Sumitomo Dainippon Pharma

Innovation today, healthier tomorrows

Memorandum of Understanding for Strategic Alliance with Roivant Sciences

September 6, 2019

Sumitomo Dainippon Pharma Co., Ltd.

Disclaimer Regarding Forward-looking Statements

This material contains forecasts, projections, targets, plans, and other forward-looking statements regarding the Group's financial results and other data. Such forward-looking statements are based on the Company's assumptions, estimates, outlook, and other judgments made in light of information available at the time of preparation of such statements and involve both known and unknown risks and uncertainties.
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Overview of Memorandum of Understanding for Strategic Alliance

Overview of Memorandum of Understanding

■ **In September 2019, we entered into memorandum of understanding with respect to stock acquisition for select Roivant subsidiaries, equity investment in Roivant, and acquisition of technology platforms**

■ **Overview of Memorandum of Understanding**

- The two companies will continue to conduct necessary due diligence and engage in mutual consultations as required as they work toward the conclusion of a legally binding definitive agreement by the end of October 2019

Stock Acquisition of Subsidiaries	Acquires Roivant's interests in 5 of its subsidiaries
Obtaining Options	Obtains options to acquire Roivant's interests in 6 of its subsidiaries
Acquisition of Platforms and Cooperation	• Acquires Roivant's pharma-related technology platform & data technology talent • Enters into partnership for utilization of technology from IT subsidiaries that remain Roivant subsidiaries
Subscription for Shares in Roivant	Acquires over 10% of Roivant shares

11 companies subject to stock acquisition or option agreement collectively have over 25 innovative clinical programs

* Memorandum of understanding is not-legally binding except for certain stipulations

■ **Consideration for stock acquisition and transfer of technologies**

- Approx. US $3 billion (approx. 320 billion yen)

■ **Schedule**

- Signing of definitive agreement: End of October 2019 (Scheduled)
- Stock acquisitions and transfer pharma-related technology platforms: Subject to customary closing conditions

Overview of Roivant Sciences

Overview of Roivant Sciences

- **Name**: Roivant Sciences Ltd.
- **Established**: April 2014
- **Headquarters**: London, UK / Basel, Switzerland
- **Representative**: Vivek Ramaswamy,
  Founder and CEO of Roivant Sciences, Inc.
- **Employees:** More than 900 (consolidated)

- **Businesses**:
  - Builds “Vants” as subsidiaries – nimble, focused companies that develop innovative medicines and healthcare technologies
  - Has pharma-related platform and data technology talent

ROIVANT SCIENCES

DrugOme Technology
(Unique data analytics platform for accelerating pipeline acquisition and clinical development)

Digital Innovation Technology
(Platform for optimizing business processes through data analysis)

4 out of 5 Roivant subsidiaries subject to stock acquisition

Myovant Sciences
(Women’s Health and Prostate Cancer)

Urovant Sciences
(Urology)

Enzyvant Therapeutics
(Pediatric Rare Diseases)

Altavant Sciences
(Respiratory Rare Diseases)

Metavant Sciences
(Cardiometabolic Diseases)

Dermavant Sciences
(Dermatology)

Sinovant Sciences
(Greater China Drug Development)

Genevant Sciences
(RNA Therapeutics)

Cytovant Sciences
(Asia Cell Therapies)

Axovant Gene Therapies
(Neurological Gene Therapies)

Arbutus Biopharma
(Hepatitis B)

Respivant Sciences
(Respiratory Diseases)

Immunovant Sciences
(Immunology)

Aruvant Sciences
(Hematological Gene Therapies)

Alyvant
(Tech-Enabled Pharma Commercialization)

Datavant
(Healthcare Data)

<Reference> The name of Vants is from the Roivant website

Leadership of Roivant Companies

President and Chief Executive Officer, Myovant

- Former CMO at Medivation
- Led development of XTANDI® for metastatic castration-resistant prostate cancer

Lynn Seely

Chief Executive Officer, Altavant

- Former Chief Development Officer at Roivant, held senior roles at Gilead and Pharmasset
- Led development of SOVALDI® / HARVONI®, the top selling cure for Hepatitis C

Bill Symonds

President and Chief Executive Officer, Urovant

- Former President and CEO at Avanir through $3.5 billion USD sale to Otsuka in 2014
- Responsible for developing and executing the corporate strategy that led to the approval and commercialization of NUEDEXTA®

Keith Katkin

Chief Executive Officer, Enzyvant

- Former SVP, Global Franchise Head of Complement at Alexion
- More than two decades of experience in U.S. and global commercial leadership and marketing, including launching multiple medicines

Rachelle Jacques

Roivant's Business Model

1. **Smaller is generally better**
2. **Align incentives**
3. **Focus on value, rather than historical strategic commitments**
4. **Recruit top talent from within and beyond biopharma**
5. **Use data and deploy technology in all areas of the business**

Key Pipelines of Roivant Companies

Product Code	Company	Proposed Indication	Development Stage
RVT-802	Enzyvant	Pediatric congenital athymia	Phase 3
Relugolix	Myovant	Uterine fibroids, endometriosis, prostate cancer	
Vibegron	Urovant	Overactive bladder, overactive bladder in men with BPH	
Tapinarof	Dermavant	Psoriasis	
Lefamulin	Sinovant	Community-acquired pneumonia	
Derazantinib		Intrahepatic cholangiocarcinoma	
SNV-003		Delayed graft function	
		Acute kidney injury	Phase 2
Naronapride		Constipation	
Rodatristat ethyl	Altavant	Pulmonary arterial hypertension	
ARU-1801	Aruvant	Sickle cell disease	
AXO-LENTI-PD	Axovant	Parkinson's disease	
CVT-DC-01	Cytovant	Acute myeloid leukemia (AML)	
Tapinarof	Dermavant	Atopic dermatitis	
IMVT-1401	Immunovant	Myasthenia gravis	
		Graves' ophthalmopathy	
RVT-1501	Metavant	Diabetes	
MVT-602	Myovant	Female infertility	
RVT-1601	Respivant	Idiopathic pulmonary fibrosis (IPF) with chronic cough	
Vibegron	Urovant	IBS-associated pain	

<Reference> The information posted on the Roivant website, modified by Sumitomo Dainippon Pharma

Objectives to Achieve after Definitive Agreement with Roivant

Stock Acquisition of Subsidiaries of Roivant

- Acquires controlling interest in (4 out of 5 companies):
  - Myovant Sciences ~46% ownership: Listed on New York Stock Exchange
  - Urovant Sciences ~75% ownership: Listed on Nasdaq
  - Enzyvant Therapeutics Privately held by Roivant
  - Altavant Sciences Privately held by Roivant
- Obtains options to acquire Roivant's ownership interests in six additional subsidiaries

Significance of Acquisition

- Acquisition of controlling interests in Roivant subsidiaries with numerous innovative compounds
  - Relugolix (uterine fibroids, endometriosis, prostate cancer)
  - Vibegron (overactive bladder (OAB), OAB in men with benign prostate hyperplasia, IBS-associated pain)
  - RVT-802 (pediatric congenital athymia)
  - Rodatristat ethyl (pulmonary arterial hypertension (PAH))
  - +α

Potential future post-LATUDA® assets

Pipelines of Subsidiaries to Be Acquired

Product	Characteristics	Indication	Phase	Plan	Originator	Development
Relugolix	Oral, once-a-day, small molecule GnRH (gonadotropin-releasing hormone) receptor antagonist	Uterine fibroids	Phase 3 complete	NDA submission FY2019 (U.S.)	Takeda Pharmaceutical Company Ltd.	Myovant
		Endometriosis	Phase 3	Phase 3 results FY2019-2020		
		Prostate cancer	Phase 3	Phase 3 results FY2019		
Vibegron	Oral, once-a-day, small molecule beta-3 adrenergic receptor agonist	Overactive bladder (OAB)	Phase 3 complete	NDA submission FY2019 (U.S.)	Merck Sharp & Dohme Corp.	Urovant
		OAB in men with BPH	Phase 3	Phase 3/Part 1 results FY2019		
		IBS-associated pain	Phase 2a	Phase 2a results FY2019-2020		
RVT-802	・Treatment of infants with congenital athymia by culturing thymus tissue obtained during cardiac surgery and implanting the cultured thymus tissue into quadriceps ・Granted Breakthrough Therapy, Regenerative Medicine Advanced Therapy, Orphan Drug designations and Rare Pediatric Disease by the US Food and Drug Administration (FDA)	Pediatric congenital athymia	Applied (U.S.)	Approval decision FY2019 (U.S.)	Duke University	Enzyvant
Rodatristat ethyl	Prodrug of orally administered tryptophan hydroxylase (TPH) inhibitor	Pulmonary arterial hypertension (PAH)	Phase 2a	Phase 2a results FY2019-2020	Karos Pharmaceuticals, Inc.	Altavant

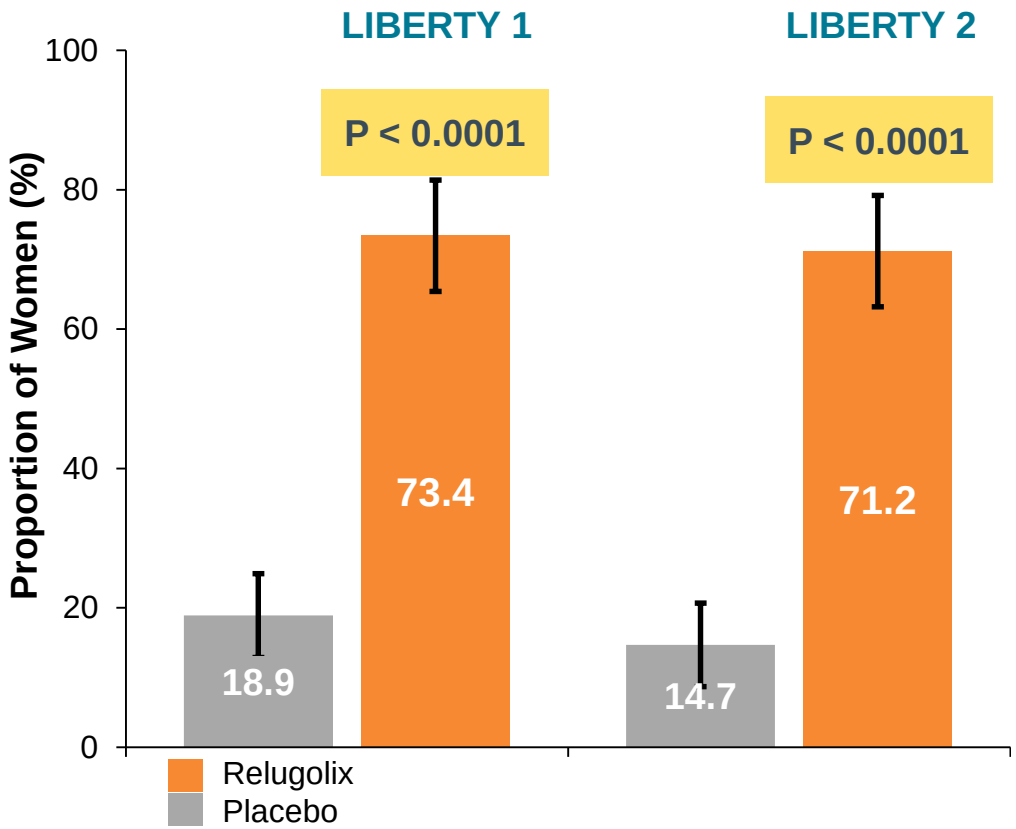
<Reference> The information posted on the Roivant website, modified by Sumitomo Dainippon Pharma

Overview of Relugolix

- **Originator**: Takeda Pharmaceutical Company Ltd.
- **Development**: Myovant Sciences
- **Development Stage**: Phase 3
  (uterine fibroids, endometriosis, prostate cancer)
- **Characteristics**:
  - Oral, once-a-day, small molecule GnRH (gonadotropin-releasing hormone) receptor antagonist
  - Reduces sex hormone levels by inhibiting pituitary GnRH receptors and suppresses estrogen and progesterone in women and testosterone in men
- **Plan:**
  - Uterine fibroids: NDA submission FY2019 (U.S.)
  - Endometriosis: Phase 3 topline results FY2019-2020
  - Prostate cancer: Phase 3 topline results FY2019

- **Uterine Fibroids Phase 3 Study Results:**
  - Design of clinical trial: Double-blind placebo-controlled study
    Combination of relugolix (40mg), estradiol (1.0mg) and norethindrone acetate (0.5mg), once-a day
  - Efficacy: Achieved primary endpoint
  - Safety: Well tolerated compared to placebo
  - Plan: NDA submission in FY2019 in the U.S. based on these clinical studies

Primary Endpoint: Proportion of women who had a menstrual blood loss (MBL) of less than 80mL and at least a 50% reduction in menstrual blood loss from baseline during the last 35 days of the treatment



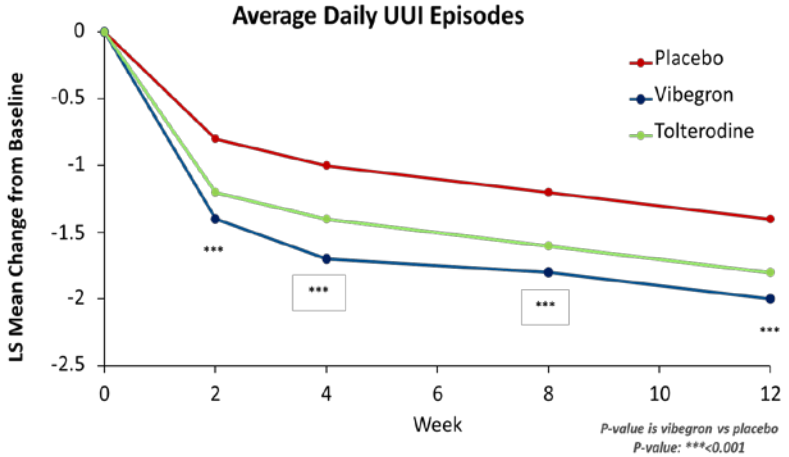
<Reference> The information posted on the Roivant website, modified by Sumitomo Dainippon Pharma

Overview of Vibegron

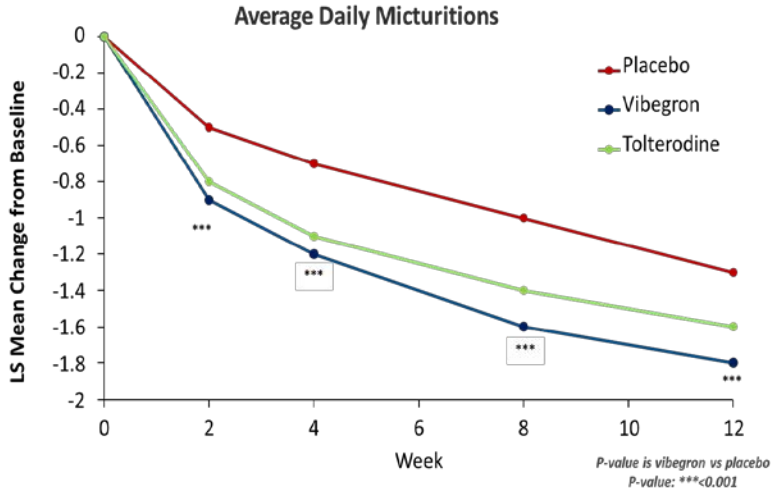
- **Originator**: Merck Sharp & Dohme Corp.
- **Development**: Urovant Sciences
- **Development Stage**: Phase 3 (overactive bladder (OAB), OAB in men with BPH)
  Phase 2a (IBS-associated pain)
- **Characteristics**:
  - Oral, once-a-day, small molecule beta-3 adrenergic receptor agonist
  - Selectively acts on beta-3 adrenergic receptor and increases urine accumulation function by relaxing the bladder, which potentially improves symptoms of urinary urgency, frequent urination and urge incontinence
- **Plan**:
  - OAB: NDA submission FY2019 (U.S.)
  - OAB in men with BPH: Phase 3 Part 1 results FY2019
  - IBS-associated pain: Phase 2a topline results FY2019-2020
- **OAB Phase 3 Study Results:**
  - Design of clinical trial: Double-blind placebo-controlled study (Vibegron: 75mg, once-a-day)
  - Efficacy: Achieved both primary endpoints
  - Safety: Well tolerated compared to placebo
  - Plan: NDA submission in FY2019 in the U.S. based on this study

<Reference> The information posted on the Roivant website, modified by Sumitomo Dainippon Pharma

Co-Primary Endpoint: Change in the average number of urge urinary incontinence episodes per 24 hours from baseline



Co-Primary Endpoint: Change in the average number of micturitions per 24 hours from baseline



Pharma-Related Technology Platforms Transfer and Alliance

Significance of Pharma-Related Technology Platforms Transfer and Alliance

- Bolster efficiency of drug development
- Accelerate digital transformation

Contribution to sustainable growth after FY2023

Sumitomo Dainippon Pharma

ROIVANT SCIENCES

Roivant's technology to acquire

- **DrugOme Technology**
  (Unique data analytics platform for accelerating pipeline acquisition and clinical development)
- **Digital Innovation Technology**
  (Platform for optimizing business processes through data analysis)

Alliance
Mutual utilization of technologies and services

Healthcare IT subsidiaries

- **Datavant**
  (Platform with de-identification and linking technology of multiple external healthcare data to facilitate their use)
- **Alyvant**
  (Platform for increasing efficiency of sales and marketing activities for pharmaceutical products through big data analytics)

✓ Acquires pharma-related technology platforms
✓ Acquires data technology talent

Maximizes the value of our products including pipelines acquired by this Strategic Alliance

Overview of Platforms

DrugOme

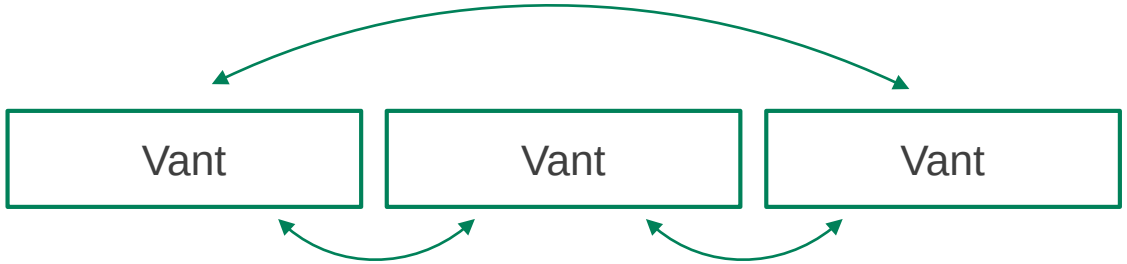
- ✓ Data science-driven platform with centralized database for accelerating pipeline acquisition and clinical development

Example Digital Solutions

- *New asset idea generation*
- *Interactive map of asset landscape*
- *Detailed market assessment*
- *Toxicology risk assessment*
- *Clinical trial enrollment*

Digital Innovation

- ✓ Increasing work efficiency through the use of healthcare IT by Digital Innovators (technologists) at each Vant
- ✓ Digital solutions are shared across Vants



Example Digital Solutions

- *Rare disease patient identification*
- *Operational risk monitoring*
- *Salesforce optimization*
- *Automation of trial oversight*
- *Automated sub-group efficacy analyses*

Summary

- To acquire promising, future post-LATUDA® compounds
- To acquire platform technologies (DrugOme and Digital Innovation) and talent

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Stock Acquisition	Pharma-Related Technology Platforms Transfer	Cooperation with Technology Vants
Subsidiaries of Roivant Sciences **Myovant Sciences** **Urovant Sciences** **Enzyvant Therapeutics** **Altavant Sciences** + one company	Technology of Roivant Sciences • **DrugOme Technology** (Unique data analytics platform for accelerating pipeline acquisition and clinical development) • **Digital Innovation Technology** (Platform for optimizing business processes through data analysis)	Healthcare IT Subsidiaries **Datavant** **Alyvant**

- Obtains options to acquire Roivant's interests in six additional companies, which will remain owned by Roivant until exercise
- Determine exercise of options by FY2024

Operates businesses as strong partners

Significance of Strategic Alliance

Acquire post-LATUDA® assets, early stage assets, platform technology (DrugOme and Digital Innovation), and talents. Realize to major change of Sumitomo Dainippon Pharma Group for sustainable growth

Key Issues

- Expand post-LATUDA® assets
- Expand pipeline by continued creation of innovative new drugs
- Meet needs for preventive medical care and for digital technologies
- Reinforce profitability of North America and Japan business
  Expand presence in China and Asia
- Enhance organizational capabilities to address changes in external environment

Major Revolution to Achieve Sustainable Growth

- Obtains multiple blockbuster products: relugolix and vibegron (planned NDA submissions in FY2019 in the U.S.), etc.

- Pipeline acquisition: possibility of acquiring over 25 innovative clinical programs
- Improves R&D productivity by utilizing DrugOme to enhance the capability of pipeline acquisition and R&D
- Possibility of acquiring gene therapy assets

- Adds to pipeline in Japan: multiple early-stage assets of rodatristat ethyl, etc.

- Introduces framework and talent that accelerate digital transformation to whole group
- Transformation to a flexible and speedy organizational culture

Our Vision

Aspire to establish a position as a "Global Specialized Player" with ability to meet increasingly diversified needs for healthcare

Global Specialized Player

Pharmaceuticals + Solutions

Medicine / Cell Therapy + Healthcare Solution (Frontier business)

Global leader in 3 areas

Psychiatry & Neurology / Oncology / Regenerative / Cell

Best in class focused on value

in 2033

Mid-term Business Plan 2022
Re-build Business Foundation

Establishment of growth engine + Building of flexible and efficient organization

Accelerating our growth

Sustainable growth driver after LATUDA® LOE + Transformation into a new business model based on data technology by DrugOme and Digital Innovation

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Innovation today, healthier tomorrows