

# Forward Pharma (*NASDAQ:FWP*) Corporate Update

## *Jefferies 2017 Global Healthcare Conference*

June 6, 2017



**Claus Bo Svendsen, MD, PhD**  
Chief Executive Officer

# Forward-Looking Statements

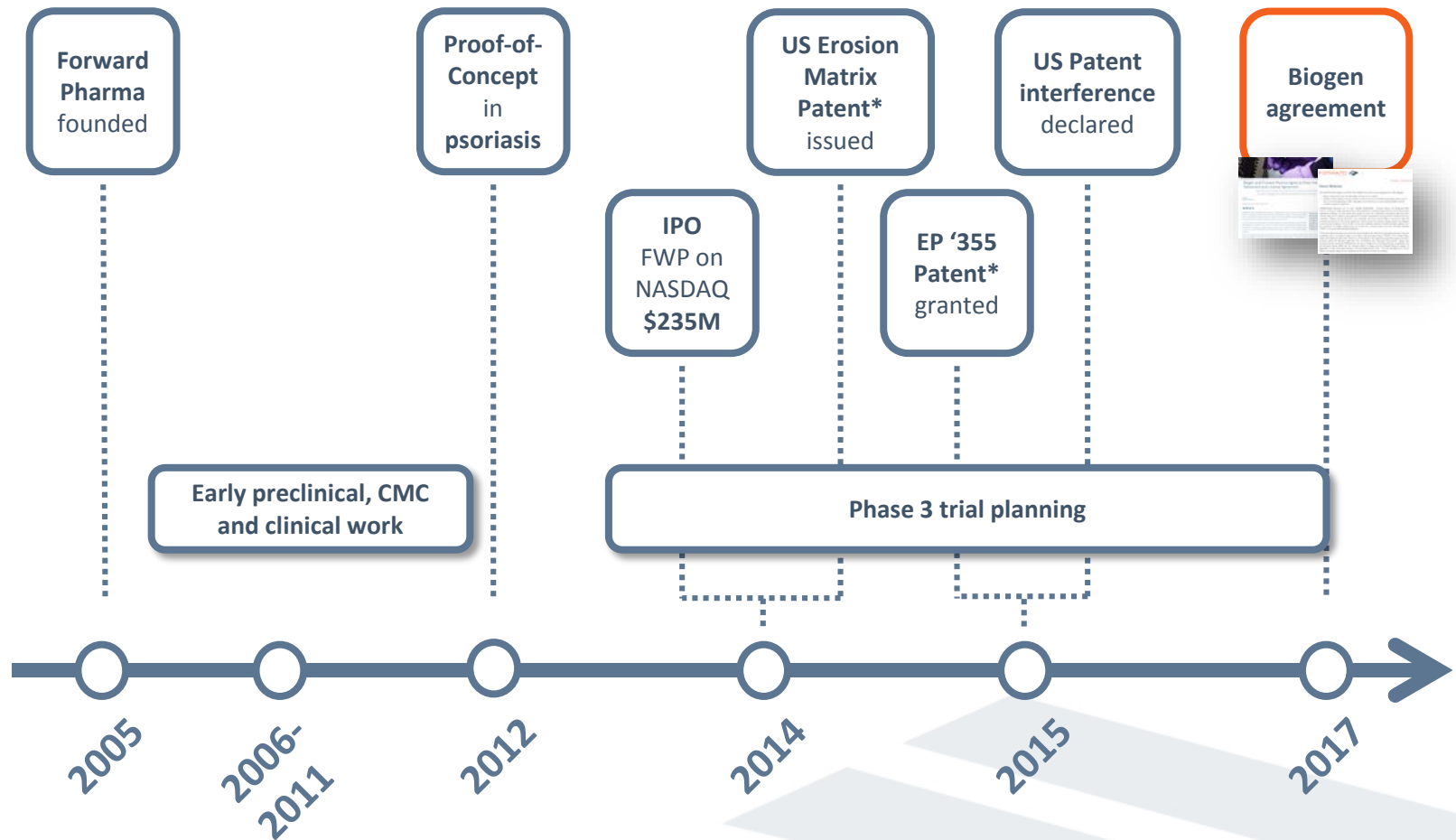
Certain statements in this presentation may constitute “forward-looking statements” of Forward Pharma A/S (the “Company”) within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements include, but are not limited to, statements which contain language such as “believe”, “expect”, “anticipate”, “estimate”, “would”, “may”, and “potential”. Forward-looking statements are predictions only, which involve known and unknown risks, uncertainties and other factors that may cause actual results to be materially different from those expressed in such statements. Many such risks, uncertainties and other factors are taken into account as part of our assumptions underlying these forward-looking statements and include, among others, risks related to the following: the satisfaction of certain conditions, and the accuracy of certain representations of the Company, in the Settlement and License Agreement entered into with subsidiaries of Biogen Inc. and certain other parties thereto; our ability to obtain, maintain, enforce and defend issued patents with royalty-bearing claims; our ability to prevail in the interference proceeding after all appeals and obtain issuance of the ‘871 application; our ability to prevail in or obtain a favorable decision in the ‘355 European opposition proceedings, after all appeals; the expected timing for key activities and an ultimate ruling in such legal proceedings; the issuance and term of our patents; future sales of Tecfidera<sup>®</sup>, including impact on such sales from competition, generic challenges, regulatory involvement and pricing pressures; the scope, validity and enforceability of our intellectual property rights in general and the impact on us of patents and other intellectual property rights of third parties; the timing, amount (if any) and tax consequences of any distribution to shareholders; the timing for any planned announcements of such distribution plans; and our ability to generate revenue from product sales in the U.S. directly or through an assignee of our U.S. co-exclusive license rights in the event Biogen does not obtain an exclusive license from us in the U.S. Certain of these and other risk factors are identified and described in detail in certain of our filings with the United States Securities and Exchange Commission, including our Annual Report on Form 20-F for the year ended December 31, 2016. We are providing this information as of the date of this release and do not undertake any obligation to update any forward-looking statements contained in this presentation as a result of new information, future events or otherwise.

- Forward has developed a significant IP portfolio related to dimethyl fumarate (DMF)
- Forward operates as a lean organization with five employees by Q4/2017
- Forward has granted to Biogen an irrevocable license to all of its IP related to DMF through the recent Settlement and License Agreement
- Forward's pro forma cash balance is \$1.09 B
- Forward will receive royalties on sales of Tecfidera® or other DMF products for MS from Biogen of up to 10 – 20% from January 1, 2021, provided that, among other factors<sup>(a,b)</sup>, qualifiers are met:
  - US Royalties: Outcome of US interference including all appeals and Hart-Scott-Rodino (HSR) antitrust clearance
  - Ex-US Royalties: Outcome of European EP'355 opposition including all appeals

(a) Subject to, among other things, expiration or invalidation of the patents or impact of generic entry

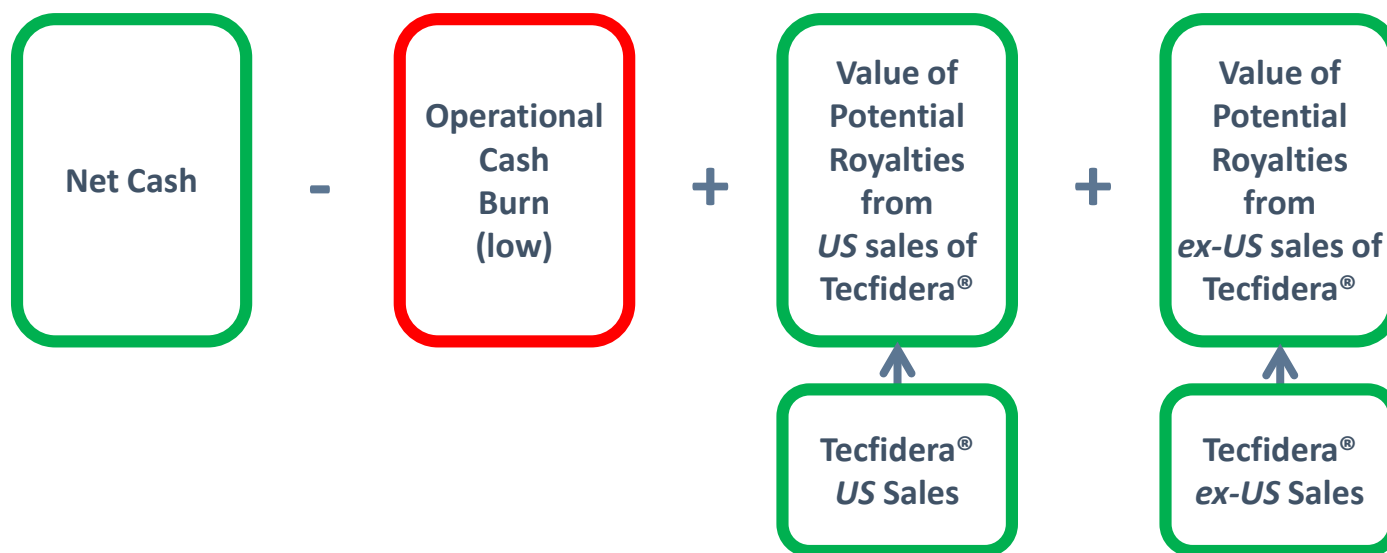
(b) Royalties payable on a country-by-country basis on DMF-containing products indicated for MS that, but for the License Agreement, would infringe a Forward licensed patent

# Forward has Actively Developed FP187 since 2005



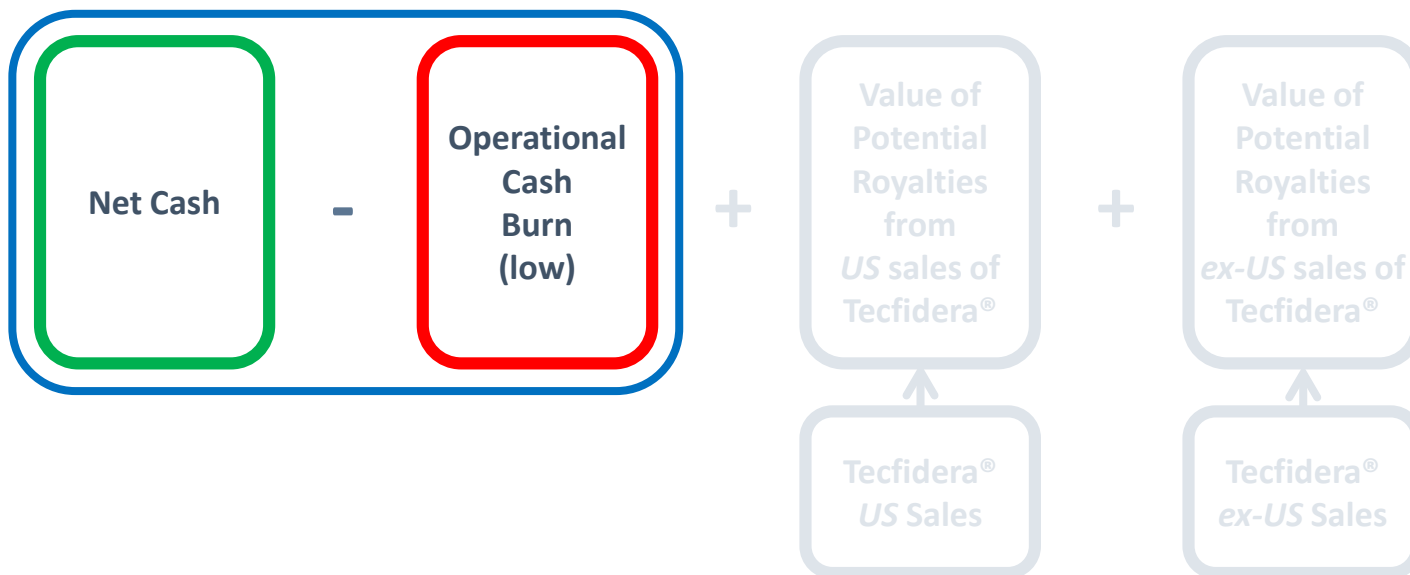
\* Forward is the owner of numerous other patents/patent applications; for a summary of some of these, please see separate slide 'Key IP Overview'

# Share Value Drivers under the Settlement and License Agreement



Not meant to be comprehensive; size of boxes is arbitrary and not meant to illustrate comparative differences in amounts. Appropriate risk-adjustment should be applied. Potential investors and current shareholders are strongly urged to read the Settlement and License Agreement in its entirety as well as our Annual Report on Form 20-F for the year ended December 31, 2016, where risk factors are identified and described in detail.

# Share Value Drivers under the Settlement and License Agreement



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# Cash Balance and Operations

- Organization to be five employees by Q4/2017
- Market Cap (*NASDAQ: FWP*; per May 31, 2017): \$929.5 M

Balance Sheet

	December 31, 2016	Pro forma for post-tax receipt of Biogen payment <sup>(a)</sup>
Cash and Investments	\$138.7 M	\$1,093.7 M

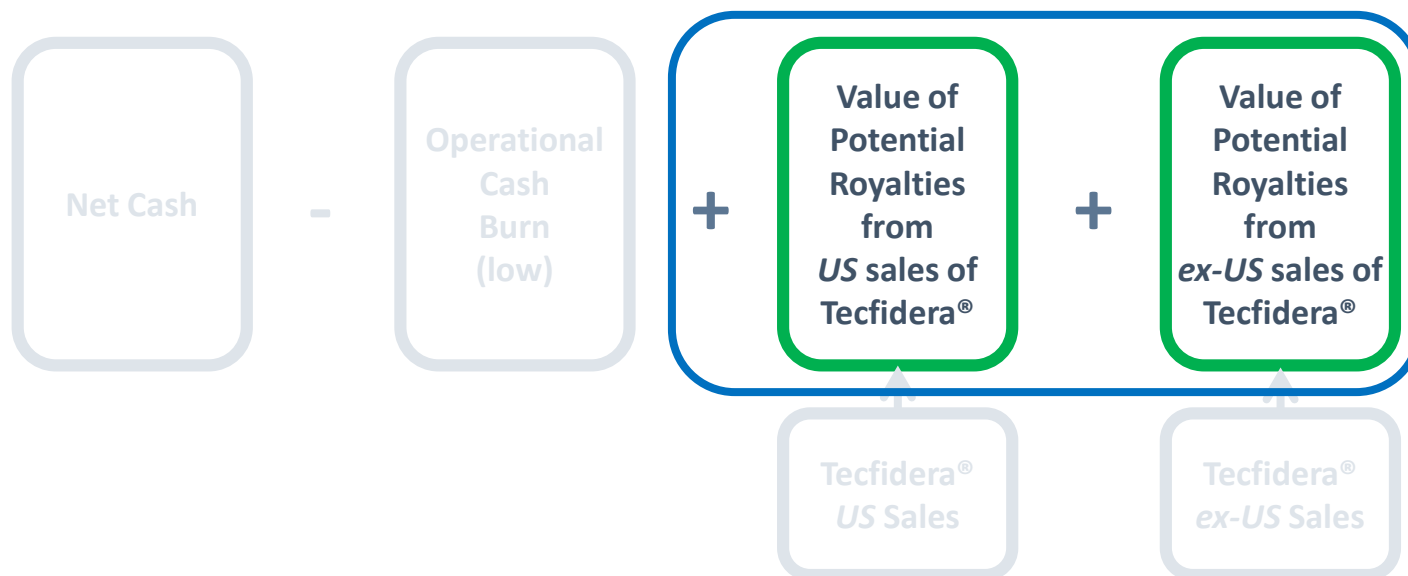
(a) \$138.7 M cash balance plus \$1.25 B cash fee less \$25 M payment to Aditech Pharma AG and estimated taxes of \$270 M

- **Forward is currently evaluating different means to return to shareholders a substantial portion of the \$1.25 B\***
- **Potential vehicles being considered for the return of capital include**
  - Distributions/ dividends
  - Stock buybacks
  - Other means

\* We have not paid any dividends since our incorporation and may not do so in the future. Our management is currently evaluating different means to deliver to our shareholders an undetermined amount of capital, however we have made no decision to do so and may not do so. Should we decide to do so, such return of capital may involve dividends, distributions, share repurchases or other means. The final determination as to any return of capital will be at the discretion of our board of directors, after taking into account various factors including our business prospects, cash requirements, outcome of the Interference and Opposition Proceedings including any appeals, and our obligations under the Settlement and License Agreement. Alternatively, the board may consider other options for maximizing shareholder value.



# Share Value Drivers under the Settlement and License Agreement



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# Gating Events for Royalties on Tecfidera<sup>®</sup> Sales

US



## Gating event

If we prevail after all appeals to the Federal Circuit in the Interference Proceeding and as a result thereof obtain issuance of a patent with a claim that covers treatment for MS by orally administering 480 mg per day of DMF



US Royalties as described on next slide

Ex-US



## Gating event

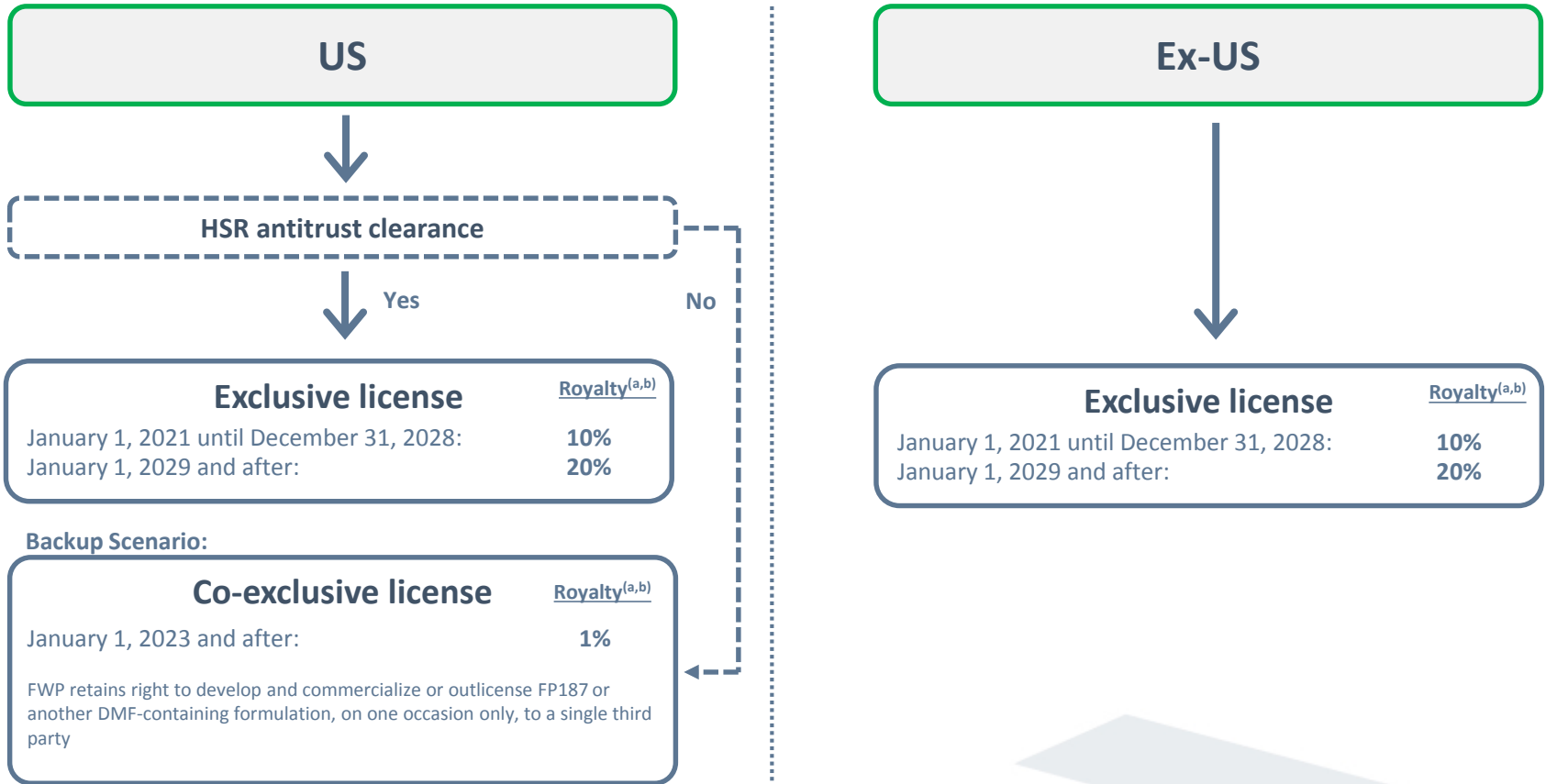
If we prevail in the EP'355 Opposition, including any appeals and as a result thereof obtain issuance of a patent with a claim that covers treatment for MS by orally administering 480 mg per day of DMF



Ex-US Royalties as described on next slide

The summary of the Settlement and License Agreement in this presentation does not purport to be complete and is subject to, and qualified in its entirety by, the full text of the Settlement and License Agreement, which is available on Forward's website. Potential investors and current shareholders are strongly urged to read the Settlement and License Agreement in its entirety as well as our Annual Report on Form 20-F for the year ended December 31, 2016.

# Potential Royalty Rates on Tecfidera<sup>®</sup> Sales



(a) Subject to, among other things, expiration or invalidation of the patents or impact of generic entry

(b) Royalties payable on a country-by-country basis on DMF-containing products indicated for MS that, but for the License Agreement, would infringe a Forward licensed patent

- **Interference declared April 13, 2015**

A patent interference is an administrative proceeding at the USPTO used to determine which party is the first to invent a common invention claimed by both parties.

- **Forward awarded “Senior Party” status**

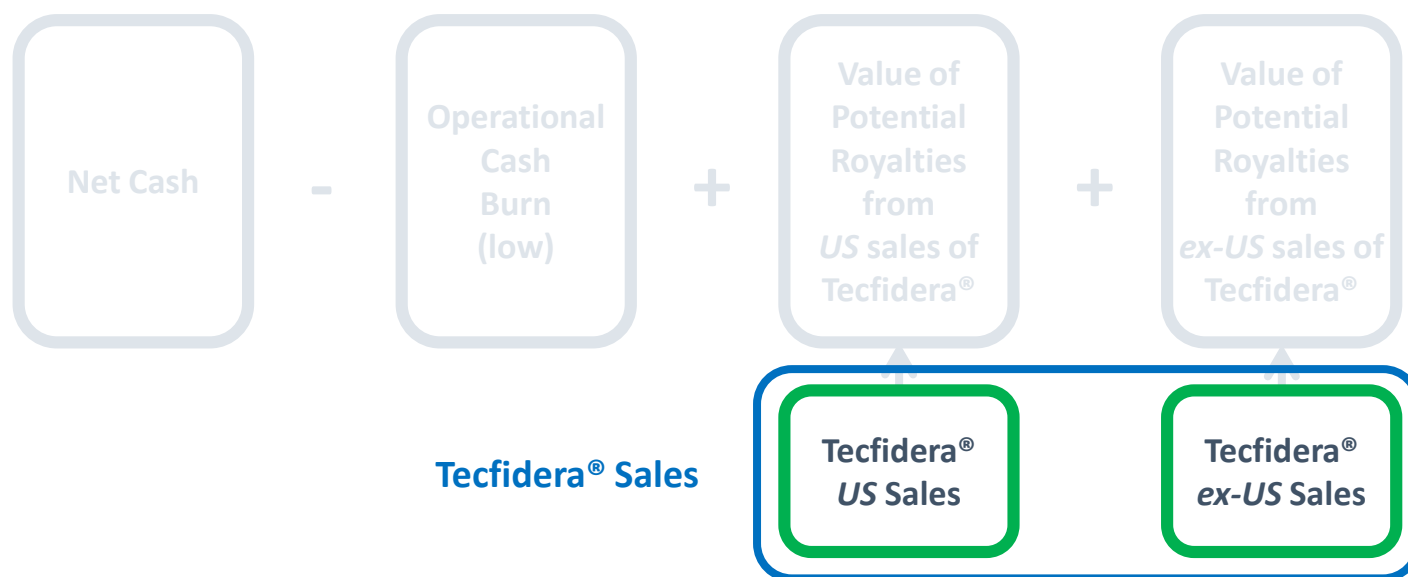
The Senior Party has the earliest effective filing date to the common invention; entitled to the presumption that it is the first inventor.

- **On March 31, 2017, the USPTO PTAB ruled in favor of Biogen**

- **Forward is appealing the ruling to the U.S. Court of Appeals for the Federal Circuit with a specialist team led by Kathleen Sullivan from Quinn Emanuel Urquhart & Sullivan, LLP**

- **EP2801355 patent granted by European Patent Office (EPO) on May 20, 2015**
- **Subject to several oppositions filed with the EPO by third parties (including Biogen)**
- **The first instance hearing of the Opposition Proceedings in the EPO has been scheduled for January 22-23, 2018, but the date is subject to change**

# Share Value Drivers under the Settlement and License Agreement



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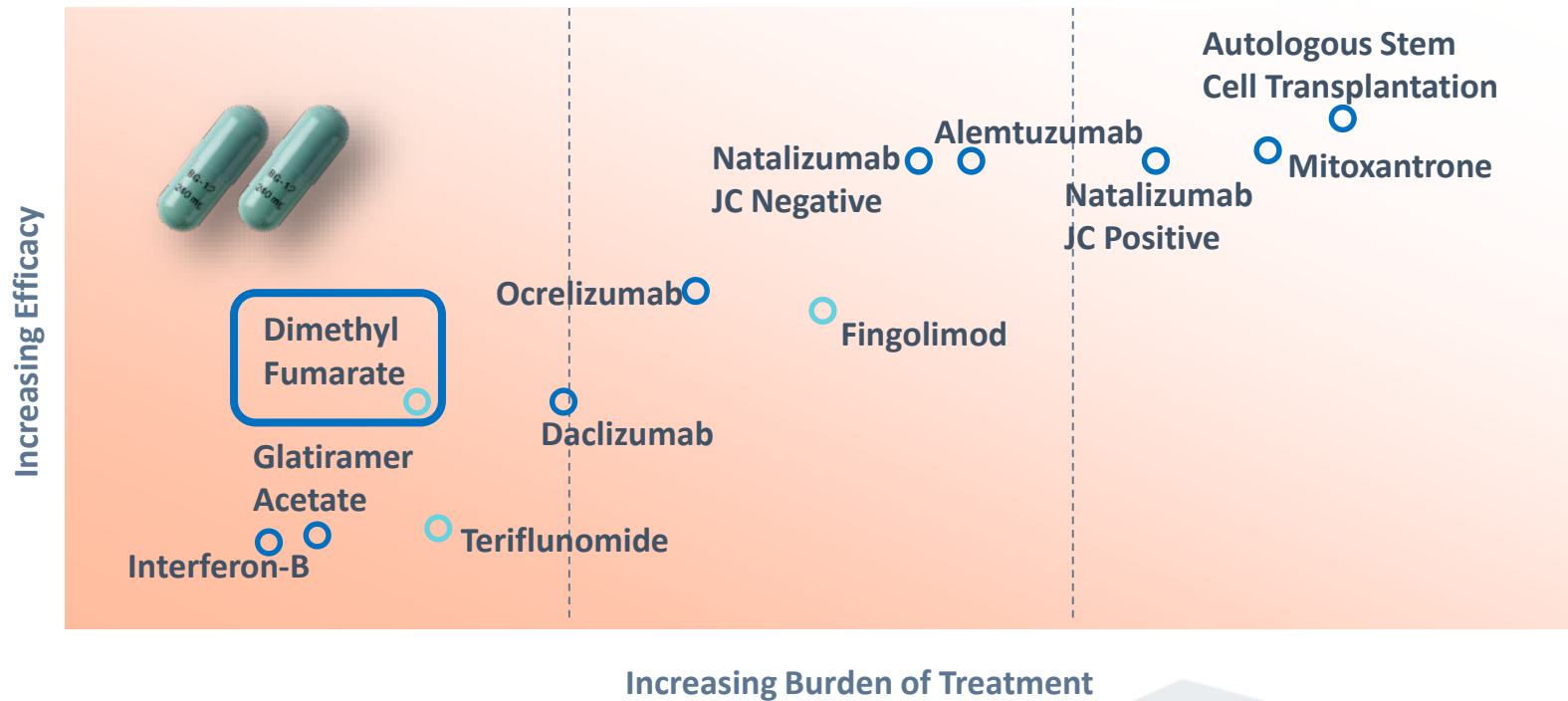
# Tecfidera®: ~\$4 B in Global Sales in 2016

- 2016 Global Sales of ~\$4 B are forecasted to grow to \$4.46 B in 2022, remaining the top selling MS therapy



Analyst Consensus Forecast, EvaluatePharma, May 31, 2017

# Risk-Reward guides the choice of therapy in MS



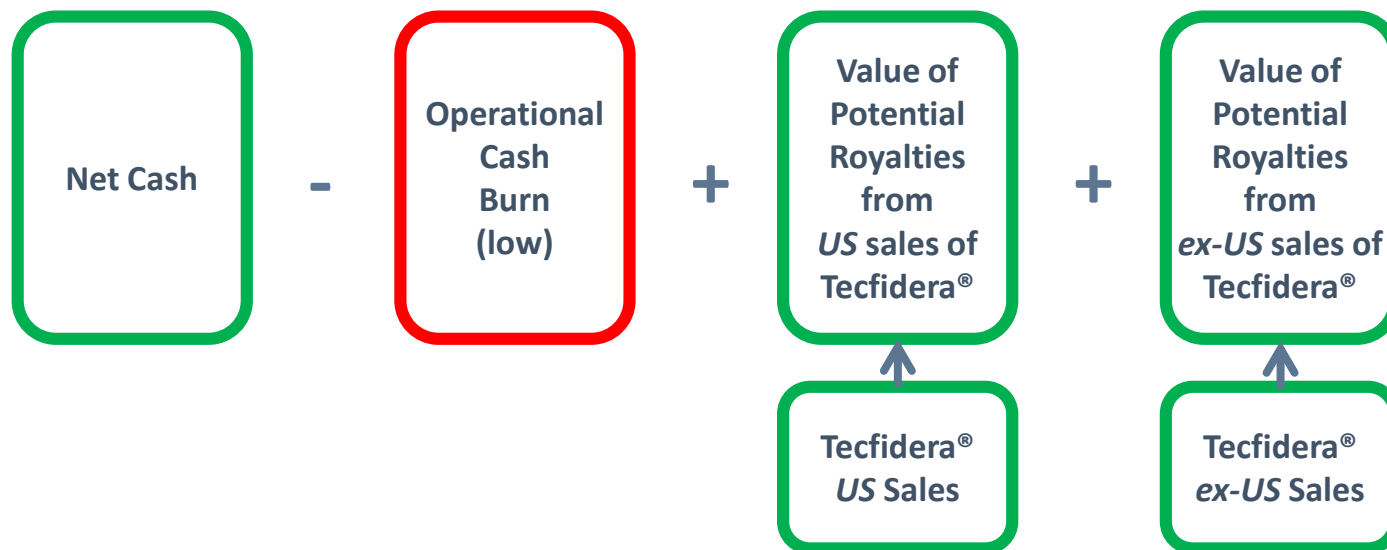
Adapted from Coles A, Newer therapies for multiple sclerosis. Ann Indian Acad Neurol 2015;18, Suppl S1:30-4



- **Regulatory Data Exclusivity and Patent Protection**
  - Settlement and License Agreement adds Forward Pharma IP
- **Launch of Ocrevus®**
  - Based on analyst reports and interviews with EU and US KOLs, Ocrevus® is estimated to initially convert later stage patients on injectables and add a Progressive MS market
- **Potential Generic Fingolimod and additional S1P modulators**

# Share Value Drivers under the Settlement and License Agreement

Forward has Significant Capital Resources, a Focused Organization, and IP-Triggered Optionality



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- **Ongoing organizational alignment and optimization**
- **Ongoing evaluation of the most efficient way to deliver to shareholders a substantial portion of the \$1.25 B cash payment received from Biogen**
- **Gating events for future royalty from Tecfidera<sup>®</sup> sales**
  - **Appeal of US PTAB interference decision to Federal Circuit**
    - If the PTAB decision is reversed or vacated by the Federal Circuit, then potentially further proceedings in the PTAB and a subsequent additional appeal to the Federal Circuit
  - **EU EP'355 opposition decision**
    - Potential appeal of opposition decision

Claus Bo Svendsen, MD, PhD  
Chief Executive Officer

**Forward Pharma Investor Relations**  
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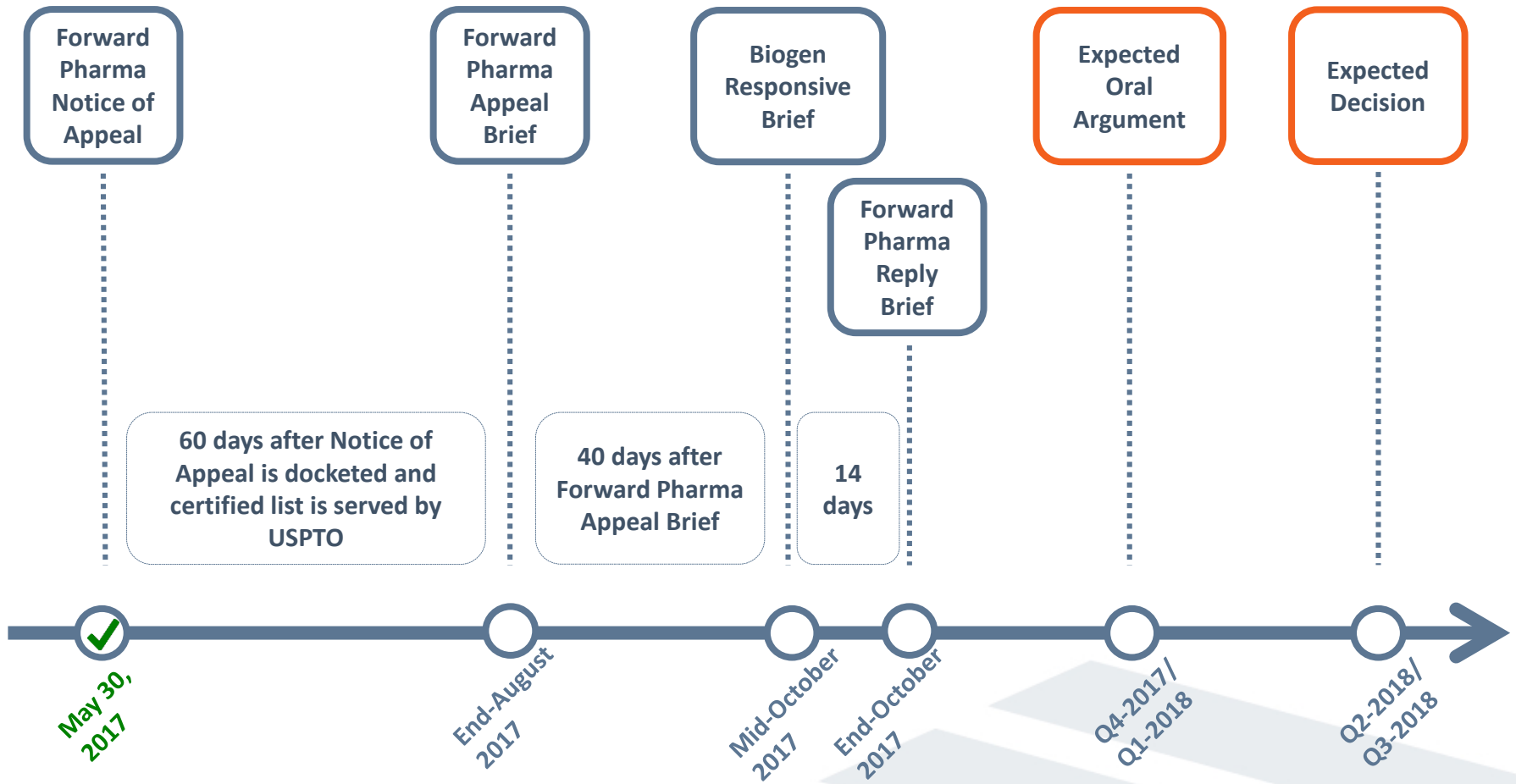
# US Potential Royalty-Bearing Claims

4 patent applications that, if issued, contain claims that may be royalty-bearing if Forward prevails after all appeals in the interference proceeding

	Application Number	Description
US	11/576,871	Treating MS with DMF at 480 mg/day <b>Interference declared; FWP as Senior Party – April 13, 2015</b> <b>PTAB ruled in favor of Biogen – March 31, 2017</b> <b>Appeal to the Federal Circuit filed</b>
	15/581,966	Claims to up-titration of DMF to 480 mg/day for the treatment of MS to be filed.
	14/212,503	Treating MS with DMF at 480 mg/day to reach certain MMF levels in the bloodstream Final rejection issued; appeal brief filed May 16, 2016
	14/209,480	Pharmaceutical composition comprising DMF in an amount of 50-90% by weight Non-final rejection issued April 11, 2017

If we prevail in the Interference Proceeding after any appeals to the Federal Circuit, we further expect our 11/576,871 application, if ultimately issued, would be entitled to patent term adjustment that would result in an estimated patent expiration in 2029 or later. There is no assurance that we would obtain patent term adjustment to fully compensate us for all such time lost.

# Timeline for Appeal of the Interference Decision to the Federal Circuit



Dates represent estimates of when filings are due to the Federal Circuit; a green tick mark signifies completed filing. Documents can be located through <https://ecf.cafc.uscourts.gov/>

# Ex-US Potential Royalty-Bearing Claims

If Forward prevails in the European EP'355 opposition proceedings including all appeals, and can show on a country-by-country basis that Tecfidera® infringes a valid patent, royalties will be payable. In Europe, there are four patent applications with potentially royalty-bearing claims.

	Application Number	Description
Ex-US	EP14172398.1 (Pat. No. EP2801355)	Treating MS with 480 mg/day of DMF wherein the pH controlled release compositions have an enteric coat <b>Granted – May 20, 2015; Opposition hearing before EPO currently scheduled for 22-23 January 2018</b>
	EP15166243.4 (Pat. No. EP2965751)	Treating MS with 480-600 mg fumaric acid esters (including DMF)/day where the composition releases fumaric acid esters depending on pH. Application pending
	EP14172396.5 (Pat. No. EP2792349)	Treating MS with 480 mg/day of controlled release DMF <b>EPO issued intention to grant – February 8, 2017</b>
	EP16001391.8 (Pat. No. EP3093012)	Controlled release pharmaceutical composition comprising DMF in an amount of 50-90% by weight <b>EPO issued intention to grant – May 8, 2017</b>



# Key IP Overview:

## Core Composition and Erosion Matrix Patent Families<sup>1</sup>

Patent / Application	Patent Family	Status
U.S. App. 11/576,871	Core Composition	Pending. A decision was issued by the PTAB on March 31, 2017 in favor of Biogen. We have filed an appeal of the decision to the Federal Circuit.
U.S. App. 15/581,966	Core Composition	Pending.
U.S. App. 14/212,503	Core Composition	On appeal from final rejection.
U.S. App. 14/209,480	Core Composition	Pending. Non-final rejection issued in April 2017.
EP2801355	Core Composition	Granted. Under opposition with EPO.
EP1799196	Core Composition	Granted. Under opposition with EPO.
EP2801354	Core Composition	Granted.
EP2316430	Core Composition	Revoked by decision of July 10, 2015; under appeal.
EP3093012	Core Composition	Pending. Intention to grant issued.
EP2965751	Core Composition	Pending.
EP2792349	Core Composition	Pending. Intention to grant issued.
JP2015-139809	Core Composition	Pending.
U.S. Patent No. 8,906,420	Erosion Matrix	Granted.
U.S. App. 14/561,010	Erosion Matrix	Pending. Final rejection issued in March 2017.
EP2379063	Erosion Matrix	Granted; opposition rejected; appeal pending.
EP2564839	Erosion Matrix	Granted.
EP3090733	Erosion Matrix	Pending.
JP5788331	Erosion Matrix	Granted as JP2012-514624.

1. Beyond our core composition patent and erosion matrix patent families, our other patent families include U.S. Patent Application Nos. 14/419,031, 15/584, 439 and 14/914,025 and European Patent Application Nos. EP2879672, EP3038606 and EP3038605.

Date of preparation: 31 May 2017