

Sosei Takes Huge Stake And Option To Buy Ambitious MiNA In Deal Worth \$534 Million

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Sosei Pays GBP 35 Million for an Equity Stake and Acquisition Option Agreement in MiNA Therapeutics

Potential acquisition tied to clinical milestones of lead candidate MTL-CEBPA, a novel small activating RNA therapeutic in Phase 1/2a development in advanced liver cancer

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TOKYO & LONDON--([BUSINESS WIRE](#))--Sosei Group Corporation ("Sosei"; TOKYO Mothers Index: 4565) and MiNA Therapeutics Limited ("MiNA") announced today that the companies have entered into a definitive agreement under which Sosei will make an investment in and acquire an exclusive option to potentially acquire MiNA Therapeutics, a private UK biopharmaceutical company and pioneer in RNA activation therapeutics (small activating RNAs, saRNAs).

Key aspects of the agreement include:

- Sosei will make an upfront strategic investment of GBP 35 million into MiNA Therapeutics in return for a 25.6% equity share and an exclusive option to potentially acquire MiNA Therapeutics
- Phased options will be based on achievement of clinical milestones of MiNA's Phase1/2a OUTREACH study with MTL-CEBPA in advanced liver cancer
- MiNA will continue to develop further and enhance its RNA activation platform and build its pipeline of novel saRNA therapeutics targeting multiple indications

Peter Bains, Chief Executive Officer of Sosei, said "We are very pleased to enter into this agreement with MiNA, which strongly supports Sosei's vision to become a global biotechnology company and is consistent with our inorganic strategy to both accelerate Sosei's pipeline development and to identify complementary technologies to our world-leading Heptares GPCR platform. We believe MTL-CEBPA could allow us to advance our pipeline strategy with a novel clinical asset that could be developed and ultimately commercialised by Sosei. We recognise that this asset is early stage and that more robust data will be available in the near term; these considerations have influenced the

prudent and phased deal structure. We also believe that MiNA's RNA activation platform can be applied to other gene targets, providing the opportunity to create a pipeline of innovative products." Robert Habib, CEO of MiNA Therapeutics, added "With MTL-CEBPA, MiNA has achieved rapid entry into the clinic with a groundbreaking new approach for the treatment of liver cancer. It also represents a novel modality to address many previously undruggable targets. We are excited to develop further our platform and view Sosei as a valuable strategic partner with a real commitment to cutting-edge products and technologies, including RNA activation. We look forward to a close and productive working relationship to support the future development of MTL-CEBPA and our RNA activation platform."

The agreement is consistent with Sosei's stated inorganic growth strategy, which is focused on identifying innovative clinical-stage assets that have the potential to be developed rapidly and in addition could be commercialised by Sosei in select markets. This inorganic strategy is complementary to Sosei's organic strategy, which is focused on advancing a growing pipeline of novel pre-clinical and clinical drug candidates originating from its Heptares Therapeutics subsidiary. Sosei has entered this structured agreement following an extensive assessment and evaluation of the potential of MiNA's lead clinical-stage saRNA asset MTL-CEBPA for treating patients with advanced liver cancer (hepatocellular carcinoma, HCC), and more broadly for restoring liver function in other major progressive liver diseases. MTL-CEBPA is currently under evaluation in OUTREACH, a first-in-human Phase 1/2a study in patients with HCC, a disease with clear unmet medical needs based on the low response rates, high recurrence rates and sub-optimal safety profiles of existing treatments. Important clinical read-outs from OUTREACH are expected during 2018. Under the terms of the agreement, Sosei will pay GBP 35 million for a 25.6% equity stake and an exclusive option to acquire further defined stakes and potentially 100% of MiNA for a further GBP 140 million.

In addition, and should Sosei fully exercise its option, MiNA shareholders could receive up to a further GBP 240 million. This amount is contingent on the successful achievement of development and regulatory milestones and includes significant potential royalties from the successful commercialisation of products emanating from MiNA's RNA activation platform.

The exercise of future options in relation to the MiNA agreement is dependent on the achievement and evaluation of certain clinical milestones in the OUTREACH study, which are expected to occur within the next 12-18 months. The milestones are intended to provide a more extensive and robust clinical data set on MTL-CEBPA in HCC and greater clarity on the clinical potential of the candidate in this indication.

In this agreement, MiNA Therapeutics was advised by Ferghana Partners and Taylor Wessing LLP. Sosei Group Corporation has been advised by Clifford Chance LLP.

About MTL-CEBPA

MTL-CEBPA is a small activating RNA (saRNA) that targets and activates a 'master' gene regulator of liver function, known as CEBPA (CCAAT/enhancer binding protein alpha), and which until now has been regarded as 'undruggable'. The levels of CEBPA are decreased in patients with liver diseases. By restoring CEBPA expression to normal levels, MTL-CEBPA has been shown to slow or reverse liver disease and improve liver function in a range of pre-clinical studies including models of liver cancer, liver cirrhosis, non-alcoholic fatty liver disease (NAFLD) and non-alcoholic steatohepatitis (NASH). MTL-CEBPA is the first development candidate to emerge from MiNA's RNA activation platform, which is being applied to design and develop saRNA therapeutics to activate key genes to modify disease.

About Sosei

Sosei Group Corporation is an international biopharmaceutical company originating from Japan that discovers and develops innovative biopharmaceuticals for the treatment of Alzheimer's disease, schizophrenia, cancer, migraine, addiction, metabolic disease, and other indications. By utilizing its GPCR structure-based drug design platform technology, Sosei has established a product pipeline with first/best in class potential. Through development and commercialization partnerships, Sosei has already delivered two bronchodilators for COPD, which generate significant and stable revenue streams that enable further growth. Sosei partners include Novartis, Allergan, AstraZeneca, Daiichi Sankyo, MorphoSys, Teva and Pfizer and we are actively looking for new partnerships to enhance the development of our products and help us deliver them to patients worldwide.

For further information about Sosei, please visit www.sosei.com/en.

About MiNA Therapeutics

Harnessing the innate mechanism of gene activation, MiNA Therapeutics' platform enables the development of new medicines that restore normal function to patients' cells. We are applying our technology and clinical know-how to transform the therapy landscape of severe liver diseases.

www.minatx.com

MiNA Therapeutics was founded in 2008 to capitalise on the breakthrough discovery of small activating RNAs and to build a platform technology that enables the development of new medicines that restore normal function to patients' cells. The Company has an extensive intellectual property portfolio and to date has been financed by angel investors and high-net-worth individuals. MiNA's lead clinical asset, MTL-CEBPA, is the first development candidate to emerge from its unique RNA activation platform, which is being applied to design and develop saRNA therapeutics to activate key genes to treat a broad range of diseases.

Forward-looking statements

This press release contains "forward-looking statements" that are based upon the current beliefs and expectations of Sosei's management and are subject to significant risks and uncertainties. Various risks may cause Sosei's actual results to differ materially from those expressed or implied by the forward-looking statements, including: adverse results in clinical development programmes; failure to obtain patent protection for inventions; commercial limitations imposed by patents owned or controlled by third parties; dependence upon strategic alliance partners to develop and commercialise products and services; difficulties or delays in obtaining regulatory approvals to market products and services resulting from development efforts; the requirement for substantial funding to conduct research and development and to expand commercialisation activities; and product initiatives by competitors. As a result of these factors, prospective investors are cautioned not to rely on any forward-looking statements. We disclaim any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

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