

**FOR IMMEDIATE RELEASE**

May 13, 2022

Listed Company Name: Eisai Co., Ltd.  
Representative: Haruo Naito  
Representative Corporate Officer and CEO  
Securities Code: 4523  
Stock Exchange Listings: Prime Market of the Tokyo Stock Exchange  
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**Notification Regarding Partial Amendment to the Articles of Incorporation**

At the Board of Directors meeting held on May 13, 2022, Eisai Co., Ltd. (Headquarters: Tokyo, CEO: Haruo Naito, "the Company") resolved to propose a partial amendment to the Articles of Incorporation at the 110th Ordinary General Meeting of Shareholders to be held on June 17, 2022.

1. Reasons for the Changes

The following is an overview of the reasons for the changes.

1) Eisai will regard "people in the daily living and medical domains" as the main figures in its Corporate Philosophy, the *human health care (hhc)* concept, and expand the target of its contribution from the current "patients and their families" to "patients and the general public."

While firmly maintaining the *hhc* Philosophy, we will create an ecosystem model of collaboration with other industries to further increase the satisfaction of patients and the general public, and strive to evolve into a company that supports people's entire lives by achieving social good in the form of relieving anxiety over health and reducing health disparities. In conjunction with this, the Company will amend Article 2 of its Articles of Incorporation in order to share with our shareholders and other stakeholders the nature of Eisai toward which we strive.

2) From the perspective of securing a venue in the event that natural disasters (typhoons, earthquakes, etc.), pandemics, or other special circumstances prevent the General Meeting of Shareholders from being held in Tokyo, we will amend Article 13, Paragraph 3 of the Articles of Incorporation, which places limitations on venues for the General Meeting of Shareholders.

3) The revisions stipulated in the proviso to Supplementary Provisions Article 1 of the Act Partially Amending the Companies Act (Act No. 70 of 2019) will be enforced beginning on September 1, 2022. Accordingly, we will amend Article 15 of the Articles of Incorporation as follows in order to prepare for implementation of a system to provide General Meeting of Shareholders materials electronically.

① Proposed amendment establishing Article 15, Paragraph 1: Establish the intention to implement measures to provide the information contained in General Meeting of Shareholders Reference Materials, etc., electronically.

② Proposed amendment establishing Article 15, Paragraph 2: Establish provisions to limit the scope of

matters included in written documents provided to shareholders who have requested them.

③ Remove provisions for disclosure through the Internet and deemed delivery of General Meeting of Shareholders Reference Materials, etc. (Article 15 of the current Articles of Incorporation), because they will no longer be required.

④ In conjunction with the new establishment and removal of contents, establish Supplementary Provisions regarding the effective date, etc., of the changes.

2. The content of the changes

The following is an overview of the reasons for the change.

(Changes are underlined.)

Existing Articles of Incorporation	Proposed change
<p>(Corporate Philosophy) Article 2.</p> <p>(1) The Company's Corporate Philosophy is to give first thought to patients and <u>their families</u>, and to increase the benefits that health care provides to them. Under this Philosophy, the Company endeavors to become a human health care (<i>hhc</i>) company.</p> <p>&lt;New&gt;</p> <p>(2) The Company's mission is <u>the enhancement of patient satisfaction</u>. The Company believes that revenues and earnings will be generated by fulfilling this mission. The Company places importance on this sequence of placing the mission before the ensuing results.</p> <p>(3) The Company strives to fulfill its social responsibilities by positioning compliance (i.e., the observance of legal and ethical standards) as the basis of all business activities.</p>	<p>(Corporate Philosophy) Article 2.</p> <p>(1) The Company's Corporate Philosophy is to give first thought to patients and <u>the general public</u>, and to increase the benefits that health care provides to them. Under this Philosophy, the Company endeavors to become a human health care (<i>hhc</i>) company.</p> <p>(2) <u>The Company seeks to effectively achieve social good in the form of relieving anxiety over health and reducing health disparities as a Japanese innovation company.</u></p> <p>(3) The Company's mission is <u>to increase the satisfaction of patients and the general public, and to empower people in the daily living and medical domains to realize their fullest life through an <i>hhc</i> ecosystem based on collaboration with other industries.</u> The Company believes that revenues and earnings will be generated by fulfilling this mission. The Company places importance on this sequence of placing the mission before the ensuing results.</p> <p>(4) The Company strives to fulfill its social responsibilities by positioning compliance (i.e., the observance of legal and ethical standards) as the basis of all business activities.</p>

<p><u>(4)</u> The Company's principal stakeholders are patients, customers, shareholders and employees. The Company endeavors to develop and maintain a good relationship with stakeholders and to enhance the value of their stake through:</p> <ol style="list-style-type: none"> <li>1. Satisfying unmet medical needs, ensuring a stable supply of high-quality products, and providing useful information on subjects including drug safety and efficacy;</li> </ol> <p>&lt;New&gt;</p> <ol style="list-style-type: none"> <li>2. <u>Timely disclosure of corporate management information</u>, enhancement of corporate value, and a positive return to shareholders; and</li> <li>3. Ensuring stable employment, <u>offering challenging and fulfilling duties, and providing full opportunities for the development of employees' capabilities.</u></li> </ol>	<p><u>(5)</u> The Company's principal stakeholders are patients and the general public, shareholders and employees. The Company endeavors to develop and maintain a good relationship with stakeholders and to enhance the value of their stake through:</p> <ol style="list-style-type: none"> <li>1. Satisfying unmet medical needs, <u>raising awareness of illnesses and providing information and services that help prevent them</u>, ensuring a stable supply of high-quality products, and providing useful information on subjects including drug safety and efficacy;</li> <li>2. <u>Contributing to a sustainable society with a long-term perspective;</u></li> <li>3. Enhancement of <u>common interests of shareholders and long-term</u> corporate value, a positive return to shareholders and <u>timely disclosure of corporate management information</u>; and</li> <li>4. Ensuring stable employment, <u>respecting human rights and diversity, providing full opportunities for growth to support self-fulfillment, and creating an employee-friendly environment.</u></li> </ol>
<p>(Convocation) Article 13.</p> <p>(1) (Omitted) (2) (Omitted) (3) General Meetings of Shareholders shall be held at a place located in Tokyo.</p>	<p>(Convocation) Article 13.</p> <p>(1) (Current) (2) (Current) (3) General Meetings of Shareholders shall be held at a place located in Tokyo. <u>However, it shall be possible to change the location of the venue if it is deemed to be difficult to hold the meeting in Tokyo.</u></p>
<p><u>(Internet disclosure of reference documents, etc. and deemed provision thereof)</u> <u>Article 15.</u> <u>In convening a General Meeting of Shareholders,</u></p>	<p>&lt;Delete&gt;</p>

<p><u>the Company shall be deemed to have provided the shareholders with the information that must be mentioned or displayed in the reference documents of a General Meeting of Shareholders, business reports, financial statements and consolidated financial documents by disclosing such information via the Internet pursuant to the regulations issued by the Ministry of Justice.</u></p>	
<p>&lt;New&gt;</p>	<p><u>(Electronic Provision Measures, etc.)</u>  <u>Article 15.</u>  <u>(1) When convening a General Meeting of Shareholders, the Company shall implement measures to provide the information contained in General Meeting of Shareholders Reference Materials, etc., electronically.</u>  <u>(2) The Company may choose not to include all or part of the matters for which electronic provision measures are implemented, which have been stipulated by Ordinance of the Ministry of Justice, in written documents provided to shareholders who have requested them by the record date for voting rights.</u></p>
<p>&lt;New&gt;</p>	<p><u>(Supplementary Provisions)</u>  <u>1. Removal of Article 15 of the current Articles of Incorporation (Internet disclosure of reference materials, etc., and deemed provision thereof) and proposed amendments establishing Article 15 (Electronic Provision Measures, etc.) shall take effect as of September 1, 2022.</u>  <u>2. Notwithstanding the stipulations of the preceding Paragraph, the stipulations of Article 15 of the current Articles of Incorporation shall remain in effect for General Meetings of Shareholders held on or before the final day of February 2023.</u>  <u>3. These Supplementary Provisions shall be removed after March 1, 2023 or after the day</u></p>

	<u>on which three months have passed following the General Meeting of Shareholders indicated in the preceding Paragraph, whichever is later.</u>
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3. Schedule

Ordinary General Meeting of Shareholders	June 17, 2022 (planned)
Effective date	June 17, 2022 (planned)

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