

FOR IMMEDIATE RELEASE

May 13, 2016

Listed Company Name:	Eisai Co., Ltd.
Representative:	Haruo Naito Representative Corporate Officer and CEO
Headquarters:	4-6-10 Koishikawa, Bunkyo-ku, Tokyo
Securities Code:	4523
Listed Locations:	First Section of the Tokyo Stock Exchange
Inquiries:	Sayoko Sasaki Vice President, Corporate Affairs Phone 81-3-3817-5120

**Notification Regarding the Continuation and Partial Revision of the
Performance-Related Stock Compensation System**

At the Compensation Committee meeting of Eisai Co., Ltd. (Headquarters: Tokyo, Representative Corporate Officer and CEO: Haruo Naito, hereinafter “the Company”) held on May 13, 2016

- (3) The BIP Trust is an Officers' incentive plan which is, in essence, the Japanese version of a Performance Share, with reference to the Performance Share System and Restricted Stock Compensation System in the U.S., and it is a type of compensation for Officers in which the Company's shares and the monetary amount equivalent to the Company's shares converted into cash (hereinafter the "Company's Shares, etc.") are distributed and paid to the Corporate Officers based on the degree of attainment of performance objectives (hereinafter the "Distribution, etc."). It represents a mid-

a) Since the Company is a company with a nominating committee, etc., the Compensation

calculated based on the achievement of the Company's consolidated sales revenue, consolidated operating income, consolidated income, and consolidated return on equity (consolidated RO

heirs of such Corporate Officer shall receive payment from the Trust of the monetary amount equivalent to the shares converted to cash after they are converted within the Trust.

(9) Exercise of voting rights with regard to the Company's shares within the Trust
In order to ensure the neutrality of the Trust's management, the voting rights of the Company's shares in the Trust are not to be exercised during the Trust Period.

(10) Handling of the dividends relating to the Company's shares within the Trust

(Reference)

Details of Trust Agreement

- a) Type of trust: Monetary Trust other than a specified solely administered monetary trust (Third Party Beneficiary Trust)
- b) Purpose of trust: Granting incentives to the Corporate Officers of the Company
- c) Trustor: The Company
- d) Trustee: Mitsubishi UFJ Trust and Banking Corporation
(Joint Trustee: The Master Trust Bank of Japan, Ltd.)
- e) Beneficiaries: Corporate Officers satisfying the requirements to become Beneficiaries
- f) Trust Administrator: A third party having no conflict of interest with the Company (Certified Public Accountant)
- g) Trust Agreement Date: May 29, 2013 (scheduled to be amended as of May 30, 2016)
- h) Trust Period: From May 29, 2013 to July 31, 2016 (scheduled to be extended until the end of July 2019 by the amended of the trust agreement dated May 30. 2016)
- i) System Commencement Date: The System will start from August 1, 2016 (scheduled)
- j) Exercise of Voting Rights: No voting rights shall be exercised