Pfizer Logo

Pfizer To Acquire Small Molecule Anti-Infective Business From AstraZeneca

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Strong fit with Pfizer's existing anti-infective portfolio Pfizer's focus on infectious disease and expertise in this category will help enable broader access to anti-infective portfolio Expected to enhance near-term revenue growth potential for Pfizer's Essential Health business

Pfizer Inc. (NYSE:PFE) today announced that it has entered into an agreement with AstraZeneca to acquire the development and commercialization rights to its late-stage small molecule anti-infectives business, primarily outside the United States. The agreement includes the commercialization and development rights to the newly approved EU drug *Zavicefta*™ (ceftazidime-avibactam), the marketed agents *Merrem*™*/Meronem*™ (meropenem) and *Zinforo*™ (ceftaroline fosamil), and the clinical development assets aztreonam-avibactam (ATM-AVI) and CXL. *Zavicefta* specifically addresses multi-drug resistant Gram-negative infections, including those resistant to carbapenem antibiotics, one of the most significant unmet medical needs in bacterial infections treated with hospital anti-infectives.

Under the terms of the agreement, Pfizer will make an upfront payment of $550 million to AstraZeneca upon the close of the transaction and a deferred payment of $175 million in January 2019. In addition, AstraZeneca is eligible to receive up to $250 million in milestone payments, up to $600 million in sales-related payments, as well as tiered royalties on sales of *Zavicefta* and ATM-AVI in certain markets.

"As we continue to reshape our Essential Health portfolio, we are focusing on areas that further address global public health needs and that complement our core capabilities and experience in therapeutic areas, including anti-infectives. We are committed to looking for ways to enhance our portfolio around the world where we offer patients and healthcare professionals access to more than 60 anti-infective and anti-fungal medicines. The addition of AstraZeneca's complementary small molecule anti-infectives portfolio will help expand patient access to these important medicines and enhance our global expertise and offerings in this increasingly important area of therapeutics, in addition to providing the opportunity for near-term revenue growth," said John Young, group president, Pfizer Essential Health.

Luke Miels, executive vice president for Europe and head of the Antibiotics Business Unit at AstraZeneca, said, "This agreement reinforces our strategic focus to invest in our three main therapy areas where we can make the greatest difference to patients' lives. We're pleased that our strong science in antibiotics will continue to serve a critical public health need through Pfizer's dedicated focus on infectious diseases, ensuring these important medicines reach greater numbers of patients around the world."

Zavicefta received European Commission approval for complicated urinary tract infections (cUTI), complicated intra-abdominal infections (cIAI), hospital acquired pneumonia/ventilator associated pneumonia (HAP/VAP) and 'treatment of aerobic gram negative infections in adult patients with limited treatment options on June 28, 2016.

The transaction is expected to close in the fourth quarter of 2016, subject to customary closing conditions, including antitrust clearance in certain jurisdictions. Pfizer's legal advisor for the transaction was Ropes & Gray LLP.

This transaction will not impact Pfizer's 2016 financial guidance.

About AstraZeneca's small molecule anti-infective franchise

Product	**Indication**
Zinforo(ceftaroline fosamil)	*Zinforo* was launched in October 2012 and is an intravenous cephalosporin antibiotic intended for use as a monotherapy in the treatment of adult patients with complicated skin and soft tissue infections (cSSTI) or community-acquired pneumonia (CAP). *Zinforo* is bactericidal and works by binding to and inhibiting penicillin-binding proteins (PBPs). *Zinforo* has been designed with a specific and novel mode of action which contributes to its bactericidal activity against the common causative pathogens of cSSTI, and CAP and shows a high affinity for particular PBPs in MRSA in cSSTI and *Streptococcus pneumoniae* in CAP. *Zinforo* has now been approved in 52 markets and launched in 32 markets. AstraZeneca holds the global rights to commercialize *Zinforo*, with the exception of North America and Japan, where the rights are held by Allergan Pharmaceutical Industries Limited and Takeda Pharmaceutical Company Limited, respectively.
Zavicefta (CAZ-AVI)	*Zavicefta* (ceftazidime-avibactam) is a combination antibiotic that has been developed to treat serious Gram-negative bacterial infections. It consists of a combination of avibactam and ceftazidime – a third generation antipseudomonal cephalosporin with a well-established efficacy and safety profile. Avibactam is a first-in-class broad-spectrum ?-lactamase inhibitor, which protects ceftazidime against degradation by Class A, C and some D, ?-lactamases. The addition of avibactam to ceftazidime protects ceftazidime from breakdown by ?-lactamases. *Zavicefta* offers a differentiated profile versus existing treatment options in serious Gram-negative infections through its coverage of a broad range of species of *Enterobacteriaceae* including those that produce extended-spectrum beta-lactamase and Klebsiella pneumonia carbapenemase, together with activity against difficult-to-treat *P. aeruginosa*. AstraZeneca holds the global rights to commercialize *Zavicefta*, with the exception of North America, where the rights are held by Allergan.

Merrem/Meronem (meropenem)	*Merrem/Meronem* is a carbapenem anti-bacterial used for the treatment of serious infections in hospitalised patients.*Meronem* is a broad spectrum agent indicated for the treatment of a wide variety of serious bacterial infections in adults and children, including pneumonia, community acquired pneumonia and nosocomial pneumonia; broncho-pulmonary infections in cystic fibrosis; complicated urinary tract infections; complicated intra-abdominal infections; intra- and post-partum infections; complicated skin and soft tissue infections; and acute bacterial meningitis in adults and children over 3 months of age. In the U.S., *Merrem* is indicated as single agent therapy for the treatment of intra-abdominal infections and bacterial meningitis when caused by susceptible strains of the designated microorganisms in adult and paediatric patients. AstraZeneca holds the global rights to commercialize *Merrem*, with the exception of Japan, China, Taiwan and Korea, where the rights are held by Sumitomo Dainippon Pharma Co., Ltd. In parallel with the transaction, Sumitomo Dainippon Pharma Co., Ltd. will have the option to acquire the commercial rights to *Merrem* in Thailand, Singapore, Vietnam, Malaysia, Philippines, Indonesia and Hong Kong.
ATM-AVI	ATM-AVI is a bactericidal, injectable combination of aztreonam (ATM) and a ?-lactamase inhibitor, avibactam (AVI, NXL104), which is in development for the treatment of life-threatening Gram-negative bacterial infections caused by multi-drug resistant (MDR) strains, including infections caused by metallo-beta-lactamase (MBL)-producing pathogens. ATM-AVI has the potential to be a replacement for, or alternative to, existing antibacterial agents, including colistin and tigecycline. ATM-AVI has completed its Phase I studies and is currently in Phase II development. AstraZeneca holds the global rights to commercialize ATM-AVI, with the exception of North America, where the rights are held by Allergan.
CXL	CXL is a novel, injectable bactericidal ?-lactam/?-lactamase inhibitor combination of ceftaroline fosamil (marketed as*Zinforo* in AstraZeneca markets), a next-generation cephalosporin with activity against multidrug-resistant Gram-positive and common enteric Gram-negative pathogens, and avibactam (AVI, NXL104), a potent ?-lactamase inhibitor that inhibits Ambler Class A (including ESBL producers and KPC carbapenemases), Class C (Amp C) ?-lactamase enzymes, and some Class D ?-lactamase enzymes. AstraZeneca holds the global rights to commercialize CXL, with the exception of North America, where the rights are held by Allergan.

About Pfizer Inc:

At Pfizer, we apply science and our global resources to bring therapies to people that extend and significantly improve their lives. We strive to set the standard for quality, safety and value in the discovery, development and manufacture of health care products. Our global portfolio includes medicines and vaccines as well as many of the world's best-known consumer health care products. Every day, Pfizer colleagues work across developed and emerging markets to advance wellness, prevention, treatments and cures that challenge the most feared diseases of our time. Consistent with our responsibility as one of the world's premier innovative biopharmaceutical companies, we collaborate with health care providers, governments and local communities to support and expand access to reliable, affordable health care around the world. For more than 150 years, Pfizer has worked to make a difference for all who rely on us. For more information, please visit us at www.pfizer.com. In addition, to learn more, follow us on Twitter at @Pfizerand @Pfizer_News, LinkedIn, YouTube and like us on Facebook Facebook.com/Pfizer.

DISCLOSURE NOTICE: *The information contained in this release is as of August 24, 2016. Pfizer assumes no obligation to update forward-looking statements contained in this release as the result of new information or future events or developments.*

This release contains forward-looking information related to Pfizer and the proposed acquisition of AstraZeneca's small molecule anti-infectives business by Pfizer that involves substantial risks and uncertainties that could cause actual results to differ materially from those expressed or implied by such statements. Forward-looking statements in this release include, among other things, statements about the potential benefits of the proposed acquisition, anticipated growth rates, Pfizer's plans, objectives, expectations and intentions, the financial condition, results of operations and business of Pfizer, AstraZeneca's late-stage small molecule anti-infectives portfolio, and the anticipated timing of closing of the acquisition. Risks and uncertainties include, among other things, risks related to the satisfaction of the conditions to closing the acquisition (including the failure to obtain necessary regulatory approvals) in the anticipated timeframe or at all, including the possibility that the acquisition does not close; risks related to the ability to realize the anticipated benefits of the acquisition, including the possibility that the expected benefits from the proposed acquisition will not be realized or will not be realized within the expected time period; the risk that the businesses will not be integrated successfully; disruption from the transaction making it more difficult to maintain business and operational relationships; negative effects of this announcement or the consummation of the proposed acquisition on the market price of Pfizer's common stock and on Pfizer's operating results; significant transaction costs; unknown liabilities; the risk of litigation and/or regulatory actions related to the proposed acquisition; other business effects, including the effects of industry, market, economic, political or regulatory conditions; future exchange and interest rates; changes in tax and other laws, regulations, rates and policies; future business combinations or disposals; the uncertainties inherent in research and development, including, among others, the ability to meet anticipated trial commencement and completion dates and regulatory submission dates, as well as the possibility of unfavorable clinical trial results, including unfavorable new clinical data and additional analyses of existing clinical data; whether and when any drug applications may be filed in any jurisdictions for ATM-AVI or CXL; whether and when regulatory authorities may approve any such applications, which will depend on its assessment of the benefit-risk profile suggested by the totality of the efficacy and safety information submitted; decisions by regulatory authorities regarding labeling and other matters that could affect the availability or commercial potential of any of AstraZeneca's late-stage small molecule anti-infectives assets; the commercialization of Zavicefta; and competitive developments.

A further description of risks and uncertainties can be found in Pfizer's Annual Report on Form 10-K for the fiscal year ended December 31, 2015 and in its subsequent reports on Form 10-Q, including in the sections

thereof captioned "Risk Factors" and "Forward-Looking Information and Factors That May Affect Future Results", as well as in its subsequent reports on Form 8-K, all of which are filed with the U.S. Securities and Exchange Commission and available at www.sec.gov and www.pfizer.com.

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