



Jazz Pharmaceuticals Announces Acquisition of Cavion, Inc.

August 12, 2019

Transaction Adds Worldwide Rights to CX-8998, a Modulator of T-type Calcium Channels, for the Potential Treatment of Essential Tremor

Strong Strategic Fit with a Differentiated Mechanism of Action in an Area of High Unmet Need and Limited Treatment Options

Represents Attractive Opportunity for Jazz to Broaden its Sleep and Neuroscience Pipeline with an Expansion into Movement Disorders

Demonstrated Proof-of-Concept in a Phase 2 Randomized, Placebo-Controlled Trial

Jazz Plans to Initiate Phase 2 Clinical Study in Essential Tremor in 2020

Upfront Payment of \$52.5 Million with Total Potential Consideration of \$312.5 Million

Investor Conference Call Today, August 12, 2019 at 5:00 pm EDT

DUBLIN, Aug. 12, 2019 /PRNewswire/ -- Jazz Pharmaceuticals plc (Nasdaq: JAZZ) today announced the acquisition of Cavion, Inc. through a merger with a Jazz subsidiary. Under the terms of the agreement, the former Cavion shareholders receive an upfront payment of \$52.5 million and have the potential to receive additional payments of up to \$260.0 million upon the achievement of certain clinical, regulatory and commercial milestones, for a total potential consideration of \$312.5 million.

Cavion, a clinical-stage biotechnology company and now a wholly-owned subsidiary of Jazz, creates therapies aimed at modulating the T-type calcium channel for the treatment of chronic and rare neurological diseases. Cavion's lead molecule, CX-8998, has been evaluated in a Phase 2 randomized, placebo-controlled clinical study in patients with essential tremor. The study demonstrated proof-of-concept, supporting continued development of CX-8998 as a potential treatment for essential tremor.

"We are excited to continue the development of Cavion's lead asset, CX-8998, a first-in-class small molecule, for the potential treatment of essential tremor, a prevalent and disabling movement disorder," said Robert Iannone, M.D., M.S.C.E., executive vice president, research and development of Jazz Pharmaceuticals. "The acquisition of Cavion demonstrates our commitment to further diversify our pipeline and product portfolio with the addition of CX-8998, which has the potential to provide a meaningful treatment option to patients."

"Jazz shares Cavion's passion to develop differentiated therapies for patients," said Andrew Krouse, president and chief executive officer of Cavion, Inc. "We believe that Jazz Pharmaceuticals' development and commercial expertise will help realize the value of CX-8998 as a treatment for patients with essential tremor."

Cavion has appointed Fortis Advisors LLC as the shareholder representative. Cavion registered shareholders with questions regarding payment for Cavion stock should contact notices@fortisrep.com.

Advisors

Jazz Pharmaceuticals' legal advisor for the transaction was Hogan Lovells.

Cavion's financial advisor for the transaction was MTS Health Partners, L.P., its legal advisor was Cooley LLP and its strategic advisor was Pilot Health Advisors, LLC.

Jazz Pharmaceuticals Conference Call Details

Jazz Pharmaceuticals will host an investor conference call and live audio webcast on Monday, August 12, 2019 at 5:00 p.m. EDT/10:00 p.m. IST to discuss the acquisition. The live webcast may be accessed from the Investors section of Jazz Pharmaceuticals' website at www.jazzpharmaceuticals.com. Please connect to the website prior to the start of the conference call to ensure adequate time for any software downloads that may be necessary. Investors may participate in the conference call by dialing +1 855 353 7924 in the U.S., or +1 503 343 6056 outside the U.S., and entering passcode 3763956.

A replay of the conference call will be available through August 19, 2019 by dialing +1 855 859 2056 in the U.S., or +1 404 537 3406 outside the U.S., and entering passcode 3763956. An archived version of the webcast will be available for at least one week in the Investors section of Jazz Pharmaceuticals' website at www.jazzpharmaceuticals.com.

About CX-8998

CX-8998 is a first-in-class T-type calcium channel modulator and is the most advanced late-stage small molecule currently in development for essential tremor. CX-8998 was evaluated in the T-CALM Study, a Phase 2 double-blind, placebo-controlled clinical study of 95 patients with essential tremor conducted at 25 sites across the United States. Patients were randomized to one of two treatment arms, receiving either placebo or CX-8998. Results from the Phase 2 study were presented at the American Academy of Neurology in May 2019¹. (NCT03101241)

About Essential Tremor

About 6 million individuals in the U.S. are affected by essential tremor (ET). ET, the most common movement disorder, is characterized by a tremor – an involuntary shaking or trembling – most often of the hands or arms, which can significantly disrupt daily activities and social interactions.²

About Cavion, Inc.

Cavion, based in Charlottesville, VA and Cambridge, MA, a clinical-stage biotechnology company and now a wholly-owned subsidiary of Jazz, focuses on therapies aimed at modulating the T-type calcium channel for the treatment of chronic and rare neurological diseases. Cavion's portfolio of T-type

calcium channel modulators is being developed to restore the brain's natural rhythms in a variety of neurological diseases such as essential tremor, Parkinson's disease tremor, neuropathic pain, and epilepsy with absence seizures.

About Jazz Pharmaceuticals plc

Jazz Pharmaceuticals plc (Nasdaq: JAZZ), a global biopharmaceutical company, is dedicated to developing life-changing medicines for people with limited or no options. As a leader in sleep medicine and with a growing hematology/oncology portfolio, Jazz has a diverse portfolio of products and product candidates in development, and is focused on transforming biopharmaceutical discoveries into novel medicines. Jazz Pharmaceuticals markets Sunosi™ (solriamfetol), Xyrem® (sodium oxybate) oral solution, Defitelio® (defibrotide sodium), Erwinaze® (asparaginase *Erwinia chrysanthemi*) and Vyxeos® (daunorubicin and cytarabine) liposome for injection in the U.S. and markets Defitelio® (defibrotide), Erwinaze® and Vyxeos® 44 mg/100 mg powder for concentrate for solution for infusion in countries outside the U.S. For country-specific product information, please visit www.jazzpharmaceuticals.com/medicines. For more information, please visit www.jazzpharmaceuticals.com and follow us on Twitter at [@JazzPharma](https://twitter.com/JazzPharma).

"Safe Harbor" Statement under the Private Securities Litigation Reform Act of 1995

This press release contains forward-looking statements, including, but not limited to, statements related to the potential benefits to Jazz Pharmaceuticals from the acquisition of Cavion, Inc. and its lead asset, CX-8998; CX-8998 as a potential treatment for essential tremor; Jazz Pharmaceuticals' plans for future development of CX-8998, including the initiation of a Phase 2 clinical study in 2020; potential future payments by Jazz Pharmaceuticals to the former Cavion shareholders; and other statements that are not historical facts. These forward-looking statements are based on Jazz Pharmaceuticals' current plans, objectives, estimates, expectations and intentions and inherently involve significant risks and uncertainties. Actual results and the timing of events could differ materially from those anticipated in such forward-looking statements as a result of these risks and uncertainties, which include, without limitation, risks and uncertainties associated with: Jazz Pharmaceuticals' ability to achieve the expected benefits from the acquisition of Cavion and its lead asset, CX-8998; pharmaceutical product development and the uncertainty of clinical success, including risks related to failure or delays in initiating or completing clinical trials; the regulatory approval process; and effectively commercializing any product candidates; and other risks and uncertainties affecting Jazz Pharmaceuticals, including those described from time to time under the caption "Risk Factors" and elsewhere in Jazz Pharmaceuticals plc's Securities and Exchange Commission filings and reports (Commission File No. 001-33500), including the company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2019 and future filings and reports by the company. Other risks and uncertainties of which Jazz Pharmaceuticals is not currently aware may also affect the company's forward-looking statements and may cause actual results and the timing of events to differ materially from those anticipated. The forward-looking statements herein are made only as of the date hereof or as of the dates indicated in the forward-looking statements, even if they are subsequently made available by Jazz Pharmaceuticals on its website or otherwise. Jazz Pharmaceuticals undertakes no obligation to update or supplement any forward-looking statements to reflect actual results, new information, future events, changes in its expectations or other circumstances that exist after the date as of which the forward-looking statements were made.

References

1. Papapetropoulos S, et al. Efficacy Results from a Phase 2, Double-Blind, Placebo-Controlled Study of CX-8998 a State-Dependent T-Type Calcium (Cav3) Channel Modulator in Essential Tremor Patients (T-CALM). Platform presentation at the American Academy of Neurology 71st Annual Meeting, May 4 to May 10, 2019 in Philadelphia, PA.
2. National Organization for Rare Disorders, <https://rarediseases.org/rare-diseases/essential-tremor/#symptoms>, accessed on August 12, 2019.



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