

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 Disposal of Treasury Stock
in Connection with the Continuation of the Stock Compensation System
(Officers' Compensation BIP Trust)**

At the Board of Directors meeting held on May 15, 2026, Eisai Co., Ltd. (Headquarters: Tokyo; Representative Corporate Officer and CEO: Haruo Naito; hereinafter “the Company”) resolved to dispose of treasury stock in connection with the continuation of the stock compensation system for Directors and Corporate Officers (hereinafter the “System”) as determined by the Compensation Committee of the Company. Details are as set forth below.

Details:

1. Overview of Disposal

(1) Date of disposal	June 4, 2026
(2) Number of shares being disposed of	345,600 shares of common stock
(3) Disposal price	JPY 4,760 per share
(4) Aggregate disposal price	JPY 1,645,056,000
(5) Allottee	The Master Trust Bank of Japan, Ltd. (Trust Account for Officers' Compensation Board Incentive Plan (BIP))
(6) Other	An extraordinary report has been filed with respect to this disposal of treasury stock in accordance with the Financial Instruments and Exchange Act.

2. Purpose and Reasons for the Disposal

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, which was introduced in the 2013 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.

For an overview of the System, please refer to the “Notification Regarding the Continuation of the Stock Compensation System (Officers' Compensation BIP Trust)” announced today.

This disposal of treasury stock refers to the disposal of common shares held as treasury stock to The Master Trust Bank of Japan, Ltd. (Trust Account for Officers' Compensation Board Incentive Plan (BIP)), which is a co-trustee under the Officers' Compensation BIP Trust Agreement concluded by the Company with Mitsubishi UFJ Trust and Banking Corporation (hereinafter the "trust agreement"; the trust established based on the trust agreement shall hereinafter be referred to as the "Trust"), in connection with the continuation of the System.

The number of shares to be disposed of is the number of shares expected to be distributed to the Directors and Corporate Officers of the Company during the Trust Period in accordance with the Share Distribution Rules (including paying a monetary amount equivalent to part of the shares converted to cash after the Company's shares are converted within the Trust; the same applies hereinafter). The level of share dilution is equal to 0.12 percent of the issued and outstanding shares (rounded off to two decimal places; 0.12 percent of the total 2,816,434 voting right units as of the end of March 2026), which is minimal.

In addition, the Company believes that the shares of the Company allotted through this disposal of treasury stock shall, as a rule, be distributed to the Directors and Corporate Officers of the Company in accordance with the Share Distribution Rules, and that there will only be a minor impact on the secondary trading market for the Company's shares. Accordingly, the Company has determined that this disposal of treasury stock will have only an extremely minor impact on such secondary market, and that the disposal is therefore reasonable.

Overview 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	No voting rights shall be exercised.

3. Basis for Calculation of the Disposal Price and Its Specific Contents

In light of recent fluctuations in the market price of the Company's shares, in order to determine the disposal price in a non-arbitrary fashion, the disposal price has been set as the higher of either (i) the closing price of the Company's shares traded on Tokyo Stock Exchange, Inc. (hereinafter the "Tokyo Stock Exchange") on the business day immediately preceding the date of the Board of Directors meeting at which the resolution for this disposal was adopted, or (ii) the average closing price of the Company's shares traded on the Tokyo Stock Exchange during the one-month period immediately preceding the date of the Board of Directors meeting at which the resolution for this disposal was adopted (i.e., from April 15, 2026 to May 14, 2026).

As a result, the disposal price per share has been set at JPY 4,760, which is the average closing price rounded down to the nearest yen of the Company's shares traded on the Tokyo Stock Exchange during the one-month period immediately preceding the date of the Board of Directors meeting at which the resolution for this disposal was adopted (April 15, 2026 to May 14, 2026). The closing price of the Company's shares traded on the Tokyo Stock Exchange on the business day immediately preceding the date of the Board of Directors meeting at which the resolution for this disposal was JPY 4,271 (100.8 percent rate of deviation from the average closing price).

The reason for adopting the disposal price through a comparison of (i) the closing price of the Company's shares traded on the Tokyo Stock Exchange on the business day immediately preceding the date of the Board of Directors resolution and (ii) the average closing price of the Company's shares traded on the Tokyo Stock Exchange during the one-month period immediately preceding the date of the Board of Directors resolution is that the Company believes that adopting the disposal price through a comparison of the average share price over a given period, rather than basing the decision on the share price at one particular point in time, is a more reasonable basis for calculation.

The Audit Committee of the Company has expressed its opinion that the adoption of the higher of either (i) the closing price of the Company's shares traded on the Tokyo Stock Exchange on the business day immediately preceding the date of the Board of Directors resolution, or (ii) the average closing price of the Company's shares traded on the Tokyo Stock Exchange during the one-month period immediately preceding the date of the Board of Directors resolution (April 15, 2026 to May 14, 2026), as the disposal price is a reasonable basis for calculating the disposal price, and that it does not constitute a particularly favorable disposal price.

4. Procedures under the Code of Corporate Conduct

Because the stock dilution resulting from this transaction is less than 25 percent, and because this disposal does not involve a change in controlling shareholder, it is not necessary to obtain an opinion from an independent third party or to confirm the will of the shareholders as stipulated in Rule 432 of the Securities Listing Regulations established by the Tokyo Stock Exchange.

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