

**FOR IMMEDIATE RELEASE**

May 15, 2026

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  
Inquiries: Teruyuki Masaka  
Vice President,  
Corporate Communications  
Phone +81-3-3817-5120

**Notification Regarding the Continuation of the Stock Compensation System  
(Officers' Compensation BIP Trust)**

At a meeting of the Compensation Committee of the Board of Directors of Eisai Co., Ltd. (Headquarters: Tokyo, Representative Corporate Officer and CEO: Haruo Naito, hereinafter "the Company") held on May 15, 2026, a resolution was adopted to continue the stock compensation system for Directors and Corporate Officers (hereinafter the "System") that was introduced in the 2013 fiscal year, and to continue the Officers' Compensation BIP Trust (hereinafter the "Trust") established for the System. Details are as set forth below.

In addition, at the meeting of the Board of Directors held on the same day, a resolution was adopted for the disposal of treasury stock in connection with the continuation of the System and the Trust. For details regarding the disposal of treasury stock, please refer to "Notification Regarding the Disposal of Treasury Stock in Connection with the Continuation of the Stock Compensation System (Officers' Compensation BIP Trust)," which was announced today.

Details:

1. Continuation of the System and the Trust

- (1) The Company has adopted a Company with a Nomination Committee, etc. system, and the compensation of Directors and Corporate Officers is determined by the Compensation Committee. At the meeting of the Compensation Committee held on May 15, 2026, the Compensation Committee decided to continue the System and the Trust, which were introduced in the 2013 fiscal year and revised in the 2023 fiscal year for the purpose of strongly motivating the Directors' supervision of management and the Corporate Officers' execution of duties and enhancing their motivation to increase medium- to long-term corporate value.
- (2) The System adopts a scheme known as the Officers' Compensation BIP (Board Incentive Plan) Trust. For the operation of the System from the 2026 fiscal year onward, the trust period of the established Trust will be extended.
- (3) The Officers' Compensation BIP Trust is a type of stock-based compensation for Directors and Corporate Officers in which the Company's shares and a monetary amount equivalent to the proceeds from the conversion of the Company's shares into cash, as well as a monetary amount equivalent to dividends arising on the Company's shares (hereinafter collectively the "Company's Shares, etc."), are distributed and paid (hereinafter "Distribution, etc.") to Directors and Corporate Officers based on their duties and the degree of attainment of performance objectives.

2. Details of the System and the Trust

- (1) Outline of the System

After extension, the System is a system consisting of a portion in which the Company's Shares, etc. are distributed to Corporate Officers during their tenure in connection with medium- to long-term performance (hereinafter the "During-Tenure Distribution Portion") and a portion in which the Company's Shares, etc. are distributed to Directors and Corporate Officers upon their retirement (hereinafter the "Upon-Retirement Distribution Portion"). The term of the System covers three fiscal years, from the fiscal year ending on the last day of March 2027 through the fiscal year ending on the last day of March 2029.

(2) Resolutions of the Compensation Committee and the Board of Directors relating to the continuation of the System and the Trust

Since the Company has adopted a Company with a Nomination Committee, etc. system, the compensation of Directors and Corporate Officers is determined by the Compensation Committee. Accordingly, for the continuation of the System, the Compensation Committee adopted a resolution to extend the Trust, and thereafter, the Board of Directors adopted a resolution to determine the amount of money to be contributed to the Trust, the number of shares to be acquired by the Trust, and other necessary matters.

(3) Subjects of the System (Beneficiary Requirements)

The subjects of the System are Directors and Corporate Officers of the Company, and by completing the prescribed procedures to confirm their status as beneficiaries, they are eligible to receive Distributions, etc. from the Trust, subject to the following beneficiary requirements being met.

〈Upon-Retirement Distribution Portion〉

- ① During the Trust Period, the person must be a party to an engagement contract with the Company as a Director or Corporate Officer.
- ② The person must have retired from all positions as Director and Corporate Officer of the Company.
- ③ The number of shares to be distributed must have been determined by the Compensation Committee through the calculation formula set forth in item (5) below.
- ④ The person must not have committed certain types of misconduct.

〈During-Tenure Distribution Portion〉

- ① During the Trust Period, the person must be a party to an engagement contract with the Company as a Director or Corporate Officer.
- ② The person must not have retired or resigned during the term set forth in the Company's Articles of Incorporation for Directors and Corporate Officers.
- ③ The number of shares to be distributed must have been determined by the Compensation Committee through the calculation formula set forth in item (5) below.
- ④ The person must not have committed certain types of misconduct.

(4) Post-Extension Trust Period

After extension, the Trust Period will be three years, from August 1, 2026 (scheduled) to the end of July 2029 (scheduled).

At the end of the Trust Period, the Trust Period may be extended and additional trust contributions may be made, subject to resolutions of the Compensation Committee and the Board of Directors. In the case of making such additional trust contributions, any of the Company's shares remaining in the trust assets on the final day of the Trust Period prior to extension (excluding shares scheduled to be distributed to Directors and Corporate Officers for which Distribution, etc. has not yet been completed; hereinafter "Residual Shares") and money (hereinafter "Residual Money"; Residual Shares and Residual Money collectively hereinafter "Residual Shares, etc.") shall be succeeded by the extended Trust.

(5) Number of the Company's Shares, etc. to be distributed to Directors and Corporate Officers (including the number of shares subject to conversion to cash)

The number of the Company's Shares, etc. to be distributed to Directors and Corporate Officers shall be calculated in accordance with the following formulas for the "Upon-Retirement Distribution

Portion” and the “During-Tenure Distribution Portion.” In the event of a stock split, reverse stock split, or similar event with respect to the Company’s shares, the number of shares to be distributed shall be adjusted in accordance with the split ratio, consolidation ratio, or other relevant ratio.

#### Directors

〈Upon-Retirement Distribution Portion〉

Number of shares to be distributed upon retirement = Basic stock compensation amount ÷ Reference Share Price (\*1)

#### Corporate Officers

〈Upon-Retirement Distribution Portion〉

Number of shares to be distributed upon retirement = Basic stock compensation amount by duty grade × 30% ÷ Reference Share Price (\*1)

〈During-Tenure Distribution Portion〉

Number of shares to be distributed during tenure = Basic stock compensation amount by duty grade × 70% ÷ Reference Share Price (\*1) × Company-wide performance attainment (\*2)

(\*1) The Reference Share Price shall be the higher of (a) the closing price of the Company’s shares in ordinary trading on the Tokyo Stock Exchange on the last business day of March immediately preceding the commencement date of the officer’s term of office, or (b) the average closing price for March (with any fraction of less than one yen rounded up). However, for officers whose term of office commences during the 2026 fiscal year, the Reference Share Price shall be the disposal price of treasury stock in connection with the continuation of the Trust.

(\*2) The degree of attainment of Company-wide performance objectives shall be evaluated and determined by the Compensation Committee based on the degree of attainment of the Company - wide performance objectives established by the Company for each fiscal year. Accordingly, the number of shares to be distributed during tenure shall be determined within a range of 0% to 150%.

#### (6) Method and timing of Distribution, etc. of the Company’s Shares, etc. to Directors and Corporate Officers

Directors and Corporate Officers who satisfy the beneficiary requirements shall, in principle, receive 50% of the number of the Company’s Shares, etc. to be distributed in the form of the Company’s shares, and the remaining Company’s shares shall be converted into cash within the Trust, and the monetary amount equivalent to the proceeds from such conversion shall be paid to them. The timing of Distribution, etc. shall be as follows.

〈Upon-Retirement Distribution Portion〉

In principle, upon retirement from all positions as Director and Corporate Officer, the cumulative number of shares to be distributed upon retirement accrued during the period of service shall be distributed.

〈During-Tenure Distribution Portion〉

In principle, the Company’s Shares, etc. shall be distributed each July during the Trust Period.

Directors and Corporate Officers shall continue to hold the Company’s shares received through Distribution, etc. during their term of office and until one year has passed after leaving office. In the event that a Director or Corporate Officer dies during the Trust Period, the number of shares to be distributed shall, in principle, be calculated as of that time, and all of the Company’s shares shall be converted into cash within the Trust, and the monetary amount equivalent to the proceeds from such conversion shall be paid to the heir(s) from the Trust.

#### (7) Amount of additional trust money to be contributed to the Trust and number of additional shares to be acquired by the Trust

The amount of additional trust money to be contributed to the Trust and the number of additional shares to be acquired by the Trust shall be as follows.

Amount of additional trust money to be contributed to the Trust: 1,584.42 million yen (\*)

(\*) The above additional trust amount, together with the Residual Money succeeded from the existing Trust, shall be applied to the acquisition of shares by the Trust and trust compensation and trust expenses.

Number of additional shares to be acquired by the Trust: 345,600 shares (\*)

(\*) The above number of additional shares, together with the Residual Shares succeeded from the existing Trust, shall constitute the number of the Company's shares expected to be distributed to Directors and Corporate Officers during the Trust Period.

The amount of additional trust money to be contributed to the Trust has been calculated by taking into account the current compensation amounts for Directors and Corporate Officers and adding trust compensation and trust expenses.

The number of additional shares to be acquired has been set at a level sufficient to cover distributions required in the event that the degree of attainment of Company-wide performance objectives reaches the maximum, taking into account the current share price level and the current composition of Directors and Corporate Officers.

(8) Method of acquisition of the Company's shares by the Trust

After extension, the Trust is scheduled to acquire the Company's shares through the disposal of treasury stock by the Company, in accordance with the number of additional shares and share acquisition funds set forth in item (7) above.

(9) Exercise of voting rights with respect to the Company's shares within the Trust

Voting rights with respect to the Company's shares within the Trust shall not be exercised during the Trust Period, in order to ensure neutrality with respect to the management of the Company.

(10) Treatment of dividends on the Company's shares within the Trust

In light of the fact that Distribution, etc. of the Company's Shares, etc. under the Upon-Retirement Distribution Portion is made upon retirement, and in order to further enhance awareness of contributing to the sustainable enhancement of medium- to long-term corporate value, dividends paid on the Company's shares within the Trust shall be received by the Trust and applied to trust compensation and trust expenses. In addition, with respect to the Upon-Retirement Distribution Portion only, a monetary amount corresponding to the number of the Company's shares to be distributed (including shares subject to conversion to cash) shall be paid to beneficiaries together with the Company's Shares, etc. to be distributed.

(11) Treatment upon expiration of the Trust Period

If Residual Shares remain at the expiration of the Trust Period due to failure to attain Company-wide performance objectives or other reasons, the Trust may continue to be used as the System or an incentive plan similar thereto by amending the trust agreement and making additional trust contributions. If the Trust is terminated upon expiration of the Trust Period, the Residual Shares shall be transferred, gratis, from the Trust to the Company, and the Company intends to cancel such shares by way of a resolution of the Board of Directors.

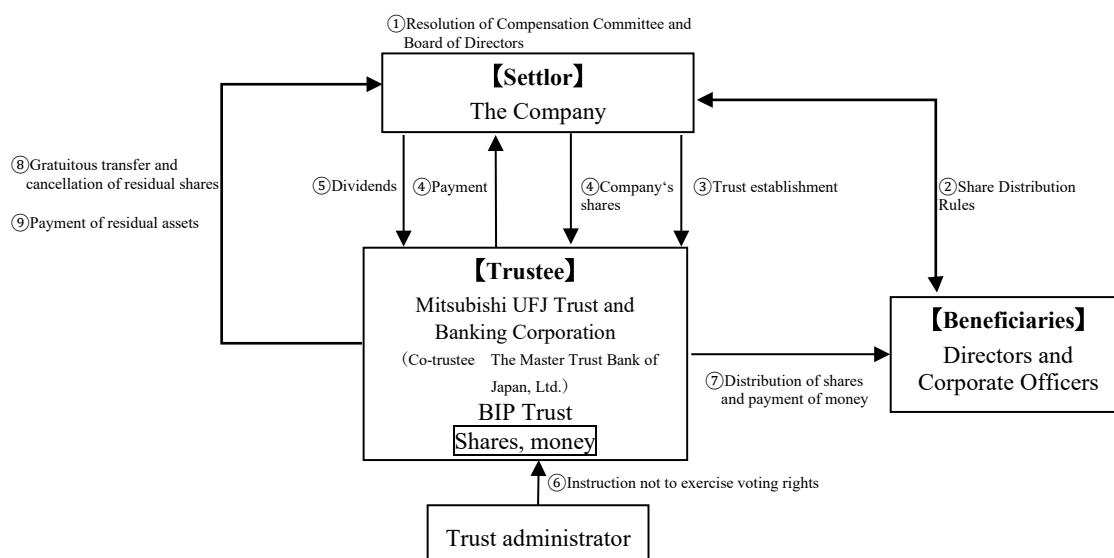
In addition, any residual dividends on the Company's shares within the Trust remaining at the expiration of the Trust Period shall, if the Trust is continued, be utilized as share acquisition funds. If the Trust is terminated upon expiration of the Trust Period, any amount in excess of the trust expense reserves shall be donated to organizations that have no conflict of interest with the Company or the Company's Directors or Corporate Officers.

(Reference)

Details of the Trust Agreement

Type of trust	Monetary trust other than a specified solely-managed monetary trust (trust for the benefit of a third party)
Purpose of trust	Distribution of stock-based compensation to Directors and Corporate Officers of the Company
Settlor	The Company
Trustee	Mitsubishi UFJ Trust and Banking Corporation (Co-trustee: The Master Trust Bank of Japan, Ltd.)
Beneficiaries	Directors and Corporate Officers who satisfy the beneficiary requirements
Trust administrator	A third party with no conflict of interest with the Company (certified public accountant)
Date of trust agreement	May 29, 2013
Trust Period	May 29, 2013 to July 31, 2026 (scheduled to be extended to the end of July 2029 by amendment of the trust agreement effective June 1, 2026)
Post-extension System commencement date	August 1, 2026 (scheduled)
Exercise of voting rights	Voting rights shall not be exercised.
Type of shares to be acquired	Common shares of the Company
Amount of additional trust money	1,584.42 million yen (including trust compensation and trust expenses)
Timing of share acquisition	June 4, 2026 (scheduled)
Method of share acquisition	Acquisition through disposal of treasury stock by the Company
Residual beneficiary	The Company
Residual assets	The residual assets that the Company, as the residual beneficiary, may receive shall be limited to the trust expense reserves, which are calculated by deducting the share acquisition funds from the trust money.

(Reference) Structure of the Trust



- ① Since the Company has adopted a Company with a Nomination Committee, etc. system, the Compensation Committee adopted a resolution to continue the System, and thereafter, the Board of Directors adopted a resolution regarding the disposal of treasury stock in connection with the System.
- ② In connection with the continuation of the System, the Company will revise the Share Distribution Rules relating to compensation for Directors and Corporate Officers.
- ③ Based on the resolutions of the Compensation Committee and the Board of Directors described in ①, the Company will extend the Trust Period of the Trust, with Directors and Corporate Officers who satisfy the beneficiary requirements as beneficiaries, and make an additional monetary contribution.
- ④ In accordance with the instructions of the trust administrator, the Trust will receive the allotment of the Company's shares (disposal of treasury stock) using the money additionally contributed under ③ and the money remaining in the existing Trust as the source of funds. The number of shares to be acquired by the Trust is determined by resolution of the Board of Directors based on the resolution of the Compensation Committee described in ①.
- ⑤ Distributions of dividends with respect to the Company's shares within the Trust will be made in the same manner as for other shares.
- ⑥ Voting rights for the Company's shares within the Trust shall not be exercised during the Trust Period.
- ⑦ During the Trust Period, Directors and Corporate Officers who satisfy the beneficiary requirements will receive, in accordance with the Share Distribution Rules, a certain proportion of the Company's shares and the monetary amount equivalent to the proceeds from the conversion of a certain proportion of the Company's shares into cash. In addition, with respect to the Upon-Retirement Distribution Portion only, a monetary amount corresponding to the number of the Company's shares to be distributed (including shares subject to conversion to cash) in respect of dividends paid on the Company's shares within the Trust shall be paid.
- ⑧ If Residual Shares remain at the expiration of the Trust Period due to failure to attain Company-wide performance objectives during the Trust Period or other reasons, the Trust will continue to be used as the System or an incentive plan similar thereto by extending the trust agreement and making additional trust contributions, or the Residual Shares will be transferred, gratis, from the Trust to the Company and cancelled by way of a resolution of the Board of Directors.
- ⑨ Upon termination of the Trust, the residual assets remaining after distribution to beneficiaries are completed shall belong to the Company to the extent of the trust expense reserves, which are calculated by deducting the share acquisition funds from the trust money. In addition, any amount in excess of the trust expense reserves shall be donated to organizations that have no conflict of interest with the Company or the Company's Directors or Corporate Officers.

(Note) If all the Company's shares within the Trust are exhausted as a result of Distribution, etc. of the Company's shares and payment of the monetary amount equivalent to the proceeds from the conversion of shares to Directors and Corporate Officers who satisfy the beneficiary requirements, the Trust will terminate prior to the expiration of the Trust Period. The Company may make additional monetary contributions to the Trust for the acquisition of the Company's shares or to cover trust compensation and trust expenses.

End