

## Creating a Values based, R&D driven Global Biopharmaceutical Leader



December 5, 2018

**Christophe Weber** 

President & CEO

Takeda Pharmaceutical Company Limited

Better Health, Brighter Future

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#### Profit Forecast for Takeda for the year ending March 31, 2019

Takeda is currently in an offer period (as defined in the City Code on Takeovers and Mergers (the "Code")) with respect to Shire plc. Pursuant to Rule 28 of the Code, statements made regarding Takeda's guidance for FY2018 (including statements regarding forecasts for FY2018 revenue, Core Earnings, Operating profit, Profit before income taxes, Net profit attributable to owners of Takeda, Basic earnings per share, R&D expenses, Amortisation and impairment and other income/expense, Underlying Revenue, Underlying Core Earnings and Underlying Core EPS) constitute a profit forecast for the year ending March 31, 2019 (the "Takeda Profit Forecast").

For additional information regarding the Takeda Profit Forecast and the required statement by its Directors that such profit forecast is valid and has been properly compiled on the basis of the assumptions stated and that the basis of accounting used is consistent with Takeda's accounting policies, please see page 9 of Takeda's Summary of Financial Statements (Tanshin) for the Six Months Period Ended September 30, 2018.

# VISION 2025

Our mission is to strive towards
Better Health and a Brighter Future
for people worldwide through
leading innovation in medicine

We serve the needs of our patients, wherever they are.

We earn the trust of society and customers through Takeda-ism.

We are recognized as best in class because of agility and innovation, qualities that help us build a steady pipeline and deliver growth, year on year.



## Our long history since 1781 has shaped the values that are fundamental to the success of Takeda in the long term

### **VALUES**









We take action and make decisions by focusing on our four priorities, in order of:

1

Putting the patient at the center

2

Building trust with society

3

Reinforcing our reputation

4

**Developing** the business



### Takeda has created a unique R&D engine

### THERAPEUTIC AREA FOCUS

Oncology, Gastroenterology, Neuroscience plus Vaccines

#### PARTNERSHIPS & CAPABILITIES

TRANSFORM OUR CULTURE

#### **R&D TRANSFORMATION KEY IMPERATIVES**

- Agile and lean
- Dynamic and sustainable research and early development engine
- Transformative advances via reciprocally advantageous partnerships
- Laser-focused on purposeful execution



## With a very focused and lean footprint freeing up resources for pipeline development



### BOSTON, MA

R&D Center
Oncology, GI Research

### SHONAN, JAPAN

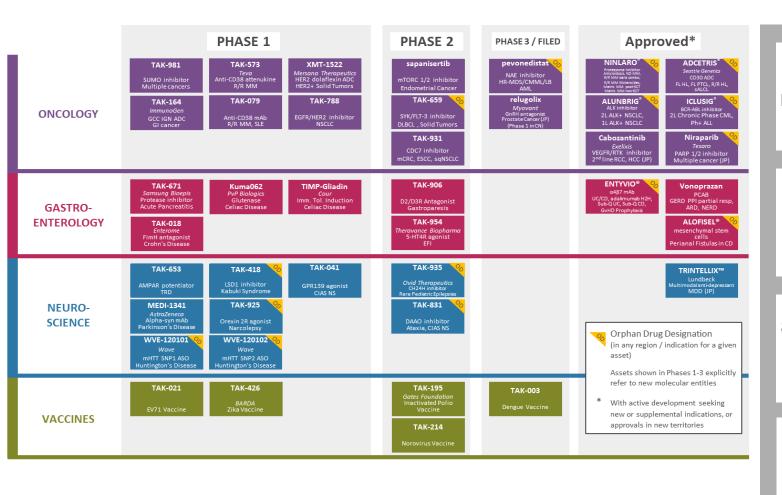
Neuroscience Research, T-CiRA, iPark

### SAN DIEGO, CA

Specialized drug discovery technologies, GI and Neuroscience



### Resulting in a dynamic and re-invigorated pipeline



**31** pipeline assets progressed since the start of FY2016

**46%** of pipeline is partnered

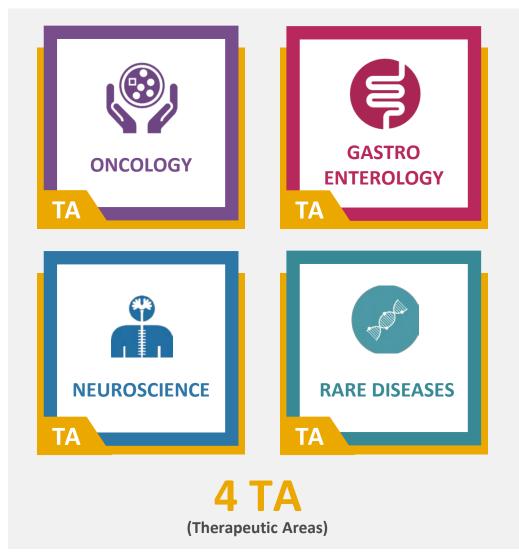
**83%** of pipeline with global development plans/rights

**37%** of pipeline has orphan drug designation

Pipeline as of October 31, 2018. Please refer to glossary for disease abbreviations



## Shire acquisition will enhance Takeda R&D engine with an initial R&D budget greater than 400 Bn yen







### With the potential to deliver more value in the future

Orphan Drug Designation Takeda Shire **PHASE 3/FILED** PHASE 1 PHASE 2 APPROVED\* **NINLARO**° ADCETRIS® % **ICLUSIG**<sup>®</sup> TAK-573 XMT-1522 TAK-659 sapanisertib pevonedistat Myovant GNRH antagonist Prostate Cancer (JP) **Seattle Genetics** Teva ersana Therapeutics SYK inhibito DLBCL mTORC 1/2 inhibitor Breast cancer Anti-CD38-attenuking Refractory MM HER2 dolaflexin ADC HER2 + solid tumors CD30 ADC FL HL, FL MTCL, CTCL **ONCOLOGY** Niraparib ' ALUNBRIG<sup>®</sup> cabozantinib **TAK-079 TAK-788 TAK-931** Tesaro (brigatinib) Exelixis EGFR/HER2 inh NSCLC PARP 1/2 inhibitor Multiple cancer (JP) VEGFR/RTK inhibito Solid tumors (JP) **ENTYVIO®** AMITIZA<sup>°</sup> TIMP-Gliadin **TAK-954** Vonoprazan **SHP621 TAK-906 SHP647** Sucampo Chloride channel activator Pediatric constipation , Ne Cour Imm Tol Indcution Celiac Disease PČAB ARD (Asia) , NERD (JP) PPI Partial Responder GI **SHP625 SHP626 GATTEX RESOLOR** PFIC, Alagille's TAK-935 TAK-418 **TAK-653** TAK-831 LSD1 inhibitor Kabuki Syndrome DAAO inhibitor SCZ. Ataxia Rare Pediatric Epilepsie TRINTELLIX<sup>1</sup> **MEDI-1341 NEURO-**TAK-925 **BUCCOLAM VYVANSE** Astra Zeneca Alpha-syn mAb Parknoson's Disea Orexin 2R agonist Narcolepsy **SCIENCE TAK-041 MYDAYIS SHP680** GPR139 agonist AS neg. symptom **SHP611 SHP631 SHP607** Lanadelumab **SHP620 FIRAZYR** VONVENDI **CINRYZE** IGF-1/ IGFBP3 Chronic Lung Disease **RARE DISEASES SHP654 SHP655 SHP609 OBIZUR** PLASMA-**HYQVIA DERIVED THERAPIES TAK-426** TAK-195

**TAK-214** 

**VACCINES** 

**TAK-021** 

EV71 Vaccine

**SHP639** 

BARDA

**TAK-003** 

Gates Foundation

**SHP659** 



## Accelerates Takeda transformation with a more distinctive focus on key therapy areas

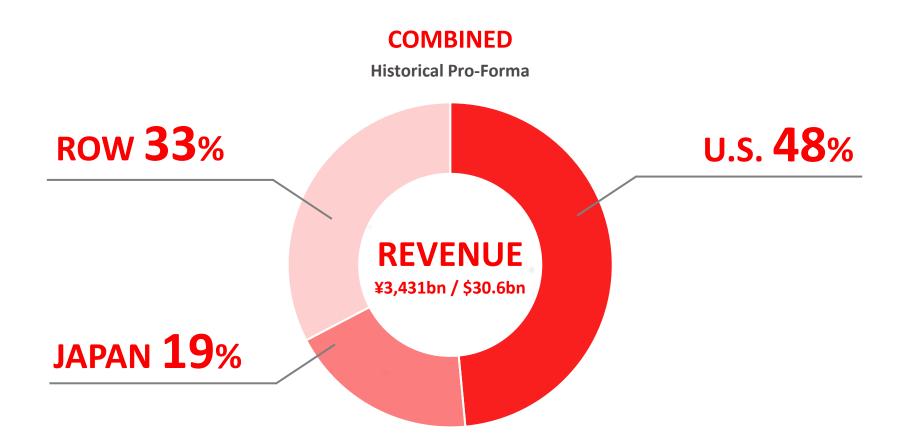
				RARE DISEASES			PLASMA	OTHERS
	ONCOLOGY	GI	NEUROSCIENCE	LYSOSOMAL STORAGE DISORDERS	HAE <sup>2</sup>	HEMATOLOGY	DERIVED THERAPIES	(example of key products)
~75% Total Sales	CININLARO LEGERATORIO LEGERATO	Takecabi  Takecabi  Takecabi  Takecabi  A L OFFISEL	AZILECT*				kenketu <b>glovenin</b> -i Kenketu nonthron'' Kenketu albumin	Nesina alogiptin  Uloric (feburated) Sala REY PRODUCTS  COICRYS (DOCTORE USP) BIBBIS  AZILVA®  Neosaldina Magnyl Ebrantil Xefoetc.
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Source: Shire plc Annual Report 2017, Takeda Consolidated Financial statements for the Fiscal Year Ended March 31, 2017

Notes: Percentage calculated using (a) the amount for the 12 month period ending on March 31, 2017 and converted using the \$/\mathbf{y}\$ of 111.43 as at that date (in the case of Takeda) and (b) the amount for the 12 month period ending on December 31 2017 and converted using the \$/\mathbf{y}\$ of 112.65 as at that date (in the case of Shire). 1Management Data. 2Hereditary Angioedema



## Create an attractive geographic footprint with leading positions in Japan and the U.S.



Source: Shire plc Annual Report 2017 and management information, Takeda Consolidated Financial statements for the Fiscal Year Ended March 31, 2017, Takeda Consolidated Financial statements for the Nine Month Period Ended December 31, 2017

Notes: Percentages calculated using (1) the revenue by geography for the 12 month period ending on December 31, 2017 (the final quarter of FY2016 and the first three quarters of F2017) and converted using the \$:\footnote{\text{\$Y}}\$ of 1:112.65 as at that date (in the case of Takeda) and (2) the revenue by geography for the 12 month period ending on December 31, 2017 (in the case of Shire). Percentages for the combined group are calculated by aggregating the revenue by geography for Takeda and Shire. The historical revenue of the combined group represent the aggregate consolidated revenue of (a) the amount for the 12 month period ending on March 31, 2017 and converted using the \$/\footnote{\text{\$Y}}\$ of 1:112.65 as at that date (in the case of Takeda) and (b) the amount for the 12 month period ending on 31 December 2017 and converted using the \$/\footnote{\text{\$Y}}\$ of 1:112.65 as at that date (in the case of Shire). These results are historic and do not take into account any divestures or other events that may have occurred since these dates. The aggregate revenue figure comprises the aggregate of Takeda's reported revenue and Shire's Non GAAP revenue.



## Transaction will be significantly EPS accretive and generate strong cash flow

- The recurring pre-tax cost synergies for the combined group are expected to reach a run-rate of at least ¥153bn / \$1.4bn per annum by the end of the third fiscal year following completion¹
- The number of issued Takeda shares will essentially double but EBITDA<sup>2</sup> is approximately three times larger on a historical combined basis<sup>3</sup>.
   The acquisition will be significantly EPS accretive<sup>4</sup> on an underlying basis from the first full fiscal year following completion and on a reported basis within 3 fiscal years post completion.

- Low risk of impairments to combined goodwill (¥4,000 bn to ¥4,400 bn) and intangible assets (¥6,300 bn to ¥6,700 bn)
- The transaction's Return on Invested Capital (ROIC) is expected to exceed Takeda's weighted average cost of capital (WACC) within the first full fiscal year following completion
- Intend to maintain our well-established dividend policy with 180 JPY dividend per share
- Committed to maintaining investment grade credit rating

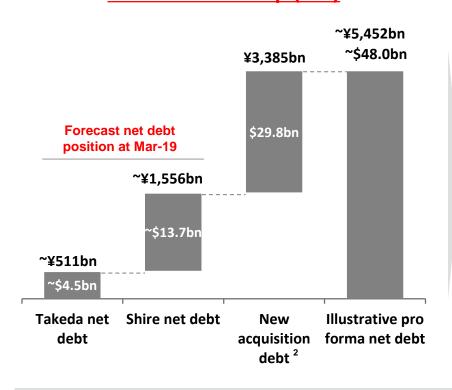
Notes: <sup>1</sup>The Takeda Directors expect recurring pre-tax cost synergies for the Combined Group to reach a run - rate of at least \$1.4 billion per annum by the end of the third fiscal year following completion of the Acquisition (\$/¥ of 1:108.97 as at May 8, 2018]. Reported under Rule 28.1 of the Takeover Code; related reports can be found in the Rule 2.7 Announcement made by Takeda on May 8, 2018, as well as information regarding the method of calculation of the synergies and the costs to achieve such synergies. <sup>2</sup> Earnings Before Interest Taxes Depreciation and Amortization <sup>3</sup>The historical pro-forma EBITDA figure comprises Takeda's EBITDA (Operating Profit adjusted for other operating income and expenses, intangible amortization & impairment, software amortization, PP&E depreciation & impairment and other non-recurring items) for the Fiscal Year Ended March 31, 2018 based on the exchange rates of \$:¥ of 1:108.97 as at May 4, 2018 and Shire's EBITDA for the 12 month period ending on Mar 31, 2018 (the final three quarters of FY2017 and the first quarter of FY2018). <sup>4</sup>The statement that the Acquisition is underlying earnings accretive is not intended as a profit forecast and should not be construed as such, and is therefore not subject to the requirements of Rule 28 of the Takeover Code. The statement should not be interpreted to mean that the earnings per share in any future fiscal period will necessarily match or be greater than those for the relevant preceding financial period.

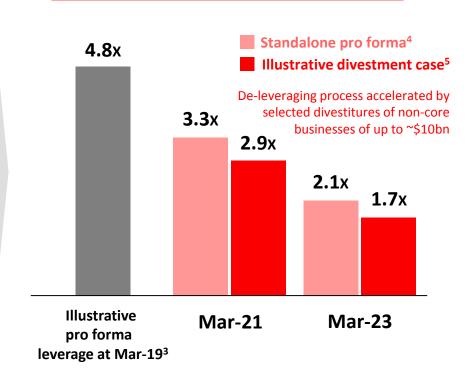


## Committed to investment grade with a target net debt to EBITDA ratio of 2.0x or less in the medium term

### Net Debt Build Up (bn1)

### Illustrative Net Debt / EBITDA Ratio



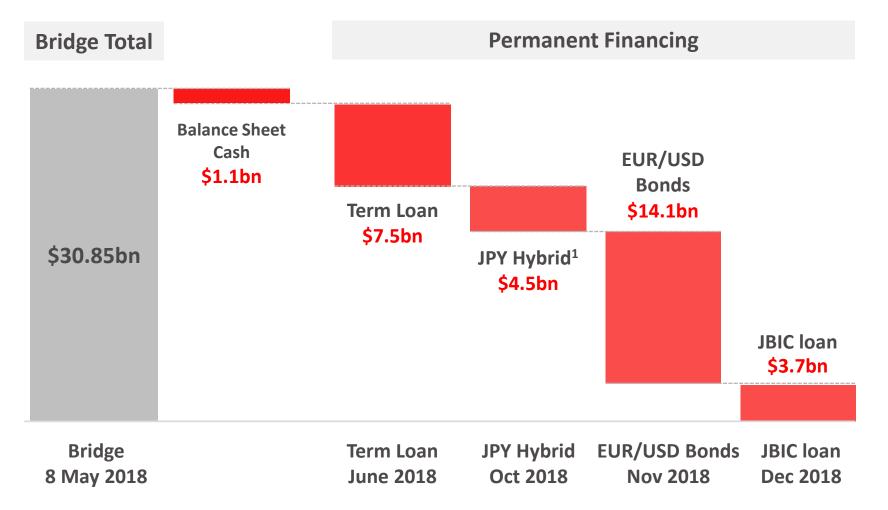


### Takeda has a strong track record in deleveraging and portfolio optimisation

Notes: ¹ Net debt converted based on the exchange rate of \$:¥ of 1:113.6 as at Sep 30, 2018, ² New debt expected to be raised in order to finance the acquisition of Shire, ³ Illustrative pro forma net debt / EBITDA of 4.8x calculated using the illustrative pro forma net debt of ~\$48.0bn. The EBITDA is calculated by adding: i) Takeda's EBITDA (Operating Profit adjusted for other operating income and expenses, intangible amortisation & impairment, software amortisation, PP&E depreciation & impairment and other non-recurring items) of \$3,552mm as per Consolidated Financial statements for the Fiscal Year Ended March 31, 2018 released on May 14, 2018 and based on the exchange rates of \$:¥ of 1:106.35 as at March 31, 2018; and ii) Shire's EBITDA of \$6,523mm for the 12 month period ending on March 31, 2018 (the final three quarters of FY2017 as disclosed in Shire's year end results released on Feb 14, 2018 and the first quarter of FY2018 as disclosed in Shire's Q1 results released on Apr 26, 2018), <sup>4</sup> Based on forecast net debt taking into account the expected cash balance, annual cash generation, an illustrative \$10bn of divestitures (post-tax) and forecast FY EBITDA (adjusted for divestitures)



## Financing supported by leading global financial institutions



Note: 1 ¥500 billion (approx. \$4.5 billion) senior short term loan entered into on 26 October 2018 (which will in turn be refinanced using a ¥500 billion (approx. \$4.5 billion) hybrid loan, also entered into on 26 October 2018)



### **Board of Directors for Best-in-Class Governance**

### INTERNAL DIRECTORS



Christophe Weber
Representative Director,
President & CEO



Masato Iwasaki
Director,
JPBU President



Andrew Plump
Director, Chief Medical
& Scientific Officer



**Compensation Committee** 



Nomination Committee



Independent External Director

### **EXTERNAL** DIRECTORS



Masahiro Sakane
Independent Director
Chair of the Board meeting
Chair of Nomination Committee



Michel Orsinger
Independent Director



Toshiyuki Shiga Independent Director Chair of Compensation Committee



**Emiko Higashi** Independent Director



Yoshiaki Fujimori Independent Director

DIRECTORS ON THE AUDIT & SUPERVISORY COMMITTEE (A&SC)



Yasuhiko Yamanaka Director, A&SC member



Shiro Kuniya Independent Director, Chair A&SC



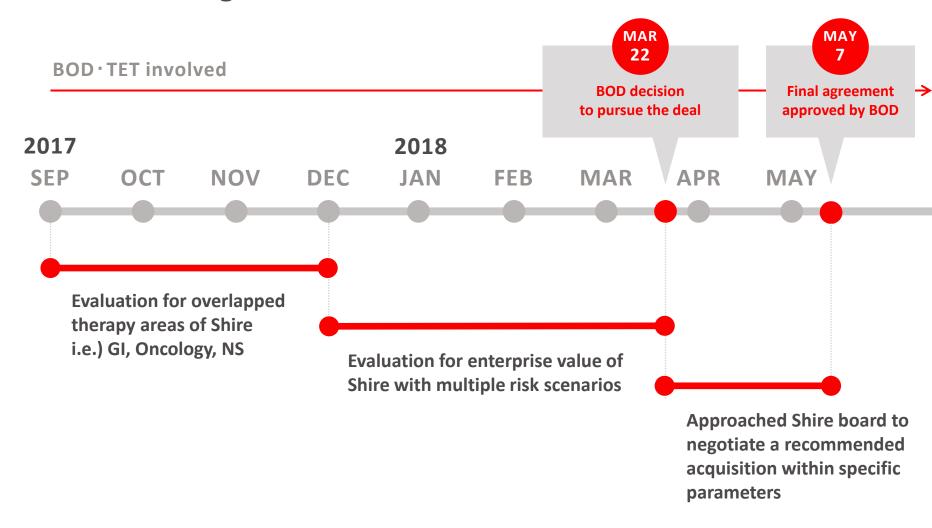
Koji Hatsukawa Independent Director, A&SC member



Jean-Luc Butel
Independent Director,
A&SC member



# Takeda board (BOD) and Takeda Executive Team (TET) have been fully involved early in the acquisition with many reviews starting in 2017





## The acquisition has been approved by the board after multiple extensive reviews with detailed risk assessment

#### **MAJOR RISKS**

#### **MITIGATION**



### **Financial Market Risks**

#### **Examples:**

- Interest rate risk
- Currency risk

### • Remain investment grade credit rated

- Denominate the debt with competitive aggregate interest rate with the right currency balance
- Consider disposal of non-core assets



### **Business Risks**

#### **Examples:**

- Competitive pressure
- Pricing pressure

- Model future business outlook with prudent forecasts
- Risk of impairments to goodwill and intangible assets mitigated by Shire's in market products and prudent forecasts also applied to its pipeline



### **Integration Risks**

#### **Examples:**

- Cultural difference
- Shire talent retention

- Experienced leadership well prepared for integration
- Keep consistent with Takeda's name, culture and purpose
- Promote shared intention to become a patient centric and R&D driven company
- Build the operating model to leverage Takeda and Shire employee know-how



### Integration planning is well underway

### Creating our new operating model to leverage Takeda and Shire know-how

### **PRINCIPLES**

### Patient-centric

- Developing more innovative medicines through a leading R&D engine
- Getting closer to patients and meeting their unique needs in each market

### **Agile & Simple**

- Continuing to be LOC\*-centric empowering General Managers to make local decisions
- Minimizing complexity

\*Local Operating Company

### **Lean & Focused**

- Focusing on six business drivers
- Leveraging global scale while keeping the right balance of country resources
- Making us fit to deal with demanding healthcare environments

Regional
Business
Units

Global
Specialty
Business Units



PDT \*



Oncology



Vaccine BU

\*Plasma Derived Therapies



### Global, diverse and experienced new Takeda Executive Team (Post-closing)



**CHRISTOPHE WEBER** President & CEO



COSTA **SAROUKOS** Global Finance



HARUHIKO HIRATE Corporate Communication & Public Affairs



YOSHIHIRO **NAKAGAWA** Global Legal



**PADMA THIRUVENGADAM** Global Human Resources



MILANO FURUTA Corporate Strategy



**MWANA LUGOGO** Global Ethics & Compliance



**RAMONA SEQUEIRA** U.S. Business Unit



MASATO IWASAKI Japan Pharma **Business Unit** 



GILES PLATFORD Europe & Canada **Business Unit** 



RICARDO MAREK **Emerging Markets Business Unit** 



**CHRISTOPHE** BIANCHI Global Oncology **Business Unit** 



**RAJEEV VENKAYYA** Global Vaccine Business Unit



JULIE KIM<sup>1</sup> Global Plasma-**Derived Therapy Business Unit** 



**ANDY PLUMP** R&D



**THOMAS** WOZNIEWSKI Global Manufacturing Global Quality and Supply



GERARD (JERRY) **GRECO** 



CAMILLA SOENDERBY1 Global Patient Value & Product Strategy



**MARCELLO AGOSTI** Global Business Development



**HELEN GIZA** Integration



### Reinforce the diversity and strength of the board with appointment of three new independent external directors

### INTFRNAL **DIRECTORS**



**Christophe Weber** Representative Director, President & CEO



Masato Iwasaki Director. JPBU President



**Andrew Plump** Director, Chief Medical & Scientific Officer



Compensation Committee



Nomination Committee



Independent **External Director** 

### **FXTFRNAL DIRECTORS**



**Masahiro Sakane** Independent Director Chair of the Board meeting **Chair of Nomination Committee** 



**Michel Orsinger** Independent Director



Toshiyuki Shiga Independent Director **Chair of Compensation Committee** 



**Emiko Higashi** Independent Director



Ian Clark<sup>1</sup> Independent Director



Olivier Bohuon<sup>1</sup> independent Director





Independent Director

**DIRECTORS** ON THE AUDIT & **SUPERVISORY COMMITTEE** (A&SC)



Yasuhiko Yamanaka Director. A&SC member



**Shiro Kuniya** Independent Director, Chair A&SC



Koji Hatsukawa Independent Director, A&SC member



Jean-Luc Butel Independent Director. A&SC member





### **Glossary of Abbreviations**

AD	Alzheimer's disease	ESCC	esophageal squamous-cell carcinoma	NF	new formulation
ADC	antibody drug conjugate	FL	front line	NK	natural killer
ADHD	attention deficit hyperactivity disorder	FLT-3	FMS-like tyrosine kinase 3	NME	new molecular entity
ALK	anaplastic lymphoma kinase	FSI	first subject in	NSCLC	non-small cell lung cancer
ALS	amyotrophic lateral sclerosis	GCC	guanylyl cyclase C	NSCT	non stem cell transplant
AML	acute myeloid leukemia	GERD	gastroesophageal reflux disease	NS	negative symptoms
AMR	antibody mediated rejection	GI	gastrointestinal	OIC	opioid induced constipation
ASCT	autologous stem cell transplant	GnRH	gonadotropin-releasing hormone	ORR	overall response rate
ARD	acid-related diseases	GU	gastric ulcer	PARP	poly (ADP-ribose) polymerase
BTK	Bruton's tyrosine kinase	GvHD	graft versus host disease	PBS	phosphate buffered saline
BBB	blood brain barrier	HAE	hereditary angioedema	PCAB	potassium competitive acid blocker
BOS	budesonide oral suspension	H2H	head to head	PFIC	progressive familial intrahepatic cholestasis
CAR-T	Chimeric antigen receptor-T	НСС	hepatocellular carcinoma	Ph+ ALL	Philadelphia chromosome-positive acute lymphoblastic leukemia
CD	Crohn's disease	HemA	hemophilia A	PID	primary immunodeficiency
CHAWI	congenital hemophilia A with inhibitors	HER2	human epidermal growth factor receptor 2	PPI	proton pump inhibitor
CIAS	cognitive impairment associated with schizophrenia	HL	Hodgkin's lymphoma	PK	pharmacokinetics
CIC	chronic idiopathic constipation	HR MDS	high-risk myelodysplastic syndromes	POC	proof of concept
CIDP	chronic inflammatory demyelinating polyneuropathy	IBD	inflammatory bowel disease	POI	post-operative ileus
CML	chronic myeloid leukemia	IBS-C	irritable bowel syndrome with constipation	PTCL	peripheral T-cell lymphoma
CMML	chronic myelomonocytic leukemia	IND	investigational new drug	R/R	relapsed/refractory
CSF	cerebrospinal fluid	1/0	immuno-oncology	RA	rheumatoid arthritis
CNS	central nervous system	IV	intravenous	RCC	renal cell cancer
CRL	complete response letter	iPSC	induced pluripotent stem cells	RTK	receptor tyrosine kinase
CTCL	cutaneous T-cell lymphoma	LBD	Lewy body dementia	sALCL	systemic anaplastic large cell lymphoma
CTTP	congenital thrombotic thrombocytopenic purpura	LB AML	low-blast acute myeloid leukemia	SBS	short bowel syndrome
DAAO	D-amino acid oxidase	LSD1	Lysine specific demethylase 1	SC	subcutaneous formulation
DED	dry eye disease	LCM	lifecycle management	SCT	stem cell transplant
DLBCL	diffuse large B-cell lymphoma	mAb	monoclonal antibody	SCZ	schizophrenia
DM	diabetes mellitus	MAOB	monoamine oxidase B	SLE	systemic lupus erythematosus
DU	duodenal ulcer	MLD	metachromatic leukodystrophy	sq	squamous
Dx	diagnosis	NAE	NEDD8 activating enzyme	SR	steroid refractory
EE H	erosive esophagitis healing	NASH	non-alcoholic steatohepatitis	SR-GvHD	steroid refractory acute graft vs host disease
EE M	erosive esophagitis maintenance	ND	newly diagnosed	STING	stimulator of interferon genes
EFI	enteral feeding intolerance	NDA	new drug application	SUMO	small ubiquitin-related modifier
EGFR	epidermal growth factor receptor	Neg	negative	SYK	spleen tyrosine kinase
EOE	eosinophilic esophagitis	NERD	non-erosive reflux disease	TESD	treatment emergent sexual dysfunction