

## Frequently Asked Questions

### **What role will your executive team have after the proposed acquisition closes?**

We will provide more details on matters such as this as we move through this process.

### **What is the status of your ongoing programs? Are they still on track?**

Our ongoing programs remain on track, and we remain committed to executing on the timelines for each of our clinical and non-clinical programs.

### **What is the premium?**

The \$100 per share acquisition price represents an equity value for the entire company of approximately \$6.7 billion on a fully-diluted basis.

### **Can you provide any color on the timing of the acquisition agreement? Why now?**

Our proxy statement, which will be filed with the SEC, will include details on the Board's considerations.

### **When and how did discussions between Pfizer and Arena begin? How long did this process take?**

Please refer to our proxy statement, when available.

### **Was it a competitive process? How many bidders were involved?**

Please refer to our proxy statement, when available.

### **What is the integration strategy?**

In the lead up to the closing of the transaction, we will discuss the best working model going forward and ensure the smooth integration of our programs into Pfizer's development portfolio following closing.

### **When will stockholder vote take place?**

The stockholder vote is expected to take place as soon as practicable. The consummation of the proposed acquisition is subject to various conditions including but not limited to the receipt of regulatory approvals, and other customary closing conditions.

### **When will you file with the Federal Trade Commission for Hart-Scott-Rodino (HSR)? When do you expect clearance and do you anticipate any significant pushback on HSR?**

Further details will be available in our proxy statement, which will be filed with the SEC. The proposed transaction is subject to customary closing conditions, including receipt of regulatory approvals and approval by Arena stockholders.

### **When do you expect to file the proxy statement forms?**

Under the terms of the merger agreement, the proxy statement is required to be filed within ten business days following the signing of the agreement.

### **When do you expect the transaction to close?**

The proposed transaction is subject to customary closing conditions, including receipt of regulatory approvals and approval by Arena stockholders.

## **Cautionary Statement Regarding Forward-Looking Statements**

This communication and any documents referred to in this communication contain certain forward-looking statements within the meaning of the federal securities laws with respect to the proposed transaction between Pfizer and Arena, including, but not limited to, statements regarding the expected benefits of the proposed transaction and the anticipated timing of the proposed transaction, strategies, objectives and the products and markets of each company. These forward-looking statements generally are identified by the words “believe,” “predict,” “target,” “contemplate,” “potential,” “project,” “expect,” “anticipate,” “estimate,” “intend,” “strategy,” “future,” “opportunity,” “plan,” “may,” “should,” “will,” “would,” “could,” “will be,” “will continue,” “will likely result,” and similar expressions. Forward-looking statements are predictions, projections and other statements about future events that are based on current expectations and assumptions and, as a result, are subject to risks and uncertainties. Many factors could cause actual future events to differ materially from the forward-looking statements in this communication, including but not limited to: (i) the risk that the proposed transaction may not be completed in a timely manner or at all, (ii) the failure to satisfy the conditions to the consummation of the proposed transaction, including the adoption of the Merger Agreement by the stockholders of Arena and the receipt of certain governmental and regulatory approvals, (iii) the occurrence of any event, change or other circumstance that could give rise to the termination of the Merger Agreement, (iv) the effect of the announcement or pendency of the proposed transaction on Arena’s business relationships, operating results, and business generally, (v) risks that the proposed transaction disrupts current plans and operations of Arena or Pfizer and potential difficulties in Arena employee retention as a result of the proposed transaction, (vi) risks related to diverting management’s attention from Arena’s ongoing business operations, and (vii) the outcome of any legal proceedings that may be instituted against Pfizer or against Arena related to the Merger Agreement or the proposed transaction. The risks and uncertainties may be amplified by the COVID-19 pandemic (and related variants), which has caused significant economic uncertainty. The extent to which the COVID-19 pandemic (and related variants) impacts Arena’s businesses, operations, and financial results, including the duration and magnitude of such effects, will depend on numerous factors, which are unpredictable, including, but not limited to, the duration and spread of the outbreak, its severity, the actions to contain the virus or treat its impact, and how quickly and to what extent normal economic and operating conditions can resume. The foregoing list of factors is not exhaustive. You should carefully consider the foregoing factors and the other risks and uncertainties that affect the businesses of Pfizer and Arena described in the “Risk Factors” section of their respective Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q and other documents filed by either of them from time to time with the SEC. These filings identify and address other important risks and uncertainties that could cause actual events and results to differ materially from those contained in the forward-looking statements. Forward-looking statements speak only as of the date they are made. Readers are cautioned not to put undue reliance on forward-looking statements, and Arena assumes no obligation to, and does not intend to, update or revise these forward-looking statements, whether as a result of new information, future events, or otherwise, unless required by law. Arena gives no assurance that it will achieve its expectations.

## **Additional Information and Where to Find It**

In connection with the proposed transaction, Arena will be filing documents with the SEC, including preliminary and definitive proxy statements relating to the proposed transaction. The definitive proxy statement will be mailed to Arena’s stockholders in connection with the proposed transaction. This communication is not a substitute for the proxy statement or any other document that may be filed by Arena with the SEC. **BEFORE MAKING ANY VOTING DECISION, INVESTORS AND SECURITY HOLDERS ARE URGED TO READ THE PRELIMINARY AND DEFINITIVE PROXY STATEMENTS AND ANY OTHER DOCUMENTS TO BE FILED WITH THE SEC IN CONNECTION WITH THE PROPOSED TRANSACTION OR INCORPORATED BY REFERENCE IN THE PROXY STATEMENT WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION.** Any vote in respect of resolutions to be proposed at Arena’s stockholder meeting to approve the proposed transaction or other responses in relation to the proposed transaction should be made only on the basis of the information contained in Arena’s proxy statement. Investors and security holders may obtain free copies of these documents (when they are available) and other related documents filed with the SEC at the SEC’s web site at [www.sec.gov](http://www.sec.gov), on Arena’s website at <https://invest.arenapharm.com> or by contacting Arena Investor Relations at (858) 453-7200.

## **No Offer or Solicitation**

This communication is for information purposes only and is not intended to and does not constitute, or form part of, an offer, invitation or the solicitation of an offer or invitation to purchase, otherwise acquire, subscribe for, sell or otherwise dispose of any securities, or the solicitation of any vote or approval in any jurisdiction, pursuant to the proposed transaction or otherwise, nor shall there be any sale, issuance or transfer of securities in any jurisdiction in contravention of applicable law.

## **Participants in the Solicitation**

Arena and certain of its directors, executive officers and employees may be deemed to be participants in the solicitation of proxies in connection with the proposed transaction. Information about Arena’s directors and executive officers in the proposed transaction will be included in the proxy statement described above. These documents are available free of charge at the SEC’s web site at [www.sec.gov](http://www.sec.gov) and by going to Arena’s website at <https://invest.arenapharm.com>.