



Gilead to Acquire Kite: Creating a Global Leader in Cell Therapy

August 28, 2017



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This presentation includes forward-looking statements, within the meaning of the Private Securities Litigation Reform Act of 1995, that are subject to risks, uncertainties and other factors. All statements other than statements of historical fact are statements that could be deemed forward-looking statements, including all statements regarding the intent, belief or current expectation of the companies' and members of their senior management team. Forward-looking statements include, without limitation, statements regarding the business combination, its effect on Gilead's revenues and earnings, the commercial success of Kite's products, approval of axi-cel by the U.S. Food and Drug Administration; approval of axi-cel by the European Medicines Agency; the ability of Gilead to advance Kite's product pipeline, including axi-cel, the anticipated timing of clinical data; the possibility of unfavorable results from clinical trials; filings and approvals relating to the transaction; the expected timing of the completion of the transaction; the ability to complete the transaction considering the various closing conditions; difficulties or unanticipated expenses in connection with integrating the companies; and the accuracy of any assumptions underlying any of the foregoing. Investors are cautioned that any such forward-looking statements are not guarantees of future performance and involve risks and uncertainties and are cautioned not to place undue reliance on these forward-looking statements. Actual results may differ materially from those currently anticipated due to a number of risks and uncertainties. Risks and uncertainties that could cause the actual results to differ from expectations contemplated by forward-looking statements include: uncertainties as to the timing of the tender offer and merger; uncertainties as to how many of Kite's stockholders will tender their stock in the offer; the possibility that competing offers will be made; the possibility that various closing conditions for the transaction may not be satisfied or waived, including that a governmental entity may prohibit, delay or refuse to grant approval for the consummation of the transaction; the effects of the transaction on relationships with employees, customers, other business partners or governmental entities; transaction costs; and other risks and uncertainties detailed from time to time in the companies' periodic reports filed with the Securities and Exchange Commission, including current reports on Form 8-K, quarterly reports on Form 10-Q and annual reports on Form 10-K. All forward-looking statements are based on information currently available to Gilead and Kite, and Gilead and Kite assume no obligation and disclaim any intent to update any such forward-looking statements.



Additional Information and Where to Find It

The tender offer described in this document has not yet commenced. This announcement is neither an offer to purchase nor a solicitation of an offer to sell shares of Kite. A solicitation and an offer to buy shares of Kite will be made only pursuant to an offer to purchase and related materials that Gilead intends to file with the U.S. Securities and Exchange Commission. At the time the offer is commenced, Gilead will file a Tender Offer Statement on Schedule TO with the U.S. Securities and Exchange Commission, and Kite will file a Solicitation/Recommendation Statement on Schedule 14D-9 with respect to the offer. Kite stockholders and other investors are urged to read the tender offer materials (including an Offer to Purchase, a related Letter of Transmittal and certain other offer documents) and the Solicitation/Recommendation Statement because they will contain important information which should be read carefully before any decision is made with respect to the tender offer. The Offer to Purchase, the related Letter of Transmittal and certain other offer documents, as well as the Solicitation/Recommendation Statement, will be sent to all stockholders of Kite at no expense to them. The Tender Offer Statement and the Solicitation/Recommendation Statement will be made available for free at the Commission's web site at www.sec.gov. Free copies of these materials and certain other offering documents will be made available by Gilead by mail to Gilead Sciences, Inc., 333 Lakeside Drive, Foster City, CA 94404, attention: Investor Relations, by phone at 1-800-GILEAD-5 or 1-650-574-3000, or by directing requests for such materials to the information agent for the offer, which will be named in the Tender Offer Statement.

In addition to the Offer to Purchase, the related Letter of Transmittal and certain other offer documents, as well as the Solicitation/Recommendation Statement, Gilead and Kite file annual, quarterly and special reports, proxy statements and other information with the Securities and Exchange Commission. You may read and copy any reports, statements or other information filed by Gilead or Kite at the SEC public reference room at 100 F Street, N.E., Washington, D.C. 20549. Please call the Commission at 1-800-SEC-0330 for further information on the public reference room. Gilead's and Kite's filings with the Commission are also available to the public from commercial document-retrieval services and at the website maintained by the Commission at www.sec.gov.



Gilead + Kite: Bringing Life-Saving Therapies to Patients

- Kite's platform, pipeline and scientific expertise establish **Gilead's leadership in cell therapy for oncology**
- **Builds a foundation** for dramatically improving treatment of hematological malignancies and solid tumors
- Gilead has **transformed the care of HIV and viral hepatitis**, and is committed to bringing that **same innovation to cancer patients**
- Gilead has a successful track record of driving **continuous innovation** to improve upon existing products
- **Diversifies** Gilead's portfolio and **creates long-term shareholder value**



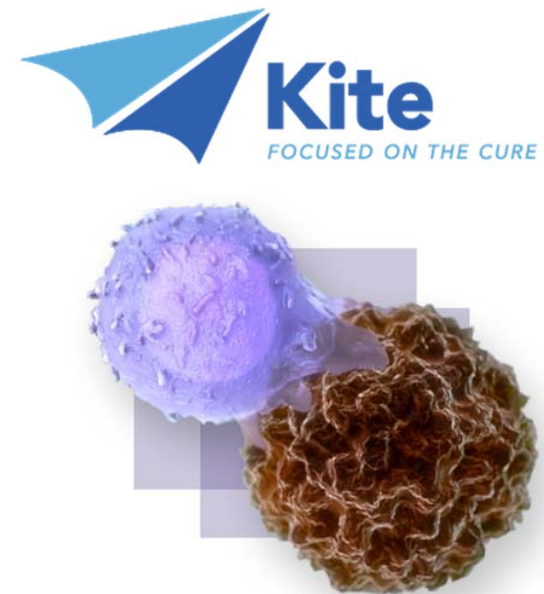
Transaction Details

- Gilead to acquire Kite for \$180 per share in cash or total purchase price of \$11.9 billion
 - Transaction is expected to be neutral to earnings by year three and accretive thereafter
 - The acquisition represents a 29 percent premium to Kite's closing on Friday, August 25, and a 50 percent premium to the company's 30-day volume weighted average stock price
- Gilead intends to fund the acquisition with a combination of cash on hand, bank debt and senior unsecured notes
- Transaction unanimously approved by the Boards of Directors of both companies
- The acquisition is expected to close during the fourth quarter of 2017, subject to regulatory approvals and other customary closing conditions



Kite: An Overview

- Kite is headquartered in Santa Monica, California and has ~650 employees, with operations in the U.S., Europe and joint venture in China (FosunKite)
- Axi-cel, the company's lead product, is under review with a U.S. PDUFA date of Nov. 29, 2017 and European approval anticipated in 2018
- Kite has multiple ongoing/planned clinical trials across hematological malignancies and solid tumors
- Clinical data show durable responses in cancer patients treated with axi-cel who have run out of options



Ready to Launch

- Kite has fully-integrated infrastructure to launch first-in-class, best-in-class treatment for three types of aggressive non-Hodgkin lymphoma, with other indications to follow
- Kite has a state-of-the-art, commercial scale cell therapy processing facility, located in El Segundo (Los Angeles)
- Production is efficient and can be quickly expanded to meet increased demand, as needed



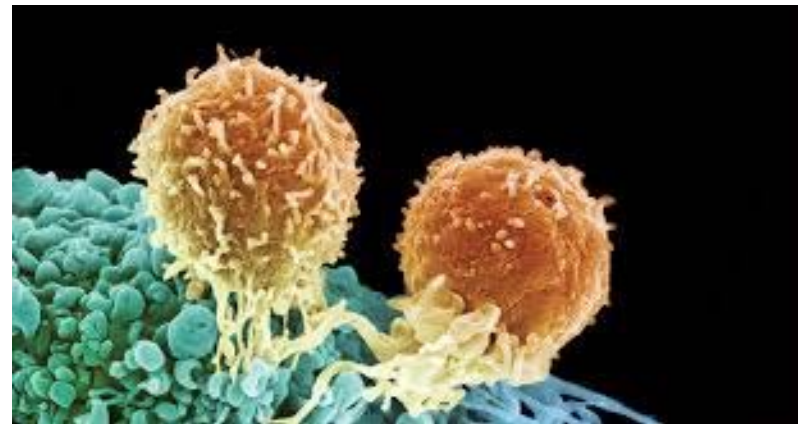
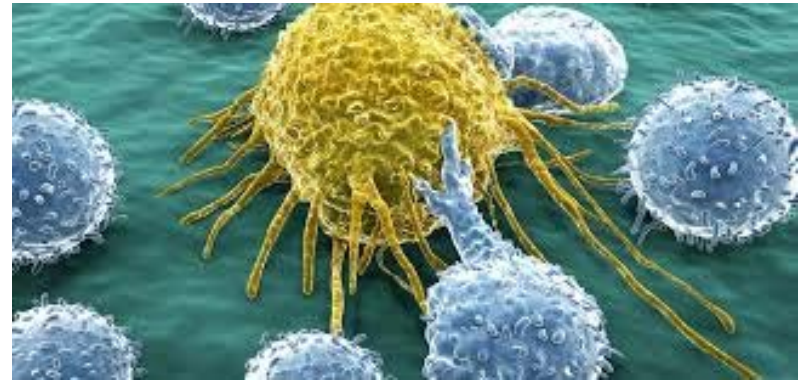
Understanding Cell Therapy



Cell Therapy:

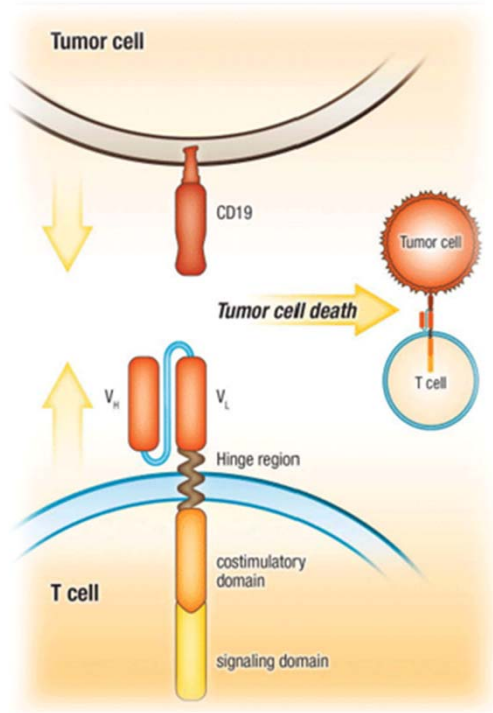
An Emerging Field with the Potential to Transform Cancer Treatment

- Cell therapy is a new way of treating cancer that uses a patient's own immune system to fight the disease
- Kite's industry-leading cell therapy pipeline is based on two different platforms: **CAR** (chimeric antigen receptor) T cells and **TCR** (T-cell receptor) engineered cells
- Data from CAR T trials have generated enthusiasm among oncologists as next frontier in cancer treatment



The Science of CAR T

CAR T



How it Works

- T cells are taken from patients and engineered to express chimeric antigen receptors (CARs), which direct T cells to detect and destroy tumor cells
- Upon engagement with the specified cancer cell, the CAR T-cell “activates” resulting in the killing of the target cell
- CAR T-cells also undergo proliferation, which increases the number of therapeutic cells to eradicate cancer



Exciting Data Published Across Numerous Journals

Molecular Therapy

Kochenderfer, James N. et al. *Molecular Therapy*, 13 July 2017 (online pub.)

“These results show that **anti-CD19 CAR T-cells can cause long complete responses of chemotherapy-refractory DLBCL** and that anti-CD19 CAR T cells are possibly a curative therapy for lymphoma.”



The NEW ENGLAND
JOURNAL of MEDICINE

Rosenberg, Steve A. et al *N Engl J Med* 2016; 375:2255-2262 8 Dec. 2016

“At the first follow-up 40 days after cell therapy, we found that all seven lung metastases [in a patient with metastatic colorectal cancer] had regressed on CT. Of these lesions, six had either **completely regressed or showed continuing regression 9 months after therapy.**”

JOURNAL OF CLINICAL ONCOLOGY

..... Official Journal of the American Society of Clinical Oncology

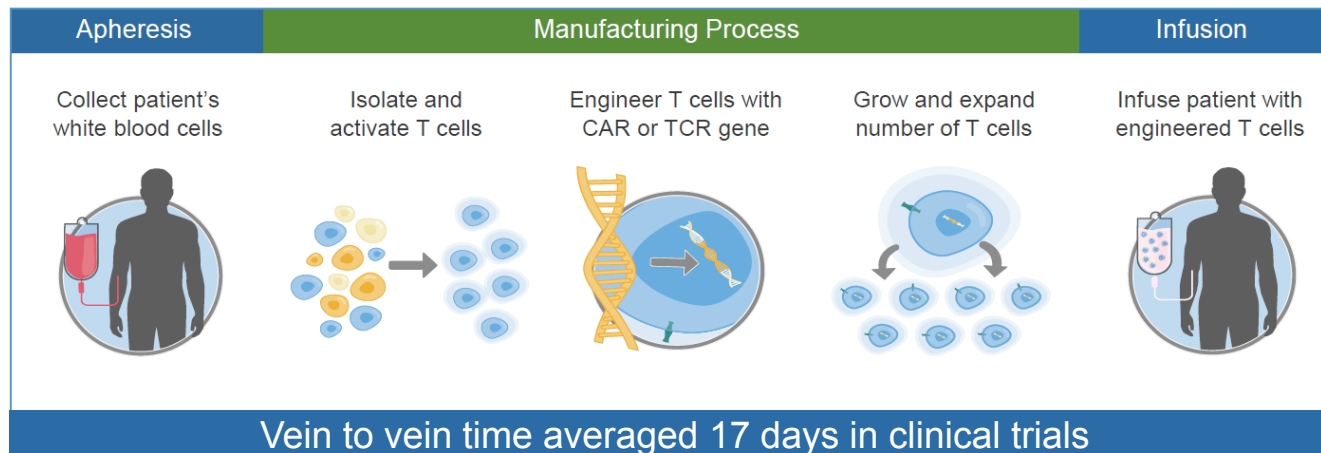
Rosenberg, Steve A. et al *Journal of Clinical Oncology* - published online before print 15 August 2017

“**This clinical trial extends the reach of TCR gene therapy for patients with metastatic cancer.**”

Axi-Cel is Nearing Approval in First Indication

Axicabtagene Ciloleucel (axi-cel):

- Under priority FDA review for aggressive non-Hodgkin lymphoma which includes diffuse large B-cell lymphoma (DLBCL), transformed follicular lymphoma (TFL) and primary mediastinal B-cell lymphoma (PMBCL)
- Under review in Europe with approval anticipated in 2018



Lack of Therapeutic Options for People with DLBCL

- Diffuse large B-cell lymphoma is the most common form of non-Hodgkin lymphoma
- Outcomes for patients with DLBCL whose disease has relapsed or who have become refractory to existing therapies are poor (SCHOLAR-1 study):
 - Initial complete response treated with standard of care: 7 percent
 - Median overall survival: 6.3 months



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Leading the way in experimental and clinical research in hematology

Outcomes in refractory diffuse large B-cell lymphoma: results from the international SCHOLAR-1 study

Michael Crump, Sattva S. Neelapu, Umar Farooq, Eric Van Den Neste, John Kuruvilla, Jason Westin, Brian K. Link, Annette Hay, James R. Cerhan, Liting Zhu, Sami Boussetta, Lei Feng, Matthew J. Maurer, Lynn Navale, Jeff Wiecek, William Y. Go, and Christian Gisselbrecht

[Article](#) [Figures & Data](#) [Info & Metrics](#) [e-Letters](#) [PDF](#)

Key points

- SCHOLAR-1 is the first patient-level analysis of outcomes of refractory DLBCL from 2 large randomized trials and 2 academic databases.
- SCHOLAR-1 demonstrated poor outcomes in patients with refractory DLBCL, supporting a need for more effective therapies for these patients.

Abstract

Diffuse large B-cell lymphoma (DLBCL) is the most common subtype of non-Hodgkin

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Axi-Cel Pivotal Data Illustrate Promise of CAR T

- Results from Kite's ZUMA-1 pivotal trial in which patients with relapsed/refractory DLBCL were treated with axi-cel:
 - Initial complete response treated with axi-cel: 54 percent
 - Median overall survival: Not yet reached at 8.7 months



Apr 2, 2017

Kite Presents Ongoing Response Rate in Plenary Session from its Pivotal CAR-T Trial of Axicabtagene Ciloleucel in Patients with Aggressive Non-Hodgkin Lymphoma at the 2017 American Association of Cancer Research Annual Meeting

- 44 Percent in Ongoing Response, Including 39 Percent in Complete Response (CR) with a Median Follow-up of 8.7 Months
- Median Duration of Response for CR Not Yet Reached
- Second Plenary Presentation Identified Biomarkers Associated with Response and Adverse Events

SANTA MONICA, Calif.--(BUSINESS WIRE)-- Kite Pharma, Inc., (Nasdaq:KITE) today announced two plenary presentations of positive data from the primary analysis of ZUMA-1 for its lead CAR-T candidate, axicabtagene ciloleucel, in patients with refractory aggressive B-cell non-Hodgkin lymphoma (NHL) at the 2017 American Association of Cancer Research Annual Meeting in Washington, D.C. Both presentations were given by Frederick L. Locke, M.D., the ZUMA-1 Co-Lead Investigator, and Director of Research for the Immune Cell Therapy Program at Moffitt Cancer Center in Tampa, Florida.

The study met the primary endpoint of objective response rate (ORR) recorded after a single infusion of axicabtagene ciloleucel, with 82 percent ($p < 0.0001$). These results demonstrate the treatment effect of axicabtagene ciloleucel in diffuse large B-cell lymphoma (DLBCL), primary mediastinal B-cell lymphoma (PMBCL) and transformed follicular lymphoma (TFL), which are types of aggressive NHL.



Kite Has a Comprehensive Pipeline

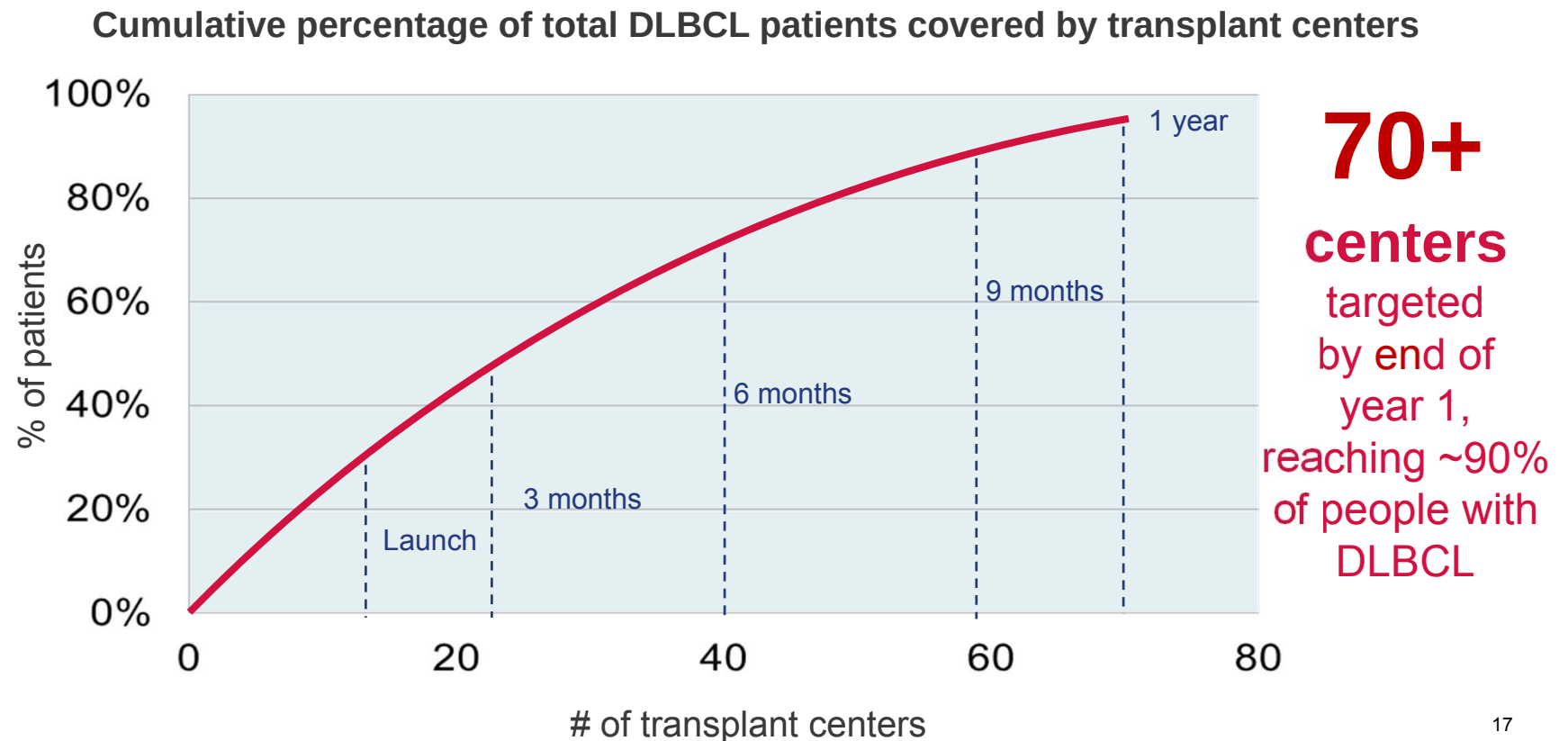
		TRIAL	AREA OF RESEARCH	PRE-IND	PHASE 1	PHASE 2/3
Chimeric Antigen Receptor	axicabtagene ciloleucel	ZUMA-1	DLBCL, PMBCL & TFL			
		ZUMA-5	Indolent NHL			
		ZUMA-6	DLBCL (PD-L1 mAb)			
		ZUMA-7	DLBCL (2nd line)			
		ZUMA-9 (Expanded Access)	Aggressive NHL			
	KTE-C19	ZUMA-2 ZUMA-3 ZUMA-4 ZUMA-8	MCL Adult ALL Pediatric ALL CLL			
T Cell Receptor	Human anti-CD19 (2 nd Gen)	NCI	Heme Malignancies			
	Humanized anti-CD19 Control CAR (3 rd Gen)		Heme Malignancies			
	KITE-585 (anti-BCMA)		MM			
	KITE-796 (anti-CLL-1 Control CAR)		AML			
	MAGE A3/A6	NCI	Solid Tumor			
	KITE-718 (MAGE A3/A6)		Solid Tumor			
	MAGE A3	NCI	Solid Tumor			
	HPV-16 E6 & E7	NCI	Cervical and HNC			
	KITE-439 (HPV-16 E7)		Cervical and HNC			
	KRAS	NCI	Solid Tumor			
	SSX-2	NCI	Solid Tumor			
	Neoantigens	NCI	Solid Tumor			



Kite: Ongoing Launch Preparation

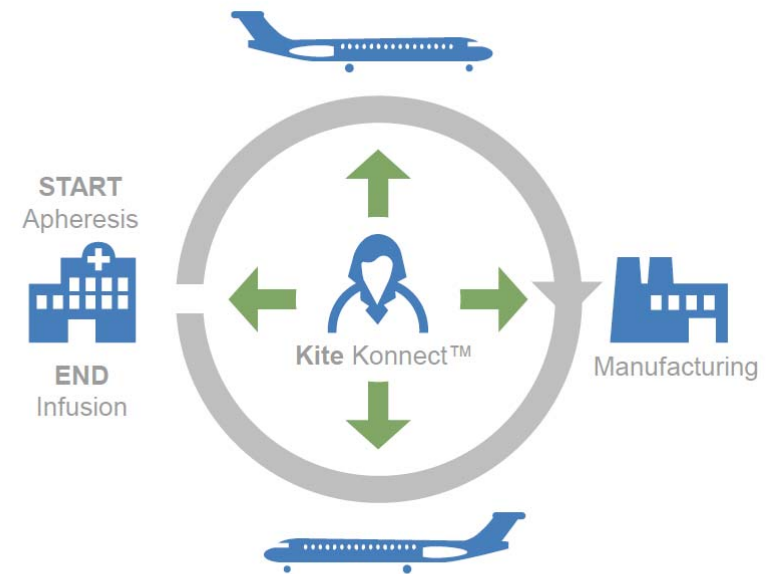


Reaching DLBCL Patients



A Patient-Centered Approach

- Kite Konnect™ program will create optimal experience for patients and physicians
- Field teams fully staffed and trained
- Company has diligently worked to prepare first sites to treat patients and anticipates launching with at least 10 leading cancer centers



Vein to vein time averaged 17 days in clinical trials



European Union: Preparing to Launch in 2018

- Axi-cel EU submission completed in July 2017
- Building infrastructure – leadership with proven oncology track record
- Enrolling patients in clinical sites
- Building network with thought leaders and clinical organizations
- Establishing supply chain



Gilead: A History of Innovation



Gilead Has Transformed Care for People with HIV

HAART
1996



ATRIPLA
2006



6 STRs over a 12-year period

Gilead Has Transformed Care for People with HCV



4 options to cure HCV in 4 years



Together, We Will...

- Drive continuous scientific and medical innovation to improve care for people with cancer
- Develop next generations of novel therapies in areas of significant unmet need
- Design and execute clinical programs to shorten development timelines
- Scale complicated manufacturing processes to meet patient demand
- Bring innovative, new cellular therapies to patients around the world





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