Amgen To Acquire Privately-Held Dezima Pharma

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Strengthens Amgen's Cardiovascular Portfolio With Late-Stage, Oral CETP Inhibitor

THOUSAND OAKS, Calif. and NAARDEN, Netherlands, Sept. 16, 2015 /PRNewswire/ -- Amgen (NASDAQ:AMGN) and Dezima Pharma B.V. (Dezima) today announced that the companies have entered into a definitive acquisition agreement under which Amgen will acquire Dezima, a privately-held, Netherlands-based biotechnology company focused on developing innovative treatments for dyslipidemia. Dezima shareholders have approved the agreement.

"With the recent launches of Repatha™ (evolocumab) and Corlanor® (ivabradine), and today's acquisition of Dezima, Amgen is proud to be on the leading edge of an exciting new wave of treatments for cardiovascular disease, an illness impacting millions of people worldwide," said Robert A. Bradway, chairman and chief executive officer at Amgen.

Dezima's lead molecule is TA-8995, an oral, once-daily cholesteryl ester transfer protein (CETP) inhibitor. In a Phase 2b clinical trial for dyslipidemia, TA-8995 reduced low-density lipoprotein cholesterol (LDL-C) by 45 to 48 percent compared to baseline. LDL-C reduction was consistent when TA-8995 was administered as monotherapy or in combination with statins. The most common adverse events were nasopharyngitis and headache.

"TA-8995 has demonstrated dramatic LDL-C lowering," said Sean E. Harper, M.D., executive vice president of Research and Development at Amgen. "With a portfolio of TA-8995 and Repatha, our recently launched LDL-C lowering PCSK9 inhibitor, we will be able to offer more treatment options with different mechanisms of action and modes of administration across varying LDL-C levels and risk profiles."

Under the terms of the agreement, Amgen will pay $300 million in cash at closing and up to $1.25 billion in additional payments if certain development and sales milestones are achieved. Low single-digit royalties will be paid on net product sales above a certain threshold. The agreement is subject to customary closing conditions, including regulatory approvals, and is expected to close in the fourth quarter of this year. Following the completion of the transaction, Dezima Pharma, which originally licensed rights to TA-8995 from Mitsubishi Tanabe Pharma Corporation (MTPC), will become a wholly owned subsidiary of Amgen. MTPC will receive from Dezima a portion of the upfront payment, future development and sales milestone payments, and royalties on net product sales if a certain threshold is reached. MTPC will also retain development and commercialization rights to TA-8995 in certain territories in Asia, including Japan.

"We are delighted to join Amgen as the company has shown impressive leadership in the cardiovascular space by their rapid and state-of-the-art development program for Repatha, their injectable PCSK9 inhibitor," said Rob de Ree, chief executive officer of Dezima. "Owning both Repatha and TA-8995, each innovative and complementary therapies with the potential to serve a broad range of patients with high cholesterol, will further solidify Amgen's position in the future treatment of dyslipidemia."

Covington & Burling and De Brauw Blackstone Westbroek served as legal counsel to Amgen. NautaDutilh served as legal counsel and Moelis & Company served as a financial advisor to Dezima.

Amgen's cardiovascular portfolio includes Repatha, Corlanor and omecamtiv mecarbil.

Repatha was approved by the U.S. Food and Drug Administration (FDA) in August. In the U.S. it is indicated as an adjunct to diet and maximally tolerated statin therapy for the treatment of adults with heterozygous familial hypercholesterolemia (HeFH) or clinical atherosclerotic cardiovascular disease (ASCVD), who require additional lowering of LDL-C; and as an adjunct to diet and other LDL-lowering therapies for the treatment of patients with homozygous familial hypercholesterolemia (HoFH), who require additional lowering of LDL-C.

In July, the European Commission (EC) granted marketing authorization for Repatha for the treatment of adults with primary hypercholesterolemia or mixed dyslipidemia, as an adjunct to diet in combination with a statin or statin with other lipid-lowering therapies in patients unable to reach LDL-C goals with the maximum tolerated dose of a statin, or alone or in combination with other lipid-lowering therapies in patients who are statin-intolerant, or from whom a statin is contraindicated; and as a treatment of adults and adolescents aged 12 years and over with homozygous familial hypercholesterolemia in combination with other lipid-lowering therapies.

The effect of Repatha on cardiovascular morbidity and mortality has not been determined.

Corlanor was approved by the FDA in April to reduce the risk of hospitalization for worsening heart failure in patients with stable, symptomatic chronic heart failure with left ventricular ejection fraction (LVEF) ≤ 35 percent, who are in sinus rhythm with resting heart rate ≥ 70 beats per minute (bpm) and either are on maximally tolerated doses of beta blockers or have a contraindication to beta blocker use.

Omecamtiv mecarbil is a small molecule activator of cardiac myosin in Phase 2, which is being investigated for the treatment of heart failure in collaboration with Cytokinetics.

About Cholesteryl Ester Transfer Protein (CETP)
The Cholesteryl Ester Transfer Protein (CETP) facilitates the transfer of cholesterol from HDL to other lipoproteins including LDL, in exchange for triglycerides. The CETP mediated transfer of cholesterol into LDL particles results into maturation of those LDL particles to more atherogenic LDL particles, which contribute to macrophage foam cell, and eventually plaque formation. Large Mendelian randomization, epidemiological, and preclinical studies have provided evidence for the notion that CETP activity is inversely related to cardiovascular mortality and reduced activity of CETP by pharmaceutical means or by naturally occurring mutations in the CETP gene results in increased HDL and decreased LDL levels. This provides a rationale for inhibition of CETP activity as a therapeutic intervention in dyslipidemic conditions characterized by either low HDL or high LDL cholesterol.

About Dezima Pharma
Dezima Pharma was founded in 2012 by John Kastelein, professor of medicine at the Department of Vascular Medicine at the Academic Medical

Center of the University of Amsterdam, The Netherlands, and financed by Forbion Capital Partners, BioGeneration Ventures and New Science Ventures, and a EUR 5m loan (Innovation Credit) from the Dutch government through RVO, an agency of the Dutch Ministry of Economic Affairs, to develop novel products to treat dyslipidemic patients suffering from cardiovascular disease. TA-8995 is a CETP inhibitor. The company has a Scientific Advisory Board including world-leading experts in the dyslipidemia space such as Dr. Philip Barter, professor at The Heart Research Institute, Sydney, Australia, and Dr. Bryan Brewer, senior research consultant of Lipoprotein and Atherosclerosis Research at the Medstar Research Institute, Washington, D.C.

About Amgen Cardiovascular
Building on more than three decades of experience in developing biotechnology medicines for patients with serious illnesses, Amgen is dedicated to addressing important scientific questions to advance care and improve the lives of patients with cardiovascular disease, the leading cause of morbidity and mortality worldwide.[1] Amgen's research into cardiovascular disease, and potential treatment options, is part of a growing competency at Amgen that utilizes human genetics to identify and validate certain drug targets. Through its own research and development efforts, as well as partnerships, Amgen is building a robust cardiovascular portfolio consisting of several approved and investigational molecules in an effort to address a number of today's important unmet patient needs, such as high cholesterol and heart failure.

Important Safety Information About Repatha
Repatha™ is contraindicated in patients with a history of a serious hypersensitivity reaction to Repatha. Hypersensitivity reactions (e.g. rash, urticaria) have been reported in patients treated with Repatha, including some that led to discontinuation of therapy. If signs or symptoms of serious allergic reactions occur, discontinue treatment with Repatha, treat according to the standard of care, and monitor until signs and symptoms resolve.

The most common adverse reactions (> 5% of Repatha-treated patients and more common than placebo) were: nasopharyngitis, upper respiratory tract infection, influenza, back pain, and injection site reactions.

In a 52-week trial, adverse reactions led to discontinuation of treatment in 2.2% of Repatha-treated patients and 1% of placebo-treated patients. The most common adverse reaction that led to Repatha treatment discontinuation and occurred at a rate greater than placebo was myalgia (0.3% versus 0% for Repatha and placebo, respectively).

Adverse reactions from a pool of the 52-week trial and seven 12-week trials, included:

Local injection site reactions that occurred in 3.2% and 3.0% of Repatha-treated and placebo-treated patients, respectively. The most common injection site reactions were erythema, pain, and bruising. The proportions of patients who discontinued treatment due to local injection site reactions in Repatha-treated patients and placebo-treated patients were 0.1% and 0%, respectively.

Allergic reactions occurred in 5.1% and 4.6% of Repatha-treated and placebo-treated patients, respectively. The most common allergic reactions were rash (1.0% versus 0.5% for Repatha and placebo, respectively), eczema (0.4% versus 0.2%), erythema (0.4% versus 0.2%), and urticaria (0.4% versus 0.1%).

Neurocognitive events were reported in less than or equal to 0.2% in Repatha-treated and placebo-treated patients.

In a pool of placebo- and active-controlled trials, as well as open-label extension studies that followed them, a total of 1609 patients treated with Repatha had at least one LDL-C value < 25 mg/dL. Changes to background lipid-altering therapy were not made in response to low LDL-C values, and Repatha dosing was not modified or interrupted on this basis. Although adverse consequences of very low LDL-C were not identified in these trials, the long-term effects of very low levels of LDL-C induced by Repatha are unknown.

Musculoskeletal adverse reactions were reported in 14.3% of Repatha-treated patients and 12.8% of placebo-treated patients. The most common adverse reactions that occurred at a rate greater than placebo were back pain (3.2% versus 2.9% for Repatha and placebo, respectively), arthralgia (2.3% versus 2.2%), and myalgia (2.0% versus 1.8%).

In 49 patients with homozygous familial hypercholesterolemia studied in a 12-week, double-blind, randomized, placebo-controlled trial, 33 patients received 420 mg of Repatha subcutaneously once monthly. The adverse reactions that occurred in at least 2 (6.1%) Repatha-treated patients and more frequently than in placebo-treated patients, included upper respiratory tract infection (9.1% versus 6.3%), influenza (9.1% versus 0%), gastroenteritis (6.1% versus 0%), and nasopharyngitis (6.1% versus 0%).

Repatha is a human monoclonal antibody. As with all therapeutic proteins, there is a potential for immunogenicity with Repatha.

Important Safety Information About Corlanor

- **Contraindications:** Corlanor® is contraindicated in patients with acute decompensated heart failure, blood pressure < 90/50 mmHg, sick sinus syndrome, sinoatrial block, 3rd degree AV block (unless a functioning demand pacemaker is present), a resting heart rate < 60 bpm prior to treatment, severe hepatic impairment, pacemaker dependence (heart rate imposed exclusively by the pacemaker) and concomitant use of strong cytochrome P450 3A4 (CYP3A4) inhibitors.
- **Fetal Toxicity:** Corlanor® may cause fetal toxicity when administered to a pregnant woman.
- **Atrial Fibrillation:** Corlanor® increases the risk of atrial fibrillation. The rate of atrial fibrillation in patients treated with Corlanor® compared to placebo was 5% vs. 3.9% per patient-year, respectively.
- **Bradycardia and Conduction Disturbances:** Bradycardia, sinus arrest and heart block have occurred with Corlanor®. Concurrent use of verapamil or diltiazem also increases Corlanor® exposure and should be avoided. Avoid use of Corlanor® in patients with 2nd degree atrioventricular block unless a functioning demand pacemaker is present.
- **Adverse Reactions:** The most common adverse drug reactions in the SHIFT study occurring in ≥ 1% higher on Corlanor® than placebo were bradycardia (10% vs. 2.2%), hypertension or increased blood pressure (8.9% vs. 7.8%), atrial fibrillation (8.3% vs. 6.6%), and luminous phenomena (phosphenes) or visual brightness (2.8% vs. 0.5%).

About Amgen
Amgen is committed to unlocking the potential of biology for patients suffering from serious illnesses by discovering, developing, manufacturing and delivering innovative human therapeutics. This approach begins by using tools like advanced human genetics to unravel the complexities of disease and understand the fundamentals of human biology.

Amgen focuses on areas of high unmet medical need and leverages its biologics manufacturing expertise to strive for solutions that improve health outcomes and dramatically improve people's lives. A biotechnology pioneer since 1980, Amgen has grown to be one of the world's leading independent biotechnology companies, has reached millions of patients around the world and is developing a pipeline of medicines with breakaway potential.

For more information, visit www.amgen.com and follow us on www.twitter.com/amgen.

Forward-Looking Statements
This news release contains forward-looking statements that are based on the current expectations and beliefs of Amgen Inc. and its subsidiaries (Amgen) and are subject to a number of risks, uncertainties and assumptions that could cause actual results to differ materially from those described. All statements, other than statements of historical fact, are statements that could be deemed forward-looking statements, including estimates of revenues, operating margins, capital expenditures, cash, other financial metrics, expected legal, arbitration, political, regulatory or clinical results or practices, customer and prescriber patterns or practices, reimbursement activities and outcomes and other such estimates and results. Forward-looking statements involve significant risks and uncertainties, including those discussed below and more fully described in the Securities and Exchange Commission (SEC) reports filed by Amgen Inc., including Amgen Inc.'s most recent annual report on Form 10-K and any subsequent periodic reports on Form 10-Q and Form 8-K. Please refer to Amgen Inc.'s most recent Forms 10-K, 10-Q and 8-K for additional information on the uncertainties and risk factors related to Amgen's business. Unless otherwise noted, Amgen is providing this information as of Sept. 16, 2015, and expressly disclaims any duty to update information contained in this news release.

No forward-looking statement can be guaranteed and actual results may differ materially from those Amgen projects. Discovery or identification of new product candidates or development of new indications for existing products cannot be guaranteed and movement from concept to product is uncertain; consequently, there can be no guarantee that any particular product candidate or development of a new indication for an existing product will be successful and become a commercial product. Further, preclinical results do not guarantee safe and effective performance of product candidates in humans. The complexity of the human body cannot be perfectly, or sometimes, even adequately modeled by computer or cell culture systems or animal models. The length of time that it takes for Amgen and its partners to complete clinical trials and obtain regulatory approval for product marketing has in the past varied and Amgen expects similar variability in the future. Amgen develops product candidates internally and through licensing collaborations, partnerships and joint ventures. Product candidates that are derived from relationships may be subject to disputes between the parties or may prove to be not as effective or as safe as Amgen may have believed at the time of entering into such relationship. Also, Amgen or others could identify safety, side effects or manufacturing problems with Amgen's products after they are on the market. Amgen's business may be impacted by government investigations, litigation and product liability claims. If Amgen fails to meet the compliance obligations in the corporate integrity agreement between Amgen and the U.S. government, Amgen could become subject to significant sanctions. Amgen depends on third parties for a significant portion of its manufacturing capacity for the supply of certain of its current and future products and limits on supply may constrain sales of certain of its current products and product candidate development.

In addition, sales of Amgen's products are affected by the reimbursement policies imposed by third-party payers, including governments, private insurance plans and managed care providers and may be affected by regulatory, clinical and guideline developments and domestic and international trends toward managed care and healthcare cost containment as well as U.S. legislation affecting pharmaceutical pricing and reimbursement. Government and others' regulations and reimbursement policies may affect the development, usage and pricing of Amgen's products. In addition, Amgen competes with other companies with respect to some of its marketed products as well as for the discovery and development of new products. Amgen believes that some of its newer products, product candidates or new indications for existing products, may face competition when and as they are approved and marketed. Amgen's products may compete against products that have lower prices, established reimbursement, superior performance, are easier to administer, or that are otherwise competitive with its products. In addition, while Amgen and its partners routinely obtain patents for their products and technology, the protection of Amgen's products offered by patents and patent applications may be challenged, invalidated or circumvented by its competitors and there can be no guarantee of Amgen's or its partners' ability to obtain or maintain patent protection for Amgen's products or product candidates. Amgen cannot guarantee that it will be able to produce commercially successful products or maintain the commercial success of its existing products. Amgen's stock price may be affected by actual or perceived market opportunity, competitive position and success or failure of its products or product candidates. Further, the discovery of significant problems with a product similar to one of Amgen's products that implicate an entire class of products could have a material adverse effect on sales of the affected products and on Amgen's business and results of operations. Amgen's efforts to integrate the operations of companies it has acquired may not be successful. Amgen may experience difficulties, delays or unexpected costs and not achieve anticipated cost savings from its ongoing restructuring plan. Amgen's business performance could affect or limit the ability of Amgen's Board of Directors to declare a dividend or their ability to pay a dividend or repurchase Amgen common stock.

The scientific information discussed in this news release related to Amgen's product candidates is preliminary and investigative. Such product candidates are not approved by the U.S. Food and Drug Administration (FDA), and no conclusions can or should be drawn regarding the safety or effectiveness of the product candidates.

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