjusted mainly based on the amounts of EIDIA's working capital and net interest-bearing debt at the time of the execution (closing) of the share transfer

5. Schedule for Transfer of Shares

(1) Resolution by the Executive Committee	November 20, 2015
(2) Execution of share transfer agreement	November 20, 2015
(3) Transfer of shares	December 28, 2015 (tentative)

6. Future Outlook

This execution of the share transfer will have only a minor impact on the Eisai Group's consolidated financial results for the current fiscal year.

7. Other

The execution of this share transfer agreement is contingent upon receiving notification from the Japan Fair Trade Commission that no cease and desist orders will be issued in accordance with the Act of Prohibition of Private Monopolization and Maintenance of Fair Trade.

(For reference)

Eisai's consolidated financial results forecasts (announced on May 14, 2015) and consolidated financial results for the previous fiscal year (IFRS)

	Revenue	Operating profit	Profit before income taxes	Profit for the year
FY 2015 (ending March 31, 2016)	¥556,500 million	¥46,000 million	¥42,800 million	¥27,000 million
FY 2014 (ended March 31, 2015)	¥548,465 million	¥28,338 million	¥25,875 million	¥43,453 million
