



hvc
human health care

The script for our "human health care" logo was taken from the signature of Florence Nightingale. The "human health care" concept reflects our commitment to viewing health care not only from the standpoint of the health care professional, but also from that of the patient. This commitment is inspired by Florence Nightingale, who devoted her life to caring for others, yet never lost sight of the importance of listening to her patients.

96th Ordinary General Meeting of Shareholders

Notice of Convocation

Reference Documents

Attachments to the Notice of Convocation

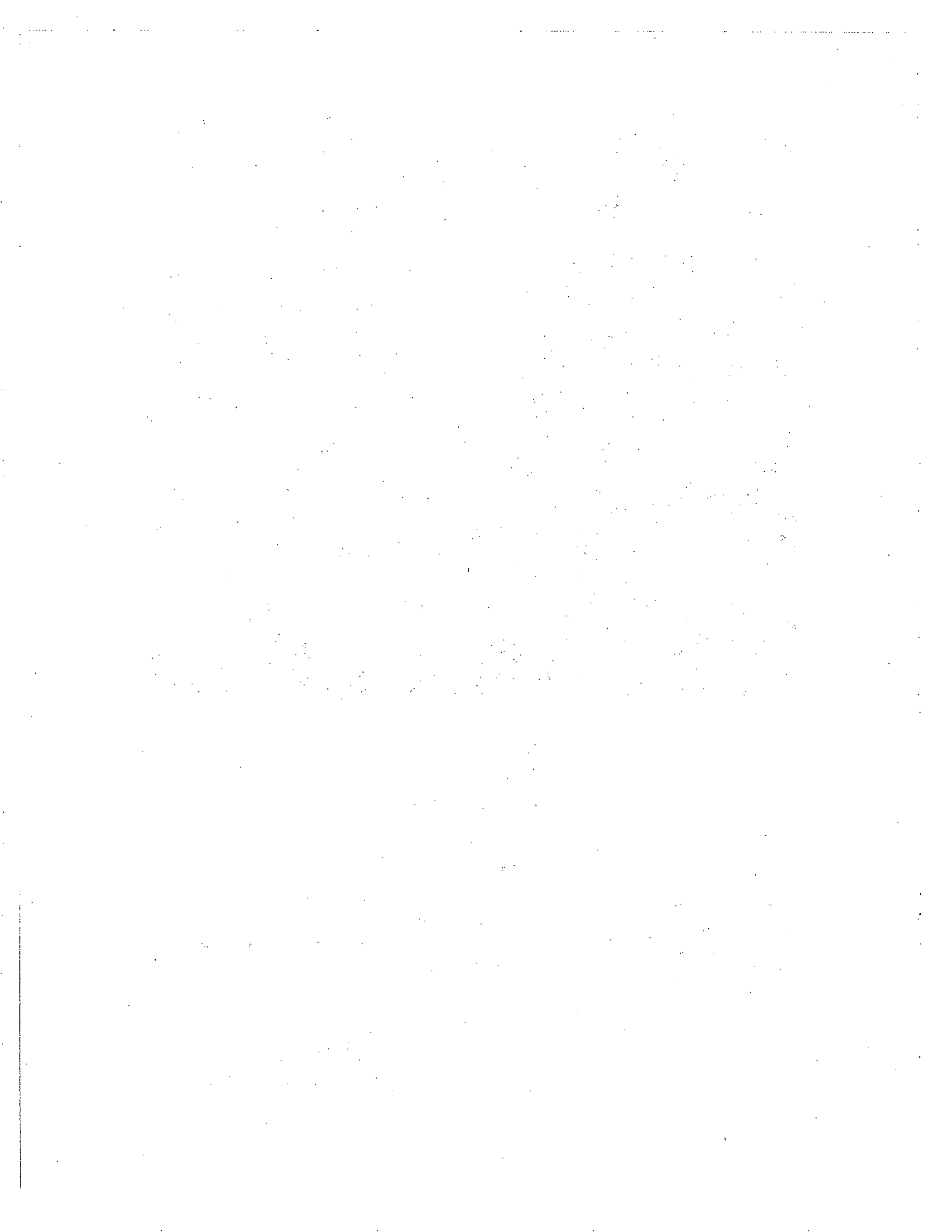
Business Report

Financial Statements (Consolidated/Non-Consolidated)

Audit Report

 **Eisai Co., Ltd.**

<http://www.eisai.co.jp/index-e.html>



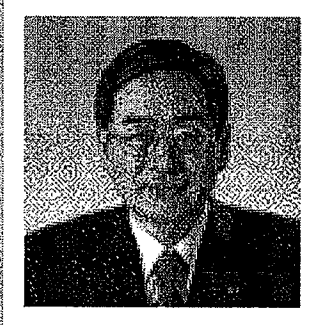
Proposal 1 and Reference Items

Proposal 1: Election of Eleven (11) Directors

The terms of office of the entire Board of Directors will expire as of the close of this Ordinary General Meeting of Shareholders. Shareholders are, therefore, requested to elect eleven (11) Directors. The following is a list of the candidates for the position of Director as resolved by the Nomination Committee. Information about each of the candidates is provided for your reference from page 11 through page 27.

Candidate No.	Name	Current position and primary area of responsibility at the Company
1	Haruo Naito	Director, President, and CEO (Representative Executive Officer)
2	Tadashi Temmyo	Director (Member of Audit Committee)
3	Tetsushi Ogawa	Director
4	Hiroyuki Mitsui	Executive Officer, General Affairs, Environment and Safety, Information Systems, and General Manager, Systems Planning Department (New candidate)
5	Yoshiyuki Kishimoto (Outside Director)	Director (Member of Audit Committee and Member of Independent Committee of Outside Directors)
6	Ko-Yung Tung (Outside Director)	Director (Member of Nomination Committee, Member of Compensation Committee, and Member of Independent Committee of Outside Directors)
7	Shinji Hatta (Outside Director)	Director (Chair of Audit Committee and Member of Independent Committee of Outside Directors)
8	Norihiko Tanikawa (Outside Director)	Director (Member of Audit Committee and Member of Independent Committee of Outside Directors)
9	Satoru Anzaki (Outside Director)	New candidate
10	Junji Miyahara (Outside Director)	New candidate
11	Kimitoshi Yabuki (Outside Director)	New candidate

Note: For details on the Independent Committee of Outside Directors, please refer to page 161.



Candidate
1

Haruo Naito

Current position and primary area of responsibility at the Company:

- Director, President, and CEO (Representative Executive Officer)
- Date of birth: December 27, 1947
- Years' tenure as director: Twenty-five years (as of the close of this Ordinary General Meeting of Shareholders)
- Number of shares of the Company held by the candidate: 435,772 shares

Special conflicts of interest between this candidate and the Company or any of its subsidiaries, affiliates, or business partners:

The Company makes donations to the Naito Foundation. For further details, see pages 80, 84, and 196.

Vote for or against the Policy for Protection of the Company's Corporate Value and Common Interests of Shareholders:

For

Dear Shareholders,

I will strive continuously to carry out measures to realize the corporate concept (*hhc* and compliance) of the Company that we share with our shareholders, as stated in our Articles of Incorporation. In other words, with the credo of creating hope, we aim to raise "patient value," "shareholder value," and "employee value" and achieve sustained growth. By actively disclosing management information, we will increase corporate transparency and fulfill our corporate social responsibilities, thereby meeting our obligations to shareholders.

Reasons for nomination as a candidate:

The Nomination Committee has determined that it is optimally appropriate for the nominee to continue serving as Director, President, and CEO (Representative Executive Officer) of the Company. The corporate governance guidelines call for the President and CEO (Representative Executive Officer) to concurrently serve as a director.

Personal history and representation of other companies:

- Oct. 1975: Joined the Company
- Apr. 1983: General Manager, R&D Promotion Department of the Company
- June 1983: Director of the Company
- Apr. 1985: General Manager, R&D of the Company
- June 1985: Managing Director of the Company
- June 1986: Representative Director and Senior Managing Director of the Company
- June 1987: Representative Director and Deputy President of the Company
- Apr. 1988: Representative Director and President of the Company
- Mar. 1996: Representative Director and President of Genox Research, Inc.
- June 2003: Representative Director, President, and Chief Executive Officer (CEO) of the Company
- June 2004: Director, President, and CEO (Representative Executive Officer) of the Company (current)
- Jan. 2006: Chairman, The Naito Foundation (current)



Candidate

2

Tadashi Temmyo

Current position and primary area of responsibility at the Company:

● Director (Member of Audit Committee)

● Date of birth: July 3, 1947

● Years' tenure as director:

Four years (as of the close of this Ordinary General Meeting of Shareholders)

● Number of shares of the Company held by the candidate:

11,585 shares

Special conflicts of interest between this candidate and the Company or any of its subsidiaries, affiliates, or business partners:

None

Vote for or against the Policy for Protection of the Company's Corporate Value and Common Interests of Shareholders:

For

Dear Shareholders,

I intend to implement a variety of long-term measures toward the realization of our corporate concept. To fulfill my duties as an inside director, I will make use of my experience engaged in various business operations primarily in the Company's head office and operational departments. Also, I intend to improve my knowledge in specialized fields, including auditing. As a member of the Audit Committee of inside directors, I will be engaged in auditing with a "hardship now, pleasure later" attitude to contribute to the Company's management supervision and decision making, thereby meeting the expectations of shareholders who support the Company on a long-term perspective.

Reasons for nomination as a candidate:

The corporate governance guidelines call for directors who have abundant experience working within the Company to serve as members of the Audit Committee. The candidate's background includes work involving business administration, accounting, and auditing, and he has obtained considerable knowledge and experience related to those fields.

After noting that the Board of Directors is composed of diverse directors with a variety of specialized knowledge and know-how, etc., the Nomination Committee considered such factors as the candidate's (1) actual performance as a director and Audit Committee member, (2) qualifications and capabilities as a director and Audit Committee member, (3) experience working within the Company, and (4) age and period of time in office. Having objectively determined that the nominee is capable of executing his management supervisory duties, the Nomination Committee has made Tadashi Temmyo a nominee for the position of director, just as in the previous year.

Personal history and representation of other companies:

Mar. 1970: Joined the Company

June 1993: Director, Sanko Junyaku Co., Ltd. (Secondee)

Apr. 1997: Director, Japanese Business Planning Division of the Company

Apr. 1999: Director, Accounting Center, Management Planning Division of the Company

Apr. 2001: Director, Corporate Auditing Department of the Company

June 2004: Director of the Company (current) and Member of Audit Committee (current)



Candidate

3

Tetsushi Ogawa

Current position and primary area of responsibility at the Company:

- Director
- Date of birth: January 2, 1948
- Years' tenure as director: Two years (as of the close of this Ordinary General Meeting of Shareholders)
- Number of shares of the Company held by the candidate: 8,500 shares

Special conflicts of interest between this candidate and the Company or any of its subsidiaries, affiliates, or business partners:

None

Vote for or against the Policy for Protection of the Company's Corporate Value and Common Interests of Shareholders:

For

Dear Shareholders,

I am committed to enhancing the corporate value and long-term shareholder value through realization of the Company's corporate concept. I would like to contribute to achieve the aims of the Company's Fifth Medium-Term Strategic Plan and increase shareholder value with full attention to the shareholders' interests, specifically, by confirming the fairness and transparency of daily operational execution and raising the level of corporate governance.

Reasons for nomination as a candidate:

The corporate governance guidelines call for directors who have abundant experience working within the Company to serve as members of the Audit Committee. The candidate's background includes work involving marketing and secretariat duties as well as directorial duties, and he has obtained considerable knowledge and experience in those fields.

After noting that the Board of Directors is composed of diverse directors with a variety of specialized knowledge and know-how, etc., the Nomination Committee considered such factors as the candidate's (1) actual performance as a director, (2) qualifications and capabilities as a director and Audit Committee member, (3) experience working within the Company, and (4) age and period of time in office. Having objectively determined that the nominee is capable of executing his management supervisory duties, the Nomination Committee has made Tetsushi Ogawa a nominee for the position of director, just as in the previous year.

Personal history and representation of other companies:

Mar. 1971: Joined the Company
 Apr. 1996: General Manager, Osaka Office
 Apr. 1999: Director, Business Promotion Department, Prescription Drug Division
 June 2001: Chief of Secretariat Office
 June 2004: Director of Board of Directors' Secretariat
 June 2006: Director of the Company (current)



Candidate

4

Hiroyuki Mitsui

Current position and primary area of responsibility at the Company:

- Executive Officer, General Affairs, Environment and Safety, and Information Systems

General Manager, Systems Planning Department

- Date of birth: February 6, 1948

- Years' tenure as director:

None (as of the close of this Ordinary General Meeting of Shareholders)

- Number of shares of the Company held by the candidate: 17,665 shares

Special conflicts of interest between this candidate and the Company or any of its subsidiaries, affiliates, or business partners:

None

Vote for or against the Policy for Protection of the Company's Corporate Value and Common Interests of Shareholders:

For

Dear Shareholders,

I would like to do my utmost to realize the Company's corporate concept as recorded in the Articles of Incorporation and thereby make a contribution to enhancing the corporate value and long-term shareholder value. I would like to meet your expectations by achieving the aims of the Company's Fifth Medium-Term Strategic Plan and by increasing shareholder value through pursuit of the best corporate governance to improve the fairness and transparency of management, thereby increasing the dynamism of management.

Reasons for nomination as a candidate:

The corporate governance guidelines stipulate that one of the tasks of the Board of Directors is to build optimally good corporate governance. The candidate's background includes work involving management administration, secretariat, public relations, IR, and general affairs duties as well as executive officer duties, and he has obtained considerable knowledge and experience in those fields.

After noting that the Board of Directors is composed of diverse directors with a variety of specialized knowledge and know-how, etc., the Nomination Committee considered such factors as the candidate's (1) qualifications and capabilities as a director, (2) experience working within the Company, and (3) age and period of time in office. Having objectively determined that the nominee is capable of executing his management supervisory duties, the Nomination Committee has made Hiroyuki Mitsui a nominee for the position of director.

Personal history and representation of other companies:

Mar. 1970 Joined the Company

Apr. 1995 Secretariat Office Manager

June 2001 Executive Officer

June 2003 Executive Officer, Corporate Communications, Public Relations, IR, and General Affairs

Apr. 2004 Executive Officer, Corporate Communications, IR, and General Affairs

June 2004 Executive Officer (current)

Apr. 2005 Executive Officer, Corporate Communications, IR, General Affairs, and Environment and Safety

June 2006 Executive Officer, General Affairs, Environment and Safety, and Information Systems (current)

Apr. 2007 General Manager, Systems Planning Department (current)



Candidate

5

Yoshiyuki Kishimoto

- **Candidate for Outside Director**
Current position and primary area of responsibility at the Company
- **Director (Member of Audit Committee and Member of Independent Committee of Outside Directors)**
- **Date of birth:** August 21, 1963
- **Years' tenure as director:** Three years (as of the close of this Ordinary General Meeting of Shareholders)
- **Number of shares of the Company held by the candidate:** 3,100 shares

Special conflicts of interest between this candidate and the Company or any of its subsidiaries, affiliates, or business partners:

None

Vote for or against the Policy for Protection of the Company's Corporate Value and Common Interests of Shareholders:

For

Dear Shareholders,

I am fully aware of the significance of responsibilities as an outside director of Eisai, since the Company's operations directly relate to human life. The Company is rapidly promoting globalization in this rather traditional corporate culture and experiencing new challenges and issues that need to be addressed. Being outside of the corporate operations, I would like to contribute to increasing the corporate value as well as the value for each and every shareholder through my participation on the Board of Directors and other committees.

Reasons for nomination as an outside director candidate (including the requirements for independence):

The candidate, as can be seen from his personal history, is a specialist in finance and corporate strategy, and he has a high level of management-related insight and supervisory ability. Moreover, the Nomination Committee recognizes that he meets the independence requirements that the Company has stipulated as a requirement for outside directors.

After noting that the Board of Directors is composed of diverse directors with a variety of specialized knowledge and know-how, etc., the Nomination Committee considered such factors as the candidate's (1) actual performance as a director, (2) qualifications and capabilities as a director and Audit Committee member, (3) experience, and (4) age and period of time in office. Having objectively determined that the nominee is capable of executing his management supervisory duties, the Nomination Committee has made Yoshiyuki Kishimoto a nominee for the position of outside director, just as in the previous year.

In addition, while the nominee is Director of Strategy for Booz Allen Hamilton (Japan) Inc., this company does not have any transactions with the Company.

Personal history and representation of other companies:

- Apr. 1986 Joined Booz Allen Hamilton (Japan) Inc.
- Aug. 1993 Joined McKinsey & Company, Inc., Japan
- Apr. 2000 Part-Time Instructor, Institute of Asia-Pacific Studies, Waseda University
- Apr. 2000 Vice President, Booz Allen Hamilton Inc.
- Oct. 2004 Outside Director, BIGRENTAL Co., Ltd. (current)
- Jan. 2005 Director of Strategy, Booz Allen Hamilton Inc. (current)
- June 2005 Director of the Company (current) and Member of Audit Committee (current)
- Feb. 2006 Member of Independent Committee of Outside Directors of the Company (current)
- Apr. 2006 Guest Professor of Finance, Waseda University (current)



Candidate

6

Ko-Yung Tung

- **Candidate for Outside Director**
Current position and primary area of responsibility at the Company
- **Director (Member of Nomination Committee, Member of Compensation Committee, and Member of Independent Committee of Outside Directors)**
- **Date of birth:** February 20, 1947
- **Years' tenure as director:**
Two years (as of the close of this Ordinary General Meeting of Shareholders)
- **Number of shares of the Company held by the candidate:**
1,800 shares

Special conflicts of interest between this candidate and the Company or any of its subsidiaries, affiliates, or business partners:

None

Vote for or against the Policy for Protection of the Company's Corporate Value and Common Interests of Shareholders:

For

Dear Shareholders,

I am and have been engaged in global businesses and affairs. I see myself as a "global citizen." I believe that Eisai, too, is a "global citizen" that is committed to the mission of bringing health and happiness to people around the world and, in so doing, increasing the value of the Company and bringing benefits to its shareholders. Eisai succeeds at this mission by producing the best health care products with a level of corporate governance that meets the highest global standards. My duty as one of your independent outside directors is to ensure that Eisai meets its goals and standards.

Reasons for nomination as an outside director candidate (including the requirements for independence):

The candidate, as can be seen from his personal history, is a globally active legal specialist and is also involved with management by concurrently serving as a deputy director of the World Bank, and he has a high level of management-related insight and supervisory ability. Moreover, the Nomination Committee recognizes that he meets the independence requirements that the Company has stipulated as a requirement for outside directors.

After noting that the Board of Directors is composed of diverse directors with a variety of specialized knowledge and know-how, etc., the Nomination Committee considered such factors as the candidate's (1) actual performance as a director and member of the Nomination Committee and the Compensation Committee, (2) qualifications and capabilities as a director and member of the Nomination Committee and the Compensation Committee, (3) experience, and (4) age and period of time in office. Having objectively determined that the nominee is capable of executing his management supervisory duties, the Nomination Committee has made Ko-Yung Tung a nominee for the position of outside director, just as in the previous year.

In addition, while the nominee holds the position of Senior Counselor, Morrison & Foerster LLP, that office does not have any transactions with the Company.

Personal history and representation of other companies:

- Feb. 1973 Associate, Debevoise & Plimpton LLP
- July 1976 Founder and Partner, Tung, Drabkin & Boynton
- July 1985 Partner, O'Melveny & Myers LLP
- Dec. 1999 Vice President and General Counsel, World Bank
- Apr. 2000 Secretary-General, International Centre for Settlement of Investment Disputes
- May 2005 Senior Counselor, Morrison & Foerster LLP (current)
- Jan. 2006 Visiting Professor, Yale Law School (current)
- June 2006 Director of the Company (current), Member of Nomination Committee (current), Member of Compensation Committee (current), and Member of Independent Committee of Outside Directors (current)



Candidate

7

Shinji Hatta

- **Candidate for Outside Director**

Current position and primary area of responsibility at the Company

- **Director (Chair of Audit Committee and Member of Independent Committee of Outside Directors)**

- Date of birth: August 3, 1949

- Years' tenure as director:

Two years (as of the close of this Ordinary General Meeting of Shareholders)

- Number of shares of the Company held by the candidate: 700 shares

Special conflicts of interest between this candidate and the Company or any of its subsidiaries, affiliates, or business partners:

None

Vote for or against the Policy for Protection of the Company's Corporate Value and Common Interests of Shareholders:

For

Dear Shareholders,

The Company has a unique corporate culture with its focus on the corporate concept and putting substantial management resources into compliance. The Company is also committed to reinforcing corporate governance. Utilizing my experience and knowledge in accounting and auditing resulting from many years of research, I would like to fulfill my directorial duties to increase the corporate value and benefits to all of the shareholders of Eisai Co., Ltd.

Reasons for nomination as an outside director candidate (including the requirements for independence):

The candidate, as can be seen from his personal history, is a specialist in economics, particularly in respect to finance, accounting, auditing, and internal controls, and although he has not been directly involved with management, he has a high level of management-related insight and supervisory ability. Moreover, the Nomination Committee recognizes that he meets the independence requirements that the Company has stipulated as a requirement for outside directors.

After noting that the Board of Directors is composed of diverse directors with a variety of specialized knowledge and know-how, etc., the Nomination Committee considered such factors as the candidate's (1) actual performance as a director and Chair of the Audit Committee, (2) qualifications and capabilities as a director and Chair of the Audit Committee, (3) experience, and (4) age and period of time in office. Having objectively determined that the nominee is capable of executing his management supervisory duties, the Nomination Committee has made Shinji Hatta a nominee for the position of outside director just as in the previous year.

Personal history and representation of other companies:

Apr. 1987 Assistant Professor, Department of Business Management, Toyama Women's College (now Toyama College)

Apr. 1994 Professor, Department of Economics, Surugadai University

Apr. 2001 Professor, Department of Business Administration, Aoyama Gakuin University

Apr. 2005 Professor, Graduate School of Professional Accountancy, Aoyama Gakuin University (current)

June 2006 Director of the Company (current), Chair of Audit Committee (current), and Member of Independent Committee of Outside Directors (current)



Candidate

8

Norihiko Tanikawa

● **Candidate for Outside Director**

Current position and primary area of responsibility at the Company:

● **Director (Member of Audit Committee and Member of Independent Committee of Outside Directors)**

● Date of birth: March 3, 1945

● Years' tenure as director: One year

● Number of shares of the Company held by the candidate: 200 shares

Special conflicts of interest between this candidate and the Company or any of its subsidiaries, affiliates, or business partners:

None

Vote for or against the Policy for Protection of the Company's Corporate Value and Common Interests of Shareholders:

For

Dear Shareholders,

Even being outside the Company, I concur with Eisai's corporate concept and philosophy, as stated in the Articles of Incorporation. I will work to realize these objectives. Applying my experience with Japanese and overseas business entities and my experience in charge of risk management, compliance, and CSR, I will engage in free and far-ranging discussions of the Board of Directors with the objectives of helping the Company attain its corporate concept, increase corporate value, and remain aligned with all its shareholders. Moreover, the number of individual shareholders has recently risen rapidly, and I will strive to help increase corporate value and maximize the profit to be shared with all shareholders, including individual shareholders.

Reasons for nomination as an outside director candidate (including the requirements for independence):

The candidate, as can be seen from his personal history, has abundant experience regarding finance and the manufacturing industry, and he has a high level of management-related insight and supervisory ability. Moreover, the Nomination Committee recognizes that he meets the independence requirements that the Company has stipulated as a requirement for outside directors.

After noting that the Board of Directors is composed of diverse directors with a variety of specialized knowledge and know-how, etc., the Nomination Committee considered factors including the candidate's (1) actual performance as a director and member of the Audit Committee, (2) qualifications and capabilities as a director and member of the Audit Committee, (3) experience, and (4) age and period of time in office. Having objectively determined that the nominee is capable of executing his management supervisory duties, the Nomination Committee has made Norihiko Tanikawa a nominee for the position of outside director, just as in the previous year.

In addition, the nominee worked for many years as an employee of The Fuji Bank Ltd. (currently Mizuho Bank, Ltd.) and Mizuho Corporate Bank, Ltd.). That bank holds shares in the Company and it has transactions with the Company, but the Nomination Committee has confirmed that there is no related obstacle, problem, or other situation that would impair the candidate's ability to execute his duties as an outside director.

Personal history and representation of other companies:

Apr.	1968	Joined The Fuji Bank, Ltd.
Dec.	1990	Managing Director, Fuji-Wolfensohn International, New York
Mar.	1993	Senior Managing Director and Representative Director, Fuji-Wolfensohn International, New York
May	1995	General Manager, Business Development Dept., The Fuji Bank, Ltd., Head Office
Sept.	1998	Head Office General Manager, The Fuji Bank, Ltd.
Dec.	1999	Managing Director, Fuji Corporate Advisory Co., Ltd.
Jan.	2002	Advisor to the President of NSK Ltd.
June	2002	Senior Vice President, Deputy Head, Corporate Planning Div. Headquarters; Department Head, Business Strategy Dept., NSK Ltd.
June	2004	Senior Vice President, Head, Compliance Div. Headquarters; Department Head, Business Strategy Dept., NSK Ltd.
June	2006	President and Representative Director, NSK-Chugai, Ltd. (current)
June	2007	Director of the Company (current), Member of Audit Committee (current), and Member of Independent Committee of Outside Directors (current)



Candidate

9

Satoru Anzaki

- **Candidate for Outside Director**
Current position and primary area of responsibility at the Company:
- **No current position**
- **Date of birth:** March 3, 1937
- **Years' tenure as director:**
None (as of the close of this Ordinary General Meeting of Shareholders)
- **Number of shares of the Company held by the candidate:**
None

Special conflicts of interest between this candidate and the Company or any of its subsidiaries, affiliates, or business partners:

None

Vote for or against the Policy for Protection of the Company's Corporate Value and Common Interests of Shareholders:

For

Dear Shareholders,

I concur with Eisai's management policy of systematically working to realize optimal corporate governance. Through participation in deliberations by the Board of Directors and discussions with executive officers, I hope to contribute to the development of the Company's global business.

Reasons for nomination as an outside director candidate (including the requirements for independence):

The candidate, as can be seen from his personal history, has abundant experience as a manager of a company developing global operations, and he has a high level of management-related insight and supervisory ability. Moreover, the Nomination Committee recognizes that he meets the independence requirements that the Company has stipulated as a requirement for outside directors.

After noting that the Board of Directors is composed of diverse directors with a variety of specialized knowledge and know-how, etc., the Nomination Committee considered such factors as the candidate's (1) qualifications and capabilities as a director and member of the Nomination Committee and the Compensation Committee, (2) experience, and (3) age and period of time in office. Having objectively determined that the nominee is capable of executing his management supervisory duties, the Nomination Committee has made Satoru Anzaki a nominee for the position of outside director.

In addition, while the nominee has served for many years as a representative director of Komatsu Ltd., that company does not have any transactions with the Company.

Personal history and representation of other companies:

- Apr. 1961: Joined Komatsu Ltd.
- Mar. 1985: Director, Komatsu Ltd.
- June 1995: Representative Director and President, Komatsu Ltd.
- June 2001: Director and Chairman, Komatsu Ltd.
- June 2003: Director and Advisor, Komatsu Ltd.
- June 2005: Special Advisor, Komatsu Ltd.
- Mar. 2007: Director, Shoel Co., Ltd. (current)
- July 2007: Advisor, Komatsu Ltd. (current)



Candidate

10

Junji Miyahara

- **Candidate for Outside Director**
- **Current position and primary area of responsibility at the Company:**
 - **No current position**
- **Date of birth:** April 9, 1942
- **Years' tenure as director:**
 - None (as of the close of this Ordinary General Meeting of Shareholders)
- **Number of shares of the Company held by the candidate:**
 - None

Special conflicts of interest between this candidate and the Company or any of its subsidiaries, affiliates, or business partners:

None

Vote for or against the Policy for Protection of the Company's Corporate Value and Common Interests of Shareholders:

For

Dear Shareholders,

Eisai is an R&D-oriented pharmaceutical company that contributes to society by working to realize its corporate philosophy, and it has a wide range of shareholders and a unique corporate culture. As an outside director of such a company, I hope to participate in discussions of the Board of Directors and thereby contribute to the Company's progress as well as to the increasing of shareholder value, based on my experience in corporate R&D and my experience in research regarding R&D management.

Reasons for nomination as an outside director candidate (including the requirements for independence):

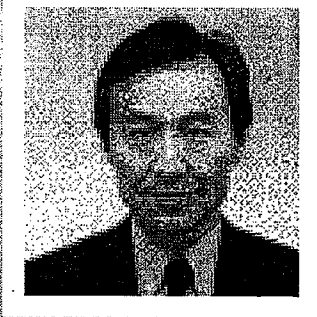
The candidate, as can be seen from his personal history, is a specialist in research and research management and also has experience working as a corporate employee who used to be involved in management, and he has a high level of management-related insight and supervisory ability. Moreover, the Nomination Committee recognizes that he meets the requirements for independence that the Company has stipulated as a requirement for outside directors.

After noting that the Board of Directors is composed of diverse directors with a variety of specialized knowledge and know-how, etc., the Nomination Committee considered such factors as the candidate's (1) actual performance as a director and member of the Nomination Committee and the Compensation Committee, (2) qualifications and capabilities as a director and member of the Nomination Committee and the Compensation Committee, (3) experience, and (4) age and period of time in office. Having objectively determined that the nominee is capable of executing his management supervisory duties, the Nomination Committee has made Junji Miyahara a nominee for the position of outside director.

In addition, the nominee worked for many years as an employee of Fuji Photo Film Co., Ltd. (currently FUJIFILM Corporation). That company began business in the pharmaceutical product market in 2008, following its acquisition of another company, but the Nomination Committee has confirmed that there is no related obstacle, problem, or other situation that would impair the candidate's ability to execute his duties as an outside director.

Personal history and representation of other companies:

- Apr. 1967 Joined Nippon Glass Co., Ltd.
- June 1970 Joined Fuji Photo Film Co., Ltd.
- July 1975 Research Manager, Central R&D Laboratories, Ashigara R&D Center, Project Team, and Miyadai Technology Development Center of Fuji Photo Film Co., Ltd.
- Apr. 1996 Department Manager/Responsible for Research, Business Equipment Business Division of Fuji Photo Film Co., Ltd.
- June 1998 Professor, Innovation Research Center, Hitotsubashi University
- Apr. 2001 Director, Innovation Research Center, Hitotsubashi University
- Apr. 2004 Comprehensive Science and Technology Management Research Professor, Graduate School of Specialized Studies, Tokyo University of Science (current)



Candidate

11

Kimitoshi Yabuki

- Candidate for Outside Director
- Current position and primary area of responsibility at the Company
- No current position
- Date of birth: August 22, 1956
- Years of tenure as director: None (as of the close of this Ordinary General Meeting of Shareholders)
- Number of shares of the Company held by the candidate: None

Special conflicts of interest between this candidate and the Company or any of its subsidiaries, affiliates, or business partners:

None

Vote for or against the Policy for Protection of the Company's Corporate Value and Common Interests of Shareholders:

For

Dear Shareholders,

Eisai has established a Board of Directors with a majority of outside directors and a chairperson who is also an outside director. These and other items show that Eisai employs a unique corporate system among other Japanese companies, and it constitutes implementing one new initiative after another, such as its move to include its corporate concept in its Articles of Incorporation. Through such transparent and fair corporate management, Eisai is working to optimize the stakeholder value of diverse stakeholders, including customers, shareholders, and employees. I would like to make a contribution through articulating my opinions from the perspective of a lawyer at the meetings of the Board of Directors.

Reasons for nomination as an outside director candidate (including the requirements for independence):

The candidate, as can be seen from his personal history, is a specialist in law and, although he has not been directly involved with management, has a high level of management-related insight and supervisory ability. Moreover, the Nomination Committee recognizes that he meets the independence requirements that the Company has stipulated as a requirement for outside directors.

After noting that the Board of Directors is composed of diverse directors with differences regarding specialized knowledge and know-how, etc., the Nomination Committee considered such factors as the candidate's (1) qualifications and capabilities as a director and member of the Nomination Committee and the Compensation Committee, (2) experience, and (3) age and period of time in office. Having objectively determined that the nominee is capable of executing his management supervisory duties, the Nomination Committee has made Norihiko Tanikawa a nominee for the position of outside director.

Personal history and representation of other companies:

- Apr. 1987 Registered as member of the Tokyo Bar Association
- Apr. 1987 Joined Nagashima Ono Law Office (currently Nagashima, Ohno & Tsunematsu Marunouchi Chuo Law Office)
- Sep. 1991 Joined Covington & Burling LLP
- Feb. 1992 Registered as member of New York State Bar Association
- June 1996 Joined Yabuki Law Office (current)
- June 2000 Corporate Auditor, UPS (Japan) Co., Ltd. (current)
- Sep. 2006 Non-Standing Lecturer (Economics Law), Tokyo University Law School (current)

Items Pertaining to Outside Director Candidates

1) Overview of Items Pertaining to the Election of Outside Directors Contained in the Reference Documents to This Ordinary General Meeting of Shareholders

Items pertaining to the election of Outside Directors as stipulated in Article 74, Paragraph 4, of the Corporation Law Enforcement Regulations are described on pages 15 to 21 and 24. An overview is provided below.

—: Does not apply

	Yoshiyuki Kishimoto	Kei-Young Tung	Shoji Hata	Nozuko Tanikawa	Shiro Arzaki	Jun Miyahara	Kimioshi Yabuki	
Overview of the Corporation Law Enforcement Regulations in Article 74, Paragraph 4								
Fact that said candidate is an Outside Director candidate	Page 15	Page 16	Page 17	Page 18	Page 19	Page 20	Page 21	
Reasons for said candidate's selection as a candidate for Outside Director	Page 15	Page 16	Page 17	Page 18	Page 19	Page 20	Page 21	
Any contraventions of the law or the Company's Articles of Incorporation by said candidate after election to this office and any actions taken by the said candidate to prevent such acts from occurring	—	—	—	—	—	—	—	
Any contraventions of the law or the Articles of Incorporation of another joint stock company by said candidate after election as a director and any actions taken by the said candidate to prevent such acts from occurring (past five years)	—	—	—	—	—	—	—	
The reasons for the Company's judgment that the candidate is capable of fulfilling the duties of an Outside Director	—	—	Page 17	—	—	—	Page 21	
Current involvement in the execution of business at a subsidiary, affiliate, or business partner of the Company	—	—	—	—	—	—	—	
The expectation of receiving a large amount of money or other asset from a subsidiary, affiliate, or business partner of the Company (past two years)	—	—	—	—	—	—	—	
A spouse, family member, or other relative involved in the execution of business at the Company or a subsidiary, affiliate, or business partner of the Company	—	—	—	—	—	—	—	
Involvement in the execution of business at a subsidiary, affiliate, or business partner of the Company (past five years)	—	—	—	—	—	—	—	
Involvement in the execution of business at going concerns that have been merged into the Company (past two years)	—	—	—	—	—	—	—	
If said candidate is currently an Outside Director or Corporate Auditor of the Company, the number of years of tenure in said position	Page 15	Page 16	Page 17	Page 18	—	—	—	
Whether said candidate has concluded a liability limitation contract and an overview of said contract	Page 24							
The opinion of said candidate regarding any of the aforementioned items	—	—	—	—	—	—	—	

Items Contained in the Reference Documents to the Ordinary General Meeting of Shareholders That Pertain to Outside Directors as Stipulated in Article 74, Paragraph 4, of the Corporation Law Enforcement Regulations	
	Fact that said candidate is an Outside Director candidate
	Reasons for said candidate's selection as a candidate for Outside Director
	In the event that said candidate is currently an Outside Director of the Company (pertains only to outside executives; hereinafter the same applies), if after said candidate was most recently appointed to this office, if a contravention of the law or the Articles of Incorporation or any other wrongful act occurred in the execution (excluding items that are not material), that act and an overview of any actions taken by said candidate to prevent such act from occurring
	If, during the past five years, said candidate was elected as a director, executive officer, or corporate auditor for another joint stock company, during the candidate's tenure at said other joint stock company, the Company is aware of the contravention of the law or the Articles of Incorporation or any other wrongful act in the execution of business, that act (excluding items that are not material, and if said candidate was an outside director or corporate auditor, including an overview of any actions by said candidate to prevent said act from occurring)
	If said candidate was in the past not involved in the management of a company (including foreign companies) other than as an Outside Director or Outside Corporate Auditor, the reason for the Company's judgment that the candidate without said management involvement is capable of fulfilling the duties of an Outside Director
	Involvement in the execution of business in an entity having a designated business relationship with the Company
	The expectation of receiving a large amount of money or other asset from an entity having a designated business relationship with the Company or has received such consideration during the past two years (excluding compensation for duties as a Director, Corporate Officer, Accounting Advisor, Corporate Auditor, Executive Officer, or similar)
	A spouse, family member within three degrees of consanguinity, or equivalent person is involved in the execution of business at the Company or an entity having a designated business relationship with the Company
	Has been involved in the execution of business with an entity having a designated business relationship with the Company during the past five years
	If, within the past two years, the Company received or transferred approval or assignment of operational rights and obligations to another joint stock corporation through merger, demerger, formational-divisive reorganization, or assignment of business (hereinafter referred to as "Merger, etc." for (e) as well as Article 76 (4) (vi) (e), and was not an Outside Director or Corporate Auditor of the Company immediately prior to said Merger, etc., or was involved in the execution of business at said other joint stock corporation
	If said candidate is currently an Outside Director or Corporate Auditor of the Company, the number of years of tenure in said position
	In the event that an agreement has been concluded or an agreement is expected to be concluded between said candidate and the Company pursuant to Article 427 (1)
	If said candidate has an opinion regarding any of the aforementioned items, the content of that opinion

Note: Article 76 (4) (vi) and Article 427 (1) refer to the Corporation Law.

2) Directors' and Outside Directors' Limitation of Liabilities

(1) Limitations of liability under the Company's Articles of Incorporation

The Company's Articles of Incorporation were partially revised at the 92nd Ordinary General Meeting of Shareholders, held on June 24, 2004, to establish provisions that exempt Directors and Executive Officers from liabilities to the Company to the extent permitted by laws by resolutions of the Board of Directors and that allow Outside Directors to conclude limited liability contracts with the Company to the extent of a predetermined range. These revisions were made to enable Directors and Executive Officers to fully perform their expected roles as the Company became a Company with committees system of corporate governance. In conjunction with the implementation of the Corporation Law, the said provisions were partially revised as follows at the 94th Ordinary General Meeting of Shareholders, held on June 23, 2006.

Liability Limitation
Article 38 (1) The Company may, by a resolution of the Board of Directors, exempt any Director (including former Directors) as well as any Executive Officer (including former Executive Officers) from liability for damages sought for negligence in performing their duties as provided for in Article 426, Paragraph 1, of the Corporation Law, within the limits of the amount prescribed in the laws or regulations.
(2) The Company may enter into agreements with any Outside Director to limit the liability for damages provided for in Article 427, Paragraph 1, of the Corporation Law to the amount prescribed in the laws and regulations.

(Partial Revisions in June 2006 to the Eighth Section of the Articles of Incorporation)

(2) Overview of Liability Limitation Contract Content

The Company has liability limitation contracts in force with four (4) candidates for reelection as Outside Director, as per Article 427 of the Corporation Law and Article 38, Paragraph 2, of the Company's Articles of Incorporation. Upon election at this Ordinary General Meeting of Shareholders, the Company intends to enter into said contracts with the three (3) new candidates for Outside Director. In the event that any of the contracting Outside Directors performs his/her duties in good faith and without gross negligence, this contract sets the Outside Director's maximum liability for damages that may be incurred by the Company to the total of (i) a value equivalent to two years' worth of the financial benefits received by said Outside Director during his/her tenure in exchange for the execution of duties and (ii) the aggregate financial benefits said Outside Director may have received as stock acquisition rights (Article 427 (1) and Article 425 (1) of the Corporation Law and Article 113 of the Corporation Law Enforcement Regulations).

