Verastem Oncology Signs an Exclusive License Agreement with Sanofi for the Development and Commercialization of COPIKTRA® (duvelisib) in Russia and CIS, Turkey, the Middle East and Africa

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Verastem Oncology to Receive an Upfront Payment of $5 Million USD; Then Eligible to Receive Up To $42 Million USD in Development and Sales Milestones and Double-Digit Percentage Royalties

Sanofi Obtains Rights to Develop and Commercialize COPIKTRA in the Licensed Territories

BOSTON--(BUSINESS WIRE)--Jul. 25, 2019-- Verastem, Inc. (NASDAQ: VSTM) operating as Verastem Oncology, (or "the Company"), today announced their entry into an exclusive licensing agreement with Sanofi to develop and commercialize Verastem Oncology's COPIKTRA ®(duvelisib), an oral inhibitor of phosphoinositide 3-kinase (PI3K), and the first approved dual inhibitor of PI3K-delta and PI3K-gamma, for the treatment of all oncology indications in Russia and CIS, Turkey, the Middle East and Africa.

Under the terms of the agreement, Verastem Oncology shall receive an upfront payment of $5 million USD. Verastem Oncology is also eligible to receive up to an additional $42 million USD in development and sales milestone payments, plus double-digit percentage royalties based on future net sales of COPIKTRA in the licensed territories. Sanofi will receive exclusive rights to develop and commercialize COPIKTRA, and hold the marketing authorization and product license for COPIKTRA, in the licensed territories. Sanofi will also have the right to collaborate with Verastem Oncology on certain global development and clinical trial activities.

"Sanofi brings world-class capabilities in developing and commercializing products, making them an ideal partner to bring COPIKTRA to patients in these territories," said Dan Paterson, President and Chief Operating Officer of Verastem Oncology. "Establishing this third partnership outside the U.S. validates the global potential of COPIKTRA and underscores our commitment to bring COPIKTRA to patients worldwide."

David Khougazian, Head of Sanofi Genzyme, China & Emerging Markets, commented, "As a specialty care leader, we welcome partnerships that have the potential to bring value for patients and caregivers. This agreement adds to our pipeline an oncology medicine with an innovative mechanism of action and a significant potential of new hope for the patients suffering from those types of blood malignancies with high unmet medical need. Partnering with Verastem Oncology for the development and commercialization of COPIKTRA is consistent with our goals to deliver enhanced patient care and to expand our presence in oncology in Emerging Markets."

COPIKTRA was approved in September 2018 by the U.S. Food and Drug Administration (FDA) for the treatment of adult patients with relapsed or refractory chronic lymphocytic leukemia/small lymphocytic lymphoma (CLL/SLL) after at least two prior therapies. In addition, COPIKTRA has been granted accelerated approval by the FDA for the treatment of adult patients with relapsed or refractory follicular lymphoma (FL) after at least two prior systemic therapies. Accelerated approval in FL was based on overall response rate and continued approval may be contingent upon verification and description of clinical benefit in confirmatory trials. COPIKTRA includes a Boxed Warning for fatal and serious toxicities including infections, diarrhea or colitis, cutaneous reactions and pneumonitis. See full Prescribing Information for complete Boxed Warning and other important safety information.

About Verastem Oncology

Verastem Oncology (Nasdaq: VSTM) is a commercial biopharmaceutical company committed to the development and commercialization of medicines to improve the lives of patients diagnosed with cancer. We are driven by the strength, tenacity and courage of those battling cancer – single-minded in our resolve to deliver new therapies that not only keep cancer at bay, but improve the lives of patients diagnosed with cancer. Because for us, it's personal.

Our first FDA approved product is now available for the treatment of patients with certain types of indolent non-Hodgkin's lymphoma (iNHL). Our pipeline comprises product candidates that seek to treat cancer by modulating the local tumor microenvironment. For more information, please visit www.verastem.com.

Verastem Oncology Forward Looking Statements

This press release includes forward-looking statements about Verastem Oncology's strategy, future plans and prospects, including statements regarding the development and activity of Verastem Oncology's lead product COPIKTRA, and Verastem Oncology's PI3K program generally, its commercialization of COPIKTRA, the potential commercial success of COPIKTRA, the anticipated adoption of COPIKTRA by patients and physicians, the structure of its planned and pending clinical trials and the timeline and indications for clinical development, regulatory submissions and commercialization activities. The words "anticipate," "believe," "estimate," "expect," "intend," "may," "plan," "predict," "project," "target," "potential," "will," "would," "could," "should," "continue," and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. Each forward-looking statement is subject to risks and uncertainties that could cause actual results to differ materially from those expressed or implied in such statement.

Applicable risks and uncertainties include the risks and uncertainties, among other things, regarding: the commercial success of COPIKTRA in the United States; physician and patient adoption of COPIKTRA, including those related to the safety and efficacy of COPIKTRA; the uncertainties inherent in research and development of COPIKTRA, such as negative or unexpected results of clinical trials; whether and when any applications for COPIKTRA may be filed with regulatory authorities in any other jurisdictions; whether and when regulatory authorities in any other jurisdictions may

approve any such other applications that may be filed for COPIKTRA, which will depend on the assessment by such regulatory authorities of the benefit-risk profile suggested by the totality of the efficacy and safety information submitted and, if approved, whether COPIKTRA will be commercially successful in such jurisdictions; our ability to obtain, maintain and enforce patent and other intellectual property protection for COPIKTRA and our other product candidates; the scope, timing, and outcome of any legal proceedings; decisions by regulatory authorities regarding labeling and other matters that could affect the availability or commercial potential of COPIKTRA; the fact that regulatory authorities in the U.S. or other jurisdictions, if approved, could withdraw approval; whether preclinical testing of our product candidates and preliminary or interim data from clinical trials will be predictive of the results or success of ongoing or later clinical trials; that the timing, scope and rate of reimbursement for our product candidates is uncertain; that third-party payors (including government agencies) may not reimburse for COPIKTRA; that there may be competitive developments affecting our product candidates; that data may not be available when expected; that enrollment of clinical trials may take longer than expected; that COPIKTRA or our other product candidates will cause unexpected safety events, experience manufacturing or supply interruptions or failures, or result in unmanageable safety profiles as compared to their levels of efficacy; that COPIKTRA will be ineffective at treating patients with lymphoid malignancies; that we will be unable to successfully initiate or complete the clinical development and eventual commercialization of our product candidates; that the development and commercialization of our product candidates will take longer or cost more than planned; that we may not have sufficient cash to fund our contemplated operations; that we, Sanofi, CSPC Pharmaceutical Group, Yakult Honsha Co., Ltd. or Infinity Pharmaceuticals, Inc. will fail to fully perform under the duvelisib license agreements; that we may be unable to make additional draws under our debt facility or obtain adequate financing in the future through product licensing, co-promotional arrangements, public or private equity, debt financing or otherwise; that we will not pursue or submit regulatory filings for our product candidates, including for duvelisib in patients with chronic lymphocytic leukemia/small lymphocytic lymphoma (CLL/SLL) or indolent non-Hodgkin lymphoma (iNHL) in other jurisdictions; and that our product candidates will not receive regulatory approval, become commercially successful products, or result in new treatment options being offered to patients.

Other risks and uncertainties include those identified under the heading "Risk Factors" in the Company's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2019, as filed with the Securities and Exchange Commission (SEC) on May 9, 2019, its Annual Report on Form 10-K for the year ended December 31, 2018 as filed with the SEC on March 12, 2019 and in any subsequent filings with the SEC. The forward-looking statements contained in this press release reflect Verastem Oncology's views as of the date hereof, and the Company does not assume and specifically disclaims any obligation to update any forward-looking statements whether as a result of new information, future events or otherwise, except as required by law.

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