



UCB  
News

## UCB acquires Engage Therapeutics: *Staccato*<sup>®</sup> Alprazolam - A potential solution for acute on-demand seizure management for people living with epilepsy

- Underlines UCB's leadership in epilepsy by adding *Staccato*<sup>®</sup> Alprazolam, a drug-device-combination with the potential to be the first on-demand, single-use treatment to rapidly terminate an active epileptic seizure
- *Staccato*<sup>®</sup> Alprazolam could be a potential solution for 20-30% of epilepsy patients
- UCB to have world-wide rights to *Staccato*<sup>®</sup> Alprazolam and would perform further clinical development, submission, launch and commercialization of *Staccato*<sup>®</sup> Alprazolam
- Initial upfront payment of US\$ 125 million and further potential milestone payments of up to US\$ 145 million, total potential consideration of up to US\$ 270 million.
- License and supply agreements in place with Alexza Pharmaceuticals, Inc., the inventor, licensor and manufacturer of *Staccato*<sup>®</sup> Alprazolam.

**Brussels (Belgium) 5 June 2020 – 7:00 (CEST) - regulated information – inside information –** UCB announced today the acquisition of Engage Therapeutics, Inc. (Summit, N.J. (U.S.)), a clinical-stage pharmaceutical company developing *Staccato*<sup>®</sup> Alprazolam for the rapid termination of an active epileptic seizure, for US\$ 125 million in cash (subject to certain adjustments) and up to US\$ 145 million in further potential milestone payments related to clinical development, submission and launch of *Staccato*<sup>®</sup> Alprazolam.

Charl van Zyl, Executive Vice President UCB and Head of Neurology said: "Like UCB, Engage is a company with a deep-seated passion in epilepsy. Several of Engage's founders and leaders have personal connections to epilepsy and have been active in the epilepsy community for quite some time. *Staccato*<sup>®</sup> Alprazolam is an excellent strategic fit with our patient value growth strategy in epilepsy. It offers a potential solution for acute, on-demand treatment of a seizure, an unmet need for up to 30% of all epileptic patients, and strengthens our current epilepsy portfolio by adding this late-stage asset."

*Staccato*<sup>®</sup> Alprazolam is an investigational drug (Phase 2) designed to be used as a single-use epileptic seizure rescue therapy that combines the *Staccato*<sup>®</sup> delivery technology with alprazolam, a benzodiazepine. It is a small, hand-held inhaler device designed for easy delivery of alprazolam with a single normal breath potentially providing a way for people with epilepsy and their caregivers to

stop an active seizure. The *Staccato*<sup>®</sup> system rapidly vaporizes alprazolam to form an aerosol, with particle size designed for deep lung delivery to produce a rapid, systemic effect.

Engage acquired worldwide rights to *Staccato*<sup>®</sup> Alprazolam in 2017 under a license agreement with Alexza Pharmaceuticals Inc., Mountain View, CA, U.S. In connection with the acquisition, UCB has also entered into an updated license and related commercial supply agreement with Alexza, under which the parties will continue to collaborate in the development and commercialization of *Staccato*<sup>®</sup> Alprazolam.

This acquisition does not impact UCB's 2020 financial outlook.

### Advisors

Lazard is acting as financial advisor to UCB in relation to the transaction. Covington & Burling LLP is acting as legal advisor to UCB on the transaction. KPMG is acting as accounting advisor.

BMO Capital Markets Corp. is acting as financial advisor to Engage Therapeutics. Morgan, Lewis & Bockius LLP is acting as legal advisor to Engage Therapeutics.

### About Engage Therapeutics

Engage Therapeutics, Summit, N.J., now a wholly-owned subsidiary of UCB, is a clinical stage pharmaceutical company with a deep-seated passion in epilepsy. Engage is developing *Staccato*<sup>®</sup> Alprazolam for the rapid termination of an active epileptic seizure.

### About UCB

UCB, Brussels, Belgium ([www.ucb.com](http://www.ucb.com)) is a global biopharmaceutical company focused on the discovery and development of innovative medicines and solutions to transform the lives of people living with severe diseases of the immune system or of the central nervous system. With more than 7 500 people in approximately 40 countries, UCB generated revenue of € 4.9 billion in 2019. UCB is listed on Euronext Brussels (symbol: UCB). Follow us on Twitter: @UCB\_news

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### Forward looking statements UCB

This press release may contain forward-looking statements including, without limitation, statements containing the words

“believes”, “anticipates”, “expects”, “intends”, “plans”, “seeks”, “estimates”, “may”, “will”, “continue” and similar expressions. These forward-looking statements are based on current plans, estimates and beliefs of management. All statements, other than statements of historical facts, are statements that could be deemed forward-looking statements, including estimates of revenues, operating margins, capital expenditures, cash, other financial information, expected legal, arbitration, political, regulatory or clinical results or practices and other such estimates and results. By their nature, such forward-looking statements are not guarantees of future performance and are subject to known and unknown risks, uncertainties and assumptions which might cause the actual results, financial condition, performance or achievements of UCB, or industry results, to differ materially from those that may be expressed or implied by such forward-looking statements contained in this press release. Important factors that could result in such differences include: the global spread and impact of COVID-19, changes in general economic, business and competitive conditions, the inability to obtain necessary regulatory approvals or to obtain them on acceptable terms or within expected timing, costs associated with research and development, changes in the prospects for products in the pipeline or under development by UCB, effects of future judicial decisions or governmental investigations, safety, quality, data integrity or manufacturing issues; potential or actual data security and data privacy breaches, or disruptions of our information technology systems, product liability claims, challenges to patent protection for products or product candidates, competition from other products including biosimilars, changes in laws or regulations, exchange rate fluctuations, changes or uncertainties in tax laws or the administration of such laws, and hiring and retention of its employees. There is no guarantee that new product candidates will be discovered or identified in the pipeline, will progress to product approval or that new indications for existing products will be developed and approved. Movement from concept to commercial product is uncertain; preclinical results do not guarantee safety and efficacy of product candidates in humans. So far, the complexity of the human body cannot be reproduced in computer models, cell culture systems or animal models. The length of the timing to complete clinical trials and to get regulatory approval for product marketing has varied in the past and UCB expects similar unpredictability going forward. Products or potential products which are the subject of partnerships, joint ventures or licensing collaborations may be subject to differences disputes between the partners or may prove to be not as safe, effective or commercially successful as UCB may have believed at the start of such partnership. UCB’ efforts to acquire other products or companies and to integrate the operations of such acquired companies may not be as successful as UCB may have believed at the moment of acquisition. Also, UCB or others could discover safety, side effects or manufacturing problems with its products and/or devices after they are marketed. The discovery of significant problems with a product similar to one of UCB’s products that implicate an entire class of products may have a material adverse effect on sales of the entire class of affected products. Moreover, sales may be impacted by international and domestic trends toward managed care and health care cost containment, including pricing pressure, political and public scrutiny, customer and prescriber patterns or practices, and the reimbursement policies imposed by third-party payers as well as legislation affecting biopharmaceutical pricing and reimbursement activities and outcomes. Finally, a breakdown, cyberattack or information security breach could compromise the confidentiality, integrity and availability of UCB’s data and systems.

Given these uncertainties, you should not place undue reliance on any of such forward-looking statements. There can be no guarantee that the investigational or approved products described in this press release will be submitted or approved for sale or for any additional indications or labelling in any market, or at any particular time, nor can there be any guarantee that such products will be or will continue to be commercially successful in the future.

UCB is providing this information, including forward-looking statements, only as of the date of this press release and it does not reflect any potential impact from the evolving COVID-19 pandemic, unless indicated otherwise. UCB is following the worldwide developments diligently to assess the financial significance of this pandemic to UCB. UCB expressly disclaims any duty to update any information contained in this press release, either to confirm the actual results or to report or reflect any change in its forward-looking statements with regard thereto or any change in events, conditions or circumstances on which any such statement is based, unless such statement is required pursuant to applicable laws and regulations.

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