

Corporate Presentation



***Strategic and Transactional Consultancy Services
for the Healthcare and Life Sciences***

Q4 2021



Who Are We and What Do We Do?

The Sage Group is a leader in providing strategic transactional advice to health care companies in the pharmaceutical, drug delivery, diagnostics, medical device, life science, regenerative medicine and nutraceutical fields. We have an incisive understanding of defining and implementing strategy for optimal asset monetization in a highly competitive marketplace. We have executed numerous M&A and licensing deals on both buy and sell side over more than 27 years.

Detailed Information and our Corporate Brochure can be found at

www.sagehealthcare.com

US • EUROPE • JAPAN • ISRAEL/MENA • ASIA • INDIA • CHINA

*The Sage
Group*

Sage Adds Value

The experience of our Principals allows Sage to add value because:

- We have an outstanding and proven track record in consummating transactions, whether partnering, M&A, licensing, buy-side or sell-side or financing
- We have a strong global network second to none
- We have a highly successful and productive process for identifying key strategic partners and investors for your Company
- We provide a reliable and focused commercial development resource and support at a cost significantly less than a full time employee and are up to speed on day 1
- We have a strong and well-tuned process for M&A and strategic partnering transactions that makes them efficient and effective in terms of realizing value
- We create a competitive environment for companies interested in your business
- Sage Principals are operating executives who provide high value, senior level strategic management
- We are hands-on and accountable and integrate effectively with our client's Management Team

Credentials

- Principals have been CEO or COO of more than 50 Start-Ups
- Senior management at more than 20 multinationals
- Over 350 advisory transactional and strategic assignments with clients globally
- Founded over thirty ventures and startups
- Identified and negotiated over 125 partnering/licensing deals
- Involved in private and public financings, raising over \$900 million
- Led numerous IPOs on global markets
- Key role in over 90 divestment/M&A transactions ranging from \$10 to \$500 million, totaling over \$1 billion
- Cumulative transaction volume for the Principals exceeds \$5 billion

What to Expect from Sage

- Incisive industry network
- Outstanding experience in business develop and client teamwork
- Reliable, clear and regular communication
- Clear understanding of science, technology and market
- Analytical approach to financial analysis and transaction parameters
- Innovative problem solving experience
- Commitment to client timeline and objectives
- Responsive approach to our client's needs
- Outstanding transactional record
- Commitment to success!!

10 Reasons to Engage Sage

- The Sage Group and its Principals have experience in more than 200 substantial, multinational transactions ranging from \$5-500 million in value.
- We have very significant, relevant and wide-ranging experience, as a team, in the healthcare transaction advisory business, and we get deals done.
- We have considerable transaction advisory experience in pharma, diagnostics, medtech and regenerative medicine.
- We know the key players globally.
- We have direct contact with corporate business development executives worldwide and use this network for deal facilitation.
- We understand the scientific and clinical basis of healthcare companies and employ this to communicate the key value drivers in a clear and concise fashion.
- Sage Principals do the work without delegation thus bringing their experience directly to Sage clients.
- We integrate effectively with our client's management team.
- We are highly interactive, hands-on, and accountable. We know what needs to be done to optimize competitive positioning and we help get it done.
- We have a well-tuned process for M&A and partnering transactions making the endeavors efficient and effective.

The Range of Services We Provide Includes

- Managing, negotiating and closing in- and out- licensing, partnering and alliance transactions both developing strategies for and closing mergers, acquisitions, licenses and divestments on both the buy- and sell- sides
- Global product, technology and company acquisition searches and deal making
- Due diligence reports, strategic assessment and planning on a fee for service basis
- Market and technology assessments and due diligence for devices and drugs
- Comparable and NPV valuations
- Investment in R&D and/or company equity through introductions, network and facilitation.
- New ventures, interim management
- Market research: industry and KOL interviews
- Through alliances:
 - Regulatory advice and guidance (NDAs, BLAs, 505b2, etc)
 - Pricing and reimbursement in US and Europe
 - China and Japan market entry

Out Licensing Programs

- We work with our clients to present their assets in detail including IP, technology, regulatory profile, market and competition, USPs, supply chain
- We prepare a corporate overview of our client's asset(s) for targets and a data room for confidential access
- We search our global networks, contacts and databases for targets likely to be compatible with the asset
- We prepare market financial forecasts which are likely to drive deal terms
- We engage with corporate targets initially on a non-confidential basis, then move to CDAs, confidential discussions, data room sharing, face to face meetings
- We conduct discussions and negotiations with targets and work with them to prepare competitive term sheets
- We work in a synergistic fashion with BD personnel from our client throughout the program and usually report to the client's board
- We close the deal!

Buyside Acquisition Searches

- We work with our clients to understand their needs, priorities and criteria for new incoming products which they might wish to license or acquire, against a tight specification if possible
- We prepare a corporate overview of our client's business as an information tool for targets
- We search our global networks, contacts and databases for assets/products and rank these in line with our client's needs and requirements
- We assess the likelihood of getting a deal done and negotiate the right terms in conjunction with our client's BD team
- We conduct due diligence on the asset(s) to identify key value drivers such as IP, competition, stage of regulatory development, COGS, regional rights etc
- We conduct discussions and negotiations with targets having identified the top priorities agreed with our client and prepare a term sheet as well as leading due diligence if required
- Finally, we work to close the deal!

Due Diligence and Strategic Assessment

- We have a long history of experience with devices, drugs and diagnostics in respect of due diligence and strategic/market assessment for corporate and investment groups
- We provide a full “fee-for-service” program which typically requires 1-3 months for completion including an initial client briefing/ review meeting, program report and F2F presentation to our client if required
- Depending on client needs, reports may typically include sections on:
 - Market demand
 - Market readiness
 - Competition
 - IP
 - Regulatory aspects
 - Market access
 - KOL/Physician surveys and reaction
 - Supply Chain
 - Software/Hardware Characterisation
 - Growth opportunities
 - Financial matters/Projections Scrutiny/Valuations/Industry comparables
 - Product approvals/premarket requirements

Sage Clients Include

- Management Teams and Boards of Healthcare companies including
 - Pharmaceutical and Biotechnology Companies
 - Medical Device and Drug Delivery Companies
 - Consumer Health Companies
 - Nutraceutical Companies
 - Diagnostics Companies
 - Drug Discovery Companies
 - Life Science Research Companies
 - Bioinformatics Companies
 - Analytical Instrument Companies
- Venture Capital Investors, Institutions, Banks, PE houses
- Public and Private sector
- Research Institutions

Geographical Sector Coverage

- Sage planted its roots in the USA and Europe more than two decades ago
- Today Sage acts for clients worldwide including:
 - North America, including USA and Canada
 - Europe, including UK, Ireland, Germany, France, Scandinavia, Hungary, Spain, Italy, Netherlands
 - India
 - Israel and MENA
 - Australia and NZ
 - Latin America
 - Asia, including Japan, Korea and China
- Sage has offices in New Jersey, California, Cambridge (UK), Spain, Italy, Israel, India, Japan, China

Process for Out- Licensing & Invest Programs

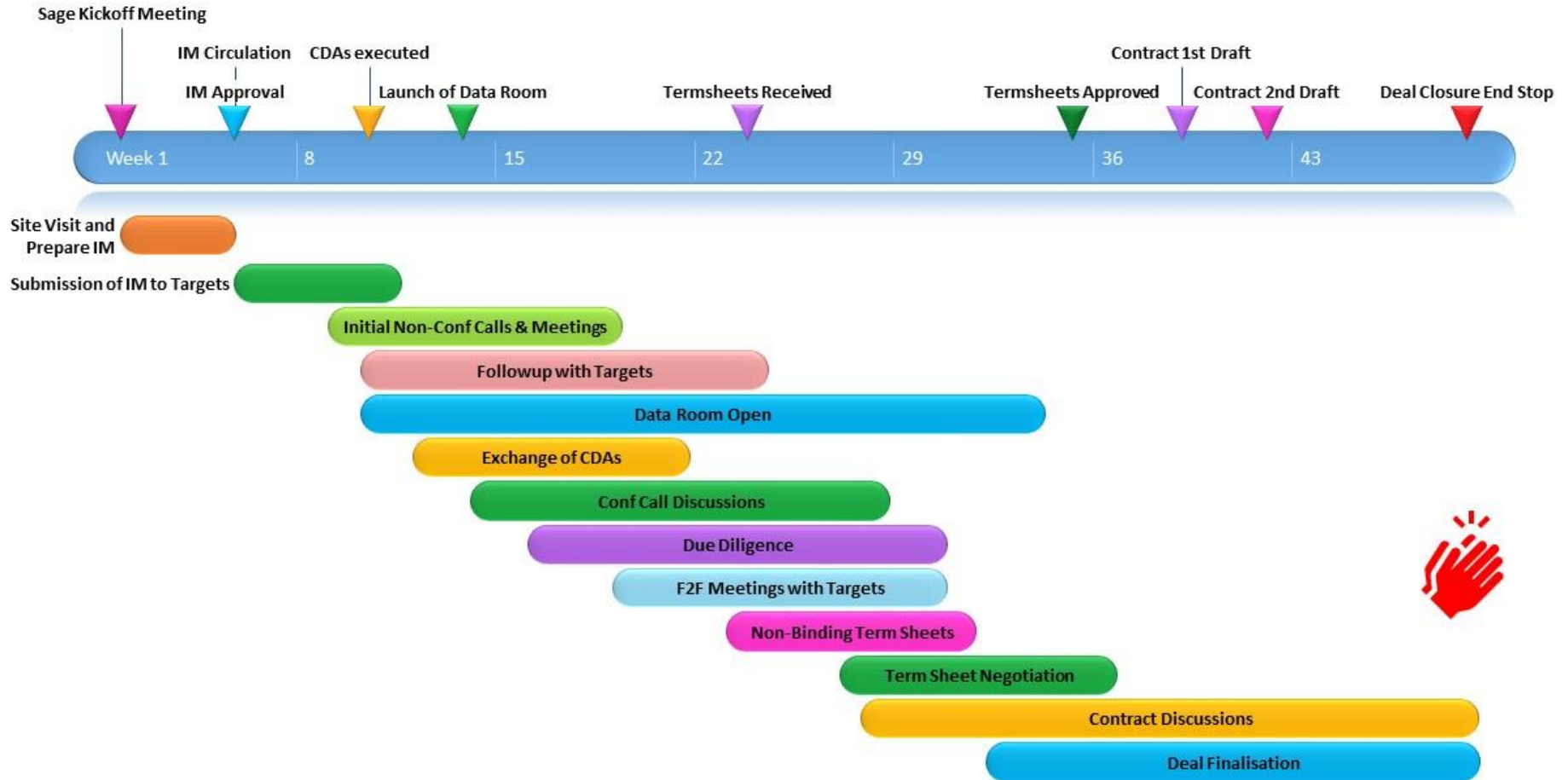
- We work with our clients to present their assets in detail including IP, technology, regulatory profile, market and competition, USPs, supply chain. If investment is a primary target, we also include financial projections, use of capital and cap table
- We prepare a corporate overview of our client's asset(s) for targets and a data room for confidential access
- We search our global networks, contacts and databases for targets likely to be compatible with the asset for partnering and go-to-market as well as strategic investors
- We prepare market-ready financial forecasts which are likely to drive deal terms
- We engage with corporate targets initially on a non-confidential basis, then move to CDAs, confidential discussions, data room sharing, face to face meetings
- Follow Up and generate interest among targets including PR to generate newsflow
- Coordinate technical and business meetings (face to face or teleconferences)
- We conduct discussions and negotiations with targets and work with them to prepare competitive term sheets
- We work in a synergistic fashion with BD personnel from our client throughout the program and usually report to the client's board
- We work with you in partnership throughout deal formation, term sheet negotiation, value discussions and final closure

Timeline and Milestones

Based on 4 weeks to complete an Information Memorandum (IM) and Executive Summary including F2F meeting with telecon with Sage Group then:

- Week 5 – Approval of IM and Target List by Client Board and Submission of IM to Targets
- Week 6 – Launch of Data Room for due diligence in parallel
- Weeks 6-12 – Followup with Targets to determine interest; Analysis and presentation of industry deal comparables in consideration of valuation and structure
- Weeks 5-12 – Initial non-confidential conference calls with Targets and Exchange of CDAs
Weeks 8-16 – Meetings onsite F2F with Targets if required; Technical and Marketing Evaluation
- Weeks 16-28 onward – Discussions, Due diligence; Obtain and Negotiate Non-Binding Term Sheets for Investment and Strategic Partnering (Aim for 3-5 term sheets)
- Then Contract Negotiation

Timeline and Milestones



The Sage Group Principals

| <u>Sage Partner</u> | <u>Location</u> |
|----------------------------|------------------------------------|
| Dr. Bill Mason | Europe (London) |
| Wayne Pambianchi | USA (New York) |
| Chuck Casamento | USA (San Francisco) |
| Dr. Clarissa Ceruti | Europe (Italy) and USA (San Diego) |
| Dr. Simon Bennett | Europe (London) |
| Christine Fischette | USA (New York) |
| Robert Nance | USA (New York) |
| Satish Tyagi | USA (New York) |
| Dr. Catherine Beech | Europe (London) |
| Dr. Jeb Gollin | Israel (Tel Aviv) |
| Ichiro Nagata | Japan (Tokyo) |
| Reena Bhattacharya | India (New Delhi) |
| Goutam Bhattacharya | India (New Delhi) |

Detailed Bios on our Website at <https://www.sagehealthcare.com/team>



Sage Terms

- Sage work as a team across a wide range of geographies to offer our clients global coverage. Our terms are “typically”:
 - A monthly fee of USD \$5,000-10,000 or equivalent in sterling or euros
 - A Success Fee payable only upon successful completion of a deal and geared to receipt of funds by our client. This is typically paid on all Consideration at a rate of 4-8% depending on size of the Transaction. It is payable on upfront and milestone payments and royalties as received.
 - We can also discuss part payment in equity or warrants in our client’s business, if this is appropriate.

Contact Details

US Corporate Office

The Sage Group Inc.
1802 Route 31 North, #381
Clinton, NJ 08809 USA
Attn: Wayne Pambianchi
Phone: +1 908 2319644 Ext 712
Cell: +1 908 2306170
wpambianchi@sagehealthcare.com

European Corporate Office

Sage Healthcare Ltd.
The Stockyard, Creake Rd
Syderstone PE31 8SG
Suffolk UK
Attn: Dr. Bill Mason
Phone: +44 7785 950134
wtm@sagehealthcare.com

www.sagehealthcare.com