

# IMPORTANT NOTICE

**The Depository Trust Company**



**The Depository Trust & Clearing Corporation**

**#:** 1475-11

**Date:** September 22, 2011

**To:** All Participants

**Category:** Dividends

**From:** International Services

**Attention:** Operations, Reorg & Dividend Managers, Partners & Cashiers

**Subject:** Tax Relief – Country: Japan

Eisai Co., Ltd. CUSIP: 282579309

Record Date: 09/29/11 Payable Date: TBA

EDS Cut-Off: 10/06/11 Documentation Cut-Off: 10/06/11 8PM

Participants can use DTC's Elective Dividend System (EDS) function over the Participant Terminal System (PTS) or TaxRelief option on the Participant Browser System (PBS) web site to certify all or a portion of their position entitled to the applicable withholding tax rate.

Questions regarding this Important Notice may be directed to Globe Tax. 212-747-9100

**Important Legal Information:** *The Depository Trust Company ("DTC") does not represent or warrant the accuracy, adequacy, timeliness, completeness or fitness for any particular purpose of the information contained in this communication, which is based in part on information obtained from third parties and not independently verified by DTC and which is provided as is. The information contained in this communication is not intended to be a substitute for obtaining tax advice from an appropriate professional advisor. In providing this communication, DTC shall not be liable for (1) any loss resulting directly or indirectly from mistakes, errors, omissions, interruptions, delays or defects in such communication, unless caused directly by gross negligence or willful misconduct on the part of DTC, and (2) any special, consequential, exemplary, incidental or punitive damages.*

*To ensure compliance with Internal Revenue Service Circular 230, you are hereby notified that: (a) any discussion of federal tax issues contained or referred to herein is not intended or written to be used, and cannot be used, for the purpose of avoiding penalties that may be imposed under the Internal Revenue Code; and (b) as a matter of policy, DTC does not provide tax, legal or accounting advice and accordingly, you should consult your own tax, legal and accounting advisor before engaging in any transaction.*

Non-Confidential

DTCC is now offering enhanced access to all important notices via a new, Web-based subscription service. The new notification system leverages RSS Newsfeeds, providing significant benefits including real-time updates and customizable delivery. To learn more and to set up your own DTCC RSS alerts, visit [http://www.dtcc.com/subscription\\_form.php](http://www.dtcc.com/subscription_form.php).

**EISAI CO., LTD.** has announced a cash dividend. JPMorgan Chase Bank acts as the Depositary for the company's American Depository Receipt ("ADR") program.

Participants can use DTC's Elective Dividend System (EDS) function over the Participant Terminal System (PTS) or Tax Relief option on the Participant Browser System (PBS) web site to certify all or a portion of their position entitled to the applicable withholding tax rate. Use of EDS will permit entitlement amounts to be paid through DTC.

On ADR Pay Date, all non-Japanese resident holders will receive this dividend net of Japanese withholding tax of 7% with the possibility to reclaim as outlined in the Eligibility Matrix below.

DIVIDEND EVENT DETAILS	
COUNTRY OF ISSUANCE	JAPAN
ISSUE	EISAI CO., LTD.
CUSIP#	282579309
DEPOSITORY	J.P. Morgan Chase Bank
ADR RECORD DATE	September 29, 2011
ADR PAY DATE	TBA
ADR GROSS DIVIDEND RATE ON PAY DATE	TBA
ORD GROSS DIVIDEND RATE ON PAY DATE	TBA
RATIO	TBA
RATE OF TAX WITHHOLDING	7% (3% additional local tax for Japanese individual residents only)

ELIGIBILITY MATRIX			
RATE DESCRIPTION	RECLAIM RATE	ELIGIBLE RESIDENTS	DOCUMENTATION REQUIRED
10%	0%	JAPANESE INDIVIDUAL RESIDENTS	1. APPENDIX A
FAVORABLE - 7%	0%	ALL BENEFICIARIES EXCEPT JAPANESE INDIVIDUAL RESIDENTS AND TREATY ELIGIBLE PENSIONS	NO DOCUMENTATION REQUIRED
EXEMPT - 0%	7%	TREATY ELIGIBLE NON-JAPANESE RESIDENT PENSIONS (PLEASE SEE EXHIBIT 1)	1. FORM 6166 2. APPENDIX A 3. POWER-OF-ATTORNEY (APPENDIX B)
20%	0%	LARGE SHAREHOLDERS THAT HOLD 3% OR MORE OF THE OUTSTANDING SHARES EXCLUDING FOREIGN/(JAPANESE) DOMESTIC CORPORATE LARGE SHAREHOLDERS FOR DIVIDEND INCOME	2. APPENDIX A

CHARGES & DEADLINES					
FILING METHOD	BATCH	PAYMENT METHOD	DEPOSITORY SERVICE CHARGE	MINIMUM SERVICE CHARGE PER BENEFICIAL OWNER	FINAL SUBMISSION DEADLINE (ALL TIMES EST)
RELIEF AT SOURCE	PAYMENT ON PAY DATE	EDS	UP TO \$0.0035 per ADR	\$0	October 6, 2011; 8:00 P.M.
LONG-FORM	POST-EDS PROCESS; ONGOING	CHECK	UP TO \$0.005 per ADR	UP TO \$400	UP TO 5 YEARS FROM ADR RECORD DATE

DESCRIPTION OF VARIOUS DOCUMENTATION				
DOCUMENT NAME	DESCRIPTION	ORIGINAL / COPY	SIGNATURE REQUIREMENT	
IRS FORM 6166	ISSUED BY THE INTERNAL REVENUE SERVICE, STATING THE NAME AND TAX PAYER IDENTIFICATION NUMBER OF THE BENEFICIAL OWNER. IT MUST BE DATED WITHIN <b>9 MONTHS</b> OF SUBMISSION. CANNOT BE CERTIFIED FOR ANY OTHER COUNTRY. MUST HAVE IRS CODES 401(A) AND 501 (A)	ORIGINAL	IRS REPRESENTATIVE	
APPENDIX A (COVER LETTER)	LISTING OF BENEFICIAL OWNERS AND/OR JAPANESE INDIVIDUAL RESIDENTS	ORIGINAL	DTC PARTICIPANT	
APPENDIX B (POWER OF ATTORNEY)	SIGNED BY BENEFICIAL OWNER APPOINTING DEPOSITORY ON BENEFICIAL OWNER'S LETTERHEAD	ORIGINAL	BENEFICIAL OWNER	
LIMITED POWER OF ATTORNEY	IF THE POA IS SIGNED BY THE BROKER, TRUST AGREEMENT OR LIMITED POA MUST ALSO BE SUBMITTED	COPY	DTC PARTICIPANT	
APPENDIX C	CERTIFICATE OF RESIDENCE FOR UK PENSIONS	ORIGINAL	UK TAX AUTHORITY	

WITHHOLDING TAX UPDATE REGARDING "LARGE SHAREHOLDERS"	
<p>Individual (non-Corporate) "large shareholders" who hold 3% or more of the number of outstanding shares for dividend income from listed shares, now fall under the "large shareholder" category. These "large shareholders" will no longer be eligible for the preferential tax rates and thus be applied the 20% tax rate for dividends paid after September 30, 2011. Participants are required to disclose the name and address of these "large shareholders" to the Depository by the deadline stated within this notice. Corporate entities (both Japanese and non-Japanese) who hold 3% or more of the number of outstanding shares for dividend income from listed shares are still entitled to the preferential withholding rates and are eligible to receive the income with a 7% withholding rate applied or more if eligible based on the treaty between the investors country of residence and Japan. Dividend income for <u>unlisted shares</u> will continue to be withheld at the 20% Japanese National Tax Rate.</p>	

## FREQUENTLY ASKED QUESTIONS (FAQs)

QUESTION	ANSWER
CAN I SUBMIT A TRUST AGREEMENT IN LIEU OF A POA SIGNED BY THE BENEFICIAL OWNER?	YES, BUT A LIMITED POA SIGNED BY THE PARTICIPANT MUST BE ACCCOMPANIED BY THE TRUST AGREEMENT
ARE FORM 6166S WITH IRS CODE RULING 81-100 ACCEPTED?	YES, WITH A TAX DETERMINATION LETTER
DOES THE BENEFICIARIES NAME ON THE FORM 6166 NEED TO MATCH THE POA?	YES, THE BENEFICIARIES NAME ON BOTH DOCUMENTS SHOULD BE IDENTICAL.
HOW LONG DOES IT TAKE FOR LONG-FORM CLAIMS TO BE PAID?	WE ESTIMATE IT TAKES UP TO 1 YEAR FOR LONG FORM CLAIMS TO BE PAID
DOES THE LONG-FORM PROCESS HAVE A MINIMUM POSITION REQUIREMENT PER BENEFICIAL OWNER?	YES, PLEASE CALL FOR MORE DETAILS.
DO POAS NEED TO BE NOTARIZED FOR SHORT FORM CLAIMS?	NO, ONLY POAS SUBMITTED FOR LONG FORM CLAIMS NEED TO BE NOTARIZED.
WHAT IS THE STATUTE OF LIMITATIONS FOR FILING JAPANESE RECLAIMS?	IT IS 5 YEARS FROM ORDINARY PAY DATE. CLAIMS RECEIVED AFTER OUR SUBMISSION DEADLINE WILL BE FILED ON A BEST EFFORT BASIS.
WHAT IF THE BENEFICIAL OWNER NAME AND/OR ADDRESS IS NOT CONSISTANT WITH THE OTHER DOCUMENTS?	SEND A LETTER ON PARTICIPANT LETTERHEAD EXPLAINING THE DISCREPANCY. BE SURE TO INCLUDE THE TAX ID NUMBER.

ESP

powered by **GLOBETAX**

J.P. Morgan Chase Bank, now offers ESP powered by GlobeTax, an electronic withholding tax submission system. This system allows for the secure and simplified transfer of beneficial owner level data from the Participant to J.P. Morgan Chase Bank and creates applicable documentation on the Participants behalf.

Submit the data online through the web site below, print out the document on letterhead, sign, and mail to J.P. Morgan Chase Bank / GlobeTax along with the additional documentation (necessary for U.S. Pensions, U.K. Pensions, Japanese Residents and Large Shareholders).

These claims should be submitted through the following web site. (Requires a one-time registration)

<https://www.globetaxesp.com>

Please contact Jonathan Staake at 212-747-9100 if you have any questions about this process.

CONTACT DETAILS	
PRIMARY CONTACT	RITA PATEL
DOMESTIC PHONE (U.S.)	1-800-929-5484
DOMESTIC FAX (U.S.)	1-800-929-9986
INTERNATIONAL PHONE	1-212-747-9100
INTERNATIONAL FAX	1-212-747-0029
EMAIL ADDRESS	RITA_PATEL@GLOBETAX.COM
COMPANY	JPMORGAN CHASE BANK/ GLOBETAX
STREET ADDRESS	90 BROAD STREET, 16 <sup>TH</sup> FLOOR
CITY/STATE/ZIP	NEW YORK, NY 10004
ADDITIONAL CONTACTS	SARAH MARTIN JONATHAN STAAKE

**APPENDIX A – COVER LETTER**  
(DTC Participant's Letterhead)

To: JPMorgan Chase Bank / GlobeTax  
90 Broad Street, 16th Floor  
New York, New York 10004-2205  
Phone: 1-800-929-5484 Fax: 1-800-929-9986

**Re: Withholding Certification for EISAI CO., LTD. ; CUSIP# 282579309**

I / We the undersigned (Contact Name) authorized representative of (DTC Participant Name)  
holding shares at Cede & Co. under DTC# (DTC PTS Number) of EISAI CO., LTD. ; CUSIP# 282579309, request that  
the upcoming cash dividend payable to holders as of September 29, 2011, receive their entitled tax reclaim.

Name of Beneficiary	Complete Address	Country of Residence	Tax ID Number	# ADRs	Law of Establishment (ERISA, State Law of <State>, etc.)

**\*\*\* IF THERE ARE MORE THAN 7 BENEFICIAL HOLDERS, PLEASE CALL THE NUMBER ABOVE AND WE WILL SEND YOU A PRE-FORMATTED DISK. PLEASE RETURN THE DISK AND THE HARD COPY WITH THE REQUIRED AUTHORIZED SIGNATURES TO THE ADDRESS ABOVE.**

I / We certify that to the best of my knowledge the above beneficial owners are eligible for the preferential rates as stated herein and I declare that I have performed all the necessary due diligence to satisfy myself as to the accuracy of the information submitted to me by these beneficial owners.

JPMorgan Chase Bank is not liable for failure to secure the refund and any funds erroneously received shall be immediately returned to JPMorgan Chase Bank, including any interest, additions to tax or penalties thereon. This is not tax advice. Please consult your tax advisor.

**Incorrect claims and/or elections could result in fines and/or penalties.**

TEL : \_\_\_\_\_

FAX: \_\_\_\_\_

Print Name of Signatory

Position of Signatory

PLEASE INCLUDE YOUR PHONE AND FAX NUMBER SO THAT WE CAN CONTACT YOU  
WITH ANY QUESTIONS THAT WE MIGHT HAVE.

## APPENDIX B – POWER OF ATTORNEY

### (Pension Fund's Letterhead)

#### Power of Attorney

**(Name of Pension Fund/IRA = the Undersigned)**, with address in **(City, State, Country)** hereby appoints **JPMorgan Chase ("Bank")** and/or the Bank's designated standing proxy(ies) as its true and lawful attorney with full Power of Attorney to do all or any of the following acts with respect to the American Depository Receipts representing shares in **EISAI CO., LTD.** ("Securities") that the Bank holds in its safe custody on behalf of the Undersigned through a Participant in the Depository Trust Company .

- i) To sign and file required forms with competent tax authorities in order to secure any tax privileges and benefits such as tax reduction or tax-exemption at source.
- ii) To receive on behalf of the Undersigned tax repayments made by competent tax authorities as a result of lodging reclaim forms.
- iii) To perform any other act as may be necessary to execute the acts mentioned herein.

The Undersigned also authorizes the Bank and/or the Bank's designated standing proxy(ies) to submit this power of attorney or a photocopy of it to competent tax authorities.

### (Name of the Pension Fund/IRA)

---

<b>&lt;Place and Date&gt;</b> Place and Date	<b>&lt;Signature of Officer or Beneficiary&gt;</b> Authorized Signature(s)/Title(s)
---	--

---

In addition, the authorized representative:

Confirms that more than 50% of the beneficiaries, members or participants of the eligible pension fund were individual residents of the \_\_\_\_\_ or Japan as of the prior taxable period.

### (Name of the Pension Fund/IRA)

---

<b>&lt;Place and Date&gt;</b> Place and Date	<b>&lt;Signature of Officer or Beneficiary&gt;</b> Authorized Signature(s)/Title(s)
---	--

---

## APPENDIX C

### 居 住 者 証 明 書 C e r t i f i c a t e o f R e s i d e n c e

私は、届出者 \_\_\_\_\_

が、日本国と \_\_\_\_\_

との間の租税条約第\_\_\_\_\_条第\_\_\_\_項\_\_\_\_に規定する居住者であることを証明します。

I hereby certify that (the applicant): \_\_\_\_\_  
is a resident under the provisions of the Income Tax Convention between Japan and the  
United Kingdom of Great Britain and Northern Ireland, Article 22, para. 2 (e).

年月日 \_\_\_\_\_

Date \_\_\_\_\_ / \_\_\_\_\_ / \_\_\_\_\_

署 名 \_\_\_\_\_

Signature \_\_\_\_\_

官 印  
Official Stamp



## EXHIBIT 1

TREATY ELIGIBLE PENSIONS		
COUNTRY OF PENSION FUND	DESCRIPTION	QUALIFYING PLANS
UNITED STATES	<p>APPLIES TO A BENEFICIAL OWNER OF THE ADRS THAT:</p> <p>1) IS NOT ENGAGED IN A TRADE OR BUSINESS IN JAPAN THROUGH A PERMANENT ESTABLISHMENT SITUATED IN JAPAN, WITHIN THE MEANING OF THE U.S. DOUBLE TAXATION TREATY WITH JAPAN</p> <p>2) IS A QUALIFYING "PENSION FUND" AS DEFINED ON PAGE 11 OF THE TECHNICAL EXPLANATION OF THE NEW TAX TREATY BETWEEN THE U.S. AND JAPAN, PUBLISHED BY THE U.S. DEPARTMENT OF TREASURY</p> <p>3) IS ABLE TO CERTIFY THAT MORE THAN 50 % OF THE BENEFICIARIES, MEMBERS OR PARTICIPANTS OF THE ELIGIBLE PENSION FUND WERE INDIVIDUAL RESIDENTS OF THE U.S. OR JAPAN AS OF THE PRIOR TAXABLE PERIOD.</p>	<ul style="list-style-type: none"> <li>- QUALIFIED PLANS UNDER SECTION 401(A)</li> <li>- INDIVIDUAL RETIREMENT PLANS (INCLUDING THOSE THAT ARE A PART OF A SIMPLIFIED EMPLOYEE PENSION PLAN THAT SATISFIES 408(K))</li> <li>- INDIVIDUAL RETIREMENT ACCOUNTS, INDIVIDUAL RETIREMENT ANNUITIES, SECTION 408(P) ACCOUNTS</li> <li>- ROTH IRAS UNDER SECTION 408 A</li> <li>- SECTION 457 GOVERNMENTAL PLANS</li> <li>- SECTION 403(A) QUALIFIED ANNUITY PLANS</li> <li>- SECTION 403(B) PLANS</li> <li>- SECTION 401(K) PLANS QUALIFY AS PENSION FUNDS BECAUSE A 401(K) PLAN IS A TYPE OF 401(A) PLAN.</li> <li>- ANY OTHER FUND IDENTICAL OR SUBSTANTIALLY SIMILAR TO THE FOREGOING SCHEMES THAT ARE ESTABLISHED PURSUANT TO LEGISLATION INTRODUCED AFTER THE DATE OF SIGNATURE OF THE CONVENTION.</li> </ul>
UNITED KINGDOM	<p>APPLIES TO A BENEFICIAL OWNER OF THE ADRS THAT:</p> <p>1) IS NOT ENGAGED IN A TRADE OR BUSINESS IN JAPAN THROUGH A PERMANENT ESTABLISHMENT SITUATED IN JAPAN, WITHIN THE MEANING OF THE U.K. DOUBLE TAXATION TREATY WITH JAPAN,</p> <p>2) IS A QUALIFYING "PENSION FUND" AS DEFINED BY ARTICLE 22, PARAGRAPH 2(E) OF THE INCOME TAX CONVENTION BETWEEN JAPAN AND THE UNITED KINGDOM OF GREAT BRITAIN AND NORTHERN IRELAND, PUBLISHED BY THE MINISTRY OF FINANCE JAPAN</p> <p>3) IS ABLE TO CERTIFY THAT MORE THAN 50 % OF THE BENEFICIARIES, MEMBERS OR PARTICIPANTS OF THE ELIGIBLE PENSION FUND WERE INDIVIDUAL RESIDENTS OF THE U.K. OR JAPAN AS OF THE PRIOR TAXABLE PERIOD.</p>	