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STEMCENTRX ACQUISITION

April 28, 2016

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Stemcentrx: A Strategically Compelling Acquisition

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Creating a highly attractive foundational platform for solid tumors, utilizing cancer stem cell biology

Lead asset, Rova-T, represents a multi-billion dollar peak revenue opportunity, with commercialization expected in 2018

Expands AbbVie's oncology pipeline with four additional early stage clinical candidates

Broadens AbbVie's oncology discovery capabilities with significant portfolio of pre-clinical assets

Allows AbbVie to expand and accelerate oncology presence

Complementary with AbbVie's growing position in hematologic oncology and existing pipeline of solid tumor assets

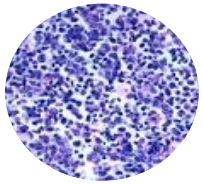
Stemcentrx: Overview

About Stemcentrx

- **Privately held company, founded in 2008 in South San Francisco, CA**
- **Fully integrated company with ~200 employees**
  - **>125 employees in target/biomarker discovery and validation**
- **Latest round of financing was raised at a $5BN valuation; investors include prominent private and public investors**

Stemcentrx

Targeting Cancer Stem Cells



Cancer stem cells initiate and perpetuate tumor growth and are more resistant to chemotherapy and radiation therapies

Stemcentrx's proprietary platforms identify cancer stem cells and discover novel biomarkers and targets

Stemcentrx engineers and manufactures antibodies and antibody drug conjugates

Complementary Strengths Accelerate Vision to Become a Leading Oncology Company

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- Strong pre-clinical discovery and development capabilities in oncology, including small molecules and biologics
- Expertise in medicinal chemistry and protein engineering
- Emerging strength in antibody drug conjugate (ADC) technology and development, with five ADCs currently in clinical development
- Expanding portfolio in solid tumors
- Growing position in hematological malignancies with on-market products Imbruvica and Venclexta, as well as several pipeline assets
- Expertise in discovery, development, regulatory and medical affairs
- Global R&D infrastructure and clinical trial network

Stemcentrx

- Proven discovery and development capabilities
- Lead asset, Rova-T, currently in late-stage development for small cell lung cancer (SCLC), represents multi-billion dollar peak opportunity
- Proprietary stem cell target identification and validation technology and expertise
- First three clinical stage drugs are all novel targets with single-agent activity in early phase trials (SCLC, TNBC, ovarian cancer)
- Productive, biology-driven discovery engine
- Strength in ADC technology
- SF Bay-area location augments AbbVie's West Coast presence

Stemcentrx Lead Asset: Rova-T

A Novel and Promising Late-Stage Asset

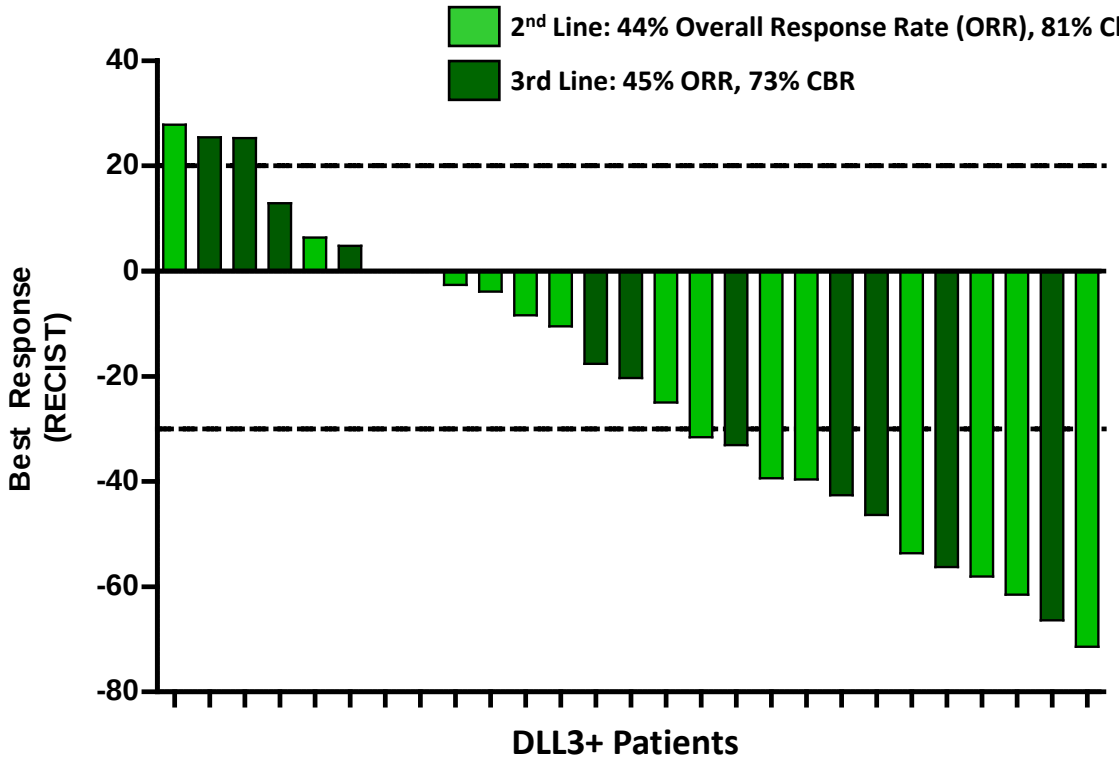
- Targeted antibody drug conjugate (ADC) directed to a novel cancer antigen, DLL3, expressed in numerous solid tumor types
- Discovered using cancer stem cell biology
- DLL3 is expressed on cancer stem cells and other tumor cells (not expressed in normal tissue)
- Rova-T is uniquely positioned to target both tumor cells and cancer stem cells
- Lead indication for Rova-T is SCLC; DLL3 is expressed in >80% of SCLCs
- In Phase I/II studies in relapsed SCLC, Rova-T has demonstrated promising results: ORR 44% and CBR 78% in DLL3+ patients; response rate similar in second- and third-line
  - Registrational trials for third-line SCLC underway; expect commercialization in 2018
  - Recently filed for FDA Breakthrough Designation
- Strong potential to move to earlier lines within the SCLC treatment paradigm
  - Studies designed to select regimen for first-line registration program will begin in 2Q16
- Expression of DLL3 suggests Rova-T may be useful across multiple tumor types, including metastatic melanoma, glioblastoma multiforme and some prostate, pancreatic and colorectal cancers

Small Cell Lung Cancer Opportunity

- Aggressive, difficult-to-treat form of cancer which accounts for roughly 15% of all lung cancers
- More than 60,000 diagnosed annually (US, EU5 and Japan)[1]
- Limited treatment options: landscape has not changed in >30 years
  - Only one currently approved treatment for relapsed SCLC
  - No approved agents for third-line SCLC
- Significant unmet need: Five year survival rate for SCLC is only ~6%

Source (1) 2015 data, CancerMpact

Compelling Phase I/II Data in SCLC



0.2 mg/kg q3w and
0.3 mg/kg q6w cohorts (n=27)

- **Rova-T is the first biomarker targeted therapy to show significant benefit in SCLC**
- **ORR 44% and CBR 78% in DLL3+ patients; response rate similar in 2nd and 3rd line**
- **Manageable safety profile**
- **Updated data, including compelling overall survival data, to be disclosed during oral presentation at upcoming ASCO meeting; selected as "Best of ASCO 2016"**

Source: ESMO 2015 Data

Rova-T: Potential in Other Tumor Types

DLL3 Expression in Solid Tumors

Tumor Type	2015 US/EU5 Drug-Treated Patients	% of patients with DLL3 Expression
SCLC	>60,000	80%
Large Cell Neuroendocrine Carcinoma (LCNEC)	11,100	70%
Metastatic Melanoma	30,000	50%
Glioblastoma Multiforme (GBM)	31,500	58%
Pancreatic (NEC)	4,175	70%
Other NEC (prostate, colorectal, etc.)	29,500	70%

Rova-T Represents a Significant Opportunity

Rova-T: A Compelling Growth Platform

Potential for Up to $5BN in Peak-Year Revenues

- **Data supports high probability of success in relapsed SCLC**
- **High likelihood for use in first-line SCLC**
- **Potential in other solid tumors where DLL3 is expressed**

Rova-T Clinical Development

Rova-T Clinical Program Synopsis

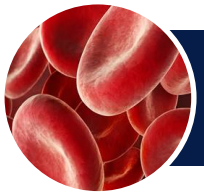
Third-Line Small Cell Lung Cancer	• Compelling Phase I/II data in 3L SCLC presented at ESMO 2015; additional updated longer-term data, including OS, to be presented at ASCO 2016 • Confirmatory third-line registration trial (TRINITY) currently underway • Expect to complete enrollment by the end of 2016
First-Line Small Cell Lung Cancer	• Advancing rapidly into first-line SCLC • On the cusp of initiating study designed to select optimal regimen for registrational program • Four-arm trial will evaluate several permutations of Rova-T and standard-of-care chemotherapy, including both monotherapy and combination arms • Expect to begin first-line SCLC registrational trial 1H17
Additional Trials	• Advancing eight-arm Phase I/II "basket study" evaluating Rova-T as monotherapy in patients with a range of tumors, including: metastatic melanoma, medullary thyroid cancer, glioblastoma, large cell neuroendocrine carcinoma, neuroendocrine prostate, high grade gastroenteropancreatic neuroendocrine carcinoma, other neuroendocrine carcinoma and other solid tumors • Study posted on clinicaltrials.gov, on track to start enrolling patients 2Q16 • Additional first-line studies planned, including a Phase I study to assess the safety of Rova-T in combination with antibody therapy targeting the PD-1/PD-L1 axis, on track to be initiated during 2H16

Robust Development Plan Enhanced by AbbVie's Global R&D Infrastructure

Stemcentrx: Additional Detail

Rova-T	Pipeline	Discovery Engine
Provides anchor asset for solid tumors with multi-billion dollar peak revenue potential	**Broadens oncology pipeline with four additional novel early stage candidates**	**Enhances oncology discovery capabilities via productive engine utilizing cancer stem cell biology-driven approach**
• Targeted antibody drug conjugate • Registrational trials for third-line SCLC underway; targeting commercialization in 2018 • High likelihood of moving to earlier lines in the SCLC treatment paradigm • Potential for Rova-T in other solid tumors	• Stemcentrx pipeline includes four additional clinical candidates being evaluated in trials across a range of solid tumors • Two additional ADCs in Phase IA trials in SCLC and ovarian cancer • Two partnered Phase IB assets; ability to opt-in on one • Two additional INDs for new targets in 2016 • The potential for three or more additional INDs in 2017	• Significant portfolio of pre-clinical assets • Technology platform has strong potential for continued asset generation to drive discovery and development in solid tumors • Core technology utilizes a large (>700) proprietary library of patient-derived tumor xenograft (PDX) animal models and leverages stem cell biology to identify and validate therapeutic targets

Strengthening our Position in Oncology



Hematologic Oncology

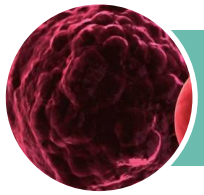
Imbruvica
- First-in-class BTK-inhibitor; five approved indications, including recent approval for first-line CLL
- Broad development program ongoing, including studies in: DLBCL; FL; MCL; MZL; Multiple Myeloma; AML; Graft Vs. Host; Pancreatic Cancer; Solid Tumors (combo with PDL-1)
- Peak-year sales to AbbVie: >$7BN

Venclexta
- Recently FDA approved for first indication: R/R CLL (17P del)
- Broad development program underway; evaluating in a variety of blood cancers
- Received Breakthrough Designations for R/R CLL in combo with Rituxan and for AML in combo with hypomethylating agents

Empliciti
- Partnered asset with BMY; approved for R/R multiple myeloma, expect first-line MM data 2H16

Duvelisib
- Dual PI3 kinase inhibitor in development in partnership with Infinity; data in relapsed/refractory NHL and CLL 2H16

Early Stage Programs
- Portfolio of promising ADCs and other novel approaches in early development



Solid Tumors

Rova-T
- Compelling anchor asset for treatment of solid tumors
- DLL3-targeted ADC with compelling Phase I/II data in relapsed SCLC
- Registrational trials in relapsed SCLC ongoing, targeting commercialization in 2018
- Initiating registrational studies in first-line SCLC in 1H2017
- Evaluating in multiple tumor types
- Multi-billion dollar peak revenue potential

Veliparib
- Late-stage PARP-inhibitor being studied in a range of solid tumors
- Five Phase III studies underway in lung, breast and ovarian cancer
- Differentiated strategy relative to other PARPs in development
- Registration data beginning in 2017

ABT-414
- Leveraging strength in protein engineering to develop ADC for glioblastoma multiforme (GBM)
- Large randomized comparative registrational trials are ongoing in first- and second-line GBM

Early Stage Programs
- Expect several immuno-oncology assets to move into clinic 2H16
- Stemcentrx pipeline of four additional novel clinical assets and portfolio of pre-clinical assets augment our early-stage efforts

Pipeline Assets Span Attractive Specialty Categories

Select Pipeline Assets

Phase I	Phase II	Registrational/Phase III	Submitted	Recent Approvals
Rova-T: Neuroendocrine Tumors **SC002:** Solid Tumors **SC003:** Solid Tumors **PTK7*:** Solid Tumors **EFNA4*:** Solid Tumors **ABBV-838:** Multiple Myeloma **ABBV-399:** Solid Tumors **ABT-165:** Solid Tumors **ABT-RTA 408:** Solid Tumors **ABBV-075:** Solid Tumors and Hem Onc **ABBV-085:** Solid Tumors **ABBV-221:** Solid Tumors **Imbruvica:** Solid Tumors	**ABT-199:** AML **ABT-199:** iNHL/DLBCL **ABT-199:** Multiple Myeloma **Duvelisib:** iNHL (R/R) **Imbruvica:** Multiple Myeloma **Imbruvica:** AML **Imbruvica:** FL (TN) **Imbruvica:** MZL (R/R) **Imbruvica:** Graft V Host	**Rova-T:** SCLC **ABT-199:** CLL (Relapsed/Refractory) **ABT-199:** CLL (Front-line; Unfit) **Imbruvica:** Pancreatic Cancer **Imbruvica:** DLBCL (TN) **Imbruvica:** FL (R/R) **Imbruvica:** MCL (TN) **Duvelisib:** CLL (R/R) **Elotuzumab:** Multiple Myeloma (TN) **Veliparib:** NSCLC (Squamous) **Veliparib:** NSCLC (Non-squamous) **Veliparib:** Breast Cancer (Neoadjuvant) **Veliparib:** Breast Cancer (BRCA) **Veliparib:** Ovarian Cancer **ABT-414:** GBM	**Imbruvica:** CLL (TN, 65+; EU) **Imbruvica:** CLL (R/R combo with B/R) **ABT-199:** CLL (Relapsed/Refractory, 17P deletion; EU) **Elotuzumab:** Multiple Myeloma (Relapsed/Refractory; EU)	**Humira:** Hidradenitis Suppurativa (U.S. and EU) **Humira:** New Formulation (U.S. and EU) **Duopa:** Advanced Parkinson's **Viekira Pak:** HCV Viekira Pak: RBV-free (GT1b cirrhotic) **Technivie:** HCV (GT4) **2-DAA Japan:** HCV (GT1b)
ABT-957: Alzheimer's **ABBV-8E12:** PSP & AD **ABT-555:** MS and SCI	**BI 655066:** Crohn's Disease **BI 655066:** PsA **BI 655066:** Asthma **ABT-122:** RA **ABT-122:** PsA **ABT-494:** Crohn's Disease **ABT-981:** Osteoarthritis **ALX-0061:** RA	**BI 655066:** Psoriasis **ABT-494:** RA	**Humira:** Uveitis **Humira:** New Pen Device **Zinbryta:** Multiple Sclerosis (U.S. and EU)	**Imbruvica:** CLL (TN, 65+ U.S.) **Empliciti:** Multiple Myeloma (Relapsed/Refractory; U.S.) **Venclexta:** CLL (R/R 17P del; US)
ABBV-974: Cystic Fibrosis **ABBV-2222:** Cystic Fibrosis	**ABT-RTA 408:** FA &MM	**ABT-493/ABT-530:** HCV **Elagolix:** Endometriosis **Elagolix:** Uterine Fibroids **Atrasentan:** Diabetic Nephropathy	**Viekira 3QD:** HCV (U.S. and EU) **Viekira:** RBV-Free GT1b Cirrhotic	

*Stemcentrx partnered asset

- Oncology
- Immunology
- Neuroscience
- HCV/Liver Disease
- Other

Transaction Details

- AbbVie will acquire Stemcentrx for an upfront transaction value of $5.8BN
  - Deal structure includes contingent component: Success-based milestone payments for the achievement of certain clinical and regulatory developments
    - First-line SCLC U.S. approval, including NCCN Guidelines Recommendation ($2BN)
    - Commencement of registrational trials for four additional assets, each requiring >$1BN in revenue ($500MM each)
- AbbVie expects to fund the transaction through a combination of new debt and stock
  - Stemcentrx holders opted for stock component to retain ownership stake in the asset and tax considerations
  - Post-close accelerated share repurchase program for 100% of equity component planned in 2016
- Approved by both companies' Board of Directors
- Closing expected in 2Q16 subject to regulatory approvals and other customary closing conditions
- AbbVie expects this transaction to be approximately $0.20 dilutive to our ongoing EPS in 2016 , reflecting a half year expense related to R&D investment and operating and interest expense
  - AbbVie is updating 2016 adjusted diluted earnings per share guidance to $4.62 to $4.82, reflecting growth of 10 percent at the mid-point
  - First indication launch in 2018, positive operating margin in 2019, EPS accretive beginning in 2020

Summary

- Positions AbbVie to become a **leading oncology company**
  - Provides AbbVie with a **attractive platform for solid tumors**
  - Highly complementary with our growing hematologic oncology franchise and existing portfolio of solid tumor assets
- Anchor asset, **Rova-T, represents a multi-billion dollar peak revenue opportunity**
  - Registrational trials for 3L SCLC underway; targeting commercialization of first indication in 2018
- **Broadens AbbVie's early-stage oncology pipeline**, with four additional early-stage clinical candidates, targeting novel oncology antigens
  - Pipeline also includes two compounds expected to have INDs filed in 2016, as well as several additional ADCs with preclinical validation
- **Enhances AbbVie's oncology discovery capabilities** via a productive discovery engine utilizing a novel, cancer stem cell approach
  - Technology platform has strong potential for continued asset generation to drive discovery and development in solid tumors
- **Adds to AbbVie's long-term growth** prospects, providing **another compelling growth platform**
  - Further diversifies AbbVie's revenue base beginning in 2018 and will enhance our EPS growth in 2020 and beyond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