



Media Release

May 19, 2020

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Idorsia launches an offering of new shares to fund the company's growth plan

- Idorsia launches an offering of approximately 10 million new shares through an accelerated book-building process
- Net proceeds to prepare to launch the company's first product and to be able to fund the company's research and clinical development programs

Allschwil, Switzerland – May 19, 2020

Idorsia Ltd (SIX: IDIA, "Idorsia") today announced the launch of an offering of approximately 10 million new registered shares (the "Offer Shares") with a par value of CHF 0.05 per share. Following the recent announcement of the positive results in the first of two pivotal Phase 3 studies of daridorexant, with improved overall sleep and daytime performance of patients with insomnia, the net proceeds from this offering will help Idorsia to prepare to launch its first commercial product and continue to fund the development of its other attractive and late-stage pipeline candidates including apocritentan, clazosentan and lucerastat, as well as its diverse early-stage and preclinical pipeline.

Jean-Paul Clozel, MD and Chief Executive Officer of Idorsia, commented:

"Following the top-line results of the first pivotal Phase 3 study with daridorexant, we need to prepare for the launch of this drug. We also need to continue to fund the development of other drugs in our clinical pipeline and our drug discovery efforts; there is still a lot to be done if we are to maximize the impact of our assets in the target indications. This financing enables us to stay on track to realize our vision to become a fully-fledged biopharmaceutical company."

The Offer Shares, corresponding to approximately 7.6% of Idorsia's currently issued share capital, will be issued from Idorsia's existing authorized share capital excluding subscription rights of existing shareholders. The transaction will be executed by way of a primary placement of shares offered exclusively to professional investors in Switzerland and qualified investors outside Switzerland and the United States of America (the "United States" or "US") pursuant to Regulation S of the US Securities Act of 1933, as amended (the "Securities Act") and in the United States to qualified institutional buyers as defined in Rule 144A of the Securities Act pursuant to an exemption from the registration requirements of the Securities Act. The price of the Offer Shares (the "Offer Price") will be determined in an accelerated book-building process which will start immediately. The Offer Price as well as the number of Offer Shares to be sold will be announced upon completion of the book-building process which is expected prior to market opening on May 20, 2020.

Idorsia's principal shareholders, Jean-Paul and Martine Clozel, remain fully committed to Idorsia over the long-term and as such have committed to purchase Offer Shares at the Offer Price pro rata to their current shareholding of 28.4% in Idorsia.

The Offer Shares are expected to be listed and admitted to trading according to the International Reporting Standard on SIX Swiss Exchange as per May 22, 2020. Payment and settlement is expected to take place on May 25, 2020. The Offer Shares will rank pari passu with the existing shares.



Idorsia has agreed to a 90-day lock-up and Jean-Paul and Martine Clozel have agreed to a 180-day lock-up period after the listing of the Offer Shares, subject to customary exceptions.

Notes to the editor

About Idorsia

Idorsia Ltd is reaching out for more - We have more ideas, we see more opportunities and we want to help more patients. In order to achieve this, we will develop Idorsia into one of Europe's leading biopharmaceutical companies, with a strong scientific core.

Headquartered in Switzerland - a biotech-hub of Europe - Idorsia is specialized in the discovery and development of small molecules, to transform the horizon of therapeutic options. Idorsia has a broad portfolio of innovative drugs in the pipeline, an experienced team, a fully-functional research center, and a strong balance sheet – the ideal constellation to bringing R&D efforts to business success.

Idorsia was listed on the SIX Swiss Exchange (ticker symbol: IDIA) in June 2017 and has over 800 highly qualified specialists dedicated to realizing our ambitious targets.

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The offers referred to herein, when made in member states of the European Economic Area ("EEA") and the United Kingdom, is only addressed to and directed to "qualified investors" within the meaning of Article 2(e) the Prospectus Regulation ("Qualified Investors"). For these purposes, the expression "Prospectus Regulation" means Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC, and includes any relevant delegated regulations.

For readers in the United Kingdom, this announcement is only being distributed to and is only directed at Qualified Investors who are (i) outside the United Kingdom or (ii) investment professionals falling within Article 19(5) ("Investment professionals") of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "Order") or (iii) certain high value persons and entities who fall within Article 49(2)(a) to (d) ("High net worth companies, unincorporated associations etc.") of the Order; or (iv) any other person to whom it may lawfully be communicated (all such persons in (i) to (iv) together being referred to as "relevant persons"). The securities are only available to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire such securities will be engaged in only with, relevant persons. Any person who is not a relevant person should not act or rely on this document or any of its contents.

The offering of the securities in Switzerland is exempt from the requirement to prepare and publish a prospectus under the Swiss Financial Services Act ("FinSA") because such offering is made to professional clients within the meaning of the FinSA only. This press release does neither constitute a prospectus pursuant to the FinSA nor a prospectus within the meaning of art. 652a of the Swiss Code of Obligations or the listing rules of SIX Swiss Exchange Ltd, and no such prospectus has been or will be prepared for or in connection with the offering of the securities.

Information to Distributors: Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended (“MiFID II”); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures (together, the “MiFID II Product Governance Requirements”), and disclaiming all and any liability, whether arising in tort, contract which any “manufacturer” (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the Shares have been subject to a product approval process by each underwriter established in the EEA or the United Kingdom, which has determined that the Shares are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II (the “Target Market Assessment”). Notwithstanding the Target Market Assessment, Distributors should note that: the price of the Shares may decline and investors could lose all or part of their investment; the Shares offer no guaranteed income and no capital protection; and an investment in the Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom.

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The underwriters are acting exclusively for Idorsia and no-one else in connection with the offerings. They will not regard any other person as their respective clients in relation to the offerings and will not be responsible to anyone other than Idorsia for providing the protections afforded to their respective clients, nor for providing advice in relation to the offerings, the contents of this announcement or any transaction, arrangement or other matter referred to herein.

This press release may contain certain forward-looking statements relating to Idorsia and its business, which can be identified by the use of forward-looking terminology such as “estimates”, “believes”, “expects”, “may”, “are expected to”, “will”, “will continue”, “should”, “would be”, “seeks”, “pending” or “anticipates” or similar expressions, or by discussions of strategy, plans or intentions. Such statements involve certain risks, uncertainties and other factors which could cause the actual results, financial condition, performance or achievements of Idorsia to be materially different from those expressed or implied by such statements. Readers should therefore not place undue reliance on these statements, particularly not in connection with any contract or investment decision. Idorsia disclaims any obligation to update any such forward-looking statements.