



March 30, 2015

## **ImmunoGen, Inc. Announces \$200 Million Non-Dilutive Royalty Transaction**

WALTHAM, Mass.--(BUSINESS WIRE)-- [ImmunoGen, Inc.](#) (Nasdaq: IMGN), a biotechnology company that develops targeted anticancer therapeutics using its antibody-drug conjugate (ADC) technology, today announced a \$200 million non-dilutive royalty transaction with funds managed by TPG Special Situations Partners ("TSSP").

In return for the payment to ImmunoGen, TSSP will have the right to receive 100% of the royalty revenue on Kadcyła® commercial sales that would otherwise be paid by Roche to ImmunoGen until TSSP has received a total of either \$235 million or \$260 million, depending on timing. After this threshold is met, if ever, ImmunoGen will receive 85% of the Kadcyła royalty revenue and TSSP will receive 15% of the Kadcyła royalty revenue until this revenue stream ends. The transaction is subject to the satisfaction of customary closing conditions and is expected to close in early April 2015.

ImmunoGen had approximately \$107 million in cash and cash equivalents as of December 31, 2014. The transaction announced today is expected to yield net proceeds to ImmunoGen of approximately \$194 million.

"With these funds, we are well positioned to implement strong clinical development programs for our promising product candidates, including initiation of potential registration trials as appropriate," commented David Johnston, EVP and Chief Financial Officer. "This transaction has met our objectives of obtaining significant cash while avoiding the dilutive effect of a stock offering and retaining for our shareholders the majority of upside from substantial Kadcyła sales development."

ImmunoGen will provide updated guidance for its 2015 fiscal year on April 24, 2015, when the Company reports its quarterly financial results.

MTS Health Partners, L.P. served as financial advisor and Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C. served as legal advisor to ImmunoGen. Cooley LLP served as legal advisor to TSSP.

### **About Kadcyła Royalties**

Genentech, a member of the Roche Group, developed Kadcyła (ado-trastuzumab emtansine) using ADC technology licensed from ImmunoGen under a 2000 agreement established between the companies. This agreement entitles ImmunoGen to receive royalties ranging from 3-5% on Kadcyła sales in countries where ImmunoGen holds valid patents covering Kadcyła, and 2% in countries without relevant ImmunoGen patents. ImmunoGen is entitled to receive royalties on commercial Kadcyła sales in each country for ten years after the launch of Kadcyła in that country. This period extends to twelve years for each country in which ImmunoGen has valid claims in relevant patents on the tenth anniversary of the commercial launch of Kadcyła in that country.

### **About TPG Special Situations Partners**

TSSP, with over \$11 billion of assets under management as of December 31, 2014, is the dedicated credit platform of TPG, a leading global private investment firm founded in 1992. TSSP has extensive experience with highly complex, global public and private investments executed through primary originations, secondary market purchases and restructurings. TSSP has since inception invested in the healthcare space including working with companies and academic institutions on royalty monetization transactions, debt financings, late stage clinical trial fundings, and other healthcare related financings.

### **About ImmunoGen, Inc.**

ImmunoGen, Inc. develops targeted anticancer therapeutics. The Company's ADC technology uses tumor-targeting antibodies to deliver an ImmunoGen cell-killing agent specifically to cancer cells. The Company utilizes its ADC technology with its antibodies to create ImmunoGen product candidates and also out-licenses limited rights to use its technology to other companies. Roche's Kadcyła is the first marketed product with ImmunoGen's ADC technology. More information about the Company can be found at [www.immunogen.com](http://www.immunogen.com).

Kadcyła® is a registered trademark of Genentech, a member of the Roche Group.

*This press release includes forward-looking statements related to potential future Kadcyła royalties and development of ImmunoGen product candidates. For these statements, ImmunoGen claims the protection of the safe harbor for forward-looking statements provided by the Private Securities Litigation Reform Act of 1995. Various factors could cause ImmunoGen's actual results to differ materially from those discussed or implied in the forward-looking statements, and you are cautioned not to place*

*undue reliance on these forward-looking statements, which are current only as of the date of this release. Factors that could cause future results to differ materially from such expectations include, but are not limited to the timing and outcome of ImmunoGen's research and clinical development processes; the difficulties inherent in the development of novel therapeutics, including uncertainties as to the timing, expense and results of clinical trials and regulatory processes; the magnitude and timing of Kadcyra sales development; and other factors more fully described in ImmunoGen's Annual Report on Form 10-K for the fiscal year ended June 30, 2014 and other reports filed with the Securities and Exchange Commission.*

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