

October 31, 2019

Sumitomo Dainippon Pharma Co., Ltd.

**Sumitomo Dainippon Pharma and Roivant Sciences Sign  
a Definitive Agreement for a Strategic Alliance**

Sumitomo Dainippon Pharma Co., Ltd. (Head Office: Osaka, Japan; Representative Director, President and CEO: Hiroshi Nomura) announced today that it has signed a definitive agreement for a Strategic Alliance with Roivant Sciences Ltd. (Head Offices: London and Basel; Founder & CEO: Vivek Ramaswamy).

Under this Strategic Alliance, Sumitomo Dainippon Pharma will acquire from Roivant its ownership interests in five companies (Myovant, Urovant, Enzyvant, Altavant, and Spirovant), options to acquire its ownership interests in additional six companies, over 10% of shares in Roivant, and selected healthcare technology platforms.

1. Overview of this Strategic Alliance

(1) Objectives of this Strategic Alliance

Sumitomo Dainippon Pharma is rebuilding its business foundation by pursuing core strategies laid out in the Mid-Term Business Plan 2022 which consists of the “establishment of a growth engine” and “building a flexible and efficient organization” in order to ensure sustained growth after expiration of U.S. market exclusivity of atypical antipsychotic LATUDA<sup>®</sup>, a key pillar of revenue for the Sumitomo Dainippon Pharma Group.

Roivant aims to improve health by rapidly delivering innovative medicines and technologies to patients. Roivant does this by building “Vants” – nimble, entrepreneurial biopharma and healthcare technology companies with a unique approach to sourcing talent, aligning incentives, and deploying technology to drive greater efficiency in R&D and commercialization.

Sumitomo Dainippon Pharma will aim to achieve mid- and long-term growth through this Strategic Alliance, which will not only enable Sumitomo Dainippon Pharma to acquire a rich pipeline with multiple development compounds that are expected to be launched by FY2022, including potential blockbusters, but which will also help the entire Sumitomo Dainippon Pharma Group to enhance its R&D productivity and accelerate digital transformation.

(2) Details of this Strategic Alliance

(i) Acquisition of shares of five Roivant subsidiaries

Sumitomo Dainippon Pharma will acquire Roivant’s ownership interests in five companies: Myovant Sciences Ltd. (women’s health and prostate cancer), Urovant Sciences Ltd. (urology), Enzyvant Therapeutics Ltd. (pediatric rare diseases), Altavant Sciences Ltd. (respiratory rare diseases), and Spirovant Sciences Ltd. (cystic fibrosis gene therapies). These Vants have a promising development pipeline with a total of nine products including multiple potential products expected to

be approved in the U.S. between FY2019 and FY2022, of which relugolix and vibegron are potential blockbusters.

Sumitomo Dainippon Pharma will also have options to acquire Roivant's ownership interests in six additional Vants, which will remain owned by Roivant after the closing of the Strategic Alliance transaction. Sumitomo Dainippon Pharma may exercise the options for each company by 2024. The eleven Vants involved in this Strategic Alliance collectively have over 25 innovative clinical programs. In addition, Sumitomo Dainippon Pharma will acquire a right of first refusal in relation to Roivant's ownership interests in Axovant Gene Therapies, Ltd.

(ii) Acquisition of shares in Roivant

Sumitomo Dainippon Pharma will acquire over 10% of Roivant's shares.

(iii) Acquisition of Roivant healthcare technology platforms

Sumitomo Dainippon Pharma will acquire Roivant's DrugOme technology and Digital Innovation technology, which Sumitomo Dainippon Pharma believes will contribute to increased efficiency of its drug development as well as digital transformation through the talented staff involved in these technologies.

(iv) Business alliance for utilization of healthcare technologies developed by Roivant subsidiaries  
Sumitomo Dainippon Pharma will sign an agreement to use the services of Datavant (which has a platform technology for the de-identification and linking of external healthcare data to facilitate their analysis) and Alyvant (which has a technology-enabled commercialization platform for real-time salesforce optimization), both of which are healthcare technology Vants that will remain Roivant subsidiaries. These agreements are expected to enable Sumitomo Dainippon Pharma to maximize the value of its product portfolio.

"I am happy to announce that we have reached an agreement on the Strategic Alliance with Roivant, one of the strategic investments that we are making to address our challenges laid out in the Mid-Term Business Plan 2022," said Hiroshi Nomura, Representative Director, President and CEO of Sumitomo Dainippon Pharma. "This Strategic Alliance allows us to not only acquire potential blockbusters and innovative health technology platforms developed by Roivant, but it will also enable us to deepen our relationship with Roivant, a company that possesses an innovative business model and underlying culture. We expect this relationship will contribute significantly to the establishment of a position as a 'Global Specialized Player' which we aspire to be in by 2033."

"We are proud to enter this unique Alliance with Sumitomo Dainippon Pharma," said Vivek Ramaswamy, Founder and CEO of Roivant Sciences. "We hope that our contributions to this Alliance will enable Sumitomo Dainippon Pharma to realize its vision to be a global leader in the biopharmaceutical industry. In addition, we believe that this Alliance will increase the long-term value of each Vant in the Alliance through a combination of strong financial backing and other

capabilities.”

(3) Method of stock acquisition, and consideration of and financing for the Strategic Alliance  
 Roivant will transfer its ownership interests in its five subsidiaries and its employees involved in healthcare technology to a company to be newly established by Roivant for the purpose of this Strategic Alliance, and Sumitomo Dainippon Pharma will acquire all the shares of this new company. In addition, Roivant will transfer its assets related to DrugOme and Digital Innovation to Sumitomo Dainippon Pharma. After the stock acquisition procedure is completed, Sumitomo Dainippon Pharma will financially consolidate the new parent company and the five subsidiary companies.

As consideration for this Strategic Alliance, Sumitomo Dainippon Pharma will pay a total of US\$3.0 billion (approximately ¥330 billion) to Roivant, which includes US\$2.0 billion (approximately ¥220 billion) for the acquisition of all the stock of Roivant’s 100%-owned new company and US\$1.0 billion (approximately ¥110 billion) for the acquisition of Roivant’s shares.

To finance these transactions, Sumitomo Dainippon Pharma will raise funds by taking into account maintenance of financial integrity. In more concrete terms, after using cash reserves and bridge loans, Sumitomo Dainippon Pharma will refinance by borrowing funds from financial institutions, other means, and hybrid financing and other means designed to raise funds that are capital in nature.

## 2. Overview of the five Roivant subsidiaries that move with the acquisition of the new company

(1)	Company name	Myovant Sciences Ltd.	
(2)	Address of headquarters	Suite 1, 3rd Floor 11-12 St. James’s Square London SW1Y 4LB United Kingdom	
(3)	Representative	Principal Executive Officer: Lynn Seely	
(4)	Business description	Research and development of drugs such as relugolix and MVT-602	
(5)	Share Capital	\$1 (in thousands)	
(6)	Establishment date	February 2, 2016	
(7)	Major shareholders and ownership ratio	~46% - Roivant Sciences Ltd. (Note)	
(8)	Relationship with Sumitomo Dainippon Pharma	Capital ties	There are no matters to note.
		Human relationship	There are no matters to note.
		Business relationship	There are no matters to note.
(9)	Consolidated operating results and financial position of the company over the last three years.  Unit: million US dollar (excluding consolidated net assets per share, consolidated net income per share and dividend per share)		

Fiscal year	FY2016	FY2017	FY2018
Consolidated net assets	\$166.8	\$37.7	\$4.3
Consolidated total assets	\$185.3	\$119.1	\$173.0
Consolidated net assets per share	\$3.39	\$0.63	\$0.06
Consolidated sales	—	—	—
Consolidated operating income	(\$55.9)	(\$141.1)	(\$264.8)
Net income attributable to parent company shareholders	(\$83.4)	(\$143.3)	(\$273.6)
Consolidated net income per share	(\$1.70)	(\$2.41)	(\$4.09)
Dividend per share	—	—	—

Note: The Definitive Agreement includes a closing condition for the stock transfer execution that measures should be taken to increase the number of shares to be acquired by Sumitomo Dainippon Pharma to exceed 50% of the issued and outstanding Myovant shares. The percentage of shares to be transferred will exceed 50%.

(1)	Company name	Urovant Sciences Ltd.		
(2)	Address of headquarters	Suite 1, 3rd Floor 11-12 St. James's Square London SW1Y 4LB United Kingdom		
(3)	Representative	Principal Executive Officer: Keith Katkin		
(4)	Business description	Research and development of drugs such as vibegron and URO-902		
(5)	Share Capital	\$1 (in thousands)		
(6)	Establishment date	January 27, 2016		
(7)	Major shareholders and ownership ratio	~75% - Roivant Sciences Ltd.		
(8)	Relationship with Sumitomo Dainippon Pharma	Capital ties	There are no matters to note.	
		Human relationship	There are no matters to note.	
		Business relationship	There are no matters to note.	
(9)	Consolidated operating results and financial position of the company over the last three years Unit: million US dollar (excluding consolidated net assets per share, consolidated net income per share and dividend per share)			
	Fiscal year	FY2016	FY2017	FY2018
	Consolidated net assets	\$3.9	\$7.1	\$74.8
	Consolidated total assets	\$4.8	\$13.0	\$100.1
	Consolidated net assets per share	\$1.46	\$0.41	\$2.97

Consolidated sales	—	—	—
Consolidated operating income	(\$27.1)	(\$37.0)	(\$110.8)
Net income attributable to parent company shareholders	(\$27.0)	(\$37.1)	(\$111.3)
Consolidated net income per share	(\$10.10)	(\$2.16)	(\$4.43)
Dividend per share	—	—	—

(1)	Company name	Enzyvant Therapeutics Ltd.		
(2)	Address of headquarters	Suite 1, 3rd Floor 11-12 St. James's Square London SW1Y 4LB United Kingdom		
(3)	Representative	Rachelle Jacques, CEO of Enzyvant Therapeutics		
(4)	Business description	Research and development of drugs such as RVT-802 and RVT-801		
(5)	Share Capital	\$0 (in thousands)		
(6)	Establishment date	January 27, 2016		
(7)	Major shareholders and ownership ratio	100.0% - Roivant Sciences Ltd.		
(8)	Relationship with Sumitomo Dainippon Pharma	Capital ties	There are no matters to note.	
		Human relationship	There are no matters to note.	
		Business relationship	There are no matters to note.	
(9)	Consolidated operating results and financial position of the company over the last three years Unit: million US dollar (excluding consolidated net assets per share, consolidated net income per share and dividend per share)			
	Fiscal year	FY2016	FY2017	FY2018
	Consolidated net assets	\$26.3	\$17.5	(\$6.0)
	Consolidated total assets	\$31.9	\$23.7	\$14.4
	Consolidated net assets per share	\$2.63	\$1.75	(\$0.60)
	Consolidated sales	—	—	—
	Consolidated operating income	(\$32.3)	(\$27.1)	(\$41.9)
	Net income attributable to parent company shareholders	(\$24.7)	(\$23.5)	(\$38.5)
	Consolidated net income per share	(\$3.23)	(\$2.76)	(\$4.18)
	Dividend per share	—	—	—

(1)	Company name	Altavant Sciences Ltd.
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(2)	Address of headquarters	Suite 1, 3rd Floor 11-12 St. James's Square London SW1Y 4LB United Kingdom		
(3)	Representative	Bill Symonds, CEO of Altavant Sciences		
(4)	Business description	Research and development of drugs such as rodatristat ethyl		
(5)	Share Capital	\$1 (in thousands)		
(6)	Establishment date	September 29, 2017		
(7)	Major shareholders and ownership ratio	100.0% - Roivant Sciences Ltd.		
(8)	Relationship with Sumitomo Dainippon Pharma	Capital ties	There are no matters to note.	
		Human relationship	There are no matters to note.	
		Business relationship	There are no matters to note.	
(9)	Consolidated operating results and financial position of the company over the last three years Unit: million US dollar (excluding consolidated net assets per share, consolidated net income per share and dividend per share)			
	Fiscal year	FY2016	FY2017	FY2018
	Consolidated net assets	NA	(\$0.3)	\$10.4
	Consolidated total assets	NA	\$0.0	\$17.2
	Consolidated net assets per share	NA	(\$0.03)	\$0.24
	Consolidated sales	NA	—	—
	Consolidated operating income	NA	(\$0.3)	(\$15.0)
	Net income attributable to parent company shareholders	NA	(\$0.3)	(\$15.3)
	Consolidated net income per share	NA	(\$0.03)	(\$0.35)
	Dividend per share	NA	—	—

Altavant was established in September 2017, there are no business results and financial figures for FY2016.

(1)	Company name	Spirovant Sciences Ltd.
(2)	Address of headquarters	Clarendon House, 2 Church Street, Hamilton, Bermuda HM11
(3)	Representative	Joan Lau, CEO of Spirovant Sciences
(4)	Business description	Research and development of drugs such as SPIRO-2101 and SPIRO-2102
(5)	Share Capital	—
(6)	Establishment date	February 5, 2019

(7)	Major shareholders and ownership ratio	100.0% - Roivant Sciences Ltd.		
(8)	Relationship with Sumitomo Dainippon Pharma	Capital ties	There are no matters to note.	
		Human relationship	There are no matters to note.	
		Business relationship	There are no matters to note.	
(9)	Consolidated operating results and financial position of the company over the last three years (US\$ in millions)			
	Fiscal year	FY2016	FY2017	FY2018
	Consolidated net assets	NA	NA	NA
	Consolidated total assets	NA	NA	NA
	Consolidated net assets per share	NA	NA	NA
	Consolidated sales	NA	NA	NA
	Consolidated operating income	NA	NA	NA
	Net income attributable to parent company shareholders	NA	NA	NA
	Consolidated net income per share	NA	NA	NA
	Dividend per share	NA	NA	NA

Spirovant was established in February 2019. No share capital received as of March 31, 2019. There are no business substantially for past three years.

### 3. Outline of the Strategic Alliance partner

(1)	Company name	Roivant Sciences Ltd.		
(2)	Address of headquarters	London, UK and Basel, Switzerland		
(3)	Representative	Vivek Ramaswamy, Founder and CEO of Roivant Sciences		
(4)	Business description	Establishment and management of subsidiaries in new drug development and healthcare technology fields, analysis of healthcare data		
(5)	Establishment date	April 7, 2014		
(6)	Relationship with Sumitomo Dainippon Pharma	Capital ties	There are no matters to note.	
		Human relationship	There are no matters to note.	
		Business relationship	There are no matters to note.	
		Status of related parties	There are no matters to note.	

The company decided not to disclose share capital, net assets, total assets, and major shareholders and ownership ratio as well as the operating results and financial status of strategic alliance partner for the last three years in accordance with the Seller's request.

4. Number of shares to be acquired, acquisition price, and status of shares owned before and after acquisition

(1)	Number of shares already acquired before transfer	Roivant five subsidiaries: 0 shares, (Number of voting rights: 0, Percentage of voting rights ownership: 0%)	
(2)	Number of shares to be acquired	Myovant Sciences Ltd.	40,765,599 shares (Note)
		Urovant Sciences Ltd.	22,860,013 shares
		Enzyvant Therapeutics Ltd.	75,000,000 shares
		Altavant Sciences Ltd.	75,000,000 shares
		Spirovant Sciences Ltd.	75,000,000 shares
(3)	Total value for the acquisition	Shares of five Roivant subsidiaries	Approximately 220 billion yen.
		Advisory fees, etc. (approximate amount)	Approximately 4 billion yen.
		Total (approximate amount)	Approximately 224 billion yen.
(4)	Number of shares already acquired after transfer	Myovant Sciences Ltd.	40,765,599 shares, (Number of voting rights: 40,765,599, Percentage of voting rights ownership: ~46%)
		Urovant Sciences Ltd.	22,860,013 shares, (Number of voting rights: 22,860,013, Percentage of voting rights ownership: ~75%)
		Enzyvant Therapeutics Ltd.	75,000,000 shares, (Number of voting rights: 75,000,000, Percentage of voting rights ownership: 100%)
		Altavant Sciences Ltd.	75,000,000 shares, (Number of voting rights: 75,000,000, Percentage of voting rights ownership: 100%)
		Spirovant Sciences Ltd.	75,000,000 shares, (Number of voting rights: 75,000,000, Percentage of voting rights ownership: 100%)

The number of dilutive shares is not included for the calculation of percentage of voting rights ownership.

Note: The Definitive Agreement includes a closing condition for the stock transfer execution that



measures should be taken to increase the number of shares to be acquired by Sumitomo Dainippon Pharma to exceed 50% of the issued and outstanding Myovant shares.

The percentage of shares to be transferred will exceed 50%.

#### 5. Schedule

(1)	Board meeting resolution (Sumitomo Dainippon Pharma)	October 31, 2019
(2)	Signing of definitive agreement	October 31, 2019
(3)	Stock transfer execution date (Note)	During FY2019 (scheduled)

Note : Subject to applicable regulatory approvals

#### 6. Financial impact on group performance

Financial impact of this Strategic Alliance on Sumitomo Dainippon Pharma has been factored into our forecasts for consolidated earnings results for the year ending March 2020 under certain assumptions. Financial impact for the year ending March 2021 and beyond is currently under review. Sumitomo Dainippon Pharma will announce any revisions to our financial forecasts or any other information that needs to be disclosed without delay.

Please note that a relevant release titled “Sumitomo Dainippon Pharma and Roivant Sciences Enter into a Memorandum of Understanding for a Strategic Alliance” was disclosed on September 6, 2019. Citigroup Global Markets Japan Inc. served as an exclusive financial advisor to Sumitomo Dainippon Pharma.

#### References

##### About Roivant Sciences

Roivant aims to improve health by rapidly delivering innovative medicines and technologies to patients. Roivant does this by building Vants – nimble, entrepreneurial biotech and healthcare companies with a unique approach to sourcing talent, aligning incentives, and deploying technology to drive greater efficiency in R&D and commercialization. Roivant today is comprised of a central technology-enabled platform and 20 Vants with over 45 investigational medicines in clinical and preclinical development and multiple healthcare technologies. For more information, please visit [www.roivant.com](http://www.roivant.com).

##### About major products under development of the five Roivant subsidiaries that will be a subsidiary of Sumitomo Dainippon Pharma

- Myovant Sciences Ltd.: Listed on the NYSE
  - Lead program: relugolix (generic name), oral GnRH receptor antagonist
    - Phase 3 trials in uterine fibroids were successfully completed (NDA filing in the U.S. anticipated in FY2019)
    - Phase 3 trial for advanced prostate cancer is underway (topline results anticipated in

- FY2019)
    - Two Phase 3 trials for endometriosis are underway (topline results anticipated in FY2019 and FY2020)
- Urovant Sciences Ltd.: Listed on NASDAQ
  - Lead program: vibegron (generic name), oral beta-3 adrenergic receptor agonist
    - Phase 3 trial for overactive bladder was successfully completed (NDA filing in the U.S. anticipated in FY2019)
    - Phase 3 trial for men with overactive bladder and benign prostatic hyperplasia is underway (topline results anticipated in FY2020)
    - Phase 2a trial for irritable bowel syndrome-associated pain (IBS-P) is underway (topline results anticipated in FY2019 or FY2020)
- Enzyvant Therapeutics Ltd.: Privately held
  - Lead program: RVT-802 (development code), regenerative medicine / cell therapy
    - Enzyvant has filed a BLA in the U.S. for a proposed indication of pediatric congenital athymia
    - If approved, could be the first RMAT-designated therapy approved by the FDA
    - BLA decision expected in FY2019
- Altavant Sciences Ltd.: Privately held
  - Lead program: rodatristat ethyl (generic name), tryptophan hydroxylase inhibitor
    - Phase 2 trial for pulmonary arterial hypertension (PAH) is underway
- Spirovent Sciences Ltd.: Privately held
  - Lead program: SPIRO-2101 and SPIRO-2102 (development code), AAV and lentiviral gene therapies in preclinical development for the treatment of cystic fibrosis

#### About the DrugOme technology

DrugOme is a platform that facilitates asset selection and informs clinical development strategy through computational techniques. This proprietary platform integrates data from the entire universe of drug development: molecules, targets, indications, institutions, and trials. These inputs help with the identification of high-value assets for further diligence and the optimization of development strategies.

#### About Digital Innovation technology

Digital Innovation is a platform for applying technology to business problems to optimize business value. The involved technologists are embedded in each Vant, and improve workflow by developing new technologies and enabling automation.

#### About overview and major products under development of six Roivant subsidiaries that are subject to options

- Dermavant Sciences Ltd.: Privately held
  - Lead program: tapinarof (generic name)
    - Two Phase 3 trials for psoriasis are underway

- Phase 2 trial for atopic dermatitis was completed
- Genevant Sciences Ltd.: Privately held jointly by Roivant and Arbutus Biopharma Corporation
  - Developing RNA-based therapeutics enabled by lipid nanoparticle (LNP) and ligand conjugate delivery platforms
- Sinovant (Roivant China Holdings Ltd.): Privately held
  - Currently developing its pipeline (anticancer drugs, anti-infective drugs, etc.) for market needs in China
- Cytovant (Roivant Asia Cell Therapy Holdings Ltd.): Privately held
  - Currently developing dendritic cell therapies targeting T-cell receptors
- Metavant Sciences Ltd.: Privately held
  - Lead program: imeglimin (generic name), Phase 1b study for diabetes accompanied by chronic kidney disease was completed
- Lysovant Sciences Ltd.: Privately held
  - Currently developing biologic therapies for the treatment of infectious diseases

#### Disclaimer Regarding Forward-Looking Statements

This press release contains forward-looking statements that are based on management's assumptions and beliefs in light of information available up to the day of announcement and thus involve both known and unknown risks and uncertainties. Actual financial results and other situations of the future may differ materially from those presented in this press release due to various factors.

Information regarding Myovant Sciences Ltd. is derived and adapted from publicly available materials. For more information with respect to Myovant Sciences Ltd., including disclosure regarding the risks and uncertainties related to any forward-looking statements, please refer to Myovant Sciences' filings with the United States Securities and Exchange Commission (SEC), including under the heading "Risk Factors" in Myovant Sciences' Quarterly Report on Form 10-Q filed on August 6, 2019, as such risk factors may be amended, supplemented or superseded from time to time.

Information regarding Urovant Sciences Ltd. is derived and adapted from publicly available materials. For more information with respect to Urovant Sciences Ltd., including disclosure regarding the risks and uncertainties related to any forward-looking statements, please refer to Urovant Sciences' filings with the SEC, including under the heading "Risk Factors" in Urovant Sciences' Quarterly Report on Form 10-Q filed on August 14, 2019, as such risk factors may be amended, supplemented or superseded from time to time.

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