

# 34<sup>th</sup> Ordinary General Meeting of Shareholders

Sosei Group Corporation | 第34回定時株主総会

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References to "FY" in this presentation for periods prior to 1 January 2018 are to the 12-month periods commencing in each case on April 1 of the year indicated and ending on March 31 of the following year, and the 9 month period from April 1 2017 to December 31 2017. From January 1 2018 the Company changed its fiscal year to the 12-month period commencing in each case on January 1. References to "FY" in this presentation should be construed accordingly.

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# Agenda

- 1 Opening Declaration
- 2 Report on number of voting rights
- 3 Audit Committee Report
- 4 Business Report
- 5 Matters to be Resolved
- 6 Q&A
- 7 Vote
- 8 Closing Declaration



1

開会宣言  
Opening Declaration



2

議決権個数のご報告  
Report on the number of  
voting rights



3

監査委員会の監査報告  
Audit Committee Audit Report

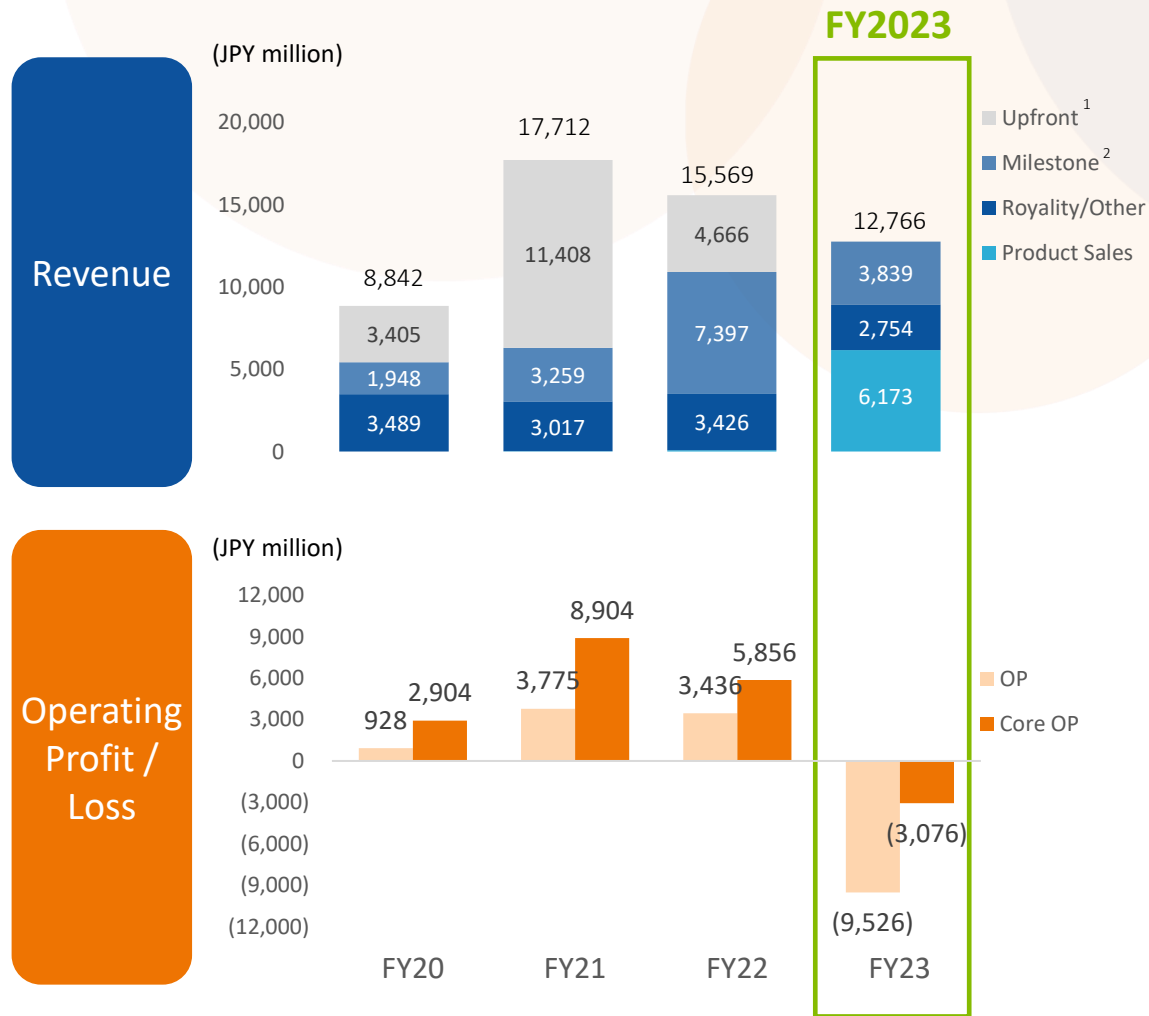


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2023年12月期の連結業績  
・事業報告

FY2023 Consolidated Results  
Business Report

# Full Year Financial Results incorporated growing PIVLAZ® sales



- Revenue of ¥12,766m (\$91m) vs. ¥15,569m (\$119m) in 2022.** Lack of new out-licensing upfront payments partially offset by PIVLAZ® sales in Japan.
- Core Operating Loss of ¥3,076m (\$22m) vs. Core Operating Profit of ¥5,856m (\$45m) in 2022.** Reflects the decrease in revenue and increased costs (Idorsia acquisition and planned investment).
- Net Loss of ¥7,193m (\$51m) vs. Net Profit of ¥382m (\$3m) in 2022.** Result impacted by non-cash costs (incl. PIVLAZ® amortization) and transaction related expenditures.
- ¥49bn (\$348m) cash balance** as at December 31, 2023. Strong cash balance post issuance of new shares, third-party allotment and funding with low interest rate bank loan.

<sup>1</sup> Upfront fee revenue recognised at deal inception

<sup>2</sup> Milestone revenue recognised at milestone event + deferred revenue releases



# Our auditors intend to issue unqualified audit reports for FY2023

Ernst & Young ShinNihon LLC (EY) have audited the Consolidated Financial Statements and Parent Company Financial Statements for the full year ended December 31, 2023

EY have indicated that they **intend to issue unqualified audit reports** thereon which will state that, in their opinion:

The **financial statements present fairly, in all material respects**, the consolidated financial position of the Group as at December 31, 2023, and its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRS).

The **non-consolidated financial statements present fairly, in all material respects**, the non-consolidated financial position of the Company as at December 31, 2023, and its non-consolidated financial performance for the year then ended in accordance with accounting principles generally accepted in Japan.

Management’s report on the effectiveness of internal control over financial reporting, and its **conclusion that internal control over financial reporting was functioning effectively**, are appropriately stated.



# 2023 in review – a transformative year

## CORPORATE MILESTONES

- ✓ Up-listed to **Tokyo Stock Exchange Prime Segment**
- ✓ **Acquisition of Idorsia Pharmaceuticals Japan & APAC (ex-China)**
- ✓ **Landmark investment from Japan Govt JIC VGI fund**

## IN-HOUSE DEVELOPMENT

- ✓ **PIVLAZ®** receives **Marketing Approval** in **South Korea**
- ✓ **Japan NDA submission** of **daridorexant** for insomnia
- ✓ HTL'149 (**GPR52 Ag**) entered **Ph 1 trials** for schizophrenia
- ✓ HTL'723 (**EP4 Ant**) entered **Ph 1/2a trials** for advanced solid tumors

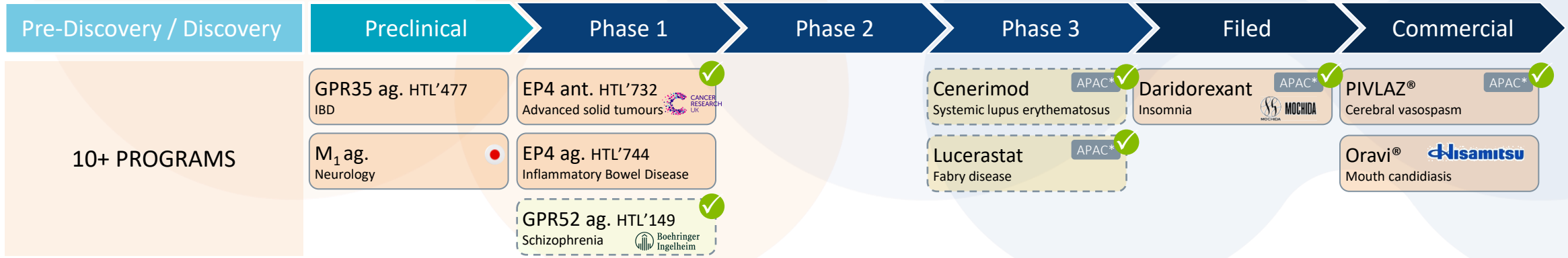
## PARTNERED PROGRAM PROGRESS

- ✓ **Neurocrine initiates / will initiate Ph 1 trials** of **muscarinic compounds** (M1/M4, M1, M4 agonists) in neuropsychiatry
- ✓ **Pfizer initiates Ph 1** of once daily oral GLP-1 Ag (PF'522)
- ✓ **Temporo Bio receives Ph 1 FDA clearance** of TMP-301 (mGlu5 NAM) for substance abuse

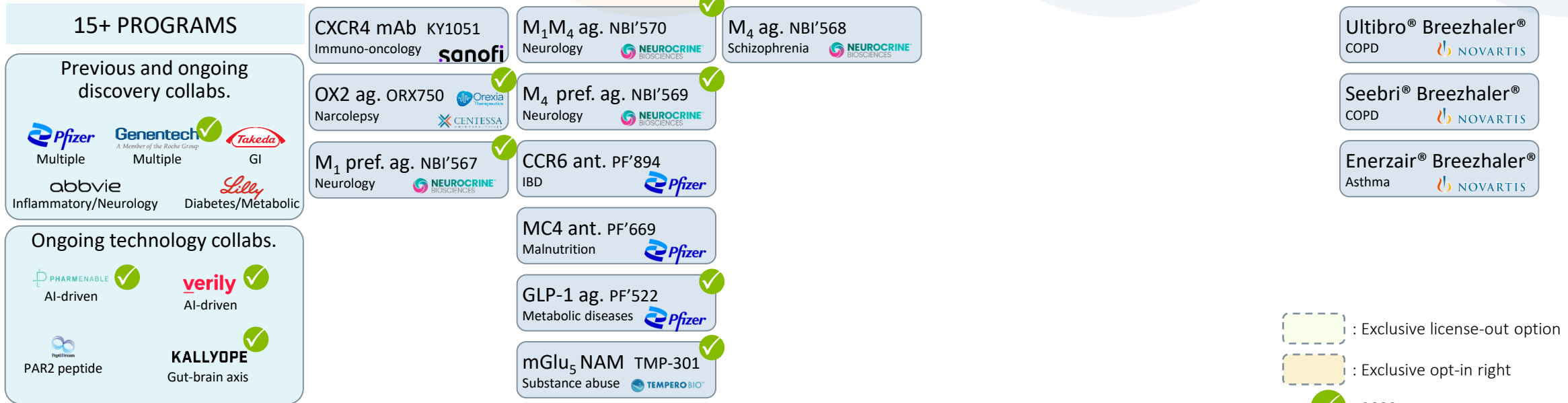
2023 WAS A YEAR OF CORPORATE ACTION AND INVESTMENT FOR FUTURE GROWTH

# Significant progress across our broad and diversified pipeline

IN-HOUSE



PARTNERED



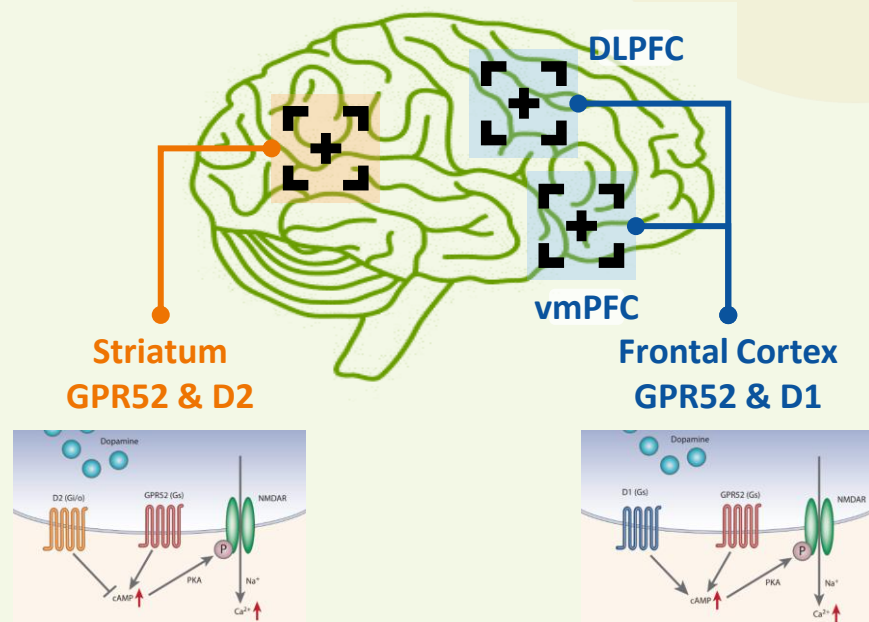
: Exclusive license-out option  
 : Exclusive opt-in right  
 : 2023 progress

Note: Seebri®, Ultibro®, Enerzair® and Breezhaler® are registered trademarks of Novartis AG.  
 Pref. ag.: Preferring agonist

# Announced high-value collaboration with Boehringer Ingelheim (BI)

## GPR52 agonist

- HTL0048149 is a **first-in-class GPR52 agonist**
- Targets **all 3 major symptoms** of schizophrenia



## Global collaboration and option deal

- €25 mil. upfront (funds the program for next 2 yrs)  
+ €60 mil. option exercise fee (estimated in 2025)
- Up to €670 mil. milestones  
+ Tiered royalties



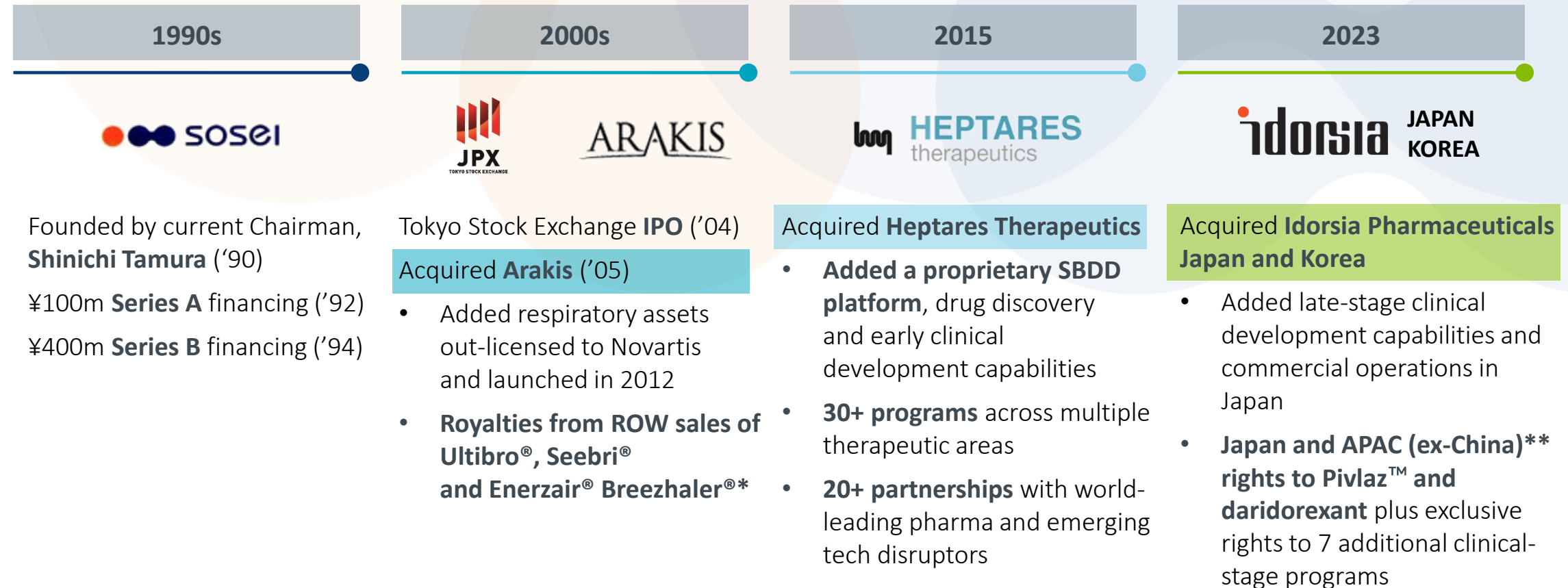
**A leading partner  
for neuropsychiatry**

- Leading expertise in **mental health research and innovation**
- Core focus on **precision psychiatry approaches** in indications of high unmet patient need

JOINTLY FOCUSED ON ACCELERATING THE DEVELOPMENT OF THIS **HIGHLY INNOVATIVE PROGRAM**

Poulter et al. ACS Med Chem Lett. 2023;14(4):499-505; MacSweeney et al. SOBP 2020 (poster); MacSweeney et al. SIRS 2022 (poster)

# Multiple strategic steps towards an integrated biopharma company...



... CREATING A NEW LEADER FOR THE NEXT ERA OF MEDICINE

Note: \*Seebri<sup>®</sup>, Ultibro<sup>®</sup>, Enerzair<sup>®</sup> and Breezhaler<sup>®</sup> are registered trademarks of Novartis AG.  
 \*\*APAC (ex-China) territory includes Japan, South Korea, Australia, Brunei, Cambodia, Indonesia, Laos, Malaysia, Myanmar, New Zealand, Philippines, Singapore, Taiwan, Thailand and Vietnam

# Nxera – Japan’s newest Prime-listed biopharma for the next era

**Mission** | FAST-TRACK GROUNDBREAKING MEDICINES THROUGH LEADING-EDGE SCIENCE AND TECHNOLOGY

**Vision** | As pioneers from Japan, lead the new era of biopharma and medicine, innovating for both Japanese patients and the world

**Name :**  
Nxera

= “Next” + “Era”

**Logo :**



Image of  
“N” of Nxera &  
Protein Structure

**New website**

Will be launched on April 1st (JST)



# Will merge IPJ and Sosei Co. to accelerate business integration

## Nxera Pharma Co., Ltd.

Group Operations | 47 people



**Nxera Pharma UK Limited**  
(formerly “Heptares Therapeutics”)  
Cambridge | 173 staff

### *Research & Drug Discovery*

- *StaR®-SBDD Platform*
- *Drug Discovery*
- *Translational Medicine*
- *Early Clinical Development*
- *Business Development*



**Nxera Pharma Japan Co., Ltd.**  
(formerly “IPJ” and “Sosei Co.”)  
Tokyo | 131 staff

### *Drug Development & Commercial Operations*

- *Clinical Development*
- *Regulatory Affairs*
- *Marketing Authorisation Holder*
- *Commercial Sales (direct and via partners)*



**Nxera Pharma Korea Co., Ltd.**  
(formerly “IPK”)  
Seoul | 4 staff

### *Drug Development & Commercial Operations*

- *Clinical Development*
- *Regulatory Affairs*
- *Marketing Authorisation Holder*
- *Commercial Sales (via partners)*

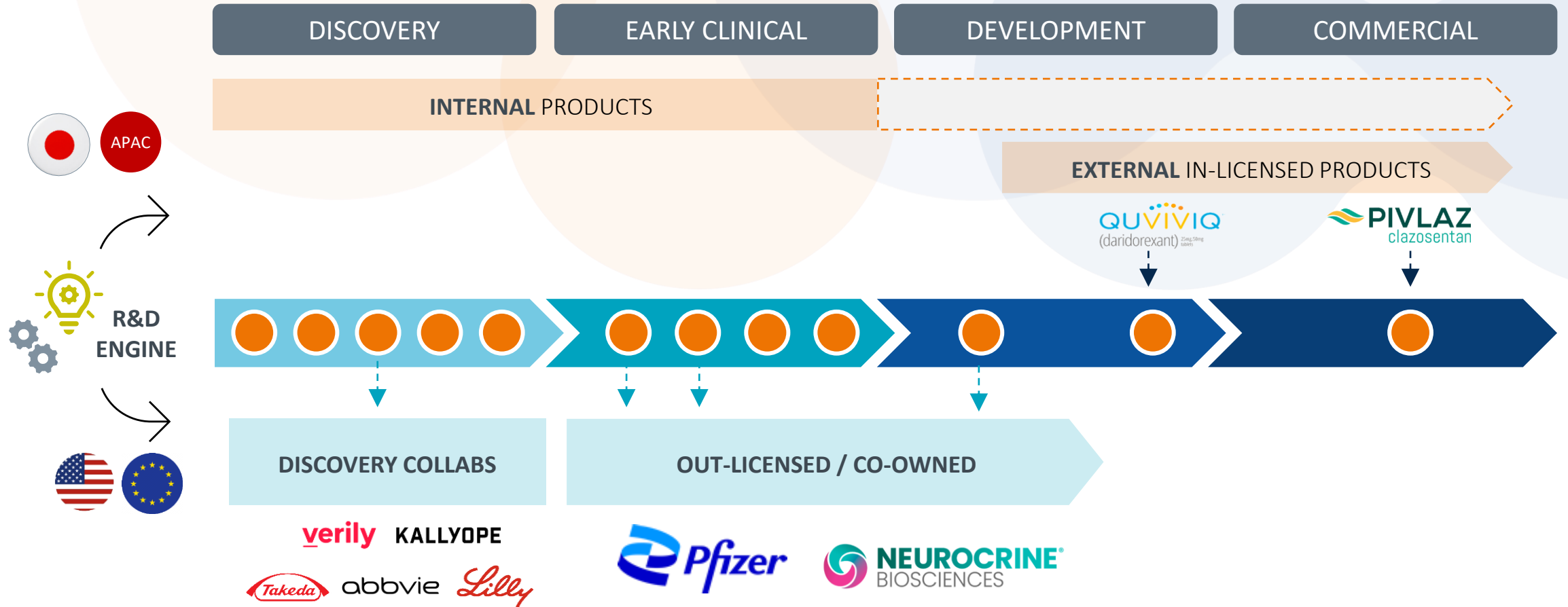
# Objectives for FY2024 – positioning for long-term growth

- 1 **JPY 16 billion+** NHI sales for PIVLAZ®
- 2 **JNDA approval and launch** daridorexant in Japan
- 3 Acquire/in-license **at least one** late-stage medicine for the Japan/APAC (ex-China) region
- 4 Execute **at least one** new major partnership, and initiate **at least one** new in-house Ph.1 study
- 5 **PMI investment** in new brand concept, plus systems and applications for efficiency and scalability

As pioneers from Japan, lead the new era of biopharma and medicine, innovating for both Japanese patients and the world



# Core focus on Japan & APAC, global partners for the US/EU5/ROW



DIVERSIFICATION OF A PHARMA COMPANY, WITH THE UPSIDE OF A BIOTECH

# Exposed to the fastest growing areas of medicine



## Neuropsychiatry

### Significant market opportunity

- ✓ Karuna: c.US\$14bn (by BMS)
- ✓ Cerevel: c.US\$9bn (by AbbVie)

### Multiple first-in-class programs

Muscarinic agonists with



GPR52 agonists\* with



## Metabolic disease

### Multi-billion dollar market

- ✓ GLP-1 ag. sales estimated to reach c.US\$50 bn in 2024

### Multiple programs with expert partners

GLP-1 agonist (PF'522) with



Multi-target programs with



In-house programs, upstream of incretins (a novel oral small molecule appetite suppressor)

**PERFECTLY POSITIONED WITH THE RIGHT PARTNERS IN THE FASTEST GROWING AREAS OF MEDICINE**

\*In-house program with exclusive licensing option agreement with BI  
Source: Fierce Pharma (March 15, 2024)

# Several potential catalysts over the next 12 months (excluding new business development transactions)



PROGRAM	PARTNER	TIMING	EVENT
EP4 Ag	SOSEI HEPTARES	Achieved (Mar. 2024)	Ph.1 start
GPR35 Ag	GSK SOSEI HEPTARES	Achieved (Mar. 2024)	Program reversion
Cenerimod	idorsia	1H 2024	Exclusive opt-in decision
Lucerastat	idorsia	1H 2024	Exclusive opt-in decision
Daridorexant (Sth Korea)	SOSEI HEPTARES	2H 2024	New Partnership & Ph.3 start
Daridorexant (Japan)	MOCHIDA PHARMACEUTICAL <sup>1</sup>	2H 2024	Potential NDA Approval
NBI-568 (M4 Ag)	NEUROCRINE BIOSCIENCES	2H 2024	Ph.2 completion
NBI-567 (M1 Ag)	NEUROCRINE BIOSCIENCES	2024	Ph.1 start
TMP-301 (mGlu5 NAM)	TEMPERO BIO™	2024	Ph.2 start
ORX750 (Ox2 Ag)	CENTESSA PHARMACEUTICALS	2024	Ph.1 start
PIVLAZ® (Sth Korea)	SOSEI HEPTARES	1H 2025	New Partnership & Launch

<sup>1</sup> Co-development and co-promotion agreement with Mochida



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決議事項

Matters to be Resolved

# Proposal No.1

## Partial amendments to the Articles of Incorporation

Current Articles of Incorporation	Proposed Amendments
<p>(Corporate Name) Article 1 The name of the Company shall be <u>“Sosei Group Kabushiki Kaisha,”</u> and shall be <u>“Sosei Group Corporation”</u> in English.</p>	<p>(Corporate Name) Article 1 The name of the Company shall be <u>“Nxera Pharma Kabushiki Kaisha,”</u> and shall be <u>“Nxera Pharma Co., Ltd.”</u> in English.</p>
<p>(Head Office) Article 3 The head office of the Company shall be located in <u>Chiyoda-Ku</u>, Tokyo, Japan.</p>	<p>(Head Office) Article 3 The head office of the Company shall be located in <u>Minato-Ku</u>, Tokyo, Japan.</p>
<p>(Number of Directors) Article 19 The Company shall have no more than <u>ten (10)</u> Directors.</p>	<p>(Number of Directors) Article 19 The Company shall have no more than <u>twelve (12)</u> Directors.</p>
<p>(Newly established)</p>	<p><u>(Supplementary provisions)</u> <u>1. The changes to Article 1 (Corporate Name) and Article 3 (Head Office) of the current Articles of Incorporation shall take effect from 1 April 2024 (the “Effective Date”).</u> <u>2. These Supplementary Provisions shall be deleted after the Effective Date.</u></p>

# Proposal No.2

## Election of Nine (9) Directors

1	Shinichi Tamura	Chairman of the Board, Chair of the Nomination Committee, Member of the Compensation Committee	RE-APPOINTED		
2	Christopher Cargill	Director, Representative Executive Officer, President & CEO, Member of the Compensation Committee	RE-APPOINTED		
3	Tomohiro Toyama	External Director, Chair of the Audit Committee, Member of the Compensation Committee	RE-APPOINTED	EXTERNAL	INDIPENDENT
4	Kuniaki Kaga	External Director, Member of the Audit Committee	RE-APPOINTED	EXTERNAL	INDIPENDENT
5	David Roblin	External Director, Chair of the Compensation Committee, Member of the Nomination Committee	RE-APPOINTED	EXTERNAL	INDIPENDENT
6	Noriaki Nagai	External Director, Member of the Nomination Committee, Member of the Audit Committee	RE-APPOINTED	EXTERNAL	INDIPENDENT
7	Rolf Soderstrom	External Director, Member of the Audit Committee, Member of the Compensation Committee	RE-APPOINTED	EXTERNAL	INDIPENDENT
8	Miwa Seki	External Director, Member of the Audit Committee, Member of the Nomination Committee	RE-APPOINTED	EXTERNAL	INDIPENDENT
9	Eiko Tomita	External Director	RE-APPOINTED	EXTERNAL	INDIPENDENT

Note: Current positions and responsibilities at the Company are presented



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質疑応答  
Q&A



7

採決  
Vote





8

閉会宣言  
Closing Declaration

# Locations

## SOSEI GROUP

PMO Hanzomon 11F

2-1 Kojimachi,  
Chiyoda-ku

Tokyo 102-0083

Japan

Midtown East,

9-7-2 Akasaka Minato-  
ku

Tokyo 107-0052

Japan

F17, 410 Teheran-Ro

GangHam-Gu

Seoul 06192

South Korea

Steinmetz Building

Granta Park,

Cambridge CB21 6DG

United Kingdom

Burleigh on the Strand

355-359 Strand

London WC2R 0HS

United Kingdom

Spaces Grosspeter  
Tower

Grosspeteranlage 29

4052 Basel

Switzerland