

Code of Conduct for Business Partners

As a global company, Eisai interfaces with healthcare providers, government agencies, shareholders and suppliers all over the world. These stakeholders, together with other healthcare organisations and patients, take a close interest in what we do. A good reputation is not just important to Eisai, it is essential to our ongoing success.

We have a Charter of Business Conduct and a Code of Conduct that seek to offer guidance for the business dealings of our employees. We have adopted a similar set of standards for the ethical behaviour of our Business Partners.

Our Code of Conduct for Business Partners (“Code”) applies to all Business Partners and their employees, agents, suppliers and others working on their behalf worldwide (our “Business Partners”). It sets our minimum standards for their behaviour. Compliance with this Code helps to sustain and enhance the good reputation of both our Business Partners and Eisai and contributes to long term value creation for patients through Eisai’s human health care (*hhc*) mission and value for our stakeholders.

We expect all Business Partners to adopt this Code or their own code if it meets the minimum standards set out below. We also expect them to participate in appropriate training regarding these minimum standards. In conclusion, it is vitally important that Eisai and its businesses are, and can be seen to be, responsible and ethical participants in the markets in which we operate around the globe.

Comply with laws

Business Partners are required, as a minimum standard, to comply with all the laws and regulations of the countries in which they operate.

Act with integrity in all business dealings

Eisai acts with integrity at all times and we expect our Business Partners to behave in the same way. Business Partners will not engage in personal activities or public comments that are intended to damage Eisai’s business interests or reputation. Business Partners will not offer, promise, give (including facilitation payments), demand or accept bribes or other improper advantage, including excessive gifts and entertainment, in order to obtain, retain or give business. Business Partners must record all business transactions accurately, prudently and transparently, in compliance with applicable accounting standards and recognised best practice.

Compete fairly

Eisai believes in competing fairly. We expect our Business Partners not to engage in, nor be a party to, agreements, business practices or conduct that are anti-competitive.

Treat other suppliers, partners and customers properly

Business Partners should work in partnership with Eisai and its other suppliers, to meet the expectations of our customers, and to ensure quality, and timeliness throughout the supply chain. Business Partners should respect and treat in accordance with agreed terms the physical property, IT equipment, communication resources, technology, intellectual property, confidential information, data and any other tangible or intangible assets received from Eisai and other suppliers. Business Partners should insist and ensure their agents, suppliers and others working on their behalf act lawfully, and in accordance with the standards set out in this Code.

Treat co-workers respectfully

Business Partners should recruit, select, and promote their employees solely on the basis of qualifications and skills. In employment related decisions, Business Partners are required to comply with anti-discrimination requirements in the relevant jurisdictions concerning matters of race, gender, age, disability, national origin, religion, sexual orientation, marital status, etc. Business Partners must treat all employees with respect and dignity.

Health, safety and security

Eisai requires Business Partners to remain committed to conducting all activities in a manner that achieves the highest practicable standards of health and safety. Business Partners should protect their employees, physical assets, information and reputation from potential security threats including cyber security threats.

Respect the environment

Business Partners should ensure that, as far as reasonably practicable, any detrimental effects from its activities, products and services upon the environment are minimised.

Respect human rights

Eisai requires Business Partners to uphold all internationally recognised human rights wherever their operations are located. Eisai will not tolerate the use by Business Partners or their supply chains of child or compulsory labour, human trafficking, slavery and any behaviour that does not maintain human dignity and respect.

Application and compliance

Eisai's Code of Conduct for Business Partners, or the Business Partner's own code, should apply throughout any subsidiaries and to all their employees worldwide. This Code is not intended to replace Business Partners' existing policies or those of its subsidiary businesses. We expect our Code, or your own code, to serve as a governing document to which your internal policies must adhere. Business Partners must expect and encourage employees to bring promptly to management's attention any suspected or actual breaches of their code.

Eisai reserves the right to conduct enquiries and investigations of Business Partners' conduct to satisfy ourselves that these minimum standards are being met.

March 2, 2017

Junichi Asatani

**Chief Compliance Officer
Eisai Co., Ltd.**