

## S172 Statement by the Directors

S172 Companies Act 2006 requires a director of a company to act in the way he or she considers, in good faith, would be most likely to promote the success of the company for the benefit of its members as a whole. In doing so, s172 requires a director to have regard, amongst other matters, to the:

- likely consequences of any decisions in the long-term;
- interests of the company's employees;
- need to foster the company's business relationships with suppliers, customers and others;
- impact of the company's operations on the community and environment;
- desirability of the company maintaining a reputation for high standards of business conduct; and
- need to act fairly between members of the company.

In discharging its s172 duties, the Board has regard to the factors set out above. By taking into account Eisai's corporate philosophy of '*hlc*' together with strategic priorities and having a process in place for decision-making, the Board ensures its decisions are consistent and meet the above factors.

The Board reviews matters relating to financial and operational performance; business strategy; key risks; stakeholder-related matters; compliance; and legal and regulatory matters, over the course of the financial year. This is supported through the consideration of reports and presentations provided throughout the year.

The Board reviews the likely consequences -f any decisions in the long term by undertaking robust long-term business plans, planning for the future of the business in 2021 and over the next ten years to 2030.

The Group takes compliance obligations very seriously. Compliance and ethical behaviour is critical to ensuring Eisai live up to the corporate mission and all employees are required to support the Group with this. Each employee has the opportunity to reaffirm their commitment to compliance, ethics and patient safety annually via training and certification.

Engaging with the Group's stakeholders is key to the way the Group runs its business and is an important consideration for the Directors when making relevant decisions. Details of how the Directors engage with employees and have regard to the need to foster relationships with suppliers, the environment and community and other key stakeholders can be found in the Directors' Report on pages 11 to 15.

The Board has made some key strategic decisions during the year ended 31 March 2020 where due consideration was given to the Group's key stakeholders. An example of the Board's consideration to our stakeholders was during the Covid-19 outbreak:

The Board engaged with its stakeholders throughout the pandemic. The Board held multiple meetings to discuss and consider the impact of the outbreak on our stakeholders. These included daily teleconferences with head office and affiliates to review operational, business continuity and employee wellbeing, maintaining constant communication with governments and providing proactive advice and responding quickly to their requests, keeping in touch with industry trade associations to share best practices and reviewing our manufacturing and supply chain situation to ensure the effective delivery of our medicines to patients. It was important to ensure the Group could continue the distribution of pharmaceutical products to our patients, whilst ensuring the safety and wellbeing of our employees, suppliers and the long-term success of the Group.

Stakeholder impact	Outcomes
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**Consideration: The outbreak of Covid-19 could cause significant economic uncertainty**

<p><b>Patients</b> – The Board recognises the important of ensuring the distribution of pharmaceutical products to our patients.</p>	<p>The Board recognised the Covid-19 outbreak caused unprecedented challenges for many communities, families, governments, healthcare systems and businesses. The Board supported those most in need as at Eisai it is important always give first thought to patients and their families, to understand their needs and how best to support them. The Board felt it was appropriate to provide financial support and in-kind donations to organisation at the frontline of the Covid-19 pandemic across Europe.</p>
<p><b>Employees</b> – The economic uncertainty could cause our colleagues to worry about their own personal situations. The Board wanted to ensure that our employees did not put themselves or others at risk by coming into work if they displayed symptoms of Covid-19 and provide reassurance around working from home.</p>	<p>Where possible the majority of our employees were asked to work from home and follow government guidance. A remote working guide was sent to all employees during this period. To ensure a duty of care all employees were asked to attend online mental health training. Health and Safety home working desk assessments were carried out and appropriate equipment was provided. The required IT software was rolled out to ensure remote working was seamless and regular training provided. Where it was not possible to work from home, eg the Manufacturing plant, investment was made to ensure the plant was Covid-19 safe and none of our employees were put at risk.</p>
<p><b>Suppliers</b> – The board continued to engage with our suppliers to understand the effect of the pandemic on their financial stability and ability to continue in operations.</p>	<p>We engaged with our key suppliers who supported each business group, throughout the pandemic. This engagement has allowed us to understand the individual needs of our suppliers. We aim to support our suppliers where possible and maintain our working relationship with them.</p>