

U.S. Dual Listing Webinar for Nordic Life Sciences Companies

September 9, 2020



SPEAKERS & AGENDA

Overview of the US IPO Market focusing on the Life Sciences Sector

- *Jordan Saxe, Head of Healthcare, Nasdaq*

Current market conditions, how to plan ahead?

- *Kristian Humer, Managing Director, Healthcare Investment Banking, Citi*
- *Dan Iacopetti, Director, Nordic Equity Capital Markets, Citi*

Conversation with the CFO of Calliditas Therapeutics on key takeaways from its recent US IPO

- *Fredrik Johansson, Chief Financial Officer, Calliditas Therapeutics*
- *Moderated by Sofie Bjärtun, Senior Associate, Capital Markets, Advokatfirman Vinge*

10 min break

US and Swedish legal aspects to consider when preparing for a dual listing in the US

- *Dain Hård Nevonen, Partner, Capital Markets, Advokatfirman Vinge*
- *Kristopher Brown, Life Sciences Partner, Goodwin*

American Depositary Receipts (ADRs) why needed and how they work?

- *Sandra Friedrich, Head of DR Establishment and Documentation, BNY Mellon Depositary Receipts*
- *Damon Rowan, EMEA DR Relationship Management, BNY Mellon Depositary Receipts*

Summary and Q&A

- *Adam Kostyál, Senior Vice President, Head of Listings EMEA, Nasdaq*

Overview of the US IPO Market focusing on the Life Sciences Sector

Jordan Saxe
Head of Healthcare
Nasdaq

jordan.saxe@nasdaq.com

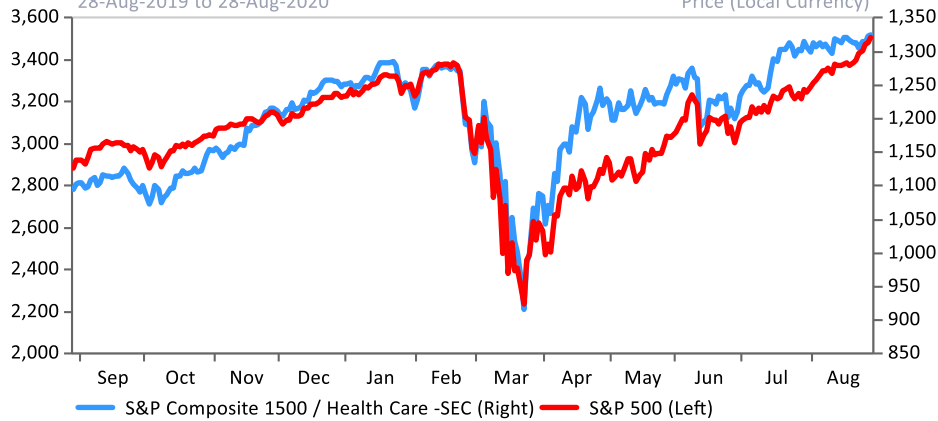
U.S. Healthcare Capital Markets Update

Equity Market Performance 2020 YTD

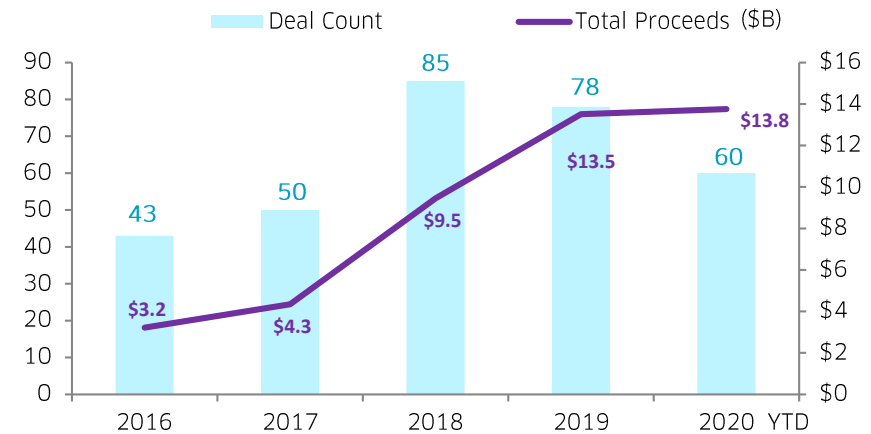
S&P Composite 1500 / Health Care -SEC vs. S&P 500

28-Aug-2019 to 28-Aug-2020

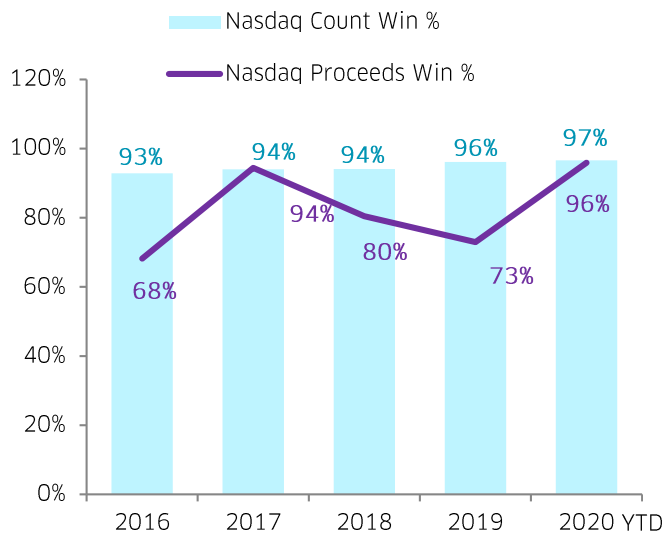
Price (Local Currency)



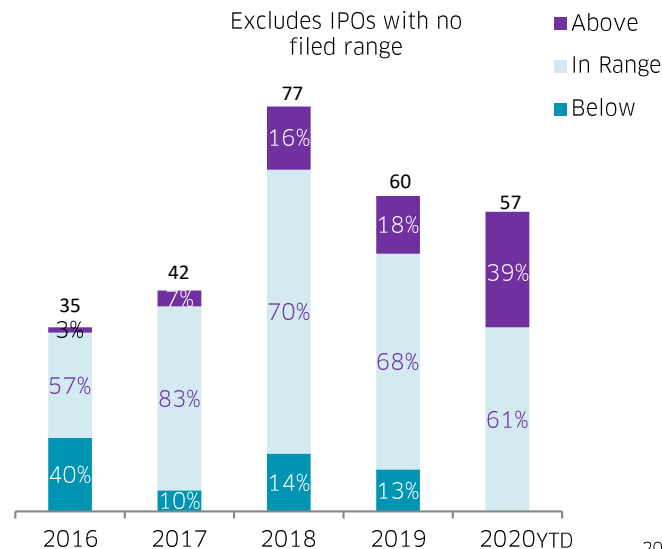
Historical IPO Trends



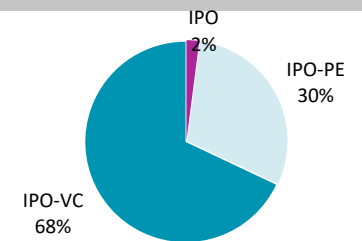
Healthcare Nasdaq Win Rates



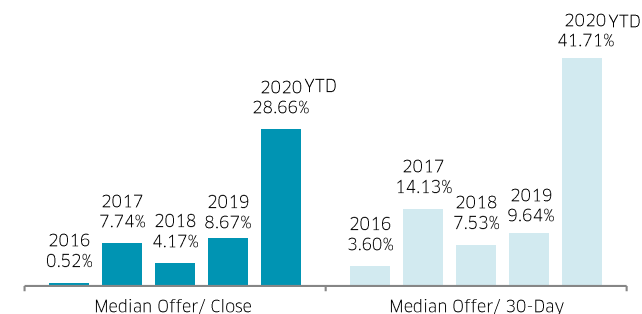
Above/Below/Within Filing Range



2020 YTD IPO Sponsor Type



IPO Price Performance



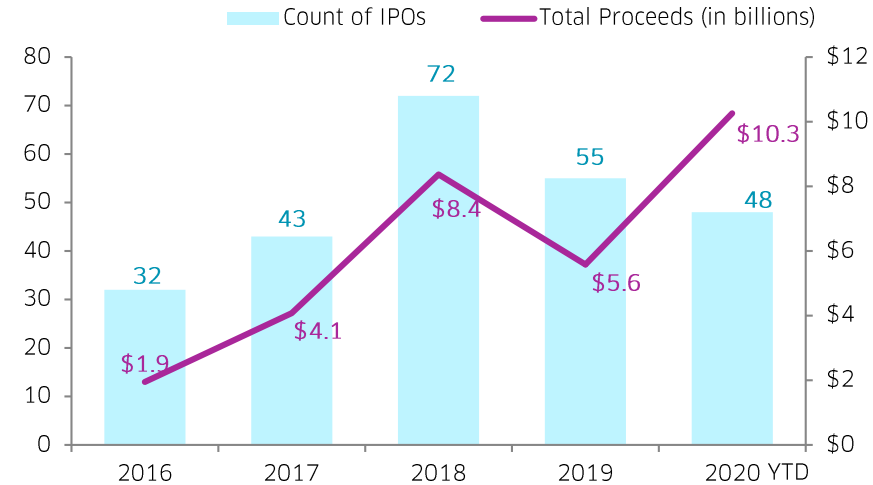
U.S. Biotech & Pharma Capital Markets Update

Equity Market Performance 2020 YTD

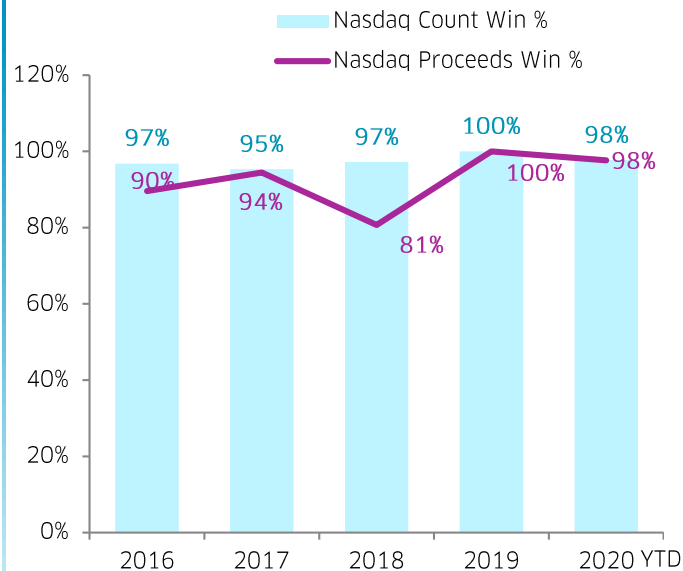
iShares NASDAQ Biotechnology ETF vs. S&P 500



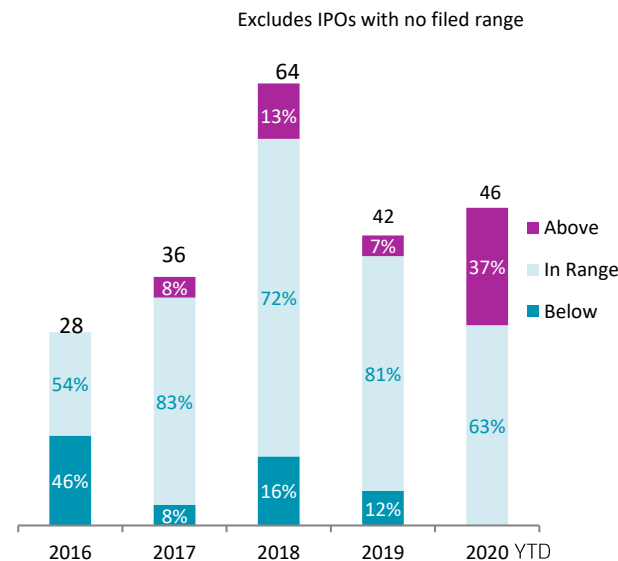
Historical IPO Trends



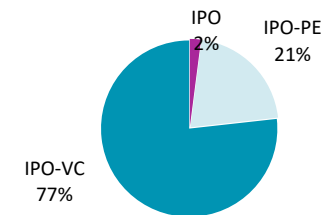
Biotech & Pharma Nasdaq Win Rates



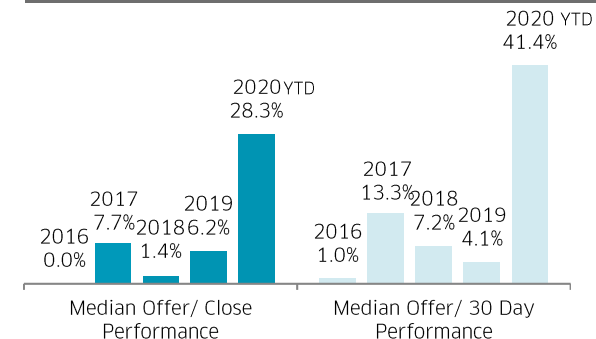
Above/Below/Within Filing Range



2020 YTD IPO Sponsor Type



IPO Price Performance



Nasdaq Remains The Listing Venue Of Choice For Healthcare IPOs

Select Healthcare IPO Companies
On File With Nasdaq

.Outset

AMRYT
PHARMA

SILENCE
THERAPEUTICS

GoodRx

Dyne
THERAPEUTICS

METACRINE

COMPASSION
Navigating Mental Health Pathways

Athira
PHARMA

Avadim
HEALTH

265+

Companies Engaged In IPO
Conversations With Nasdaq

Of Which

90+

Have Filed Confidential
Listing Applications With
Nasdaq

*Source: SEC filing, as of 08/31/2020.

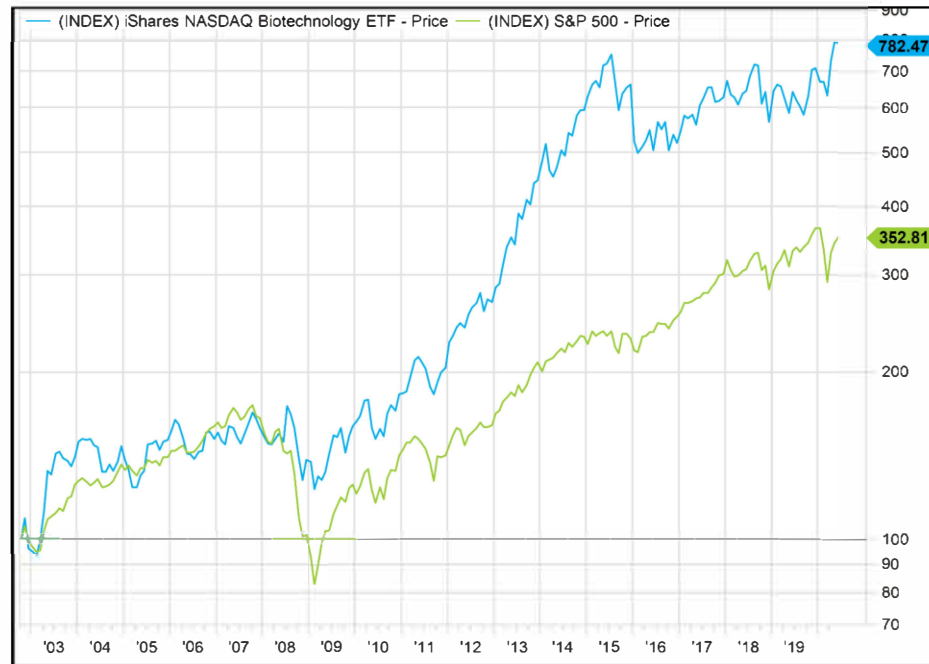
Inclusion In The NBI – Benefit From A Top Investor

Nasdaq Biotechnology Index (NBI)

A market capitalization weighted index focused specifically on the biopharmaceutical industry.

iShares Nasdaq Biotechnology ETF (Nasdaq: IBB)

■ IBB ■ S&P 500



iShares Nasdaq Biotechnology ETF:
\$9.43B In AUM

Nasdaq
Biotech Index

iShares™

Nasdaq Biotech ETF AUM as of 08/17/2020

Benefit From A New Top Investor

Index constituents will benefit from a new top mutual fund investor. Index constituents can expect a new top 10 fund shareholder.

Market Value Range	Average % of IBB Ownership Of Security
>\$10B	0.85%
\$5B-\$10B	0.83%
\$1B-\$5B	0.94%
\$500M-\$1B	0.96%
<\$500M	0.97%

AMGEN



GILEAD



Biogen



illumina®

REGENERON

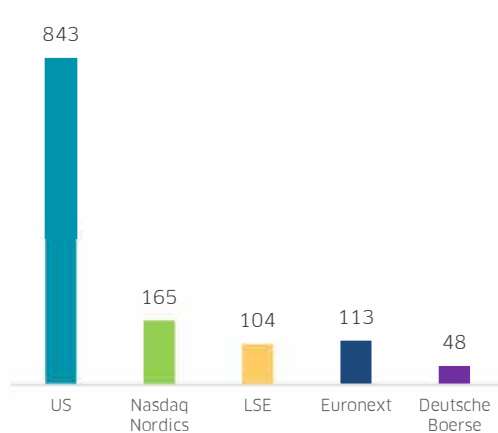
ALEXION



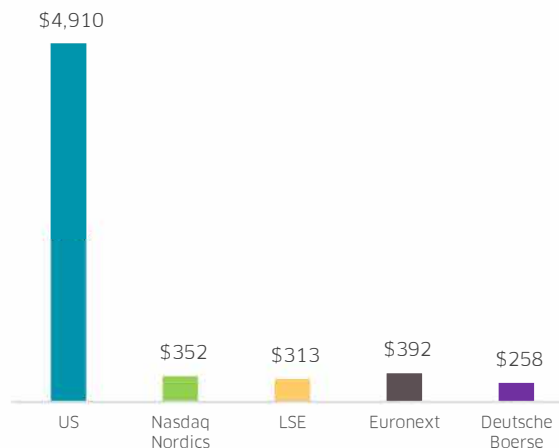
Mutual Funds / ETFs. Source: FactSet.

US vs Europe Health Care Companies Exchange Comparison

**NUMBER OF
LISTED COMPANIES**



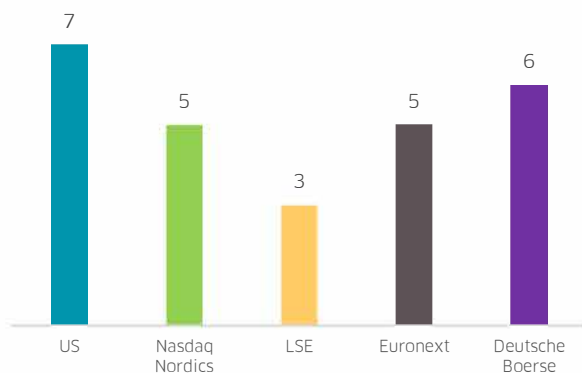
**TOTAL MARKET
VALUE (\$B)**



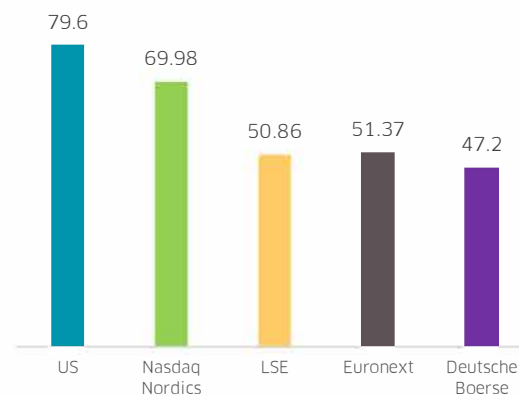
**AVERAGE MARKET
VALUE (\$B)**



**AVERAGE ANALYST
COVERAGE**



**AVERAGE P/E
RATIO**



Source: Bloomberg, August 2020. ICB classification.

Nasdaq Nordics: Main Markets: Copenhagen, Helsinki, Reykjavik, Stockholm and First North. Euronext: Amsterdam, Paris, Lisbon, Brussels, Dublin.

Dual-Listed Companies on Nasdaq

Majority of EMEA Issuers Experience Market Cap Increase

Nasdaq

Symbol	Name	Primary Exchange (Local Exchange)	Sector	First Listing Date - US ADR	Global Market Value 3 Months prior Nasdaq ADR Listing (\$M)	Global Market Value at the time of Nasdaq ADR Listing (\$M)	Global Market Value 3 Months after Nasdaq ADR Listing (\$M)	Market Value Increase: 1 st Day of Nasdaq ADR Listing vs 3 Months Prior	Market Value Increase: 3 Months pre vs 3 Months post Nasdaq ADR Listing
GRFS	Grifols, S.A. Sponsored ADR Class B	Madrid	Health Care	6/02/11	\$3,514	\$6,088	\$5,488	✓	✓
BLRX	Bioline RX Ltd Sponsored ADR	Tel Aviv	Health Care	7/25/11	\$87	\$69	\$46	✗	✗
RDHL	RedHill Biopharma Ltd. Sponsored ADR	Tel Aviv	Health Care	12/27/12	\$40	\$56	\$66	✓	✓
GWPH	Gw Pharmaceuticals Sponsored ADR	London	Health Care	5/01/13	\$164	\$100	\$155	✗	✗
TRPX	Therapix Biosciences Ltd. Sponsored ADR	Tel Aviv	Health Care	10/06/14	\$3	\$3	\$2	●	✗
DBVT	DBV Technologies SA Sponsored ADR	Euronext Paris	Health Care	10/22/14	\$416	\$714	\$991	✓	✓
SMMT	Summit Therapeutics PLC Sponsored ADR	London	Health Care	3/05/15	\$75	\$85	\$125	✓	✓
CLLS	Cellectis SA Sponsored ADR	Euronext Paris	Health Care	3/25/15	\$414	\$1,177	\$1,263	✓	✓
BVXV	Biondvax Pharmaceuticals Sponsored ADR	Tel Aviv	Health Care	5/12/15	\$9	\$5	\$14	✗	✓
GLPG	Galapagos NV Sponsored ADR	Euronext Amsterdam	Health Care	5/14/15	\$669	\$1,546	\$2,298	✓	✓
CYAD	Celyad SA Sponsored ADR	Euronext Brussels	Health Care	6/19/15	\$377	\$465	\$424	✓	✓
KTOV	Kitov Pharma Ltd. Sponsored ADR	Tel Aviv	Health Care	11/20/15	\$5	\$6	\$10	●	✓
MTP	Midatech Pharma PLC Sponsored ADR	London	Health Care	12/07/15	\$115	\$132	\$81	✓	✗
NNDM	Nano Dimension Ltd Sponsored ADR	Tel Aviv	Information Technology	3/7/16	\$51	\$50	\$54	●	●
VRNA	Verona Pharma PLC Sponsored ADR	London	Health Care	4/27/17	\$98	\$88	\$161	✗	✓
ARGX	argenx SE Sponsored ADR	Euronext Brussels	Health Care	5/18/17	\$327	\$392	\$544	✓	✓
FRSX	Foresight Autonomous Holdings Ltd Sponsored ADR	Tel Aviv	Consumer Discretionary	6/15/17	\$64	\$218	\$122	✓	✓
ZEAL	Zealand Pharma A/S Sponsored ADR	OMX Nordic Copenhagen	Health Care	8/09/17	\$457	\$471	\$454	✓	●
ERYP	ERYTech Pharma SA Sponsored ADR	Euronext Paris	Health Care	11/10/17	\$332	\$301	\$369	✗	✓
BFRA	Biofrontera AG Sponsored ADR	Xetra	Health Care	2/14/18	\$153	\$263	\$306	✓	✓
MOR	MorphoSys AG Sponsored ADR	Xetra	Health Care	4/19/18	\$2,975	\$3,103	\$4,192	✓	✓
MDGS	Medigus Ltd Sponsored ADR	Tel Aviv	Health Care	7/23/18	\$5	\$5	\$12	●	✓
SFET	Safe-T Group Ltd Sponsored ADR	Tel Aviv	Information Technology	8/17/18	\$9	\$10	\$9	●	●
TLSA	Tiziana Life Sciences PLC Sponsored ADR	London	Health Care	11/20/18	\$160	\$124	\$89	✗	✗
ANCN	Anchiano Therapeutics Ltd. Sponsored ADR	Tel Aviv	Health Care	2/12/19	\$46	\$65	\$41	✓	●
ITMR	Itamar Medical Ltd Sponsored ADR	Tel Aviv	Health Care	2/27/19	\$105	\$110	\$95	✓	✗
GNFT	Genfit SA Sponsored ADR	Euronext Paris	Health Care	3/27/19	\$575	\$700	\$787	✓	✓
BWAY	Brainsway Ltd Sponsored ADR	Tel Aviv	Health Care	4/17/19	\$97	\$96	\$113	●	✓
MREO	Mereo BioPharma Group PLC Sponsored ADR	London	Health Care	4/24/19	\$168	\$205	\$50	✓	✗
GMAB	Genmab A/S Sponsored ADR	OMX Nordic Copenhagen	Health Care	7/18/19	\$10,476	\$11,373	\$13,861	✓	✓
RCEL	Avita Medical Ltd Sponsored ADR	ASX	Health Care	10/1/19	\$553	\$733	\$963	✓	✓
IPHA	Innate Pharma SA Sponsored ADR	Euronext Paris	Health Care	10/17/19	\$411	\$402	\$558	✗	✓

Source: Bloomberg & Factset, active ADRs with an underlying security listed 3 months prior ADR issuance. Instruments with no data 3 months prior/post ADR listing have not been taken into consideration in the study.

ADRs listed after 2010

Green/Red – significant change in market value; Yellow – minor change in market value

N

Biotech Companies Stock Performance Case Study

Argenx (Nasdaq: ARGX)



1259% Price Increase
Since IPO
(5/18/2017)

2247% Market Cap
Increase
Since IPO
(5/18/2017)



Ascendis Pharma (Nasdaq: ASND)



714% Price Increase
Since IPO
(1/28/2015)

1466% Market Cap
Increase
Since IPO
(01/28/2015)



Current market conditions, how to plan ahead?

Kristian Humer
*Managing Director,
Healthcare Investment Banking
Citi*

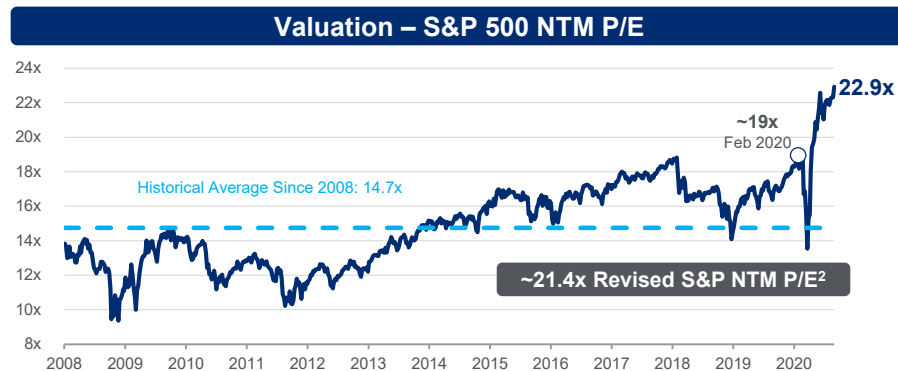
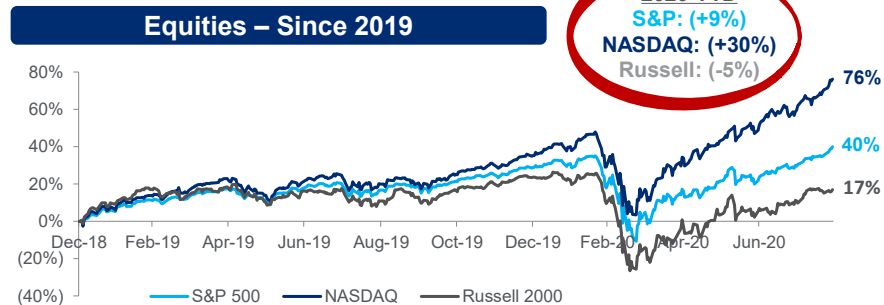
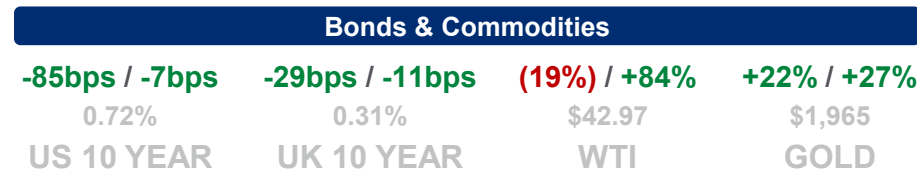
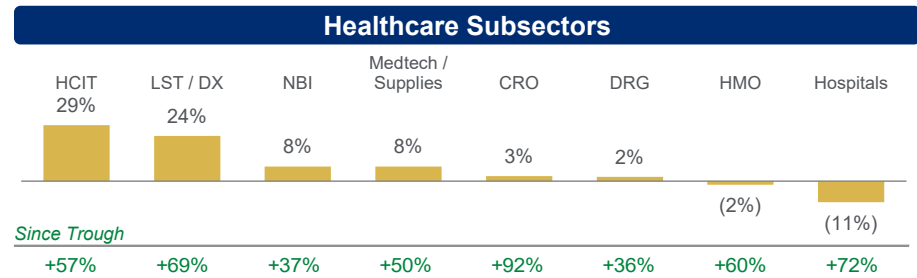
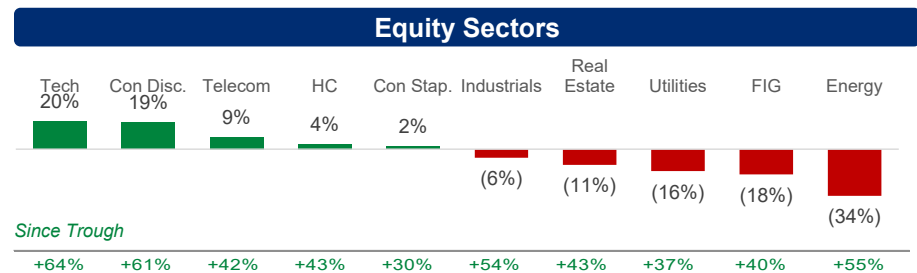
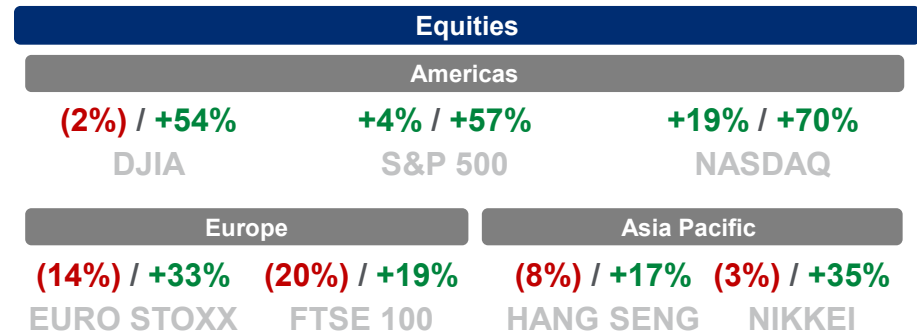
kristian.humer@citi.com

Dan Iacopetti
*Director, Nordic Equity Capital
Markets
Citi*

daniele.iacopetti@citi.com

Equity Market Update

PERFORMANCE — SINCE PRIOR HIGH (FEB 19) / SINCE TROUGH (MAR 23)



Source: Dealogic, Bloomberg and FactSet. Data as of 08/28/20.

(1) Performance peak-to-trough expect coronavirus reflects actual performance
(2) Revised S&P NTM P/E based on updated estimates from sell-side.

Note: Medtech / Supplies includes A, ABMD, ABT, BDX, BSX, EW, HAE, JNJ, MDT, MMSI, STXS, THOR, TMO, WAT; 'HMOs' includes CI, HUM, UNH, WLP; 'HCIT' includes CERN, CHNG, CPSI, EVH, HCAT, HMSY, HSTM, INOV, LVGO, MDRX, PHR, PINC, QSII, TDOC, TRHC; 'CROs' includes PPD, CBM, CRL, ICLR, PDII, PRAH, Q; 'Hospitals' includes HCA, UHS, CYH, THC. 'LST / DX' includes XON, DHR, MYGN, ADPT, PACB, NTRA, GH, A.

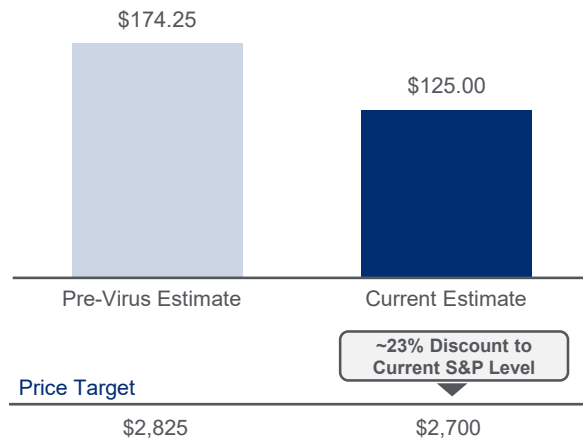
Market Has Rallyed From Lows But Economic Outlook is Mixed

Equity Rebound Erased COVID Losses for the First Time in August when SPX Reached an All Time High

- Investors take on a more bullish tone with widespread economic reopening
- Recent trading has been less focused on rising virus cases and more optimistic towards vaccine headlines
- Beginnings of COVID second waves have manifested domestically and internationally
- New issue market has re-opened and demonstrated signs of strength:
 - Non-biotech IPOs have consistently priced and traded well in current market
 - Biotech IPOs continue to be a main source of alpha for investors; however, recently priced biotech IPOs have started to see some weakness in aftermarket trading
- Biopharma remains resilient and continues to ride post-COVID tailwinds
- Biopharma sector seen as the solution to economic problems
 - Focus on the sector for COVID therapeutic and vaccine

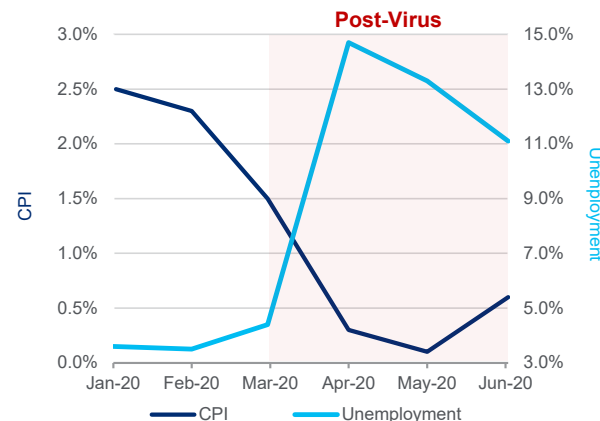
EPS Estimates Have Been Adjusted

Citi S&P 500 2020 EPS Estimates



Economic Indicators Suggest Slow Recovery

CPI and Unemployment 2020 YTD



Investors Bullish Near-Term...

- **Government and Fed** show continued focus and willingness to support markets
- **Upward revisions across sectors** suggest worst is over and bad news is **priced-in**
- **Increased re-opening momentum** is a big step forward
- **Fundamental rally** with rebound in cyclicals since mid-May
- **Valuation is supportive** with modest upside potential
- **Global cases flattening** and potential **therapeutics solutions** are in development

... Despite Unanswered Questions



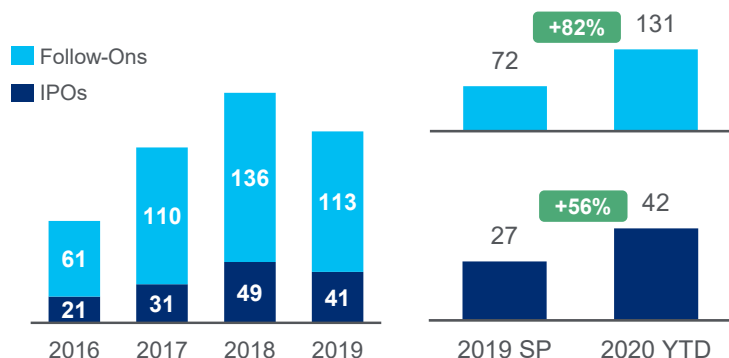
- **GDP estimate step-downs and earnings disappointments** indicate long-term implications
- **V-shaped recovery expected**, however **U-shaped model** still a possibility
- Uncertainty around **consumer spending, business operations, and trade growth**
- **Worsening credit conditions**
- **Election timelines** are nearing and becoming more relevant to the investment narrative
- High level of focus on **Vaccine Trial Readouts**
- **Vaccine Distribution** Issues Given Large TAM

Biotech Financing Market Overview

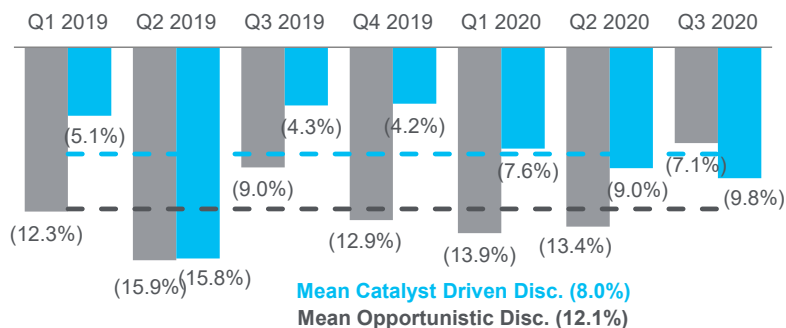
Biotech Market Snapshot

	2017	2018	2019	2020 YTD
Broader Market Indices				
S&P 500	19.4%	(6.2%)	28.9%	8.6%
Russell 2000	13.1%	(12.2%)	23.7%	(5.4%)
VIX (23.0)	(21.4%)	130.3%	(45.8%)	66.6%
Sector Specific Indices/ETFs				
Nasdaq Biotech Index (NBI)	21.1%	(9.3%)	24.4%	10.3%
S&P Biotech ETF (XBI)	43.4%	(15.5%)	32.6%	14.4%

Biotech Offering Volume - # of Deals



Biotech Follow-On Quarterly Discounts



Biotech Offering Overview

IPOs – Since 2019 (Recent 15 Deals Shown)

(\$ in millions)		Total	Pre-Money	Pricing vs.	% Change from Offer to		% Insider
Date	Issuer	Proceeds	Valuation	Range	1 Day	Current	Participation ⁽¹⁾
08/20/20	Kymera Therapeutics LLC	\$174	\$764	\$2.00 Above	66.3%	66.4%	--
08/18/20	Harmony Biosciences Holdings	148	1,439	\$1.00 Above	54.2	46.7	--
08/18/20	Inhibrx Inc	137	518	Midpoint	21.4	(0.9)	--
08/13/20	CureVac NV	245	2,500	High End	249.4	269.7	--
08/06/20	Freeline Therapeutics Holdings	159	346	High End	0.0	(10.3)	--
08/06/20	Checkmate Pharmaceuticals Inc	75	260	Midpoint	(6.7)	1.9	--
07/29/20	Allovir Inc	318	791	Midpoint	49.4	64.8	--
07/23/20	iTeos Therapeutics Inc	230	480	\$1.00 Above	0.3	55.8	--
07/23/20	Nurix Therapeutics Inc	209	545	\$1.00 Above	0.1	24.8	--
07/23/20	Inozyme Pharma Inc	129	274	High End	9.6	79.5	--
07/23/20	Annexon Inc	288	389	\$1.00 Above	4.5	42.8	--
07/16/20	ALX Oncology Holdings Inc	186	569	\$2.00 Above	57.9	132.9	--
07/16/20	Pandion Therapeutics Inc	153	379	High End	0.6	1.6	--
07/15/20	Relay Therapeutics Inc	460	1,343	\$2.00 Above	(5.0)	96.1	--
07/10/20	Nkarta Inc	290	332	\$2.00 Above	5.6	47.7	--
	Mean (2019 - 2020 YTD)	\$192	\$792		23.5%	57.8%	47%
	Median (2019 - 2020 YTD)	148	421		14.5	47.8	45

Follow-Ons – Since 2019 (Recent 10 Deals Shown)

(\$ in millions)		Offering	File to	Offer /	% Mkt	Days	Days	Stage of
Date	Issuer	Size	Offer	Current	Cap	Trading	Mkt'd	Development
08/27/20	Odonate Therapeutics Inc	\$80	(18.3%)	25.5%	17%	44x	1	Phase 3
08/25/20	Ovid Therapeutics Inc	50	25.6	(27.0)	14	5	0	Phase 3
08/12/20	Schrodinger Inc	380	(11.1)	(6.5)	11	5	2	Pre-Clinical
08/12/20	Omeros Corp	100	(32.0)	(16.9)	12	8	1	Marketed
08/11/20	Trevena Inc	50	(16.1)	(22.2)	14	5	0	Marketed
08/12/20	Adverum Biotechnologies Inc	217	(16.6)	(7.8)	18	12	1	Phase 2
08/12/20	Seres Therapeutics Inc	260	7.3	13.9	14	9	1	Phase 3
08/06/20	Horizon Therapeutics plc	963	(7.0)	2.0	7	6	1	Marketed
08/04/20	Immunic Inc	104	(18.2)	(11.4)	36	23	1	Phase 2
07/30/20	Spectrum Pharmaceuticals Inc	75	(22.7)	40.3	17	14	0	Phase 3
Mean (2019 - 2020 YTD)		\$204	(10.7%)	26.5%	23%	25x	1	
Median (2019 - 2020 YTD)		125	(9.6)	2.0	15	17	0	

Catalyst Driven

Source: FactSet and Dealogic as of 08/28/20.

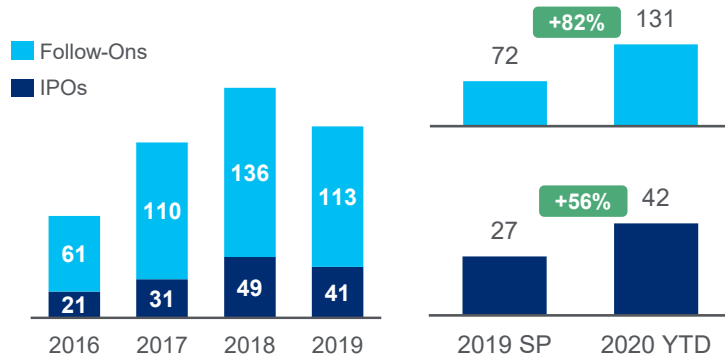
Note: Excludes offerings <\$40mm equity raise, block trades and U.S. IPOs of foreign public companies. Catalyst driven >5% stock price reaction post news / data; (1) Insider participation at launch.

Biotech Financing Market Overview

Biotech Market Snapshot

	2017	2018	2019	2020 YTD
Broader Market Indices				
S&P 500	19.4%	(6.2%)	28.9%	8.6%
Russell 2000	13.1%	(12.2%)	23.7%	(5.4%)
VIX (23.0)	(21.4%)	130.3%	(45.8%)	66.6%
Sector Specific Indices/ETFs				
Nasdaq Biotech Index (NBI)	21.1%	(9.3%)	24.4%	10.3%
S&P Biotech ETF (XBI)	43.4%	(15.5%)	32.6%	14.4%

Biotech Offering Volume - # of Deals



Biotech Quarterly IPO Step-Ups



Biotech IPO Overview

IPOs – Since 2019 (Last 30 Deals Shown)

(\$ in millions)		Total	Pre-Money	Pricing vs.	% Change from Offer to		% Insider
Date	Issuer	Proceeds	Valuation	Range	1 Day	Current	Participation ⁽¹⁾
08/20/20	Kymera Therapeutics LLC	\$174	\$764	\$2.00 Above	66.3%	66.4%	--
08/18/20	Harmony Biosciences Holdings	148	1,439	\$1.00 Above	54.2	46.7	--
08/18/20	Inhibrx Inc	137	518	Midpoint	21.4	(0.9)	--
08/13/20	CureVac NV	245	2,500	High End	249.4	269.7	--
08/06/20	Freeline Therapeutics Holdings	159	346	High End	0.0	(10.3)	--
08/06/20	Checkmate Pharmaceuticals Inc	75	260	Midpoint	(6.7)	1.9	--
07/29/20	Allovir Inc	318	791	Midpoint	49.4	64.8	--
07/23/20	iTeos Therapeutics Inc	230	480	\$1.00 Above	0.3	55.8	--
07/23/20	Nurix Therapeutics Inc	209	545	\$1.00 Above	0.1	24.8	--
07/23/20	Inozyme Pharma Inc	129	274	High End	9.6	79.5	--
07/23/20	Annexon Inc	288	389	\$1.00 Above	4.5	42.8	--
07/16/20	ALX Oncology Holdings Inc	186	569	\$2.00 Above	57.9	132.9	--
07/16/20	Pandion Therapeutics Inc	153	379	High End	0.6	1.6	--
07/15/20	Relay Therapeutics Inc	460	1,343	\$2.00 Above	(5.0)	96.1	--
07/10/20	Nkarta Inc	290	332	\$2.00 Above	5.6	47.7	--
07/09/20	Poseida Therapeutics Inc	224	792	High End	(4.1)	(42.3)	--
06/25/20	PolyPid Ltd	69	241	Midpoint	18.8	(24.6)	54%
06/25/20	Fusion Pharmaceuticals Inc	213	632	\$1.00 Above	0.0	(23.8)	--
06/25/20	Akouos Inc	244	370	\$1.00 Above	29.4	32.9	--
06/18/20	Forma Therapeutics Holdings	319	555	\$2.00 Above	95.0	112.6	--
06/18/20	Repare Therapeutics Inc	253	529	\$2.00 Above	54.0	20.1	--
06/15/20	Royalty Pharma plc	2,501	16,800	High End	58.9	50.3	--
06/11/20	Generation Bio Co	230	716	\$1.00 Above	29.9	43.6	--
06/11/20	Avidity Biosciences Inc	298	421	\$2.00 Above	58.3	58.4	--
06/11/20	Vaxcyte Inc	288	591	High End	63.4	175.3	--
06/04/20	Legend Biotech Corp	487	2,900	\$3.00 Above	60.9	47.8	--
06/04/20	Applied Molecular Transport Inc	177	343	High End	28.4	71.4	--
06/02/20	Pliant Therapeutics Inc	166	423	High End	33.1	62.4	--
05/14/20	ADC Therapeutics SA	268	1,075	\$1.00 Above	56.1	141.3	80
05/07/20	Ayala Pharmaceuticals Inc	59	138	Midpoint	0.2	(19.9)	--
	Mean (2019 - 2020 YTD)	\$192	\$792		23.5%	57.8%	47%
	Median (2019 - 2020 YTD)	148	421		14.5	47.8	45
	Mean (2020 YTD)	\$264	\$1,031		36.0%	62.5%	55%
	Median (2020 YTD)	211	524		28.3	51.4	51

Source: FactSet and Dealogic as of 08/28/20.

Note: Excludes offerings <\$40mm equity raise, block trades and U.S. IPOs of foreign public companies. Catalyst driven >5% stock price reaction post news / data; (1) Insider participation at launch.

Precedent U.S. IPOs of Listed European Biotech Issuers

Precedent U.S. Biotech Offerings from EMEA Companies

(\$ in millions)		EU Domicile	Offering Format	Final Deal Size	Pre-Deal Market Cap	Deal Size as a % of Market Cap at ⁽¹⁾			Days Marketed	Discount to Last	File to Offer	% Change Offer		Day 1 Vol % of Base Deal
Date	Issuer					Public Flip	Launch	Pricing				+1 Day	to Current	
07/10/20	Inventiva SA	France	U.S. Offering	\$108	\$468	34.6%	24.6%	26.0%	3	(5.6%)	0.0%	(24.7%)	(18.6%)	32.2%
06/04/20	Calliditas Therapeutics AB	Sweden	Simultaneous	97	396	20.6	18.9	18.9	4	(4.8)	3.4	0.5	18.2	17.0
10/16/19	Innate Pharma SA	France	Simultaneous	79	398	15.4	19.5	20.0	8	(12.0)	(28.1)	10.0	13.4	6.6
07/17/19	Genmab A/S	Denmark	U.S. Offering	582	11,253	4.5	4.4	4.4	7	(3.3)	(0.1)	2.4	111.2	25.6
03/26/19	Genfit SA	France	Simultaneous	155	770	17.8	16.9	16.9	8	(17.8)	(22.9)	9.1	(75.9)	32.6
04/18/18	MorphoSys AG	Germany	U.S. Offering	239	3,057	6.5	6.5	6.3	8	(6.2)	4.6	5.1	24.1	21.1
11/10/17	Erytech Pharma SA	France	Simultaneous	141	273	37.5	45.8	41.6	3	(9.1)	(19.3)	10.1	(70.6)	5.2
10/24/17	Ablynx	Belgium	U.S. Offering	230	1,163	13.4	12.9	13.0	6	(7.2)	(13.0)	28.6	--	25.0
08/08/17	Zealand Pharma	Denmark	U.S. Offering	90	492	14.0	15.2	15.3	5	(4.5)	(10.0)	(0.3)	115.8	39.2
05/17/17	argenx NV	Netherlands	U.S. Offering	115	338	18.3	19.2	18.5	8	(2.4)	(6.7)	35.3	1,235.4	13.6
04/26/17	Verona Pharma plc	United Kingdom	Simultaneous	87	88	67.1	68.2	68.3	6	(1.9)	(4.7)	0.0	(48.7)	10.2
12/14/16	TiGenix NV	Belgium	U.S. Offering	36	190	28.6	28.9	29.7	7	(15.4)	(28.2)	(24.5)	(3.3)	44.0
06/18/15	Celyad SA	Belgium	Simultaneous	100	558	15.7	14.3	14.5	4	(3.6)	4.4	(20.4)	(85.0)	61.2
06/10/15	Biotie Therapies Oyj	Finland	U.S. Offering	64	129	66.9	38.8	57.4	6	(2.4)	42.5	38.4	--	43.1
05/13/15	Galapagos NV	Belgium	Simultaneous	316	1,350	16.8	11.9	11.9	6	(3.9)	35.7	20.1	213.5	28.4
03/24/15	Collectis SA	France	U.S. Offering	228	1,280	16.0	10.2	10.1	5	(5.0)	49.6	(5.3)	(55.7)	76.1
03/04/15	Summit Therapeutics plc	United Kingdom	U.S. Offering	39	101	N/A	39.6	N/A	8	(19.8)	1.0	2.9	(66.0)	42.6
10/21/14	DBV Technologies SA	France	Simultaneous	133	729	20.0	13.7	13.8	2	(6.0)	(7.7)	5.8	(90.4)	23.2
05/01/13	GW Pharmaceuticals plc	United Kingdom	U.S. Offering	33	128	N/A	31.3	40.1	10	(22.7)	(9.1)	2.1	1,044.4	2.0
Overall Mean (19 Offerings)				\$151	\$1,219	24.3%	23.2%	23.7%	6	(8.1%)	(0.5%)	5.0%	133.0%	28.9%
Overall Median (19 Offerings)				108	468	17.8	18.9	17.7	6	(5.6)	(4.7)	2.9	(3.3)	25.6

Source: Dealogic and FactSet. Market data as of 09/04/20. (1) Deal size at launch.

Preparing for a US Listing - Local Market Considerations

Shareholder Engagement

EGM

- Engage early and systematically
- Be cognisant of MAR
- Some domestic investors will abstain (at best)

Process Involvement

- Deep and typically loyal investor base
- Swedish private placement as part of US offering
- Complementary to specialist US investor demand - increase price tension

Structuring

Offer Tranches

- Consider Swedish private placement, alongside US offering
- Maximise global demand
- Relative tranche sizing is flexible - can be determined in final process phases

Greenshoe

- Evaluate pursuit of greenshoe over US line only or both Swedish and US line

International Validation

Validation

- Ensure US skew to any prior directed placings (pseudo “cross-over” round)
- Evaluate prospect for directed, disclosed cross of stock to select specialists

Anchor / Cornerstone Engagement

- Launch US IPO from a position of strength – early international investor interaction critical to secure anchor / cornerstone interest
- US listing process a +6-9 month commitment

citi: Leading Healthcare Equity Capital Markets Franchise

Premier Global IPO Underwriter

2017 to Recent – Global IPO Offerings

Table B Global Equity IPO									
Period Custom 01/01/17 - 08/28/20									
Party Citi									
Role Manager									
League Table	History	Analysis	Deals						
Manager	Rank	Vol (MM USD)	Issues	Fees	Table Share (%)	Mkt Share Diff			
Morgan Stanley	1	46,630.30	350	3.904	5.78	-0.16			
Citi	2	43,912.05	335	3.876	5.45	0.15			
Goldman Sachs	3	40,611.13	315	4.391	5.04	-0.05			
JP Morgan	4	40,314.18	322	4.212	5.00	-0.35			
Credit Suisse	5	38,948.97	284	4.320	4.83	0.33			
BofA Securities	6	36,273.08	294	4.410	4.50	0.09			
China International Capital Co...	7	29,536.01	156	2.546	3.66	1.21			
UBS	8	28,517.14	176	3.261	3.54	0.34			
Deutsche Bank	9	24,062.41	172	4.221	2.98	-0.65			
CITIC Securities	10	20,955.81	156	3.538	2.60	0.54			

Leading U.S. Equity IPO Underwriter

2020 to Recent – U.S. IPO Offerings

Table B US Equity IPO									
Period Custom 01/01/20 - 08/28/20									
Party Citi									
Role Manager									
League Table	History	Analysis	Deals						
Manager	Rank	Vol (MM USD)	Issues	Fees	Table Share (%)	Mkt Share Diff			
Citi	1	7,220.48	33	4.266	11.59	4.48			
Goldman Sachs	2	6,860.94	39	5.105	11.02	1.81			
Credit Suisse	3	6,580.68	32	5.299	10.57	3.81			
BofA Securities	4	4,865.30	37	5.346	7.81	-0.56			
JP Morgan	5	4,237.02	31	5.492	6.80	1.10			
Morgan Stanley	6	4,034.52	33	5.441	6.48	0.22			
Jefferies	7	3,945.89	32	4.487	6.34	2.60			
UBS	8	3,936.10	17	3.803	6.32	3.19			
Deutsche Bank	9	2,203.26	15	5.079	3.54	-3.35			
Cantor Fitzgerald	10	1,982.43	8	4.747	3.18	-1.01			

Recent Citi ECM Franchise Awards



World's Best Bank for Financing (2018)
World's Best Investment Bank (2018)
World's Best Bank for Markets (2017)



Most Innovative Investment Bank – IPOs (2016 / 2017)
Most Innovative Investment Bank – Equity-Linked (2017)
U.S. Initial Public Offering (2017)
Most Innovative Investment Bank (2016)



Bank of the Year (2019)
North America Equity House (2012 / 2017)
EMEA Equity House (2017)
Global Bank of the Year (2013 / 2016)
Americas Bank of the Year (2013)
North American Equity Issue (2012 / 2014 / 2016)
U.S. Initial Public Offering (2012 / 2017)
Americas Structured Equity (2014 / 2017)
Secondary Equity Issue (2014)

Citi Select Recent Offering Experience

 Follow-On Offering Lead Bookrunner \$963mm August 2020	 Follow-On Offering Lead Bookrunner \$199mm July 2020	 Follow-On Offering Joint Bookrunner \$108mm June 2020	 Initial Public Offering Joint Bookrunner \$2.5bn June 2020	 Initial Public Offering Lead Bookrunner \$97mm June 2020	 Initial Public Offering Lead Bookrunner \$166mm June 2020
 Follow-On Offering Lead Bookrunner \$348mm May 2020	 Follow-On Offering Joint Bookrunner \$316mm May 2020	 Follow-On Offering Lead Bookrunner \$202mm May 2020	 Follow-On Offering Joint Bookrunner \$6.7bn May 2020	 Initial Public Offering Lead Bookrunner \$59mm May 2020	 Follow-On Offering Joint Bookrunner \$115mm April 2020

citi: Leading ECM Franchise in the Nordics

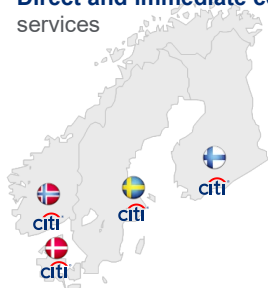
#1 International ECM House in the Nordics¹ (2018-20YTD, as per Dealogic)

Rank	Bookrunner (Parent)	Deal Value USD (m)	No.
1	Citi	2,208.99	23
1	Morgan Stanley	2,875.59	23
3	Nordea	2,202.24	20
4	Goldman Sachs	1,831.20	17
4	JPMorgan	1,582.31	17
6	Carnegie	850.09	13
7	Danske Bank	1,068.73	10
8	ABG Sundal Collier	484.85	7
8	SEB	776.32	7
10	DNB Markets	396.79	6

Long-Standing On-the-Ground Presence with Largest Local Team

citi's Nordic Presence

- ✓ **Largest Nordic franchise of all international banks**, c.100 employees based in the region
- ✓ **Full corporate product and service offering** ranging from investment to corporate banking
- ✓ Local client coverage officers in all Nordic countries
- ✓ **Full on the ground execution capabilities**
- ✓ **Direct and immediate connectivity with Citi global network** of products and services



Present in Sweden and Norway since 1973, in Finland since 1975, in Denmark since 1977



Selected Nordic ECM Credentials

Selected Recent ECM

 Prim. AEO / MCB GloCo €325m - 2020	 Rights Issue GloCo €512m - 2020	 Convertible GloCo €125m - 2020	 IPO GloCo \$90m - 2020	 Rights Issue GloCo €378m - 2020
 AEO Bookrunner \$200m - 2020	 Primary AEO GloCo \$33m - 2019	 Bookrunner \$370m x2 - 2019 \$115m - 2019 \$637m x2 - 2017	 CONV / AEO / IPO Bookrunner \$53m - 2019 \$350+52m - 2018	 IPO / AEO x2 Global Coordinator \$331m - 2019 \$370m - 2018
 IPO GloCo €1.4bn - 2019	 Re-IPO GloCo €370m - 2019	 AEO Bookrunner \$885m - 2019	 AEO Bookrunner \$115m - 2019	 IPO GloCo \$115m - 2018

Selected Historic Transactions

 IPO Bookrunner \$3.0bn - 2016	 IPO Bookrunner \$316m - 2015	 IPO GloCo \$310m - 2015	 IPO Bookrunner \$334m - 2015	 IPO Bookrunner \$916m - 2010
--	---	--	---	---

Additional Selected Nordic Awards



Nordic ECM Bank of the Year 2019



Best Investment Bank in Denmark 2019



Best Investment Bank in Finland 2017



Best Investment Bank in Norway 2016



Financial Adviser of the Year in Sweden 2015

IRS Circular 230 Disclosure: Citigroup Inc. and its affiliates do not provide tax or legal advice. Any discussion of tax matters in these materials (i) is not intended or written to be used, and cannot be used or relied upon, by you for the purpose of avoiding any tax penalties and (ii) may have been written in connection with the "promotion or marketing" of any transaction contemplated hereby ("Transaction"). Accordingly, you should seek advice based on your particular circumstances from an independent tax advisor.

In any instance where distribution of this communication is subject to the rules of the US Commodity Futures Trading Commission ("CFTC"), this communication constitutes an invitation to consider entering into a derivatives transaction under U.S. CFTC Regulations §§ 1.71 and 23.605, where applicable, but is not a binding offer to buy/sell any financial instrument.

Any terms set forth herein are intended for discussion purposes only and are subject to the final terms as set forth in separate definitive written agreements. This presentation is not a commitment to lend, syndicate a financing, underwrite or purchase securities, or commit capital nor does it obligate us to enter into such a commitment, nor are we acting as a fiduciary to you. By accepting this presentation, subject to applicable law or regulation, you agree to keep confidential the information contained herein and the existence of and proposed terms for any Transaction.

Prior to entering into any Transaction, you should determine, without reliance upon us or our affiliates, the economic risks and merits (and independently determine that you are able to assume these risks) as well as the legal, tax and accounting characterizations and consequences of any such Transaction. In this regard, by accepting this presentation, you acknowledge that (a) we are not in the business of providing (and you are not relying on us for) legal, tax or accounting advice, (b) there may be legal, tax or accounting risks associated with any Transaction, (c) you should receive (and rely on) separate and qualified legal, tax and accounting advice and (d) you should apprise senior management in your organization as to such legal, tax and accounting advice (and any risks associated with any Transaction) and our disclaimer as to these matters. By acceptance of these materials, you and we hereby agree that from the commencement of discussions with respect to any Transaction, and notwithstanding any other provision in this presentation, we hereby confirm that no participant in any Transaction shall be limited from disclosing the U.S. tax treatment or U.S. tax structure of such Transaction.

We are required to obtain, verify and record certain information that identifies each entity that enters into a formal business relationship with us. We will ask for your complete name, street address, and taxpayer ID number. We may also request corporate formation documents, or other forms of identification, to verify information provided.

Any prices or levels contained herein are preliminary and indicative only and do not represent bids or offers. These indications are provided solely for your information and consideration, are subject to change at any time without notice and are not intended as a solicitation with respect to the purchase or sale of any instrument. The information contained in this presentation may include results of analyses from a quantitative model which represent potential future events that may or may not be realized, and is not a complete analysis of every material fact representing any product. Any estimates included herein constitute our judgment as of the date hereof and are subject to change without any notice. We and/or our affiliates may make a market in these instruments for our customers and for our own account. Accordingly, we may have a position in any such instrument at any time.

Although this material may contain publicly available information about Citi corporate bond research, fixed income strategy or economic and market analysis, Citi policy (i) prohibits employees from offering, directly or indirectly, a favorable or negative research opinion or offering to change an opinion as consideration or inducement for the receipt of business or for compensation; and (ii) prohibits analysts from being compensated for specific recommendations or views contained in research reports. So as to reduce the potential for conflicts of interest, as well as to reduce any appearance of conflicts of interest, Citi has enacted policies and procedures designed to limit communications between its investment banking and research personnel to specifically prescribed circumstances.

© 2020 Citigroup Global Markets Inc. Member SIPC. All rights reserved. Citi and Citi and Arc Design are trademarks and service marks of Citigroup Inc. or its affiliates and are used and registered throughout the world.

Citi believes that sustainability is good business practice. We work closely with our clients, peer financial institutions, NGOs and other partners to finance solutions to climate change, develop industry standards, reduce our own environmental footprint, and engage with stakeholders to advance shared learning and solutions. Highlights of Citi's unique role in promoting sustainability include: (a) releasing in 2007 a Climate Change Position Statement, the first US financial institution to do so; (b) targeting \$50 billion over 10 years to address global climate change: includes significant increases in investment and financing of renewable energy, clean technology, and other carbon-emission reduction activities; (c) committing to an absolute reduction in GHG emissions of all Citi owned and leased properties around the world by 10% by 2011; (d) purchasing more than 234,000 MWh of carbon neutral power for our operations over the last three years; (e) establishing in 2008 the Carbon Principles; a framework for banks and their U.S. power clients to evaluate and address carbon risks in the financing of electric power projects; (f) producing equity research related to climate issues that helps to inform investors on risks and opportunities associated with the issue; and (g) engaging with a broad range of stakeholders on the issue of climate change to help advance understanding and solutions.

Citi works with its clients in greenhouse gas intensive industries to evaluate emerging risks from climate change and, where appropriate, to mitigate those risks.

efficiency, renewable energy and mitigation

Conversation with the CFO of Calliditas Therapeutics on key takeaways from its recent US IPO

Fredrik Johansson
Chief Financial Officer
Calliditas Therapeutics

fredrik.johansson@calliditas.com

Sofie Bjärtun
Senior Associate, Capital Markets
Advokatfirman Vinge

Sofie.Bjartun@vinge.se

US and Swedish legal aspects to consider when preparing for a dual listing in the US

Kristopher Brown
Life Sciences Partner
Goodwin

Dain Hård Nevonen
Partner, Capital Markets
Advokatfirman Vinge

KBrown@goodwinlaw.com dain.hardnevonon@vinge.se

PREPARING FOR PRIME TIME:

Best Practices for Nordic Companies Considering Access to the U.S. Markets



VINGE

 Nasdaq

 GOODWIN

Goodwin and Vinge Legal Disclaimer

The information contained in this webinar presentation is of a general nature and neither can nor should be construed as a substitute for legal advice by the Goodwin and/or Vinge law firms in relation to an individual matter.

Global Footprint



Our 1,200 plus lawyers across the **United States, Europe, and Asia** excel at complex transactions, high-stake litigations and world-class advisory services in the life sciences, technology, private equity, real estate and financial industries. We partner with our clients to practice law with **integrity, ingenuity, agility and ambition**.



Serving both innovators and investors in a rapidly-changing, technology-driven economy, we're a firm that's **shaping the world of law**.

Nordic Listed Companies + Additionally Accessing the U.S. Markets



Preparing for a U.S. Public Offering

Laying the groundwork with U.S. investors is key

- Seek advice from investment bankers proactively
- Consider retaining U.S.-based IR firm
- Conduct multiple non-deal roadshows (NDRs)
- Attend U.S. investor conferences to present the story
- Synchronize your pipeline to possible financing windows

U.S. public offering process is about a 3 to 6 month process, so advance planning is important

- Engage advisors early
- Consider financial statement requirements
- Organize an electronic data room
- Consider key disclosure items (e.g. material contracts and collaborations)
- Ensure you have necessary statutory approvals; plan AGM accordingly
- Developing a public company board, including independent directors, audit committee financial experts and compensation committee

U.S. IPO Process

The U.S. IPO process is often preceded by a cross-over round of private financing and multiple rounds of non-deal roadshows (NDRs).

Roughly a 3-6 month process from start to finish

- Organizational meeting
- Drafting sessions and due diligence
- Confidential submission to the SEC and 2-3 rounds of SEC review
- Public filing and statutory waiting period (15 days)
- Road show, pricing, closing

Key differences from European IPO process

- More extensive due diligence, including IP
- More robust disclosure requirements, including all material contracts
- TTW meetings permit early engagement with investors



U.S. IPO Process (Continued)

Implications of being a Foreign Private Issuer (FPI)

- Streamlined disclosure requirements
- Can rely on home country corporate governance requirements
- Streamlined periodic reporting as a public company

Implications of being an Emerging Growth Company (EGC)

- Streamlined disclosure requirements, including financial statements
- Confidential submissions to the SEC
- Testing the waters meetings (TTWs)
 - **Note:** Rule 163B recently extended this benefit to ALL issuers
- Streamlined periodic reporting as a public company



The Cross-Over Investor Strategy

In recent years, both U.S. and Nordic biotech companies have attracted private investment from so-called “cross-over” investors, often as the last round of fundraising before an IPO

- Biotechnology Value Fund (BVF), OrbiMed Advisors, Sofinnova, RA Capital, Perceptive Advisors, Vivo Capital, Vertex Ventures, Deerfield, Wellington, Fidelity

These are typically large institutional investors with a mandate to invest in both public and private companies

- Usually passive investors, with minimal negotiation on deal terms
- Expectation is an IPO event with 12-24 months (but not required)
- Often seek basic protections around exit and IPO valuations, including pricing at discount to IPO price (although such discounts are often restricted by local rules where a Nordic company is already locally listed)

At IPO, these same investors participate in the IPO, often with disclosure on the cover page of the prospectus

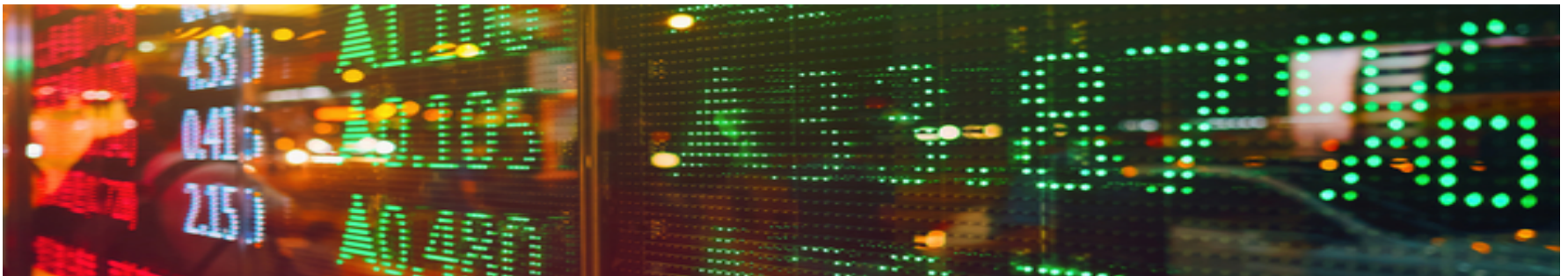
- In effect, this strategy pre-fills a significant percentage of the IPO order book.
- Most IPOs with cross-over investors price at or above the range

For Nordic biotechs, these can be done as private placements

What is a “Foreign Private Issuer”?

An FPI is any issuer incorporated or organized under the laws of a jurisdiction outside of the U.S., unless:

- 50%+ of its outstanding securities are held by U.S. residents; and
- Any of the following:
 - Majority of executive officers or directors are U.S. citizens or residents;
 - 50%+ of assets are in the U.S.; or
 - Business is principally administered in the U.S.
- Determination date is within 30 days prior to filing a registration statement
 - Then re-examined at the end of Q2 every year after
 - Failure to qualify at Q2, will result in loss of FPI status at beginning of next fiscal year



Benefits of Being an FPI

- Quarterly Reports on Form 10-Q are not required
- Current Reports on Form 8-K are not required
- No Section 16 reporting which requires trade reporting by officers, directors and >10% holders within 2 business days
- Exempt from short-swing profit recovery rules
- Exempt from Regulation FD which require broad dissemination of material news and prohibits selective disclosure
- Exempt from U.S. proxy rules
- Limited executive compensation disclosures
- Financials go “stale” more slowly
- Exempt from most Sarbanes-Oxley based corporate governance requirements

JOB Act Considerations

The JOBS Act created a new category of issuer called an “Emerging Growth Company” (“EGC”) which are companies with annual revenue of less than \$1.07B in last completed fiscal year

Issuers will remain an EGC, until the earliest of:

- The last of any fiscal year where revenues exceed \$1.07B;
- The date where the issuer becomes a “large accelerated filer” with at least \$700M in public float;
- The issuance of more than \$1.0B in non-convertible debt in any three year period; and
- The last day of the fiscal year ending 5 years after the IPO pricing date.



Benefits of Being an EGC

Benefits during the IPO process

- Confidential submissions of Draft Registration Statement
- “Testing-the-Waters” meetings to gauge interest of IPO

Financial statements / internal control benefits

- 2 years of audited financial statements (instead of 3)
- Exemption from Section 404(b) of SOX (assessment of internal controls)
- Longer phase in periods for new financial accounting standards

After IPO benefits

- Limited executive compensation disclosure requirements
- Exempt from say-on-pay, say-on-frequency and say-on-golden parachute votes
- Exempt from pay for performance graph/CEO Pay Ratio

Financial Statement Requirements for FPIs

FPIs can use U.S. GAAP, IFRS or local GAAP

- Local GAAP and non-IASB IFRS will require reconciliation to U.S. GAAP
- Financial statements can use a registrant's local currency for purposes of financial statements and other financial disclosure

EGC FPIs need two years audited financial statements and two years selected financial data

- Non-EGC FPIs generally need 3 years of audited financials statements and 5 years selected financial data

If IPO occurs more than nine months after end of fiscal year, 6-month financial statements (unaudited) are also required.

- If interim financial statements are published in home jurisdiction (e.g., Q1 and Q3 results), these also must be included.

FPI Financial Statement Staleness

Last year of audited financial statements cannot be more than 15 months old when registration statement becomes effective (at pricing).

For FPI IPOs only, the last year of audited financial statements cannot be more than 12 months old when registration statement is filed, unless the issuer is already public in another jurisdiction, in which case the last year of audited financial statements cannot be more than 15 months old.

- For example, a FPI / EGC that is already listed in another jurisdiction and whose fiscal year ends December 31, 2019:
 - Can file its F-1 registration statement with 2017/2018 audited financial statements (and six month interim financial statements)
 - Can price its IPO with these same financial statements prior to March 31, 2020 or else include 2019 audited financial statements



Swedish/Nordic legal aspects

During the U.S. listing process and once dual listed

*Dain Hård Nevonen, Partner, Capital Markets,
Advokatfirman Vinge*

New layer of U.S. securities law regulations but home country requirements remain

- Transition phase; company will become more influenced by U.S. standards and U.S. stakeholders following U.S. IPO
- Still a Swedish company and regulated by Swedish/EU rules and regulations, including (similar concepts applicable to all Nordic issuers);
 - Swedish Companies Act (Sw. *Aktiebolagslagen*)
 - Swedish Code of Corporate Governance (Sw. *Svensk kod för bolagsstyrning*)
 - Statements by the Swedish Securities Council (Sw. *uttalanden från Aktiemarknadsnämnden*)
 - Nasdaq Stockholm Rulebook for Issuers
 - Swedish Takeover Rules
 - EU Market Abuse Regulation (MAR) (Sw. *Marknadsmissbruksförordningen*)
- Challenge to carry out a U.S. style process under existing Swedish/Nordic legal framework and concepts

Legal aspects during the U.S. listing process

- Corporate actions
 - Need for general meeting, board authorisation & articles of association
 - Board resolution on share issue, settlement and depositary set-up (including relevant agreements such as placing agreement, depositary agreement, legal opinions)
- Disclosure requirements
 - Press releases and inside information (EU Market Abuse Regulation)
 - Requirement to prepare a Swedish prospectus?
- Governance
 - Updates to policies; meeting Swedish *and* U.S. rules without conflicts/duplications (incl. trading restrictions)
 - Board composition (need for new committees/routines) & nomination committee
 - Share based incentive plans
 - Risk exposure for board members/management

Legal aspects once dual listed

- Swedish/Nordic rules continue to apply; annual corporate cycle
- Potential deviations in best practices; U.S. vs. Swedish/Nordic legal framework
 - Need to be clear on and manage expectations in discussions with Swedish/Nordic stakeholders and U.S. stakeholders, respectively, and to balance both sets of rules
 - Timing and content of press releases
 - Share based incentive plans
 - Methods and timing for capital raisings
 - Governance model incl. nomination committee
 - Preparation for takeovers including defensive measures
 - General meetings

Professional Biographies



Kris Brown

Partner
New York
Email: kbrown@goodwinlaw.com

Kristopher Brown is a partner in the firm's Life Sciences group. Mr. Brown has experience in the full range of complex commercial transactions, including public offerings, mergers and acquisitions, divestitures, and the creation of strategic and collaborative alliances and joint ventures. In addition, he counsels investors, management executives, and boards of directors on governance and regulation issues and securities law matters.

Select Experience:

- Calliditas Therapeutics in its upsized \$90 million IPO on Nasdaq in the U.S.
- Bicycle Therapeutics in its \$60 million IPO on Nasdaq in the U.S.
- Zealand Pharma in its \$75 million IPO on Nasdaq in the U.S.
- Forward Pharma in its \$221 million IPO on Nasdaq in the U.S.
- Advaxis in multiple follow-on financings on Nasdaq



Dain Hård Nevonen

Partner
Stockholm
Email: dain.hardnevenon@vinge.se

Dain Hård Nevonen is a partner in Vinge's Capital Markets group. Mr. Hård Nevonen advises life sciences clients on all types of public M&A and capital market transactions (takeovers, IPOs, and equity offerings), as well as general corporate advice, corporate governance and incentive programs.

Select Experience:

- Calliditas Therapeutics in its upsized \$90 million IPO on Nasdaq in the U.S.
- Multiple life sciences clients in connection with directed share issues including Calliditas, Oncopeptides, Hansa Biopharma, Xspray
- Multiple companies in connection with IPOs on Nasdaq Stockholm main market and Nasdaq First North Growth Market including Calliditas, EQT, Nanoform, Medicover

Notices

U.S. Disclaimer

This publication, which may be considered advertising under the ethical rules of certain jurisdictions, is provided with the understanding that it does not constitute the rendering of legal advice or other professional advice by Goodwin Procter LLP or its attorneys. Copyright © 2020 Goodwin Procter LLP. Prior results do not guarantee a similar outcome.

IRS Circular 230 Notice

To ensure compliance with requirements under Treasury Department Circular 230, we inform you that the contents of this publication are not intended or written to be used, and may not be used, for the purpose of (i) avoiding U.S. federal tax penalties or (ii) promoting, marketing or recommending to another party any matter addressed herein. Each taxpayer should seek advice based on the taxpayer's particular circumstances from an independent tax adviser.



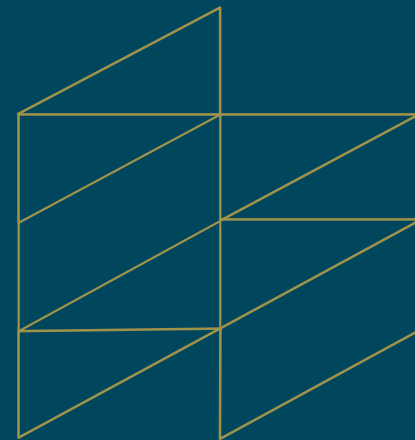
American Depositary Receipts (ADRs) why needed and how they work?

Sandra Friedrich
*Head of DR Establishment and
Documentation,
BNY Mellon Depositary Receipts*

sandra.friedrich@bnymellon.com

Damon Rowan
*EMEA DR Relationship
Management,
BNY Mellon Depositary Receipts*

damon.rowan@bnymellon.com



Depository Receipts Overview

U.S. Dual Listing Seminar for Nordic Life Sciences Companies 2020

September 2020


You're in Good Company

A SELECTION OF OUR BIOTECHNOLOGY & HEALTHCARE DR ISSUER CLIENTS


BNY Mellon fully understands the complexities involved in managing these issuers and we are proud to have earned their business.




Why Depositary Receipts



The issuer's current local administrative, governance, and registrar procedures remain the same; the shares underlying the DRs are included in the issuer's home country register and do not require reconciliation between multiple registers.



ADRs are a U.S. security and therefore trade, settle, and transfer according to U.S. procedures.



GDRs are generally issued under Regulation S and/or Rule 144A of the U.S. Securities Act of 1933 and are sold to investors outside the U.S. and/or to QIBs in the U.S.



DR ratio allows for pricing and valuation norms.




Dual listing flexibility.



DRs facilitate investor access.



Allow termination.



Depositary acts as proxy/voting agent.



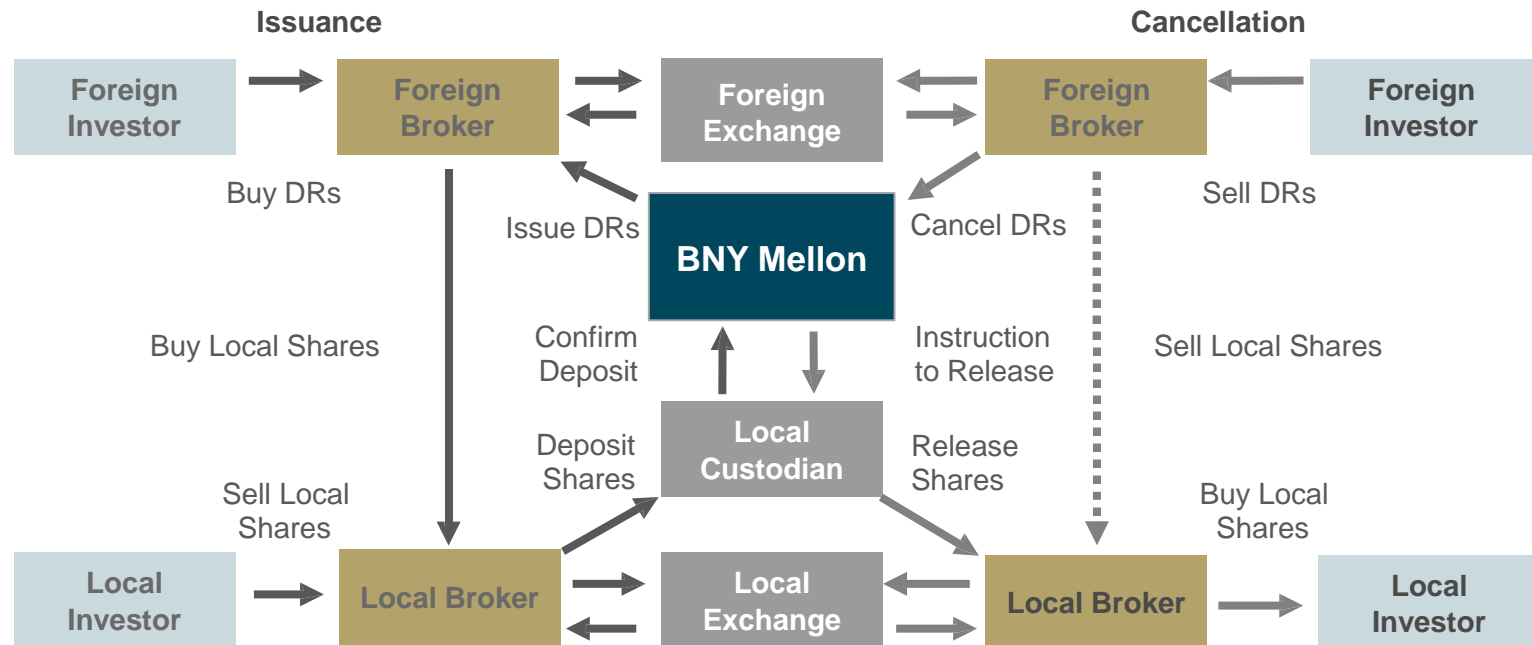
Depositary executes corporate actions and ESOP/affiliate transactions.



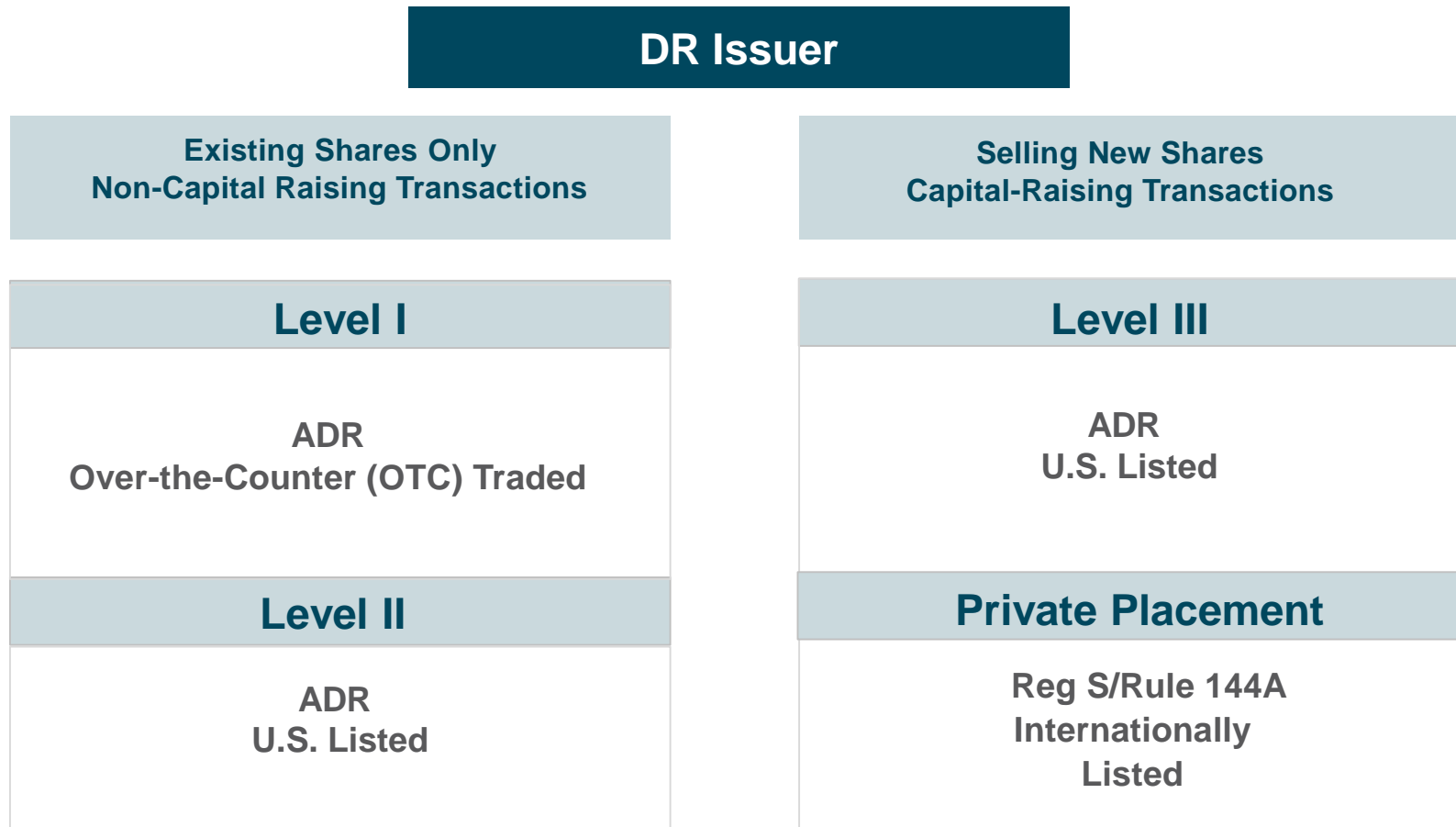
Post-IPO Investor Relations support from Depositary.

DR Trading And Settlement

- Investors can buy or sell DRs through their brokers like any other security.
- Brokers may purchase DRs through the secondary market, or may issue new DRs by instructing the purchase of shares in the local market via a local broker, and instructing the local broker to deliver the shares to the account of the depositary bank for conversion into DRs.
- A DR investor may instruct the broker to return their DRs to the depositary bank for cancellation, at which point the local shares will be released to a specified account in the local market.



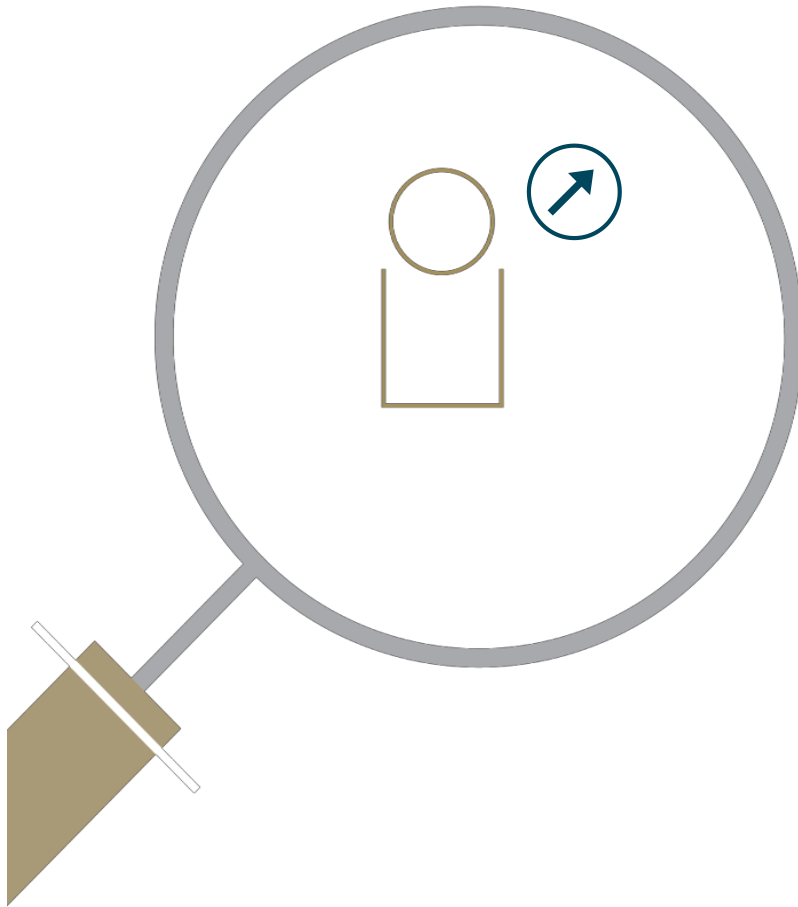
Types Of Depositary Receipts



Sponsored Depositary Receipts may be issued in different levels, available in various trading markets, and are issued by one depositary appointed by the company under a Deposit Agreement or service contract. Sponsored Depositary Receipts offer control over the facility, the flexibility to list on a U.S. or European stock exchange and the ability to raise capital.

Unsponsored Depositary Receipts are issued by one or more depositaries in response to market demand, but without a formal agreement with the company.

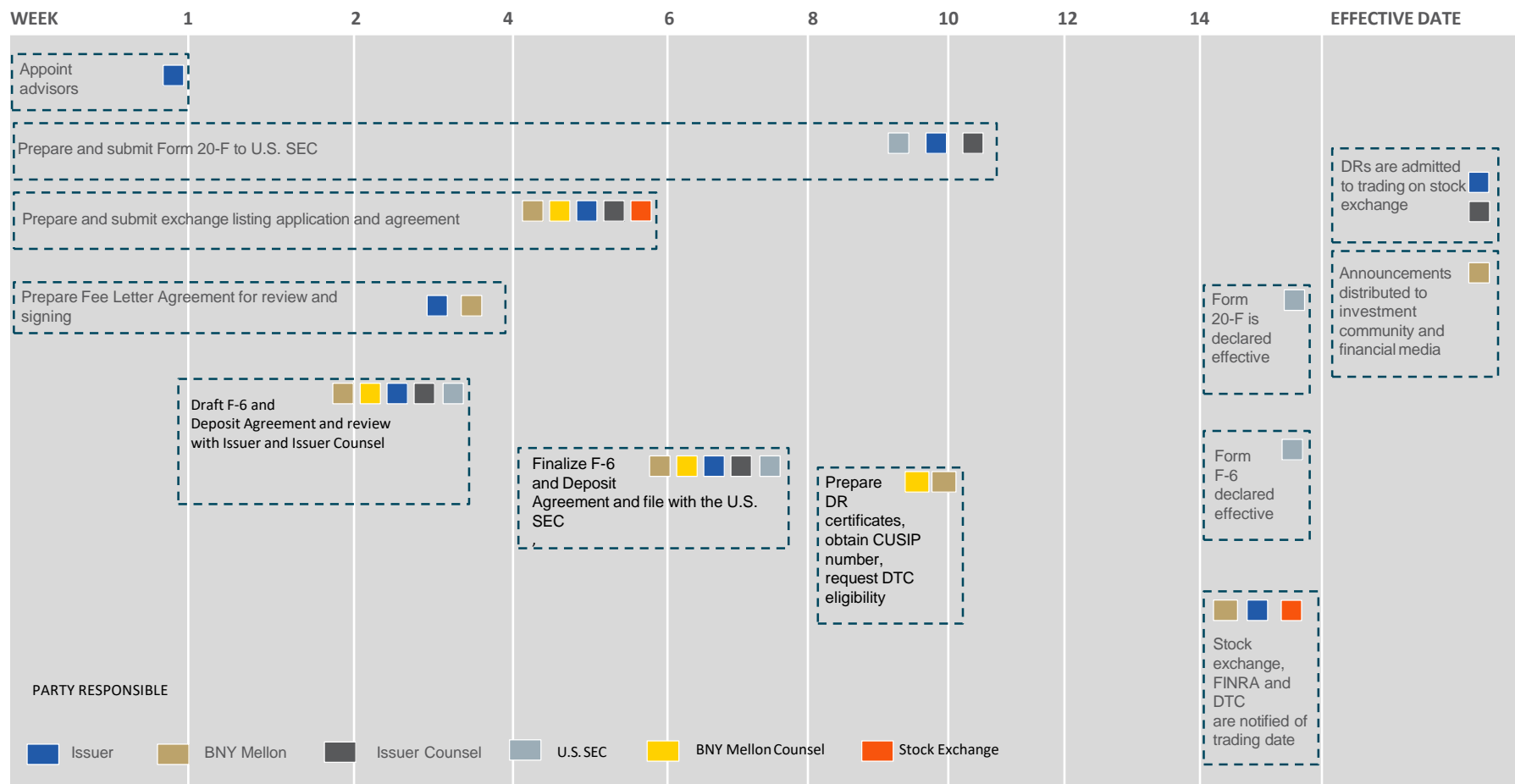
Depository Documentation



- ✓ Indemnification
- ✓ Limitation of liability
- ✓ Standardization of operational provisions
- ✓ Fees and expenses

Level II DRs: Non-Capital Raising, U.S. Listed

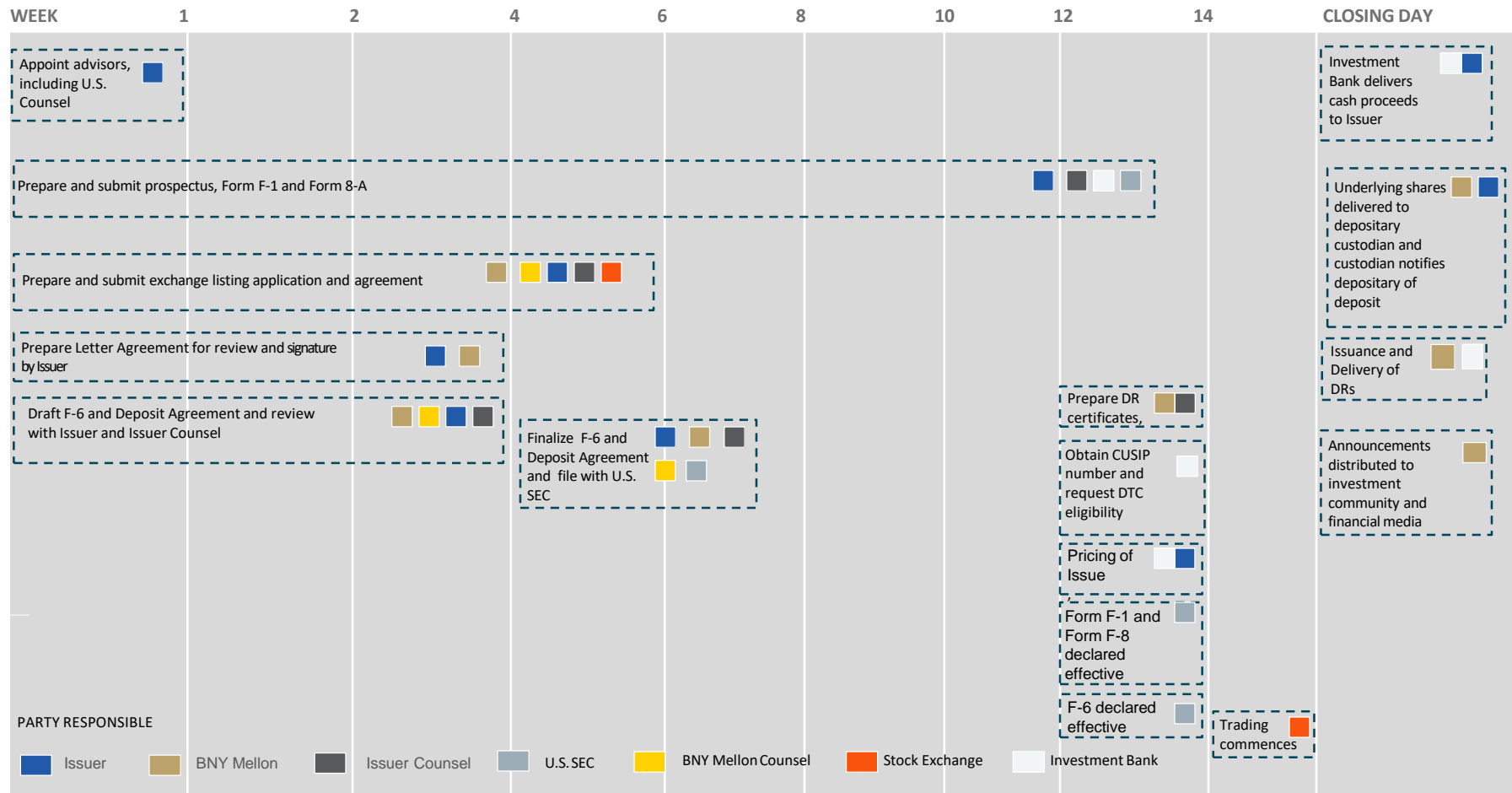
INDICATIVE ESTABLISHMENT TIMETABLE* FOR LEVEL II DRS



* Indicative only; actual timing may differ.

Level III DRs: Raising Capital in the U.S

INDICATIVE ESTABLISHMENT TIMETABLE* FOR LEVEL III DRS AND CAPITAL RAISINGS



* Indicative only; actual timing may differ.

BNY Mellon's Role as a Depositary Bank

- Responsible for local custody arrangement
- Issuance and cancellation agent
- Registrar and Transfer Agent for registered DR holders
- Corporate Action agent for DR holders

ISSUERS

Client relationship
management

Ongoing program
administration

Value-added services

Program management
reports

Enhance visibility
of program

BROKERS

Interface with brokers

Issue and cancel DRs

Respond to inquiries

Negotiate fees

INVESTORS

Interface with investors

Maintain registrar records

Process corporate actions

Respond to inquiries

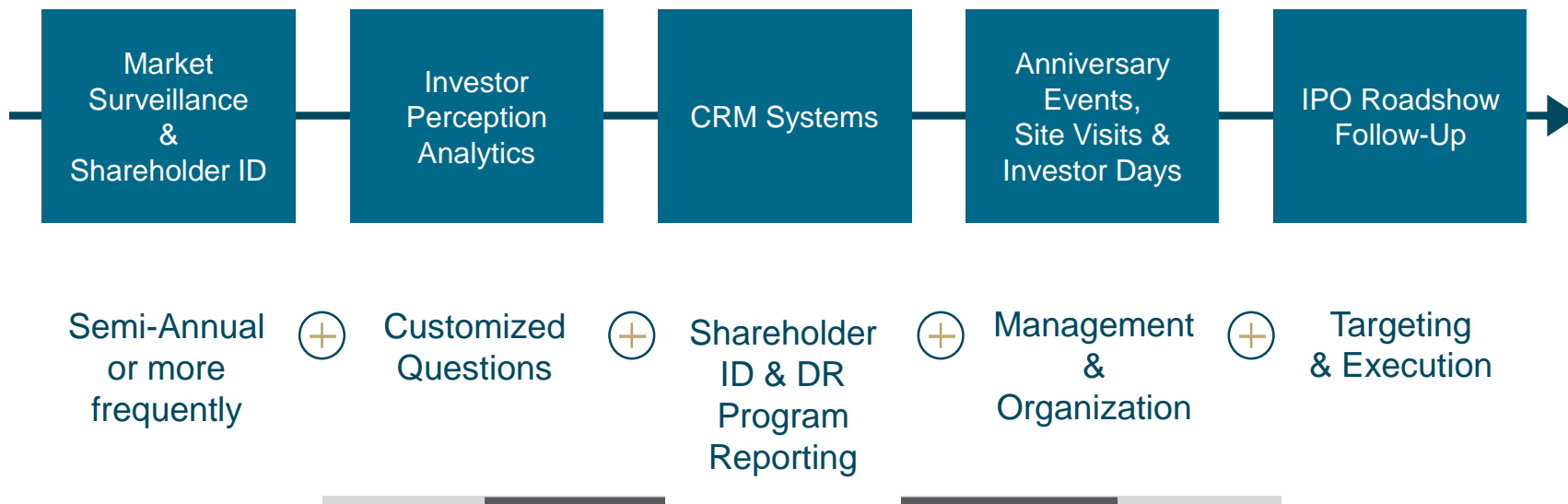
DR Holder mailings

Reinvestment plans

Tax reporting

Post-IPO Investor Relations support

One of our goals is to support the building of your IR capabilities and outreach quickly and effectively. A best-in-class IR program may include:



Companies at the IPO stage have varying IR needs depending upon their size, age and stage of development. Our offering is customized according to a company's needs, not one standard set of services.

Your company's needs will evolve; we've got you covered

Whether you want to raise capital, structure a cross-border merger or acquisition, extend voting or pay dividends, we have the expertise to help you.

DIVIDENDS AND DISTRIBUTIONS

As one of the most visible corporate actions, cash and stock dividends must address home market, U.S. and global market practices. BNY Mellon works closely with issuers, investors, brokers and our transfer agent to ensure entitlements are distributed accurately and processed efficiently.

VOTING AND PROXY

Our proxy team facilitates voting for DR holders. Our experience has shown that certain regional, national and issuer differences can have a material impact on your shareholder meeting. We work with our clients to maximize vote return where necessary and desired.

U.S. REGISTRAR/TRANSFER AGENT

Along with our partner Computershare, we provide issuers and investors a variety of core shareholder services including online and telephone support, regulatory and tax reporting, dividend reinvestment, direct purchase plans, employee plans, and material distribution services.

CAPITAL RAISINGS

We work with all parties (issuer, counsel, investment banks, exchanges and clearing agencies) to deliver DRs at the closing in a timely and efficient manner.

MERGERS & ACQUISITIONS

DRs are often used as an important tool in structuring cross-border M&A strategies. Many companies have realized that the capitalization, flexibility and convenience provided by DRs can enhance the deal process and provide an ideal acquisition currency.

RIGHTS OFFERS

We have developed and refined procedures to handle offerings of new shares to existing DR holders. Our team endeavors to extend to DR investors the ability to participate in a company's rights offerings, whether the rights are fully registered, exempt from registration under Rule 801 or made available to eligible DR investors through a certification process. If none of these options is available, we will arrange to sell the rights in the local market (provided they are able to be traded) in order for DR investors to receive value.

Questions?

Visit Us

[BNYMellon.com](https://www.bnymellon.com)

BNY MELLON UNITED STATES - Q

WHO WE ARE WHAT WE DO WHO WE SERVE OUR THINKING ACCESS CAREERS INVESTOR RELATIONS NEWS CONTACT

Depository Receipts

Our global reach, expertise and breadth of services help corporate issuers connect to the global capital markets.

At the Forefront of the Industry

BNY Mellon acts as a depository bank for issuer clients looking to access the global capital markets through depository receipts (DRs).

With our global footprint and deep expertise in DRs, our clients enjoy access to highly specialized teams dedicated to providing solutions delivered from a suite of value-added services.

BNY Mellon Depositary Receipts is independent from the influence of investment banking, trading, and research, so we can introduce our clients to the full range of investors. We provide clients our expertise and tailored insights on industry trends, regulatory changes and best practices to help guide the success of their DR program.

Do you have a question about Depository Receipts?

VISIT OUR WEBSITE

Business Insights

IN THE SPOTLIGHT

Issuer Services: Future Focused

Our clients are at the center of everything we do at BNY Mellon, and our global teams are fully dedicated to delivering the services you depend on. In these challenging times, we are doing everything we can to ensure we meet your needs as we navigate these uncharted waters. On behalf of our Issuer Services team around the world, we are with you, and we will get through this together.

HEAR FROM OUR SENIOR LEADERS →

INDUSTRY RESEARCH

Global Trends in Investor Relations

Who is driving the global ESG agenda—issuers or investors? The structure of the end side is changing—how is that affecting investor relations (IR) teams? What trends are IR teams making to their strategies going into the new decade, and what global issues do they think will impact the markets the most in the 2020s?

READ GLOBAL TRENDS IN INVESTOR RELATIONS

David Stueber

Head of EMEA, Depository Receipts

+44 207 163 5220

david.stueber@bnymellon.com

Sandra Friedrich

Head of DR Establishments and Documentation

+1 212 815 4244

sandra.friedrich@bnymellon.com

Elsa Forster

EMEA Relationship Management, Depository Receipts

+44 207 163 7256

elsa.forster@bnymellon.com

Damon Rowan

EMEA Relationship Management, Depository Receipts

+44 207 163 7511

damon.rowan@bnymellon.com

Samuel Johnston

EMEA Relationship Management, Depository Receipts

+44 207 163 3081

samuel.johnston@bnymellon.com

BNY Mellon is a global investments company dedicated to helping its clients manage and service their financial assets throughout the investment lifecycle. Whether providing financial services for institutions, corporations or individual investors, BNY Mellon delivers informed investment and wealth management and investment services in 35 countries. As of June 30, 2020, BNY Mellon had \$37.3 trillion in assets under custody and/or administration, and \$2.0 trillion in assets under management. BNY Mellon can act as a single point of contact for clients looking to create, trade, hold, manage, service, distribute or restructure investments. BNY Mellon is the corporate brand of The Bank of New York Mellon Corporation (NYSE: BK). Additional information is available on www.bnymellon.com. Follow us on Twitter @BNYMellon or visit our newsroom at www.bnymellon.com/newsroom for the latest company news.

This document, which may be considered advertising, is for general information and reference purposes only and is not intended to provide legal, tax, accounting, investment, financial or other professional advice on any matter, and is not to be used as such. BNY Mellon does not warrant or guarantee the accuracy or completeness of, nor undertake to update or amend the information or data contained herein. We expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon any of this information or data. We provide no advice nor recommendation or endorsement with respect to any company or securities. Nothing herein shall be deemed to constitute an offer to sell or a solicitation of an offer to buy securities. If distributed in the UK or EMEA, this document may be a financial promotion and is for distribution only to persons to whom it may be communicated without breach of applicable law.

This document is not intended for distribution to, or use by, any person or entity in any jurisdiction in which such distribution or use would be contrary to local law or regulation. Similarly, this document may not be distributed or used for the purpose of offers or solicitations in any jurisdiction or in any circumstances in which such offers or solicitations are unlawful or not authorized, or where there would be, by virtue of such distribution, new or additional registration requirements. Persons into whose possession this document comes are required to inform themselves about and to observe any restrictions that apply to the distribution of this document in their jurisdiction. The information contained in this document is for use by wholesale clients only and is not to be relied upon by retail clients. BNY Mellon has various subsidiaries, affiliates, branches and representative offices in the Asia Pacific Region that are subject to regulation by the relevant local regulator in that jurisdiction. **We wish to inform you that whilst The Bank of New York Mellon ("BNY Mellon") is authorized to provide financial services in Australia, it is exempt from the requirement to hold, and does not hold, an Australian financial services licence as issued by the Australian Securities and Investments Commission under the Corporations Act 2001 (Cth) in respect of the financial services provided by it to persons in Australia. BNY Mellon is regulated by the New York State Department of Financial Services and the US Federal Reserve under Chapter 2 of the Consolidated Laws, The Banking Law enacted April 16, 1914 in the State of New York, which differs from Australian laws. Not all products and services are offered in all locations.**

This material may not be reproduced or disseminated in any form without the prior written permission of BNY Mellon.

**Depository Receipts:
NOT FDIC, STATE OR FEDERAL AGENCY INSURED
MAY LOSE VALUE
NO BANK, STATE OR FEDERAL AGENCY GUARANTEE**

Trademarks and logos belong to their respective owners.

©2020 The Bank of New York Mellon Corporation. All rights reserved.



CONTACT

Dain Hård Nevonen
dain.hardnevonен@vinge.se
Partner, Capital Markets
Advokatfirman Vinge

Adam Kostyál
adam.kostyal@nasdaq.com
Senior Vice President, Head
of Listings EMEA
Nasdaq