New Haven and Stockholm, 25 May 2018

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SHAREHOLDERS IN THE UNITED STATES SHOULD REFER TO THE SECTION TITLED "IMPORTANT INFORMATION TO U.S. SHAREHOLDERS" AT THE END OF THIS PRESS RELEASE.

# Alexion holds 97.7 percent of the shares in Wilson Therapeutics after the initial acceptance period and declares the offer unconditional

On 11 April 2018, Alexion Pharmaceuticals, Inc.<sup>1)</sup> ("**Alexion**"), through Alexion Pharma Nordics Holding AB<sup>2)</sup> ("**Alexion Sweden**"), announced a recommended public offer to the shareholders in Wilson Therapeutics AB ("**Wilson Therapeutics**") to acquire all outstanding shares in Wilson Therapeutics at a price of SEK 232 in cash per share (the "**Offer**").

#### **Outcome of the Offer**

At the end of the initial acceptance period on 23 May 2018, the Offer had been accepted by shareholders representing a total of 27,627,733 shares in Wilson Therapeutics, corresponding to 97.7 percent of the total number of shares and votes in the company.

None of Alexion or Alexion Sweden owned or controlled any shares in Wilson Therapeutics at the time of the announcement of the Offer and have not, since then, acquired any shares outside the Offer.

# **Completion of the Offer**

As all conditions for completion of the Offer have been fulfilled, including the Offer being accepted by shareholders to an extent that Alexion Sweden becomes the owner of shares representing more than 90 percent of the total number of outstanding shares in Wilson Therapeutics, and the obtaining by all, with respect to the Offer and completion of the acquisition of Wilson Therapeutics, necessary regulatory approvals or similar clearances, approvals and decisions, Alexion Sweden has resolved to declare the Offer unconditional and will complete the Offer.

# Settlement and compulsory redemption

Settlement regarding the shares, for which acceptances have been received by 23 May 2018, is expected to occur on 30 May 2018.

Alexion Sweden intends to initiate compulsory redemption proceedings regarding the remaining shares in Wilson Therapeutics as well as to promote a delisting of the shares from Nasdaq Stockholm.

### Extension of the acceptance period

In order to give remaining shareholders an additional possibility to accept the Offer, Alexion Sweden has resolved to extend the acceptance period until 3:00 p.m. (CET) on 8 June 2018. Settlement regarding the shares, for which acceptances are received during the extended acceptance period, is expected to occur on 15 June 2018.

Alexion and/or Alexion Sweden may during the extended acceptance period acquire, or enter into agreements to acquire, shares in Wilson Therapeutics. Such acquisitions or agreements shall be made in accordance with applicable Swedish laws and regulations.

# **Advisors**

BofA Merrill Lynch is acting as Alexion's lead financial advisor. Deutsche Bank is also serving as financial advisor and DNB Markets is acting as Nordic financial advisor and Settlement Agent. Advokatfirman Cederquist is acting as legal advisor as to Swedish law and Ropes & Gray LLP is acting as legal advisor as to U.S. law in connection with the Offer.

#### **Contact information**

Alexion Pharmaceuticals, Inc.

# Investors:

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Information is also available at Alexion's website, www.alexion.com, http://ir.alexion.com/acquisitions.cfm

The information was submitted for announcement at 7:00 a.m. (CET) on 25 May 2018.

#### IMPORTANT INFORMATION

This press release has been published in Swedish and English. In the event of any discrepancy between the Swedish original version and the English translation, the Swedish original version shall prevail.

The Offer, pursuant to the terms and conditions presented in this press release, is not being made to persons whose participation in the Offer requires that an additional offer document is prepared or registration effected or that any other measures are taken in addition to those required under Swedish laws and regulations.

This press release and any related Offer documentation are not being distributed and must not be mailed or otherwise distributed or sent in or into any country in which the distribution or offering would require any additional measures to be taken or would be in conflict with any law or regulation in such country – any such action will not be permitted or sanctioned by Alexion Sweden. Any purported acceptance of the Offer resulting directly or indirectly from a violation of these restrictions may be disregarded.

The Offer is not being and will not be made, directly or indirectly, in or into, or by use of mail or any other means or instrumentality of interstate or foreign commerce of, or any facilities of a national securities exchange of, Australia, Hong Kong, Japan, Canada, New Zealand or South Africa. This includes, but is not limited to facsimile transmission, e-mail, telex, telephone, the internet and other forms of electronic transmission. The Offer cannot be accepted and shares may not be tendered in the Offer by any such use, means, instrumentality or facility of, or from within Australia, Hong Kong, Japan, Canada, New Zealand or South Africa or by persons located or resident in those jurisdictions. Accordingly, this press release and any related Offer documentation are not being and should not be mailed or otherwise transmitted, distributed, forwarded or sent in or into Australia, Hong Kong, Japan, Canada, New Zealand or South Africa or to any Australian, Hong Kongese, Japanese, Canadian, New Zealander or South African or any persons located or resident in Australia, Hong Kong, Japan, Canada, New Zealand or South Africa.

Any purported tender of shares in an Offer resulting directly or indirectly from a violation of these restrictions will be invalid and any purported tender of shares made by a person located in Australia, Hong Kong, Japan, Canada, New Zealand or South Africa or any agent, fiduciary or other intermediary acting on a non-discretionary basis for a principal giving instructions from within Australia, Hong Kong, Japan, Canada, New Zealand or South Africa will be invalid and will not be accepted. Each holder of shares participating in the Offer will represent that it is not an Australian, Hong Kongese, Japanese, Canadian, New Zealander or South African, is not located or resident in Australia, Hong Kong, Japan, Canada, New Zealand or South Africa and is not participating in such Offer from Australia, Hong Kong, Japan, Canada, New Zealand or South African, that is located outside Australia, Hong Kong, Japan, Canada, New Zealand or South Africa and that is not giving an order to participate in such offer from those jurisdictions. Alexion Sweden will not deliver any consideration from the Offer into Australia, Hong Kong, Japan, Canada, New Zealand or South Africa.

#### Important information to U.S. shareholders

The Offer described in this announcement will be made for the shares in Wilson Therapeutics, a Swedish limited liability company. The Offer will be made in the United States pursuant to an exemption from certain U.S. tender offer rules provided by Rule 14d-1(d) under the U.S. Securities Exchange Act of 1934, as amended (the "U.S. Exchange Act"), in compliance with Section 14(e) of the U.S. Exchange Act and otherwise in accordance with the requirements of Swedish law. Accordingly, the Offer will be subject to disclosure and other procedural requirements, including with respect to withdrawal rights, the offer timetable, settlement procedures and timing of payments that are different from those applicable under U.S. domestic tender offer procedures and laws.

It may be difficult for U.S. shareholders to enforce their rights and any claim arising out of the U.S. federal securities laws, since Wilson Therapeutics and Alexion Sweden are organized in a non-U.S. jurisdiction, and some or all of their officers and directors may be residents of a non-U.S. jurisdiction. U.S. shareholders may not be able to sue a non-U.S. company or its officers or directors in a non-U.S. court for violations of the U.S. securities laws. Further, it may be difficult to compel a non-U.S. company and its affiliates to subject themselves to a U.S. court's judgement.

The receipt of cash pursuant to the Offer by shareholders who are U.S. taxpayers may be a taxable transaction for U.S. federal income tax purposes and under applicable U.S. state and local, as well as foreign and other tax laws. Each shareholder is urged to consult his or her independent professional adviser regarding the tax consequences of the Offer.

In accordance with normal Swedish practice and pursuant to Rule 14e-5(b) of the U.S. Exchange Act, Alexion Sweden and its affiliates or brokers (acting as agents for Alexion Sweden or its affiliates, as applicable) may from time to time, and other than pursuant to the Offer, directly or indirectly purchase, or arrange to purchase outside the United States, shares in Wilson Therapeutics that are the subject of the Offer or any securities that are convertible into, exchangeable for or exercisable for such shares before or during the period in which the Offer remains open for acceptance. These purchases may occur either in the open market at prevailing prices or in private transactions at negotiated prices. To the extent information about such purchases or arrangements to purchase is made public in Sweden, such information will be disclosed to U.S. shareholders in Wilson Therapeutics. In addition, the financial advisors to Alexion Sweden, may also engage in ordinary course trading activities in securities of Wilson Therapeutics, which may include purchases or arrangements to purchase such securities.

For purposes of this section "United States" and "U.S." means the United States of America (its territories and possessions, all states of the Unites States of America and the District of Columbia).

#### Forward-looking information

Statements in this press release relating to future status and circumstances, including statements regarding future performance, growth and other projections as well as benefits of the Offer, are forward-looking statements. These statements may generally, but not always, be

identified by the use of words such as "anticipates", "expects", "believes", or similar expressions. By their nature, forward-looking statements involve risk and uncertainty because they relate to events and depend on circumstances that will occur in the future. Actual results may differ materially from those expressed or implied by these forward-looking statements due to many factors, many of which are outside the control of Alexion Sweden. Any such forward-looking statements speak only as of the date on which they were made and Alexion Sweden has no obligation (and undertakes no such obligation) to update or revise any of them, whether as a result of new information, future events or otherwise, except for in accordance with applicable laws and regulations.

<sup>&</sup>lt;sup>1)</sup> "Alexion" refers to Alexion Pharmaceuticals Inc., a Delaware corporation with reg. no. 2286486 and with registered address 100 College St, New Haven, CT 06510, United States.

<sup>&</sup>lt;sup>2)</sup> "Alexion Sweden" refers to the newly formed Swedish private limited liability company Alexion Pharma Nordics Holding AB, reg.no. 559097-5495 with registered address c/o Advokatfirman Cederquist KB, P.O. Box 1670, 111 96 Stockholm, Sweden.