FOR IMMEDIATE RELEASE

Acerta Pharma Announces Strategic Transaction with AstraZeneca

AstraZeneca to Acquire 55% Ownership of Acerta for $4 Billion Total Cash Consideration

- *$2.5 Billion to be Paid at Closing*
- *$1.5 Billion to be Paid No Later than December 2018*

Option for AstraZeneca to Acquire Remaining 45% Ownership in Acerta for Up to $3 Billion

OSS, the Netherlands and REDWOOD CITY, Calif. – Dec. 17, 2015 – Acerta Pharma B.V. (Acerta), a clinical-stage biopharmaceutical company, announced today that it has entered into a definitive agreement with AstraZeneca whereby AstraZeneca will acquire a majority stake in Acerta. The transaction provides AstraZeneca with Acerta's potential best-in-class irreversible oral Bruton's tyrosine kinase (Btk) inhibitor, acalabrutinib (ACP-196), currently in Phase III development for B-cell blood cancers and in Phase I/II clinical trials in multiple solid tumors.

"We are excited to announce this strategic transaction with AstraZeneca, which is a testament to the value inherent in Acerta and acalabrutinib," said David Johnson, Chief Executive Officer of Acerta. "AstraZeneca brings tremendous expertise and resources that will help us maximize the potential of acalabrutinib as we continue down multiple development paths in both hematologic malignancies and solid tumors. Together with AstraZeneca and their global footprint, we believe we will further accelerate our global clinical development program and maximize the future commercial potential of acalabrutinib. We look forward to working closely with the AstraZeneca team to realize our mutual goal of transforming cancer care."

"AstraZeneca has a strong track record of leadership in oncology and has shown a commitment to advancing the next generation of important therapeutics," said Wayne Rothbaum, Executive Chairman of Acerta. "We believe AstraZeneca is the best partner to help advance our research to improve patient outcomes across a range of hematologic cancers and solid tumors."

Terms of the Transaction

Under the terms of the agreement, AstraZeneca will acquire 55% of the entire issued share capital of Acerta for total consideration of $4.0 billion, comprised of upfront consideration of $2.5 billion and further unconditional consideration of $1.5 billion to be paid either on receipt of the first regulatory approval for acalabrutinib for any indication in the US, or the end of 2018, depending on which is first. The agreement also includes options which, if exercised, provide the opportunity for Acerta shareholders to sell, and AstraZeneca to buy, the remaining 45% of shares in Acerta. The options can be exercised at various points in time, conditional on the first approval of acalabrutinib in both the US and Europe and when the extent of the commercial opportunity has been fully established, at a price of approximately $3.0 billion net of certain

costs and payments incurred by AstraZeneca and net of agreed future adjusting items, using a pre-agreed pricing mechanism.

Upon close of the transaction, Acerta will initially be a majority-owned subsidiary of AstraZeneca. If AstraZeneca acquires the remaining shares of the company in the future, Acerta would become a wholly-owned subsidiary. The transaction will be accounted for as a business combination and is expected to be complete by the end of the first quarter of 2016, subject to regulatory and customary closing conditions.

Goldman, Sachs & Co. is acting as lead financial advisor and Jefferies LLC is serving as joint financial advisor to Acerta. Jefferies previously acted as exclusive placement agent to Acerta on a $375 million private placement in May 2015. Morgan, Lewis & Bockius and Nauta Dutilh are serving as legal counsel to Acerta.

About Acalabrutinib

Acalabrutinib is a highly selective, irreversible, second generation Btk inhibitor, with approximately 1,000 patients treated to date in clinical studies across the entire development program. More than 600 patients have been treated with acalabrutinib monotherapy. Phase I/II data showing a favorable safety profile and strong efficacy in relapsed/refractory chronic lymphocytic leukemia patients was presented at the American Society of Hematology Annual Meeting & Exposition in December 2015, with simultaneous publication in the New England Journal of Medicine.

About Acerta Pharma

Acerta is a leader in the field of covalent binding technology and is applying this technology to create novel selective therapies intended for the treatment of cancer and autoimmune diseases. Acerta's lead molecule, acalabrutinib (ACP-196), is a selective and potent inhibitor of Btk. Acerta is also developing ACP-319, a novel isoform-selective inhibitor of phosphoinositide 3-kinase (PI3K) delta. The company has operations in Oss, the Netherlands and multiple U.S. sites. The U.S. headquarters is in Redwood City, CA.

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