



## CONFLICTS OF INTEREST POLICY

### OVERVIEW

The purpose of this policy is to provide guidance regarding how to identify and address Conflicts of Interest (as defined below). This policy applies to all employees, contractors and temporary staff (“Eisai Representative”) of Eisai U.S. companies, including Eisai Inc. (e.g., OBG, NBG, EDCS, RCS, etc.), and H3 Biomedicine Inc.

Conflicts of Interest can arise as part of regular business activities and the nature of one’s actions and relationships. The key to avoiding actual or perceived impropriety lies in the steps taken by an Eisai Representative in response to a Conflict of Interest.

For the purpose of this policy, a Conflict of Interest is defined as an actual or perceived conflict between an Eisai Representative’s private interests and his/her responsibilities to the Company. A Conflict of Interest occurs whenever the prospect of personal interest may influence, or appear to influence, our judgment or actions while conducting company business. The appearance of a Conflict of Interest can be just as damaging to Eisai’s brand and reputation as an actual Conflict of Interest. A Conflict of Interest can be actual or perceived and therefore, Eisai Representatives should avoid situations that could call their objectivity into question.

It is the responsibility of all Eisai Representatives to identify, disclose and address any actual or perceived Conflicts of Interest. When faced with a potential Conflict of Interest, ask yourself:

- Would this activity create, or be perceived by others to create, an incentive to benefit myself, my friends, my family, or an associated business?
- Would this harm my reputation, negatively impact my ability to do my job, or potentially harm Eisai?
- Would this embarrass Eisai or me if it became public, and showed up on the front page of a newspaper or in a blog?

#### **Trust and Confidence**

Avoiding and appropriately managing Conflicts of Interest builds trust and confidence in Eisai as a company that acts with integrity and places the interests of the patients we serve first.

If the answer to any of these questions is “yes,” the relationship or situation might pose a Conflict of Interest, and should be addressed immediately. It is important to identify, disclose and address Conflicts of Interest in order to protect your interests and those of Eisai and help to ensure the trust and confidence of our employees, patients, customers, vendors and suppliers.

This policy document sets out key principles to help guide how Conflicts of Interest should be managed and specific guidance regarding certain types of Conflicts of Interest. This policy also contains a self-assessment tool that can be used to assess a situation for potential Conflicts of Interest. This policy is not an exhaustive list of Conflicts of Interests, so when faced with questions beyond those addressed in this policy Eisai Representatives are expected to seek further guidance from their manager or the Ethics and Compliance Department.



## Common Sources of Conflicts of Interest

The situations below are meant to provide examples of Conflicts of Interest. These examples are not exhaustive and there may be other situations or circumstances not described which may constitute a Conflict of Interest. You should understand the definition of, and be able to identify, a Conflict of Interest, and do your part to ensure that any Conflicts of Interest are disclosed to the Ethics and Compliance Department and/or are communicated to your manager and addressed in a timely manner in accordance with this policy.

### Personal Relationships

Eisai respects the personal relationships that Eisai Representatives have but it is important to ensure that personal relationships, especially those involving family members or other close personal relations, do not interfere with, or have the appearance of interfering with, objectivity in Eisai business decisions.

A Family Member is considered someone who is:

- Related by blood or marriage (e.g., a spouse, domestic partner/civil union member, mother, father, son, daughter, sister, brother, grandparents or grandchildren; mother in-law, father in-law, brother in-law, sister in-law, aunts, uncles, nieces, nephews, cousins and step-relative) or other individuals living in the same household, engaged to, or dating an Eisai Representative.

Close Personal Relations are individuals with whom we have enduring or intimate relationships. This may include, but is not limited to:

- A close childhood, school or professional friend or colleague.

Eisai Representatives with a Family Member or a Close Personal Relation employed by, or otherwise associated with, Eisai contractors, Eisai competitors, vendors, or other service providers must disclose to their manager that relationship if either party is in a position to improperly influence or would be given an unfair business advantage if information were to be shared.

Eisai Representatives may not be the decision-maker regarding (i) selection or awarding of contracts to a third party (ii) retention or (iii) termination of business with a third party, where a Family Member or a Close Personal Relation is employed, has a business relationship, or any type of financial or other interest.

Eisai Representatives may not directly supervise or oversee any projects where a Family Members or Close Personal Relation has a material role or significant financial or other interest in such project.

## Outside Employment

In certain circumstances, Eisai Representatives may engage in outside employment. For outside employment that could reasonably be seen to potentially be related to, interfere with, or be related to an Eisai Representative's role at Eisai, those Eisai Representatives should always discuss the opportunity and obtain approval from their manager before taking any action. Upon approval from management, the Eisai Representative must then follow the disclosure process with the Ethics and Compliance Department.

The following conditions apply to outside employment:

- May not be with a competitor of Eisai or conflict with Eisai's business
- Should be outside normal business hours
- Must not interfere with Eisai job responsibilities or detract from an Employee's ability to perform their job
- Should not be used to advance Eisai business
- Must not share confidential information

## Gifts, Entertainment and other Items of Value

Eisai Representatives may not offer or accept, anything of value including a gift, service, entertainment or favor from any person or entity that does business, seeks to do business or is a competitor of the company unless the item is permissible by law, of nominal value (less than \$100), consistent with usual and customary business practice and could not reasonably be perceived as intended to influence business decisions.

Under no circumstances may Eisai Representatives give or accept cash or cash equivalents (e.g., gift cards, gift certificates, stocks) from any person or entity that does business, seeks to do business or is a competitor of the company.

Eisai employees may not accept entertainment, e.g., tickets to concerts, sporting or cultural events, artistic performances, museum or art gallery admissions from any person or entity that does business, seeks to do business or is a competitor of the company. However, invitations to certain charitable events may be accepted under certain circumstances. Any such offers should be discussed with your manager.

Some examples of permissible gifts or items of value might be:

- Occasional, modest meal with a contracted vendor, for example at the beginning or end of a project or completion or a major milestone, where the primary purpose is to have a business discussion.
- Nominal holiday gifts, such as candy or a food gift basket. Any food items provided as gifts should be shared with the department.

Any permissible item or activity that becomes frequent or conditional is not permitted. Any gift, service, entertainment or other item of value that violates this policy must be declined or returned with an explanation of the Eisai policy.

Disclosure to the Ethics and Compliance Department of gifts or other items of value that are permissible as defined above is not required, but the receipt of gifts or other items of value must be communicated to your manager. If there is a question or concern about the appropriateness of any gift or other item of value you should consult with your manager or the Ethics and Compliance Department for further guidance.

There are specific rules that apply to providing gifts, meals and entertainment for healthcare providers and public officials. Please consult Eisai's Interactions with Healthcare Providers Policies and the Anti-Bribery and Anti-Corruption Policy for more guidance for these situations.

### Financial Situations

Financial situations, such as personal business interests and investments, are potential sources of Conflicts of Interest, and may require disclosure. The following applies to financial situations:

- Eisai Representatives generally may not have any direct ownership of, or any financial interest in, a private company that does business with Eisai, seeks to do business with Eisai, or competes with Eisai. If you have direct ownership or any financial interest in a private company that does business with Eisai, seeks to do business with Eisai, or competes with Eisai you must disclose this interest to the Ethics and Compliance Department.
- Eisai Representatives may, however, hold a financial interest in a public corporation that does business with Eisai, seeks to do business with Eisai or competes with Eisai, as long as those financial holdings are less than 1% of the outstanding securities of the corporation. For holdings greater than 1%, you must disclose these holdings to the Ethics and Compliance Department. The preceding restriction does not apply to ownership of shares of managed investments, e.g., mutual funds.
- Eisai Representatives may not use Eisai property, information or their position at Eisai for personal or family gain. For example, Eisai Representatives may not accept loans from companies that do or seek to do business with Eisai, unless from a financial institution and made on prevailing terms and conditions and are in amounts meeting the institution's usual and ordinary lending guidelines.

### Securities Trading

Eisai representatives may become aware of material, non-public information ("Material Information", e.g., study data or results; important product developments or approvals; feedback from FDA, other regulatory authorities or advisory boards; major litigation developments; information relating to a possible merger, acquisition or other business transaction; financial projections or results; awards of certain major contracts or business) relating to Eisai or third parties including, but not limited to, our vendors, suppliers, competitors or our licensing/collaboration partners.



It is against Eisai policy, as well as potentially unlawful and/or in violation of our contractual obligations, to use Material Information as the basis for making any investment decisions (buy, sell or hold) relating to securities of a company (Eisai Co., Ltd or a third party). It is also against our policy to share such Material Information with others, including friends and family. This is called "tipping" and may result in the inappropriate use of this Material Information by others to make investment decisions.

Actions which violate our policy may also violate U.S. Securities laws and could result in criminal fines, imprisonment and/or civil penalties.

### **Board Memberships, Advisory Roles and Advocacy Groups**

It may be permissible for Eisai Representatives to serve as a board member with organizations, participate in advisory roles, or be involved with advocacy groups. Prior to accepting a request to serve on a board, in an advisory role, or become involved in any substantive activities with an advocacy group whose mission or activities are related to Eisai business interests, Eisai Representatives must follow the disclosure process with the Ethics and Compliance Department. The following guidelines apply to board memberships, advisory roles and advocacy group involvement:

- May not be with a competitor of Eisai or conflict with Eisai's business
- Should be outside normal business hours
- Must not interfere with Eisai job responsibilities or detract from an Employee's ability to perform their job
- Should not be used to advance Eisai business
- Must not share confidential information

Additionally, the following should also be considered:

- Be transparent and forthright about their relationship with Eisai.
- Indicate that their remarks are based on their own opinions and experiences.
- Not share Eisai confidential or proprietary information.
- Recuse themselves from any discussions or decisions relating to Eisai business interests or competitors business interests (e.g., a potential grant request). In some cases, resignation from the position with the other organization may become necessary and should be considered, even if appointment was originally approved by Eisai.

### **Speaking Engagements and Panel Discussions**

Eisai Representatives may serve as a speaker or participate in a panel discussion at a conference or symposium or other similar event related to Eisai's business interests or industry. Prior to accepting any speaking invitation, Eisai Representatives should discuss the opportunity and obtain approval from their manager. Any presentation materials dealing with or containing information about Eisai products,



compounds or other company information used would require approval from the Eisai Legal Department before being used.

When participating as a speaker or in a panel discussion Eisai Representatives should:

- Be transparent and forthright about their relationship with Eisai.
- Indicate that their remarks are based on their own opinions and experiences.
- Not share Eisai confidential or proprietary information.
- Recuse themselves from any discussions relating to Eisai business interests or competitor's business interests.

### **Social Interactions with Customers/Vendors/Suppliers**

Social interactions with a customer, vendor or others who may have influence over, or interest in Eisai business are not prohibited but must be managed appropriately. The nature of the interaction and how you behave are key factors in determining if the social interaction could create a Conflict of Interest.

Social interactions can be planned or unplanned/spontaneous. In either case, the presence of any element of business discussion during an interaction makes the interaction a business function whereby all relevant Eisai policies and business rules apply (e.g. appropriate venues, modest meal, spend disclosure requirements). Social situations may not be used to discuss or further Eisai business and may not be used as a forum to discuss, influence or promote Eisai products or interests.

The following applies to interactions with Customers/Vendors/Suppliers:

- Disclose to your manager, any relationship you have with a customer, vendor or supplier with whom you may have planned or anticipated regular social interactions.
- Unplanned/spontaneous social interactions present the potential for conflicts of interest but, if handled appropriately, do not give rise to actual conflicts of interest and do not need to be communicated to your manager or disclosed to the Ethics and Compliance Department. However, Eisai business should not be discussed, even if the subject is raised by the customer, vendor or supplier.

### **Government Activities**

Personal involvement in government activities, whether local, regional or national, could create a Conflict of Interest.

- Eisai Representatives may not serve as an elected or appointed official, to any branch of government or any governmental agency which has regulatory or supervisory authority over Eisai business (e.g., the FDA, a State health agency, or a local zoning board where Eisai has property.) For all other involvement in government activities, including acting as an advisor or consultant, you must follow the disclosure process with the Ethics and Compliance Department.

- If you are engaged in government activities and become involved in a matter regarding Eisai or Eisai interests, you may need to recuse yourself.

You should consult the Eisai Anti-bribery and Anti-corruption Policy for more information regarding interactions with government officials.

## Disclosure Process

Most Conflicts of Interest can be addressed with a few simple steps, and while all actual Conflicts of Interest require disclosure there may be some instances where you should seek guidance for even a potential Conflict of Interest. Eisai Representatives are responsible for following the appropriate disclosure process as specified within the relevant sections of this policy. In some cases, disclosure means simply communicating with your manager. In other cases, Eisai Representatives may be required to disclose their Conflict of Interest to the Ethics and Compliance Department.

When disclosure to the Ethics and Compliance Department is required, the Eisai Representative and the manager should first discuss and assess the details of the situation. Following that discussion, the employee should memorialize the situation and outcome via email to [ConflictofInterestDisclosure@eisai.com](mailto:ConflictofInterestDisclosure@eisai.com). That email should include a description of the Conflict of Interest, a summary of the discussion with your manager and the outcome of that discussion. Upon receipt the Ethics and Compliance Department will review and respond, and may provide additional guidance.

If the only disclosure required for a particular situation is communicating with your manager, that conversation should be memorialized, for example in an email. Disclosing a Conflict of Interest will protect the Eisai Representative as well as the business interests of Eisai. If there is any uncertainty regarding the existence of a Conflict of Interest, always consult with your manager or seek guidance from the Ethics and Compliance Department before taking any action.

## **COMPLIANCE WITH THIS POLICY**

All Eisai Representatives are responsible for complying with this policy. Any Eisai Representative having reason to believe that a possible violation of this policy has occurred should immediately notify his/her manager, the Ethics and Compliance Department or the Human Resources Department.

If there are other situations not described in this policy and you feel the situation could give the appearance of impropriety, contact your manager or the Ethics and Compliance Department to discuss the situation before acting.

Any failure to comply with this policy by an Eisai Representative may subject them to disciplinary action, up to and including termination of employment or assignment at Eisai.



## FURTHER ASSISTANCE

If you have any questions regarding this policy or conflicts of interest, please contact one of the following:

- Your Manager
- The Ethics and Compliance Department
- The Legal Department
- The Eisai Compliance Reporting Line (1-800-467-1391)
- EthicsPoint (<http://www.ethicspoint.com>)

### **Non-Retaliation**

If you need to report an issue, remember that Eisai maintains a non-retaliation policy and that reports made in good faith will not subject the Eisai Representative to possible disciplinary action.



## CONFLICT OF INTEREST SELF-ASSESSMENT

This is a tool to help you identify potential Conflicts of Interest.

If any of these situations apply to you, a conflict may exist and you should consult your manager and/or the Ethics and Compliance Department.

|  |  |
|--|--|
| <b>Personal Relationships</b>                            | <p><b>Has a Family Member or a Close Personal Relation:</b></p> <ul style="list-style-type: none"> <li><input type="checkbox"/> Ever done business with Eisai in the past?</li> <li><input type="checkbox"/> Would like to have a business relationship with Eisai?</li> </ul> <p><b>Is a Family Member or a Close Personal Relation:</b></p> <ul style="list-style-type: none"> <li><input type="checkbox"/> Employed by a competitor?</li> <li><input type="checkbox"/> Employed by a supplier to Eisai?</li> </ul>  |
| <b>Gifts and Entertainment</b>                           | <p><b>Have You</b></p> <ul style="list-style-type: none"> <li><input type="checkbox"/> Been offered, sought or accepted anything of value, including favors, from any person or entity that does, or seeks to do, business with Eisai or is a competitor of the company, which would be in violation of the Conflict of Interest policy?</li> </ul> <p><b>Have you</b></p> <ul style="list-style-type: none"> <li><input type="checkbox"/> Offered or provided anything of value, including favors, to any person or entity that does, or seeks to do, business with Eisai, is a competitor of the company or in a position to influence Eisai business.</li> </ul>  |
| <b>Outside Employment</b>                                | <p><b>Do You</b></p> <ul style="list-style-type: none"> <li><input type="checkbox"/> Have a position that you are compensated for outside of your full-time employment with Eisai?</li> <li><input type="checkbox"/> Feel the position sometimes takes time away from Eisai activities?</li> <li><input type="checkbox"/> Have a position that sometimes takes place during regular Eisai business hours?</li> <li><input type="checkbox"/> Have a position with a competitor or a supplier to a competitor?</li> </ul>  |
| <b>Financial</b>   | <p><b>Do you or, to your knowledge does a Family Member or a Close Personal Relation:</b></p> <ul style="list-style-type: none"> <li><input type="checkbox"/> Have ownership / equity interest in a health care-related company?</li> <li><input type="checkbox"/> Have ownership/equity in a company that does business with Eisai, seeks to do business with Eisai or competes with Eisai?</li> <li><input type="checkbox"/> Own intellectual property rights in a product of a health-care related company?</li> </ul> <p><b>Have you:</b></p> <ul style="list-style-type: none"> <li><input type="checkbox"/> Ever been offered a personal financial arrangement that may benefit Eisai?</li> </ul>  |
| <b>Board Memberships/ Advisory Roles/Advocacy Groups</b> | <p><b>Do you, or to your knowledge, does a Family Member or a Close Personal Relation:</b></p> <ul style="list-style-type: none"> <li><input type="checkbox"/> Serve as a member on the Board of Directors, in an advisory role (compensated or uncompensated), or involved in an advocacy group for a health care-related company or organization whose mission and activities are related to Eisai interests?</li> </ul> <p><b>Are you considering or currently serving on a board, in an advisory role or involved with an advocacy group related to Eisai business interests?</b></p>  |
| <b>Speaking Engagements</b>                              | <p><b>Have You:</b></p> <ul style="list-style-type: none"> <li><input type="checkbox"/> Been invited to present as a guest Speaker/Lecturer or participate on a panel discussion that relates to Eisai business or your role at Eisai?</li> </ul>  |
| <b>Interactions with vendors/ customers/ suppliers</b>   | <p><b>Are you:</b></p> <ul style="list-style-type: none"> <li><input type="checkbox"/> Do you have regular social interactions with a customer, vendor or supplier who may have influence over or interest in Eisai business?</li> <li><input type="checkbox"/> Have you received or extended an invitation for a personal event from a customer, vendor or supplier who may have influence over or interest in Eisai business?</li> </ul>   |
| <b>Government Activities</b>                             | <p><b>Do you</b></p> <ul style="list-style-type: none"> <li><input type="checkbox"/> Serve as an official, elected or appointed, for a governmental or regulatory entity with oversight authority over Eisai?</li> </ul> <p><b>Does a Family Member or a Close Personal Relation:</b></p> <ul style="list-style-type: none"> <li><input type="checkbox"/> Work for the FDA or any other government organization that has regulatory or supervisory authority over Eisai?</li> </ul> <p><b>Have you:</b></p> <ul style="list-style-type: none"> <li><input type="checkbox"/> Considered, or actually conducted, consulting or other work for the FDA or any other government organization that has regulatory or supervisory authority over Eisai?</li> </ul> |