



TERNs

PHARMACEUTICALS

Company Overview

NASDAQ: TERN

December 2021



Forward-Looking Statements

This presentation contains forward-looking statements about Terns Pharmaceuticals, Inc. (the “Company,” “we,” “us,” or “our”) and its industry that involve substantial risks and uncertainties. All statements other than statements of historical facts contained in this presentation, including statements regarding the Company’s strategy, future financial condition, future operations, projected costs, prospects, plans, objectives of management and expected market growth, are forward-looking statements. In some cases, you can identify forward-looking statements by terminology such as “aim,” “anticipate,” “assume,” “believe,” “contemplate,” “continue,” “could,” “design,” “due,” “estimate,” “expect,” “goal,” “intend,” “may,” “objective,” “plan,” “positioned,” “potential,” “predict,” “seek,” “should,” “target,” “will,” “would” and other similar expressions that are predictions of or indicate future events and future trends, or the negative of these terms or other comparable terminology. The Company has based these forward-looking statements largely on its current expectations, estimates, forecasts and projections about future events and financial trends that it believes may affect its financial condition, results of operations, business strategy and financial needs. In light of the significant uncertainties in these forward-looking statements, you should not rely upon forward-looking statements as predictions of future events. Although the Company believes that it has a reasonable basis for each forward-looking statement contained in this presentation, it cannot guarantee that the future results, levels of activity, performance or events and circumstances reflected in the forward-looking statements will be achieved or occur at all. These risks are not exhaustive. For a detailed discussion of the risk factors that could affect our actual results, please refer to the risk factors identified in our SEC reports, including but not limited to our Annual Report on Form 10-K for the year ended December 31, 2020. New risk factors emerge from time to time and it is not possible for our management to predict all risk factors, nor can we assess the impact of all factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in, or implied by, any forward-looking statements. Except as required by law, we undertake no obligation to update publicly any forward-looking statements for any reason after the date of this presentation.

This presentation discusses product candidates that are investigational only and have not yet been approved for marketing by the U.S. Food and Drug Administration. No representation is made as to the safety or effectiveness of these product candidates for the use for which such product candidates are being studied.

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Terns Has an Experienced Leadership Team and Strong Shareholder Base

Management Team



Senthil Sundaram – CEO

20+ years of biotech strategy, BD/M&A and finance experience
Prior: Nightstar, Intercept, Lehman, Lazard



Erin Quirk, M.D. – President and CMO

17+ years of clinical development experience, developed multiple combo drugs
Prior: Gilead, Merck



Mark Vignola, Ph.D. – CFO

10+ years of biotech IR, development and finance experience
Prior: Intercept, Needham, Applied Therapeutics



Bryan Yoon – COO & General Counsel

16+ years of legal and operational experience with pharma / biotech
Prior: LogicBio, Nightstar, Intercept, Mintz



Diana Chung – SVP Clinical Dev & Ops

20+ years of drug discovery and clinical development experience
Prior: Gilead, Theravance, Genentech

Board of Directors¹

David Fellows – Chairman of the Board

Board member of Gyroscope Therapeutics and the Glaucoma Foundation, Chairman of Oxular; previously CEO of Nightstar; VP of J&J Vision Care

Carl Gordon, PhD, CFA – Director

Board member of Adicet, Keros, ORIC, Prevail and Turning Point; founding member, managing partner and co-head of Global Private Equity at OrbiMed

Jeff Kindler, JD – Director

CEO of Centrexion, operating partner of Artis Ventures; previously Chairman and CEO of Pfizer

Hongbo Lu, PhD, MBA – Director

Board member of CrownBio, Turning Point Therapeutics, Avedro and Passage Bio; managing partner at Vivo Capital

Jill Quigley, JD – Director

Chief Operating Officer at Passage Bio, previously CEO and General Counsel of Nutrinia, Senior Counsel of NPS Pharma

Senthil Sundaram – Director

Board member of Social Capital Suvretta I (DNAA) and Sio Gene Therapies

Ann Taylor, MD – Director

Board member of Unlearn.AI, previously CMO of AstraZeneca, Head of Clinical Biologics at MedImmune

Top Shareholders

Lilly Asia Ventures 礼来亚洲基金



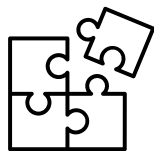
DEERFIELD®



¹ May represent current / prior directorship

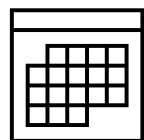
Terns: Building the Leading Liver Disease Pipeline

Differentiated, wholly-owned, monotherapy and combination programs



Multiple Validated Mechanisms

FXR: liver-distributed & differentiated clinical profile
THR-β: improved selectivity & improved PK/PD
VAP-1: highly-selective for VAP-1 over MAO
GLP-1: oral small molecule for NASH or obesity



Near-term Clinical Milestones

GLP-1: TERN-601 candidate nomination
VAP-1: AVIATION Trial top-line data in 1Q 2022
THR-β: Phase 2a trial starting 1H 2022



Experienced Team



GILEAD



MERCK



Takeda



Intercept



nightstar
THERAPEUTICS



BIKTARVY®
bictegravir 50mg/emtricitabine 200mg/
tenofovir alafenamide 25mg tablets



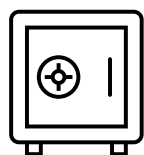
Descovy®
emtricitabine 200mg/
tenofovir alafenamide 25mg tablets



Odefsey®
emtricitabine 200mg/rilpivirine 25mg/
tenofovir alafenamide 25mg tablets



Genvoya®
elvitegravir 150mg/cobicistat 150mg/emtricitabine
200mg/tenofovir alafenamide 10mg tablets



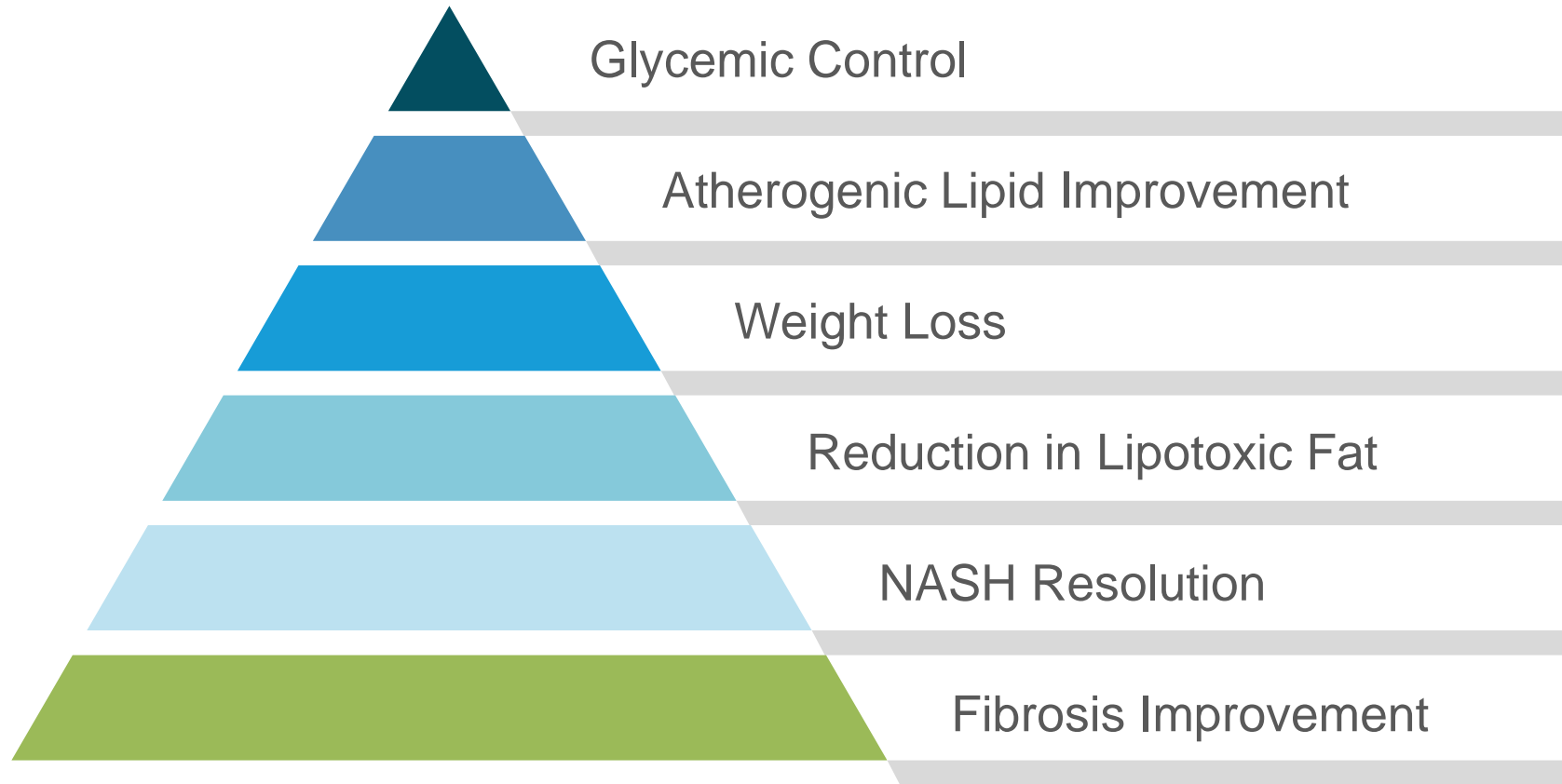
Strong Balance Sheet and IP

- Cash balance (\$177 MM*) provides runway into 2024
- Worldwide development and commercial rights to all pipeline programs
- IP estate includes patents and patent applications potentially into 2040s
- Leading institutional and strategic investors

Physicians Increasingly Want a Solution that Meets a Variety of Criteria

Physicians' Ideal Combination

- Oral administration
- Well-tolerated and safe
- Synergistic
 - Improves liver health
 - Improves extrahepatic metabolic profiles
- Enhances long term outcomes



NASH Landscape: Many Monotherapy Approaches Have Limitations that are Addressed by Terns' Pipeline

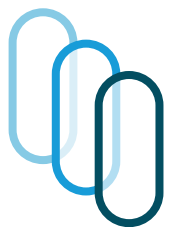
Treatment Approaches in NASH	Clinical Trial Findings ¹	Observed Limitations ¹	Terns Differentiation
FXR agonists	<ul style="list-style-type: none"> Improvements in liver fibrosis and markers of liver function 	<ul style="list-style-type: none"> Discontinuations due to pruritis and adverse lipid changes 	✓ TERN-101 : high liver distribution, no discontinuations due to pruritis and differentiated lipid profile ²
THR-β agonists	<ul style="list-style-type: none"> Significant reductions in liver fat and atherogenic lipids 	<ul style="list-style-type: none"> Low THR-β selectivity can cause cardiac and other safety issues Variable PK and patient-specific dose adjustments 	✓ TERN-501 : superior selectivity for THR-β over THR-α; enhanced metabolic and PK stability
VAP-1 inhibitors	<ul style="list-style-type: none"> Clinical proof-of-concept in NASH with significant dose dependent improvements in key markers of liver injury, inflammation and cell death 	<ul style="list-style-type: none"> Off-target mono-amine oxidase (MAO) inhibition can result in significant drug-drug interactions 	✓ TERN-201 : highly specific for VAP-1 inhibition, minimal potential to inhibit MAO-A or MAO-B
GLP-1 agonists	<ul style="list-style-type: none"> Activation of the GLP-1 pathway has shown to be effective in driving NASH resolution and weight loss 	<ul style="list-style-type: none"> Requires frequent injections; oral formulations have poor absorption or twice-daily dosing which may limit potential for widespread use; tolerability concerns 	✓ TERN-601 : Small molecule with potential for once-daily oral administration and co-formulation with other oral NASH therapies

Terns Pipeline: Multiple Monotherapy and Combinations

Worldwide rights to multiple wholly-owned opportunities

	INDICATION	PRE-CLINICAL	PHASE 1	PHASE 2a	PHASE 2b	PHASE 3	NEXT MILESTONE
Single Agents	Non-alcoholic steatohepatitis (NASH)	TERN-101 (FXR Agonist)	Positive P2a top-line data announced June 2021				101+501 Combo NASH Phase 2a Trial Start (1H 2022)
	NASH	TERN-201 (VAP-1 Inhibitor)	AVIATION Trial				AVIATION Top-line Data (1Q 2022)
	NASH	TERN-501 (THR-β Agonist)	Positive P1 top-line data announced Nov. 2021				101+501 Combo NASH Phase 2a Trial Start (1H 2022)
	Obesity NASH	TERN-601 (Oral GLP-1R Agonist)					Nominate candidate (2H 2021)
	Chronic Myeloid Leukemia (CML)	BCR-ABL Allosteric Inhibitor					IND submission in China ¹
Combos	NASH	TERN-101 + TERN-501 (FXR + THR-β)	P2a combo trial to initiate in 1H 22				NASH Phase 2a Trial Start (1H 2022)
	NASH	TERN-201 Combo (VAP-1 + Metabolic)					Nominate combination candidate

Three Key Elements to Combination Development



Deep Combo Experience

ATRIPLA
(efavirenz 600 mg/emtricitabine 200 mg/
tenofovir disoproxil fumarate 300 mg) Tablets



BIKTARVY[®]
bictegravir 50mg/emtricitabine 200mg/
tenofovir alafenamide 25mg tablets



COMPLERA[®]
emtricitabine 200mg/rilpivirine 25mg/
tenofovir disoproxil fumarate 300mg tablets



Descovy[®]
emtricitabine 200mg/
tenofovir alafenamide 25mg tablets

Genvoya[®]

elvitegravir 150mg/cobicistat 150mg/emtricitabine
200mg/tenofovir alafenamide 10mg tablets

STRIBILD[™]

elvitegravir 150mg/cobicistat 150mg/emtricitabine
200mg/tenofovir disoproxil fumarate 300mg tablets

Odefsey[®]

emtricitabine 200mg/rilpivirine 25mg/
tenofovir alafenamide 25mg tablets



Truvada[®]
emtricitabine 200 mg/ tenofovir
disoproxil fumarate 300 mg tablets



Combo Regulatory Criteria



Serious
disease



Biologic
Rationale



Efficacy
Contribution



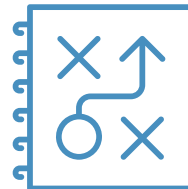
Monotherapy
Inadequate



Combination
Benefit

Source:

[FDA Codevelopment Guidance Document](#)



Anticipated Combo Development Plan

Mono Dose
Ranging
(Phase 2a)

Combo Dose
Ranging
(Phase 2a)

Combo vs.
Mono
(Phase 2b)

Combo vs.
Placebo
(Phase 3)



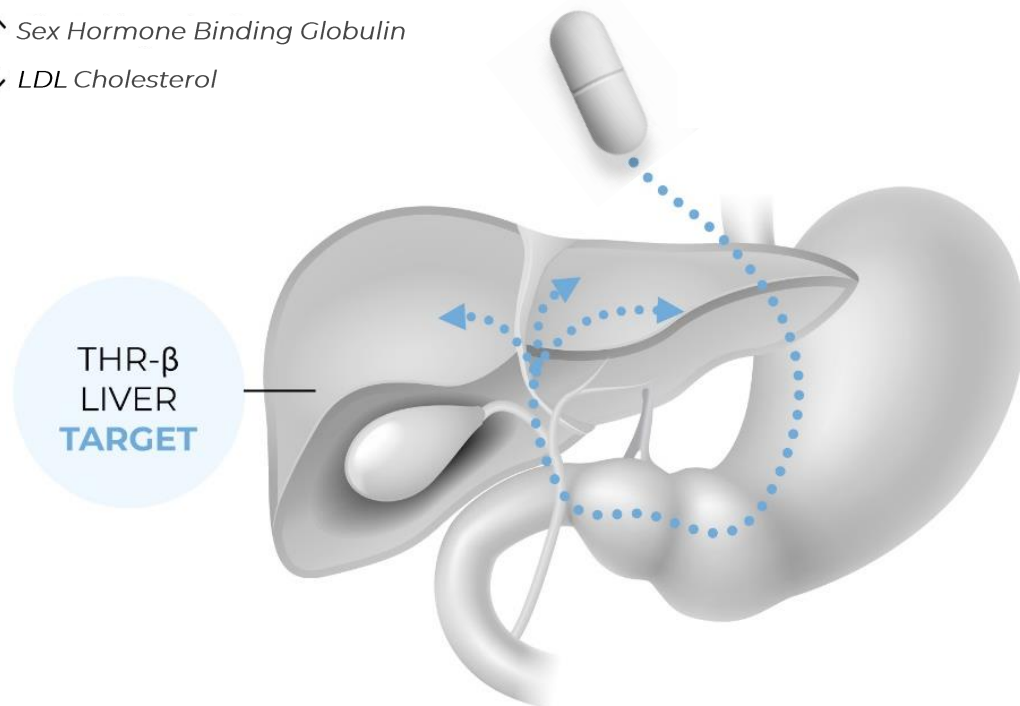
TERN-501: Highly-Selective THR- β Agonist

TERN-501: Differentiated THR- β Agonist

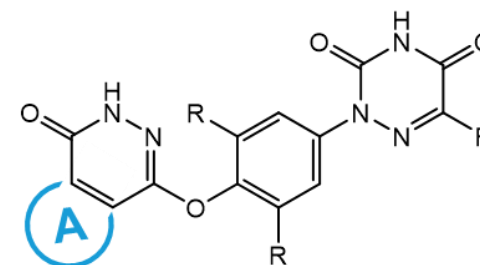
THR- β regulates key aspects of energy metabolism (e.g., fatty acid & lipid synthesis, liver fat removal through fatty acid oxidation)

↑ Sex Hormone Binding Globulin

↓ LDL Cholesterol



- Other THR- β agonists have demonstrated significant benefits in NASH, but face limitations with off-target effects or unpredictable PK due to CYP metabolism



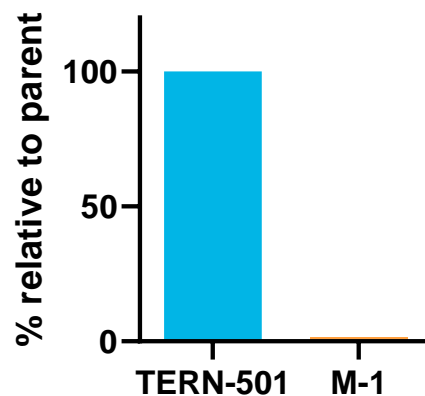
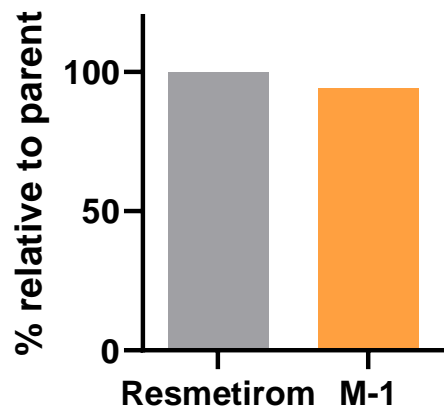
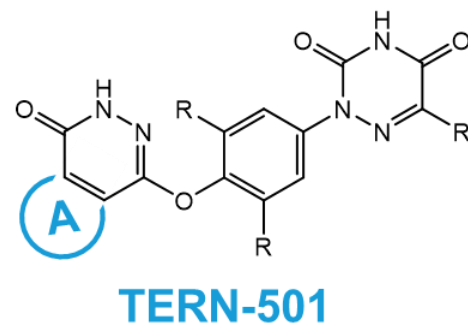
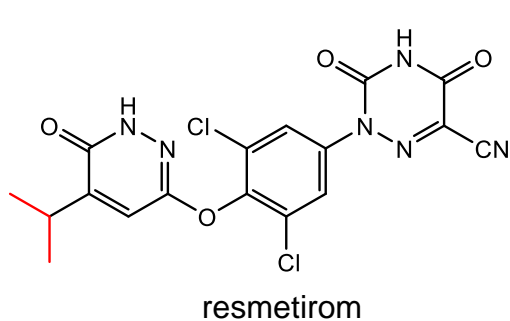
TERN-501

- TERN-501 was screened for **greater selectivity and enhanced metabolic and PK stability**
 - Expected low clinical dose
 - Attractive for monotherapy or combination therapy
- Positive proof-of-concept top-line data announced in November 2021

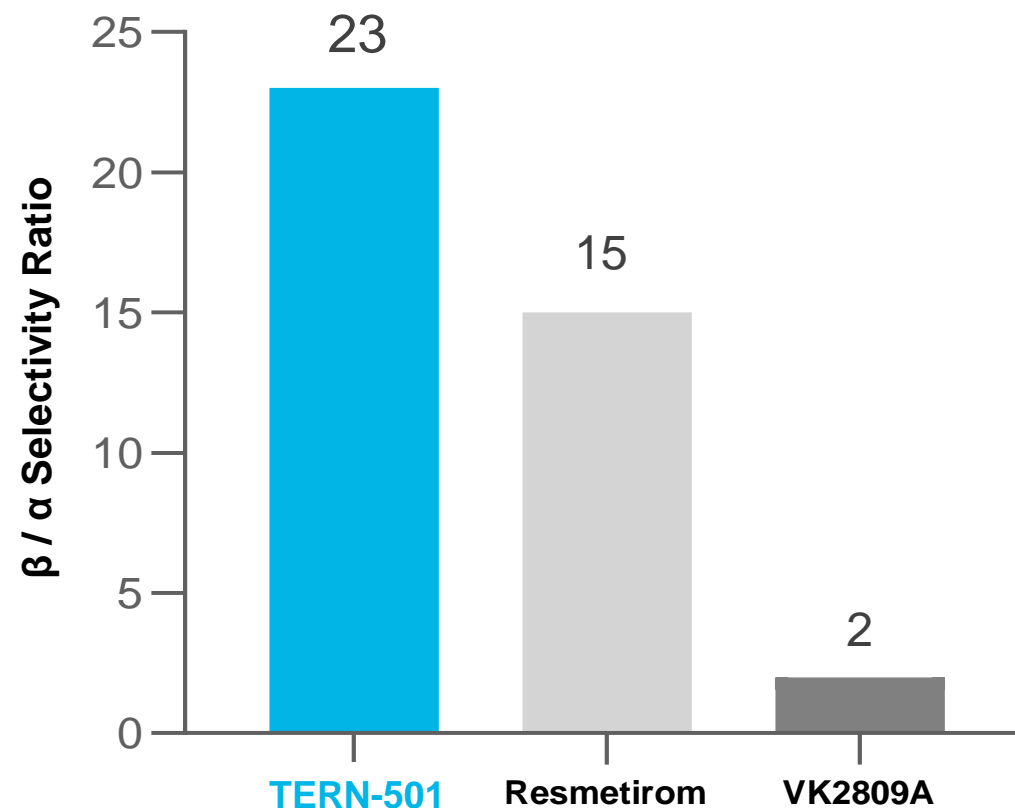
TERN-501: Improved PK & THR- β Selectivity

Differentiated and excellent candidate for co-formulation

TERN-501: Improved Pharmacokinetics



TERN-501: Improved THR- β ratio



TERN-501 Phase 1 Study Design

Trial Design

Population

- Healthy volunteers with mildly elevated LDL¹

Endpoints

- ✓ Safety, tolerability
- ✓ PD (LDL, SHBG)
- ✓ PK

Part A: SAD

Four Cohorts (n=8, each)
3 mg, 10 mg, 30 mg, 60 mg

Additional data at
AASLD 2021

Part B: MAD

14-day treatment period

3mg Cohort (n=8, each)

6 mg Cohort (n=8, each)

10 mg Cohort (n=8, each)

Announced
November 2021

Part C: Drug-Drug Interaction

Cohorts including
TERN-101+TERN-501

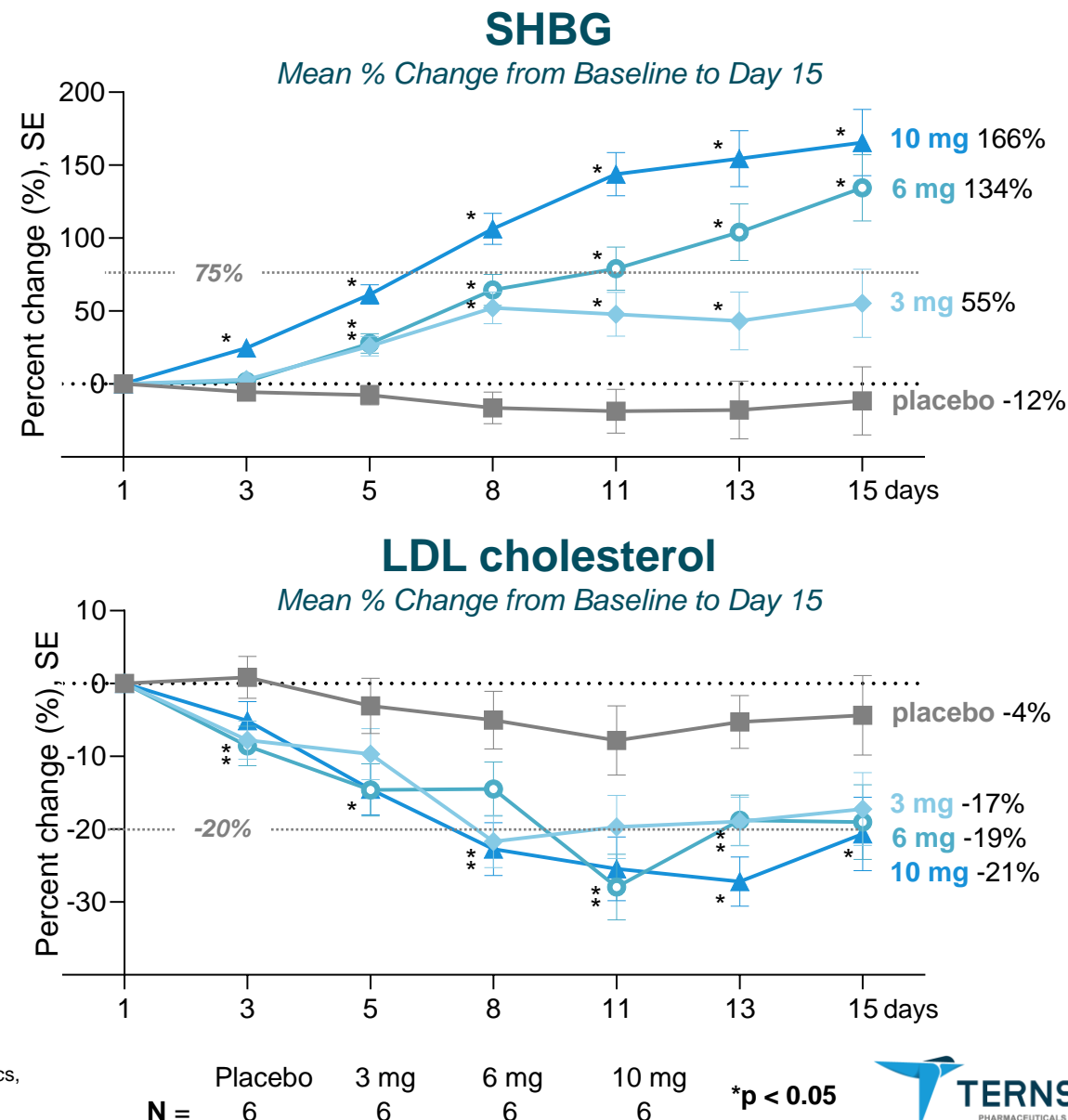
1. SAD LDL > 80 mg/dL, MAD LDL > 100 mg/dL

LDL: low-density lipoprotein, PD: pharmacodynamics, PK: pharmacokinetics, SHBG: sex hormone binding globulin, SAD: single ascending dose, MAD: multiple ascending dose

TERN-501 Phase 1 Top-line Results

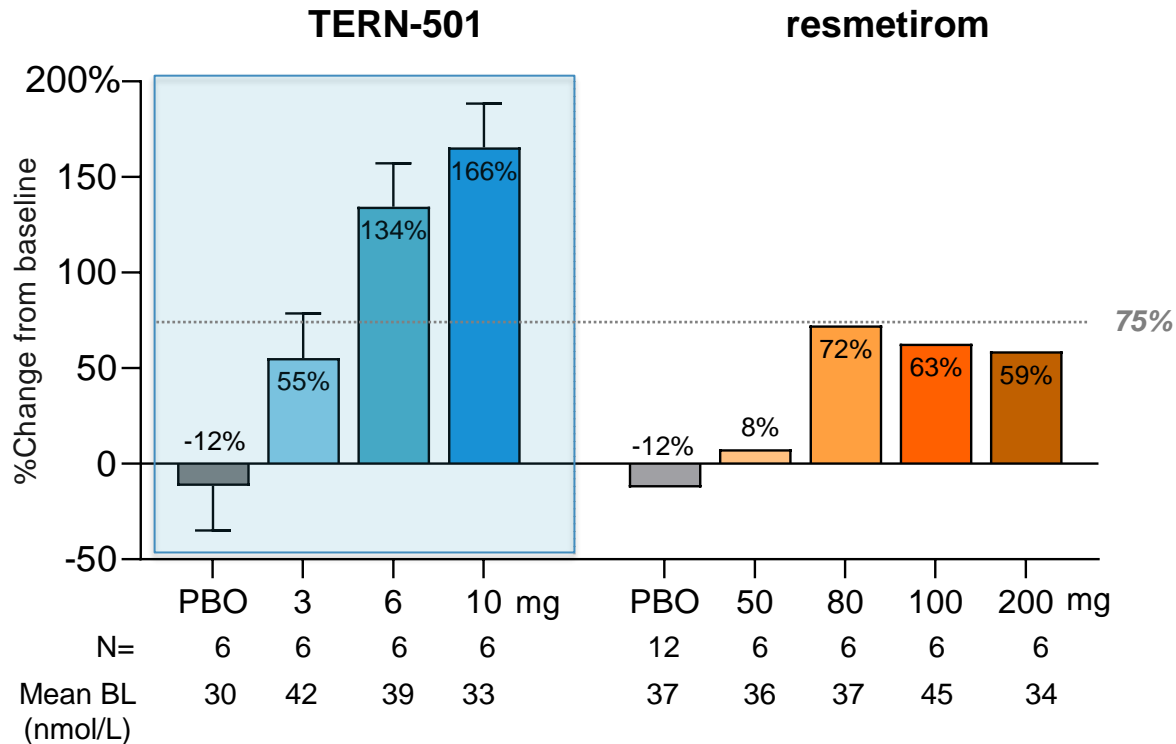
Positive proof-of-concept data

- Well-tolerated with **predictable PK profile** and **low variability**
- Achieved **significant dose-dependent changes in PD markers** of THR- β engagement, including SHBG and LDL-c
- SAD / MAD results provide **proof of concept** and support plans to initiate the first NASH trial of an FXR agonist in combination with a THR- β agonist in 1H 2022

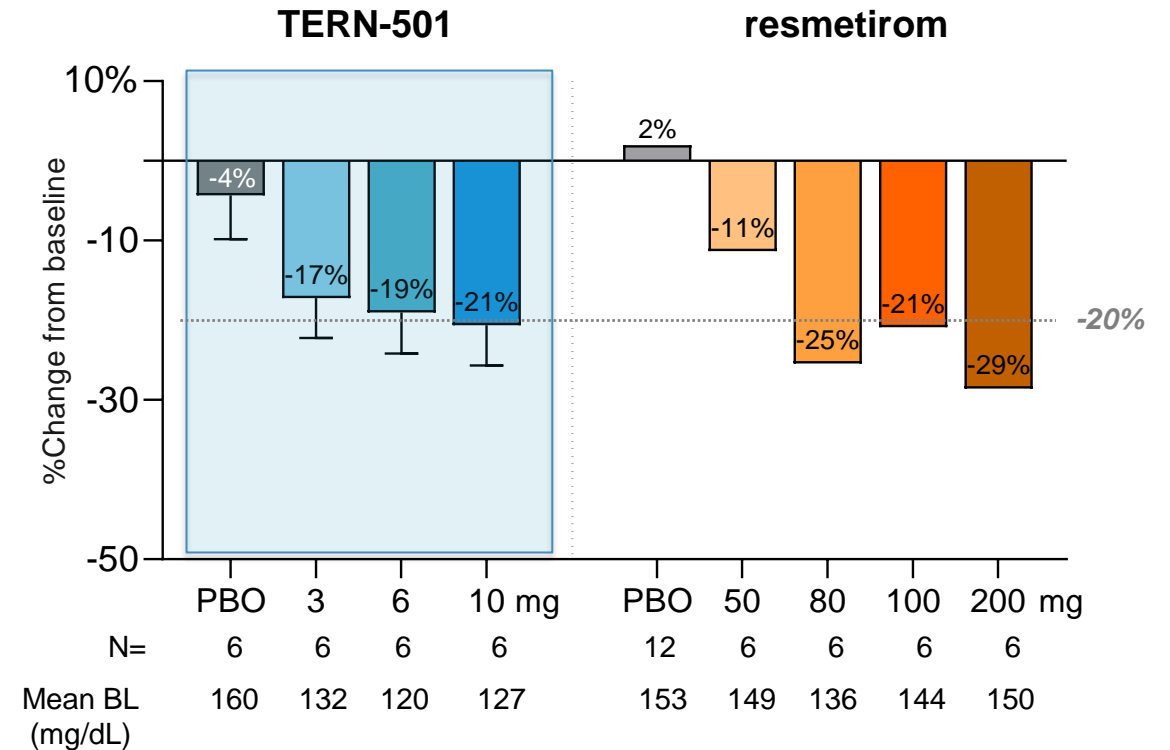


TERN-501 Pharmacodynamic Results in Context of Precedent THR- β Agonist

SHBG (Day 15)



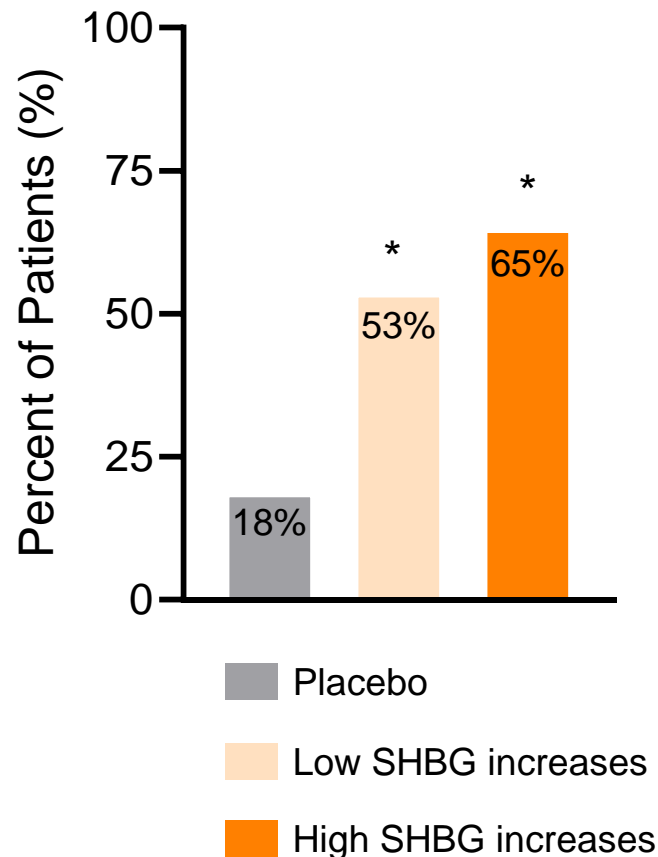
LDL-c (Day 15)



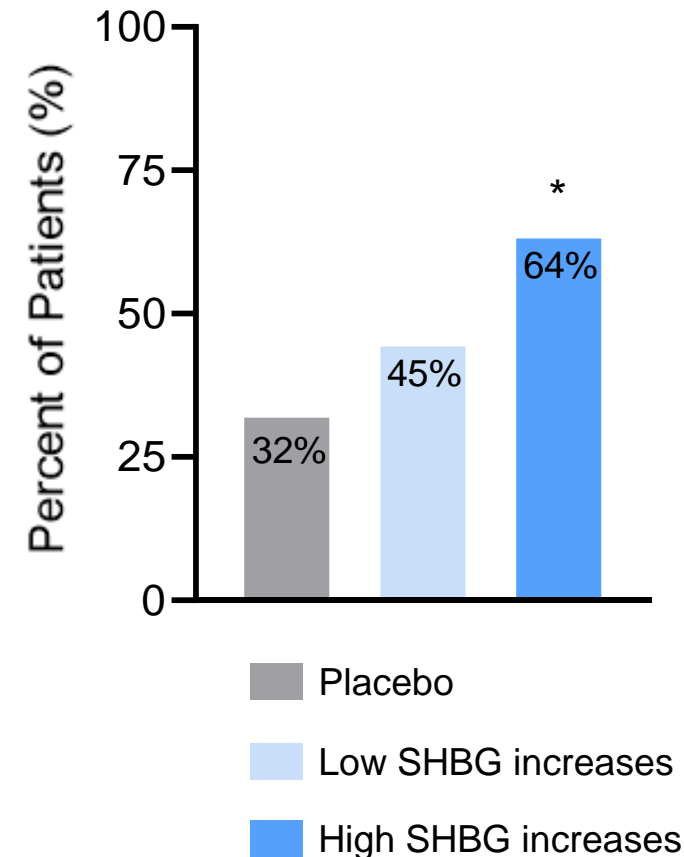
SHBG Correlates with MRI-PDFF and Histologic NAFLD Activity Score in NASH Patients Treated with THR- β

Resmetirom Phase 2 NASH study

MRI-PDFF response
($\geq 30\%$ at Week 12)



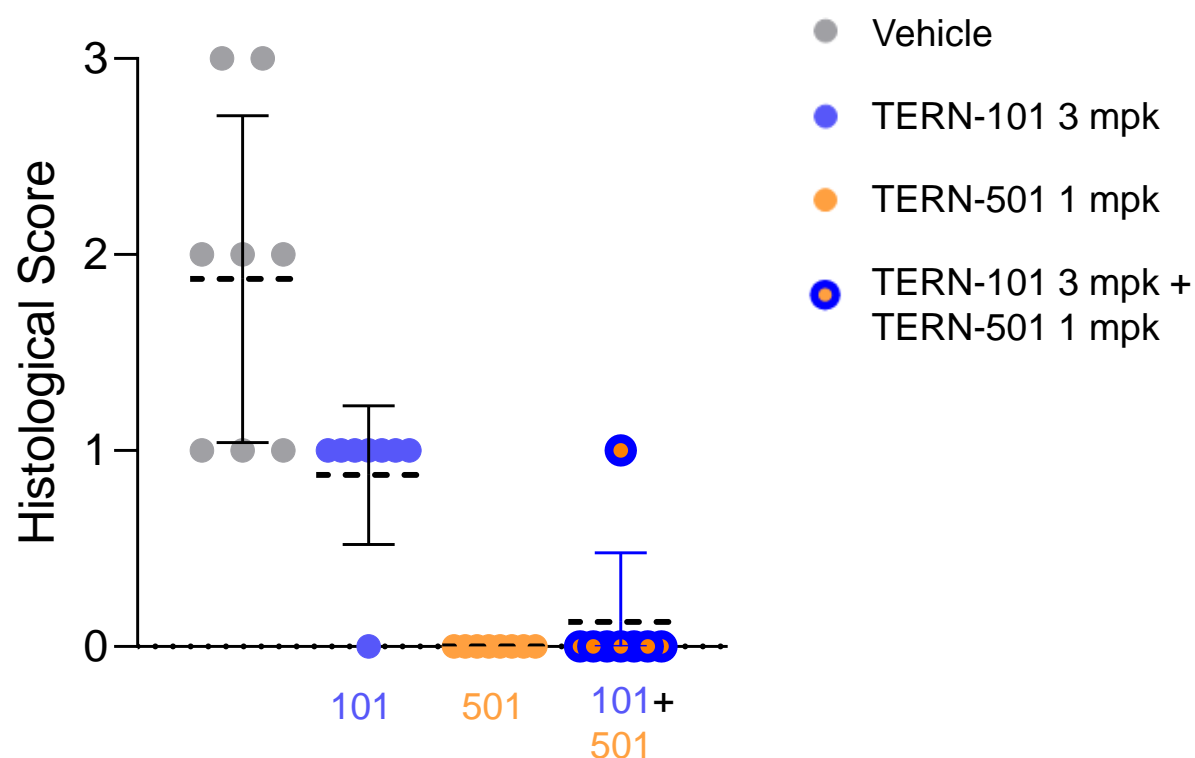
NAS response
(≥ 2 -pt reduction at Week 36)



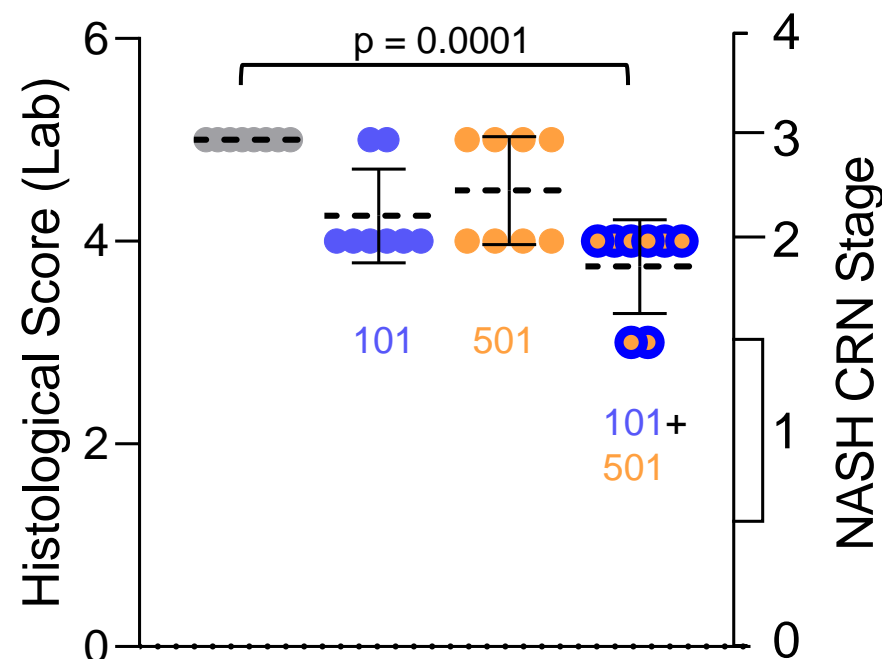
TERN-501+TERN-101 Combination NASH Model

*Combination shows additional effects on steatosis and fibrosis improvement;
101+501 Combination NASH Phase 2a Trial Start Planned for 1H 2022*

101+501: Improvement in Steatosis



101+501: Improvement in Fibrosis



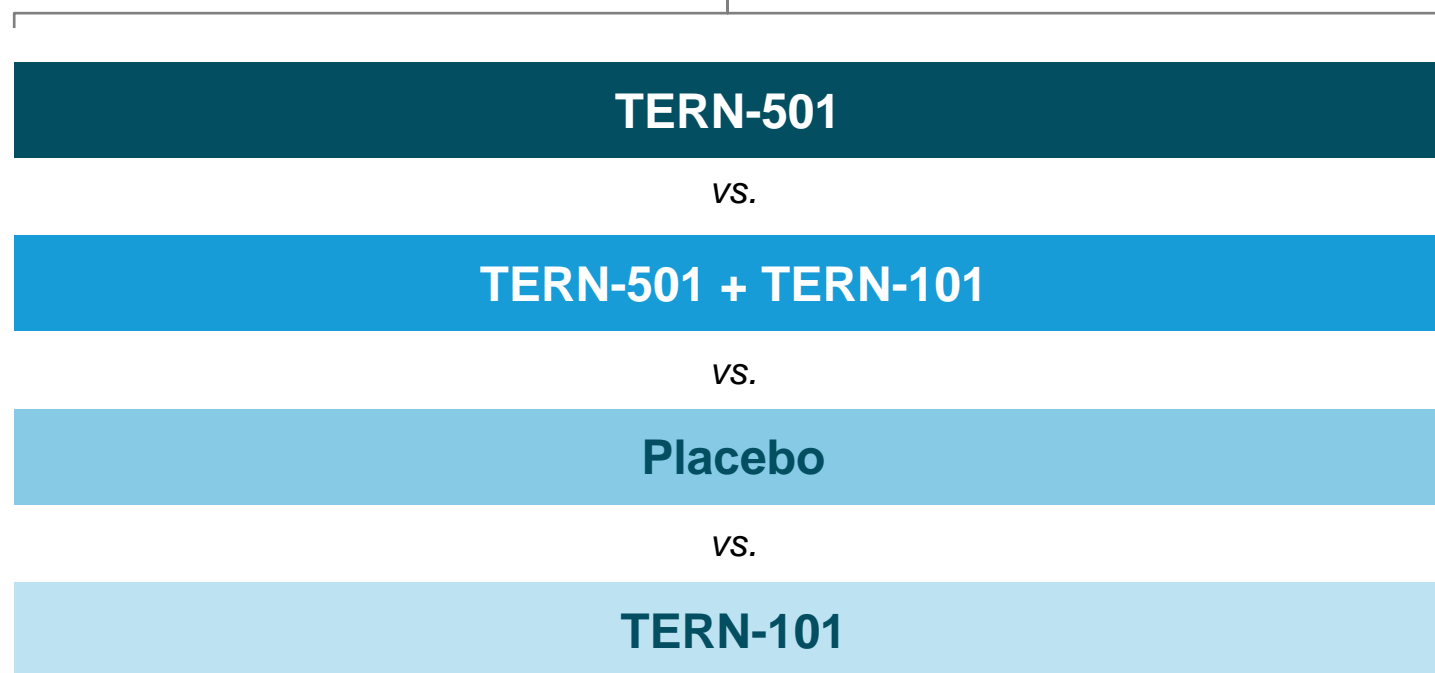
TERN-501 Trial Approach

Phase 2a Trial Expected to Initiate in 1H 2022

Endpoints under consideration

- MRI-PDFF
- Corrected T1
- Safety

12-week treatment period

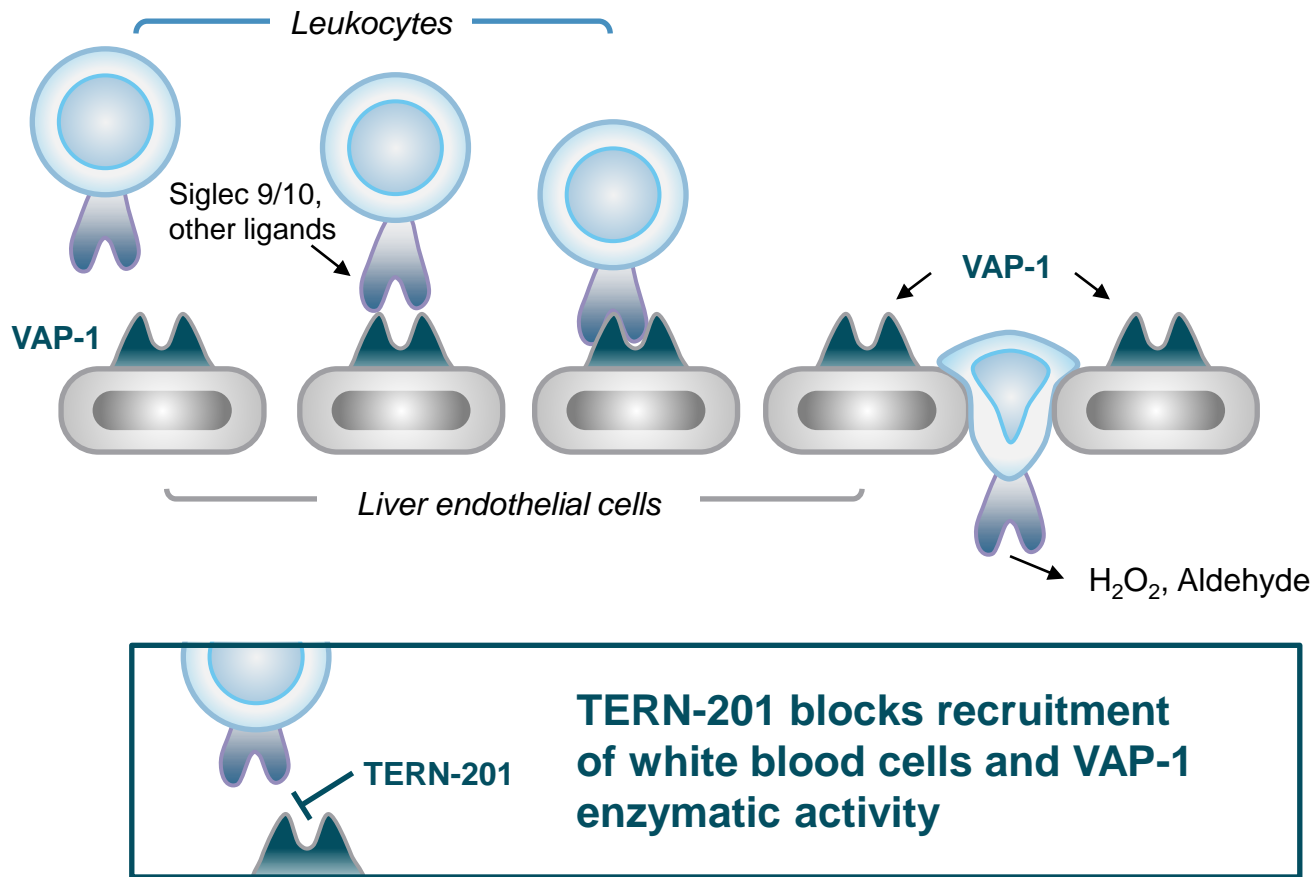




TERN-201: Highly-Selective VAP-1 Inhibitor

TERN-201: Differentiated VAP-1 Inhibitor

VAP-1 recruits white blood cells to the liver and increases inflammation and fibrosis

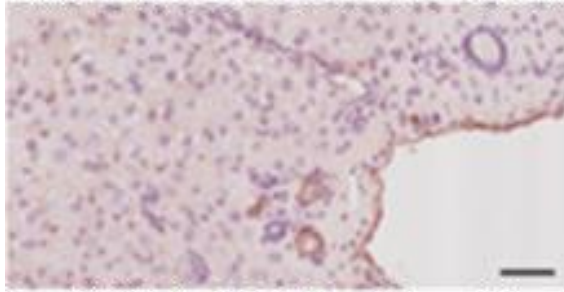


- TERN-201 is a highly-selective inhibitor of Vascular Adhesion Protein-1 (VAP-1) with **sustained target engagement**
- Other VAP-1 inhibitors have demonstrated **meaningful NASH biomarker improvements** in clinical trials, but also resulted in off-target MAO inhibition
- TERN-201 demonstrated **sustained VAP-1 inhibition & minimal potential for off-target effects** in Phase 1
- Phase 1b AVIATION NASH Trial initiated in June 2021; **top-line data expected in 1Q 2022**

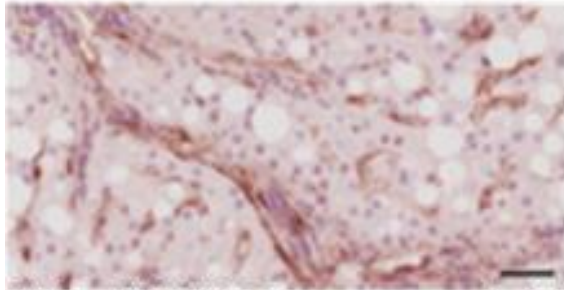
TERN-201 Targets VAP-1 Expression in NASH

Strong correlation between increasing fibrosis and VAP-1 over-expression

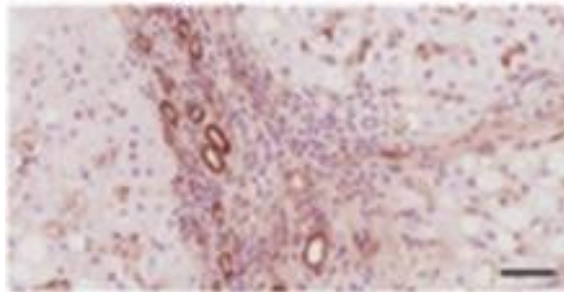
Mild



**Moderate/
Severe**

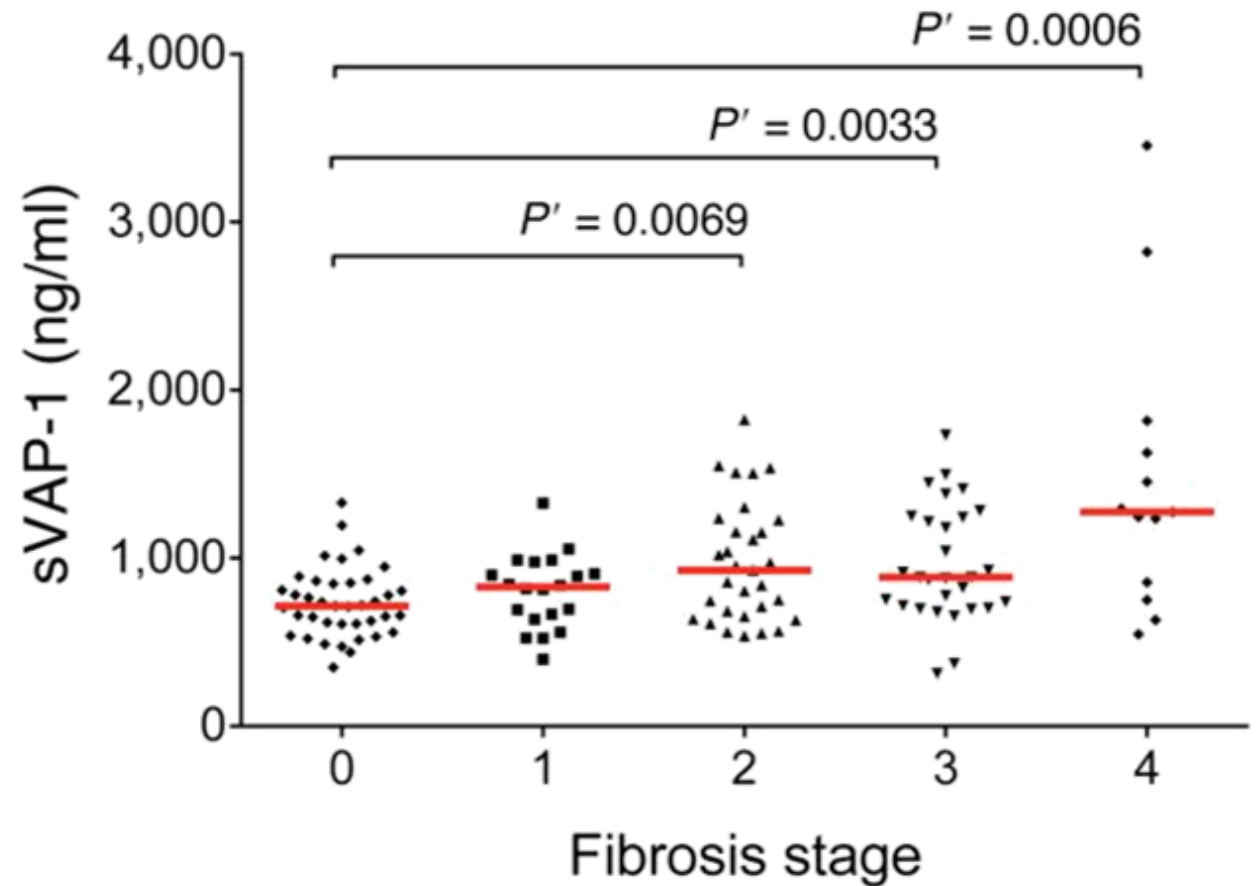


Cirrhosis



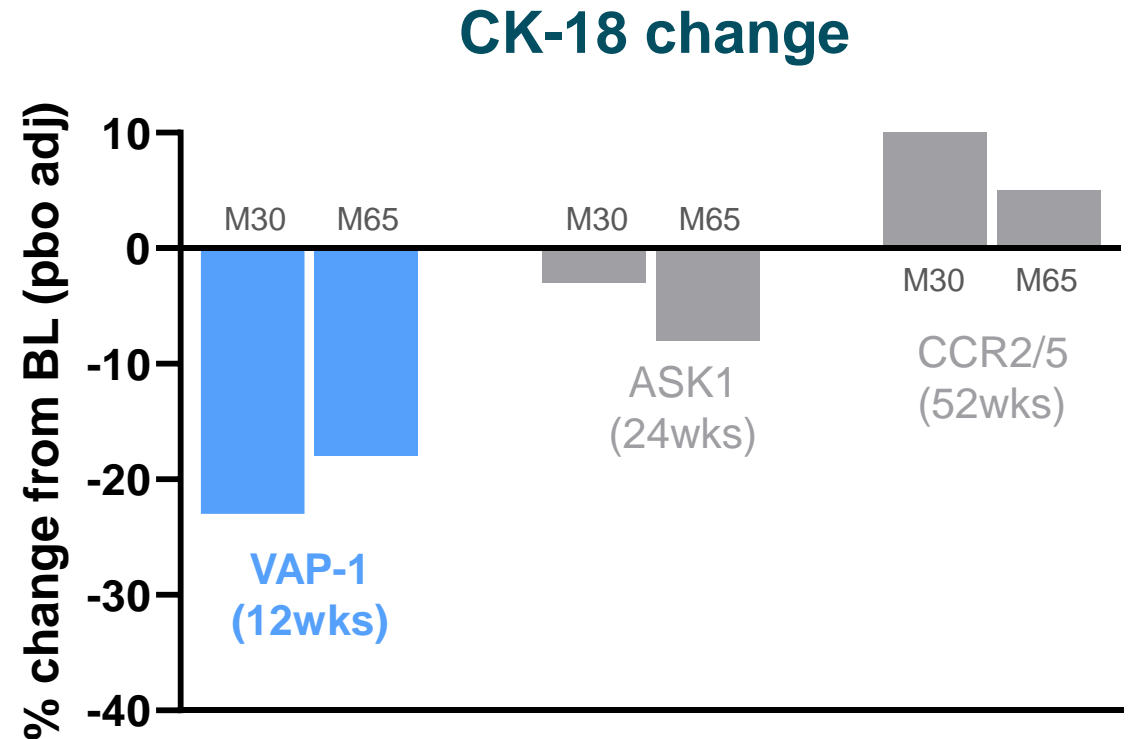
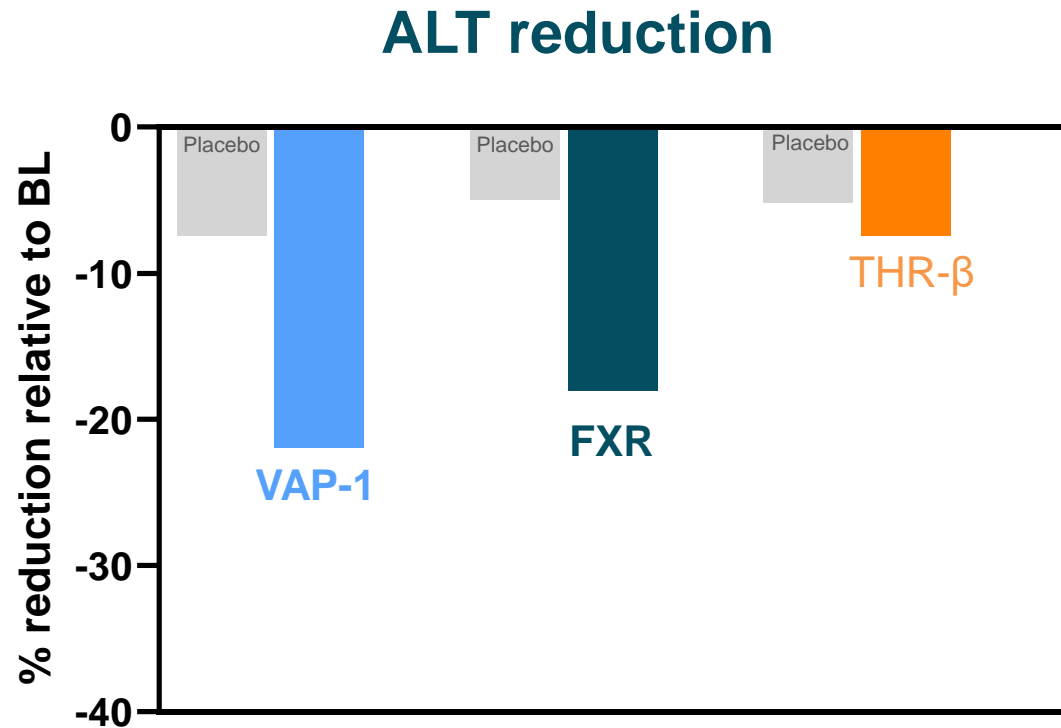
Brown stain = VAP-1

Serum sVAP-1 correlates with fibrosis



VAP-1 Inhibition Reduces ALT and CK-18 in NASH Patients

ALT and CK-18 decreases indicate potential for decreased inflammation and liver injury

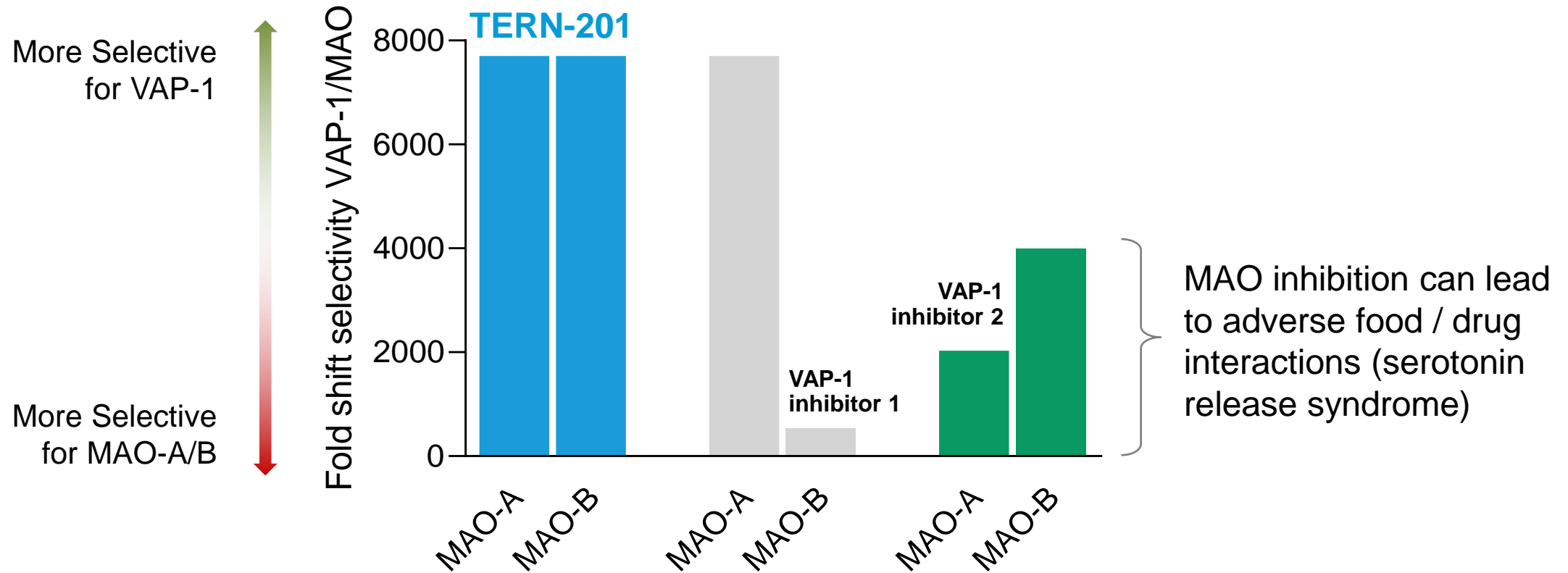


Source: (LEFT) VAP-1 data from BI 1467335 (10mg) Phase 2a, 12-week NASH study from [clinicaltrials.gov](https://clinicaltrials.gov/ct2/show/study/NCT03166735) (NCT03166735), FXR data from TERN-101 (10mg) at week 12 and THR-β data from resmetirom from [Lancet 2019; 394: 2012-24.8](https://doi.org/10.1016/S0140-6736(19)30484-8); (RIGHT) CK-18: cytokeratin 18; M30 measures apoptosis and M65 measures apoptosis and necrosis. VAP-1 data from BI 1467335 (10mg) Phase 2a, 12-week NASH study from [clinicaltrials.gov](https://clinicaltrials.gov/ct2/show/study/NCT03166735) (NCT03166735), ASK1 data from selonsertib (18mg) Phase 2, 24-weeks NASH study from [Hepatology. 2018; 67\(2\): 549-559](https://doi.org/10.1016/j.jhep.2018.05.011); CCR2/5 data from cenicriviroc (150mg) Phase 2, 52-week NASH study from [Hepatology. 2018; 67\(5\): 1754-1767](https://doi.org/10.1016/j.jhep.2018.05.011)

TERN-201: Potent, Highly-Selective VAP-1 Inhibitor

VAP-1 inhibitor with high liver penetration and selectivity for VAP-1 over MAO

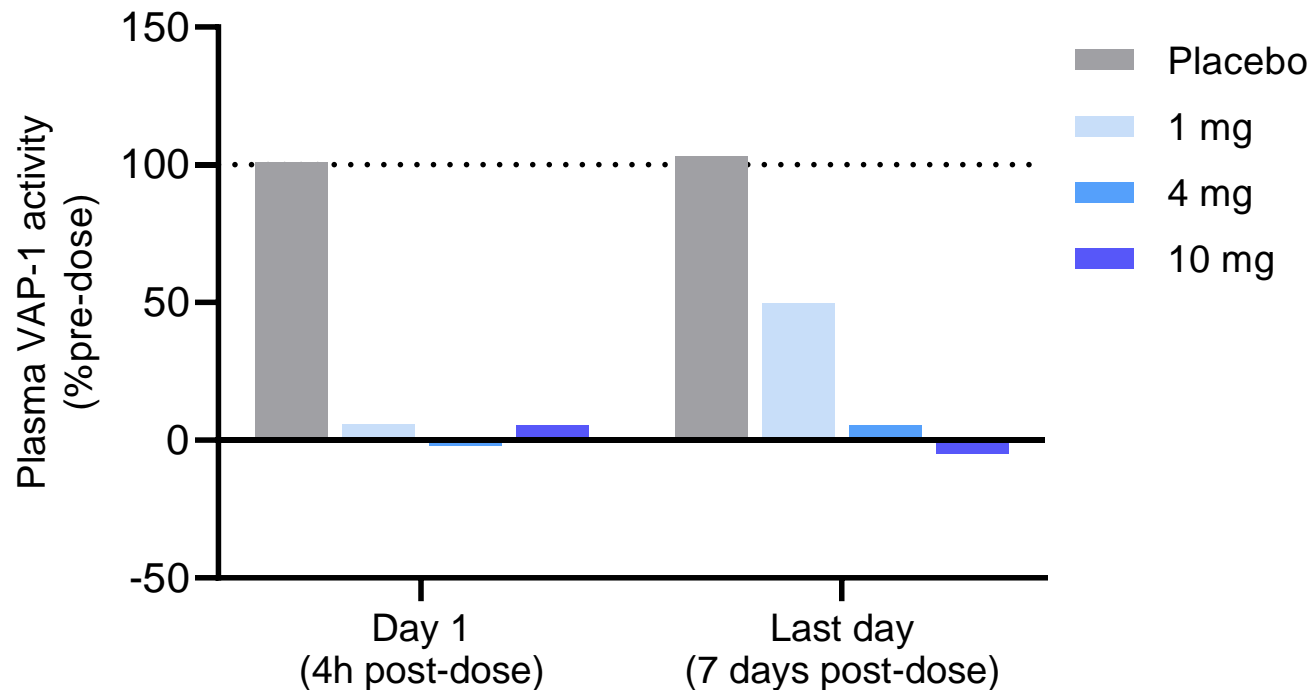
TERN-201: Improved Selectivity for VAP-1 / MAO



TERN-201: Complete Inhibition of Soluble VAP-1

Potent and sustained target engagement

Inhibition of VAP-1 plasma SSAO activity



- Full suppression of plasma VAP-1 activity with all single and multiple doses
- VAP-1 suppression maintained up to 7 days after a single dose
- Safe and well tolerated through 14 days of dosing

AVIATION Phase 1b Adaptive Trial Design Provides Multiple Readouts in 2022

cT1 data will assess fibro-inflammatory effects in NASH patients

Trial Design

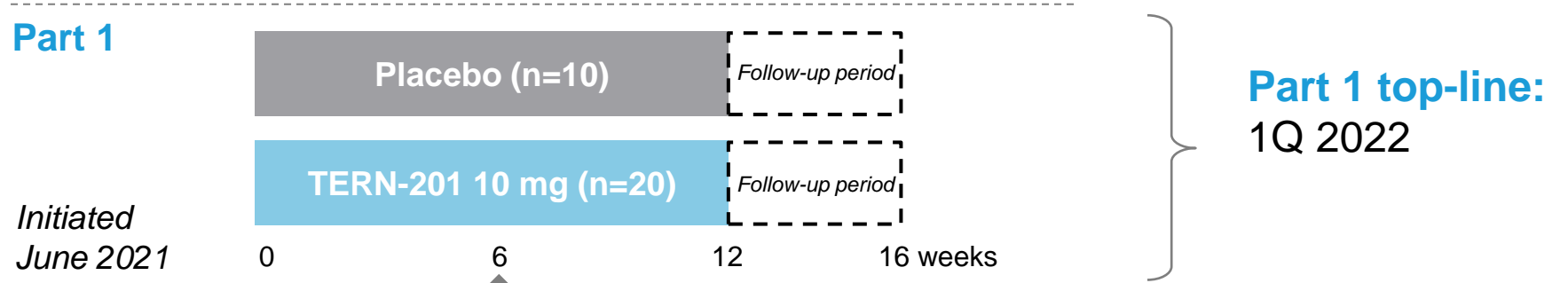
Population

- NASH patients (non-cirrhotic)
- cT1 > 800ms

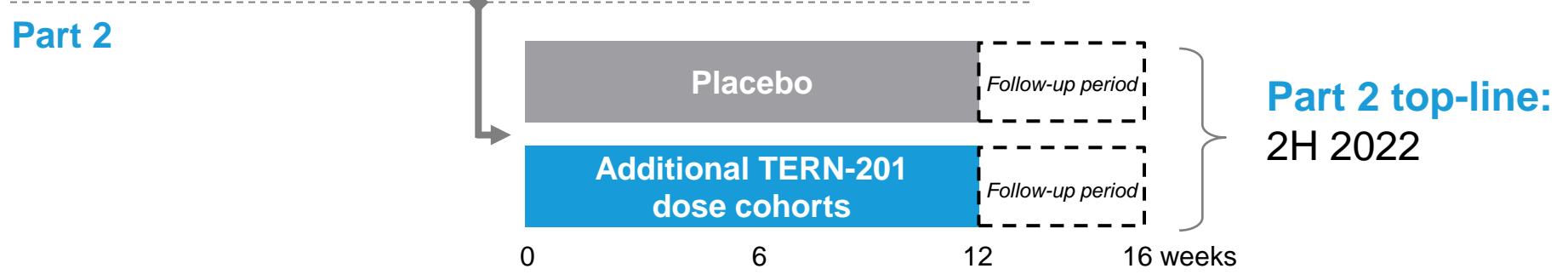
Endpoints

- Safety, tolerability
- cT1, CK-18, ALT
- Plasma VAP-1 activity

Part 1



Part 2



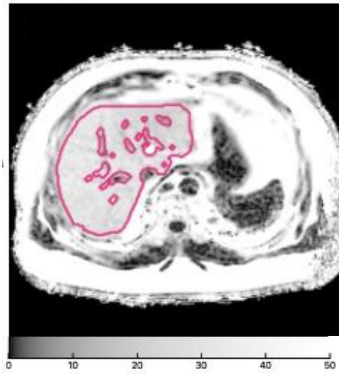
Multi-Parametric MRI

Provides information on steatosis, inflammation and fibrosis

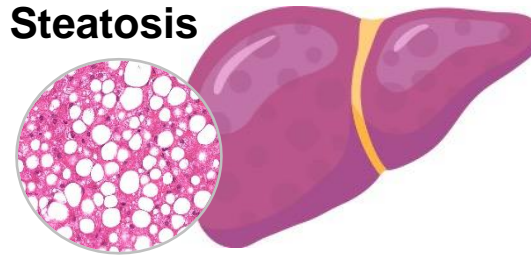
LiverMultiScan 



PDFF



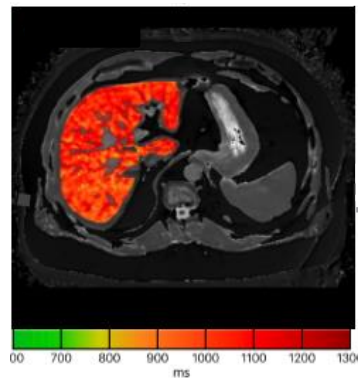
Steatosis



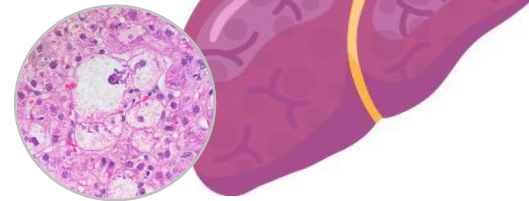
MRI-PDFF

Shown to correspond to histological measures of **steatosis**

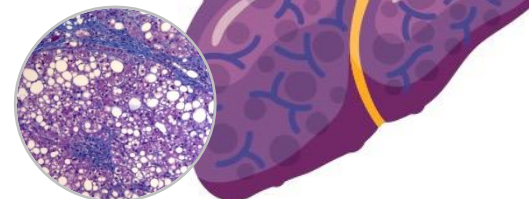
Corrected T1



Inflammation



Fibrosis



Corrected T1

Free-water content in tissue shown to increase in **inflammation and fibrosis**

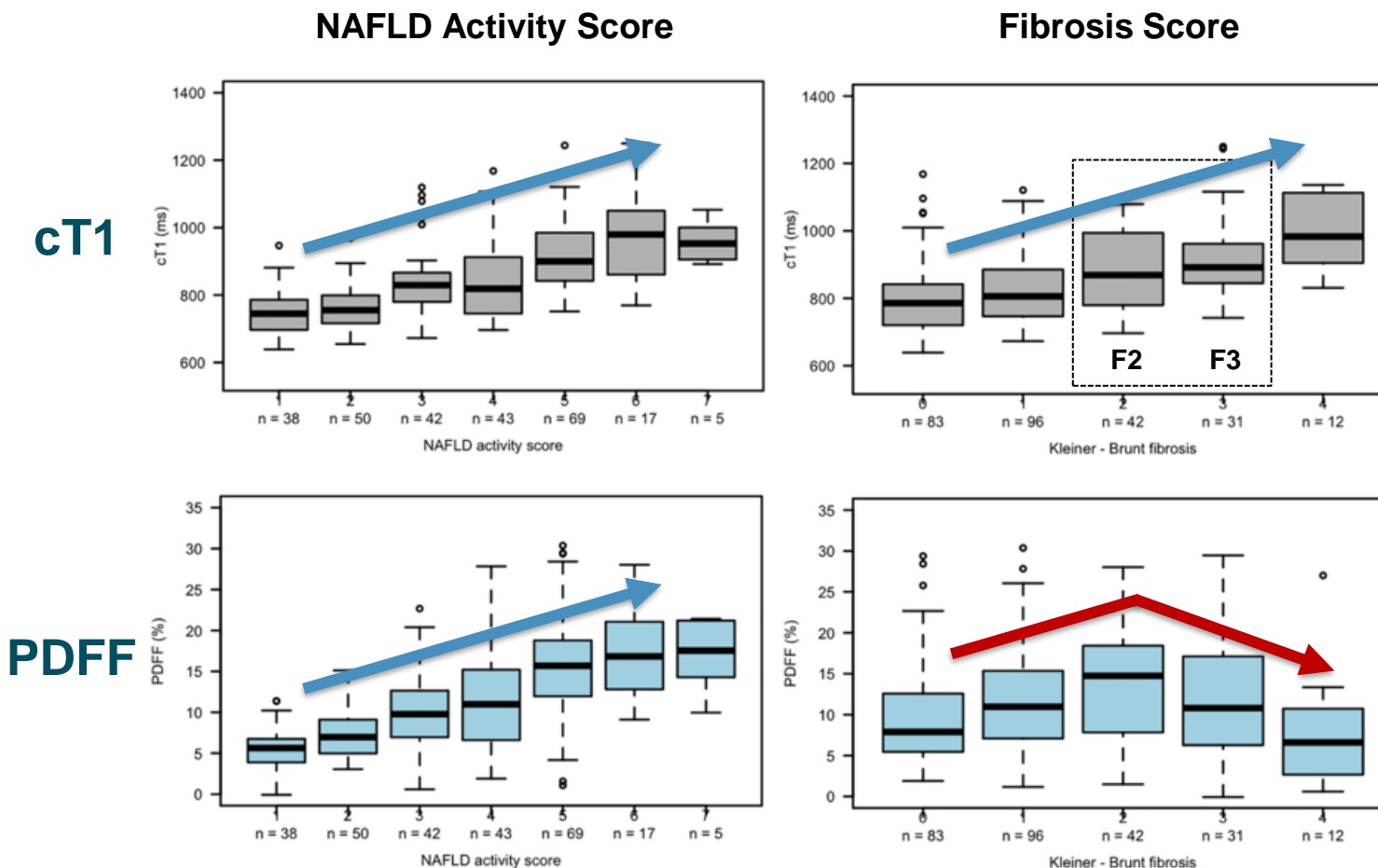
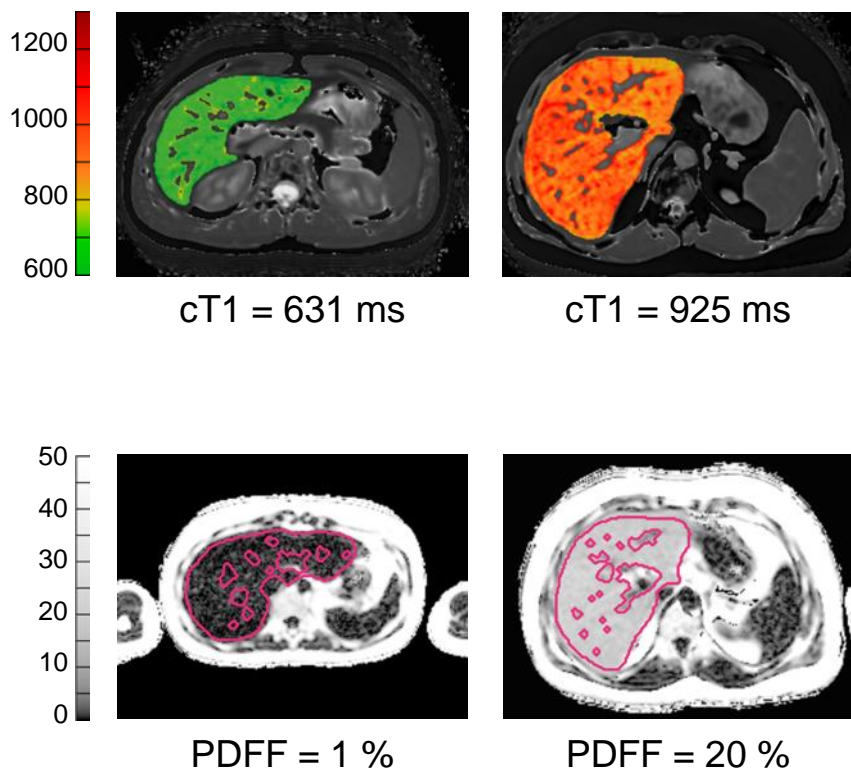
88 msec Δ cT1 \propto 2 point Δ NAS¹

Quantitative MRI metrics that correlate with histological markers of liver disease

cT1 is Correlated with Liver Histology

Both PDFF and cT1 correlate with NAFLD Activity Score, but only cT1 correlates with fibrosis

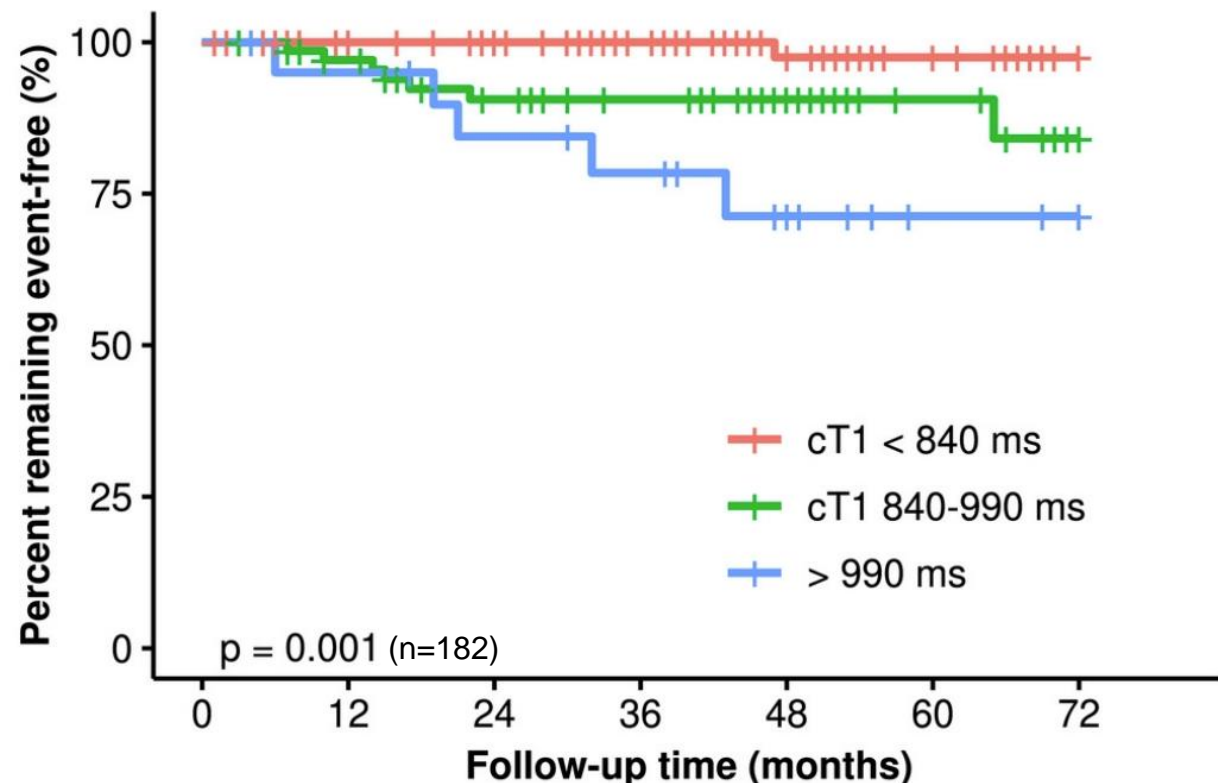
Example cT1 and PDFF Maps for Range of Values



cT1 was correlated with fibrosis and was *superior to PDFF* for detection of fibrosis and inflammation

cT1 is Significantly Correlated with Clinical Outcomes

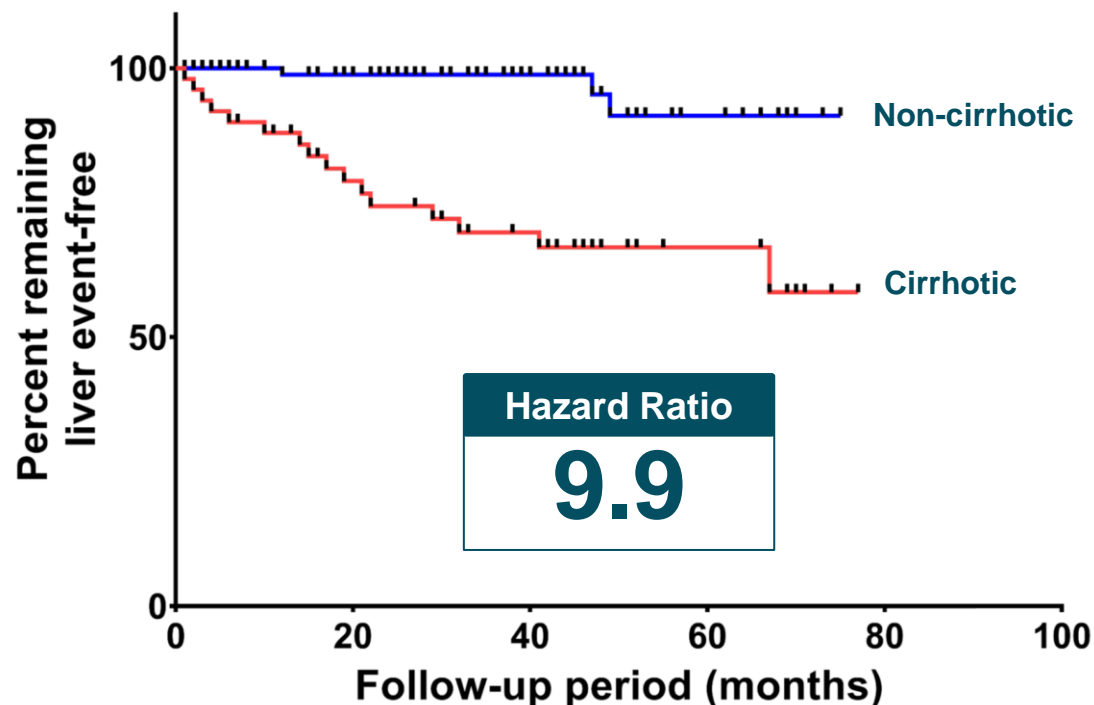
Event-free survival stratified by cT1 groups



- cT1 has established correlation with clinical outcomes¹
 - Liver cT1 (but not PDFF) is shown to strongly predict clinical outcomes in patients with chronic liver disease including NAFLD
 - Long-term outcomes being tracked in UK Biobank Imaging study of 100,000 individuals

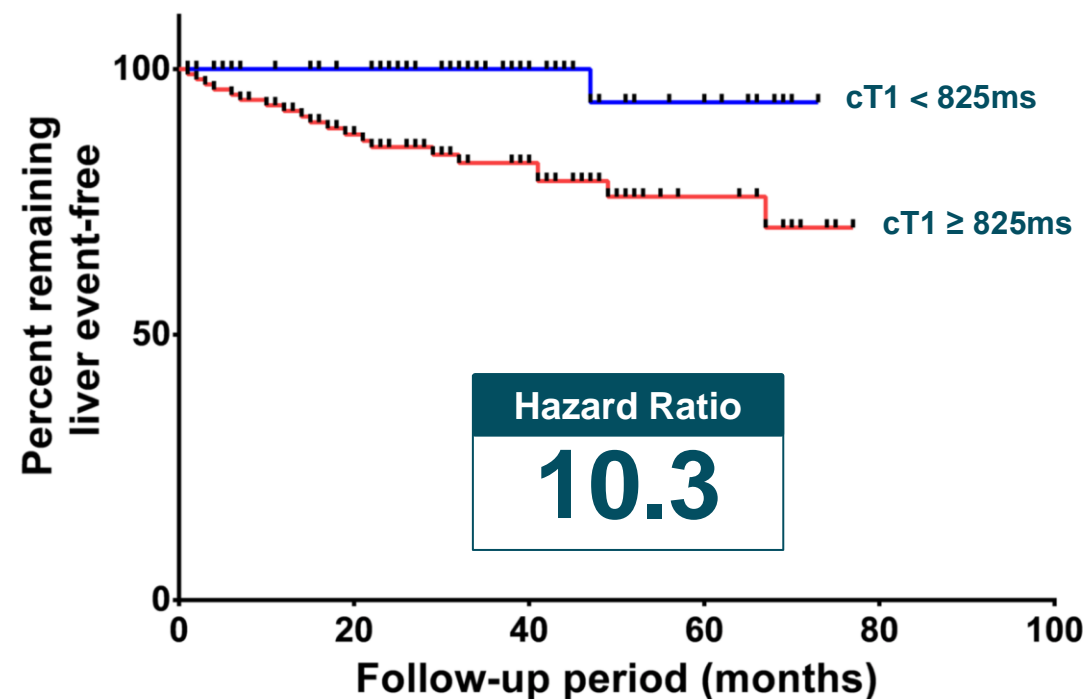
cT1 Equivalent to Biopsy in Predicting Clinical Outcomes

Liver Events by Cirrhosis Status



Kaplan-Meier curve for liver-related event free survival with patients stratified according to ISHAK score*
(n=150, median follow-up period: 35 months)

Liver Events by cT1 Status



Kaplan-Meier curve for liver-related event free survival with patients stratified according to cT1
(n=166, median follow-up period: 35 months)



TERNs

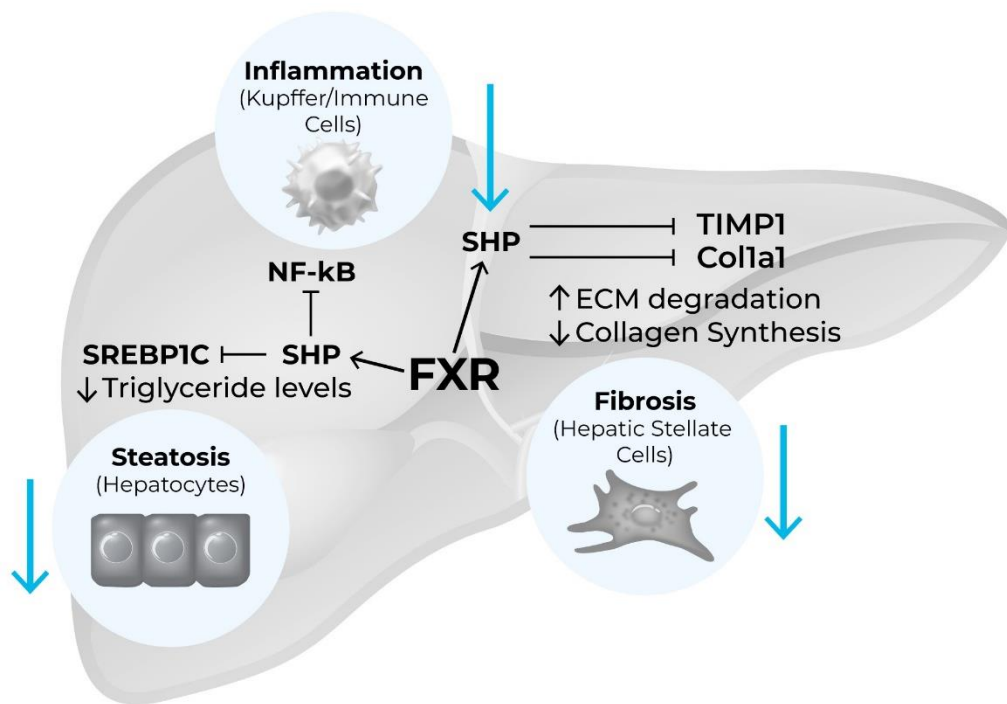
PHARMACEUTICALS

TERN-101: Liver-Distributed FXR Agonist with Differentiated Profile

TERN-101: A Differentiated FXR Agonist

A liver-distributed FXR agonist has the potential to address NASH by acting on the three key disease processes and cell types

- Liver-distributed, non-bile acid FXR agonist with **differentiated tolerability profile & improved target engagement**
- Some FXR agonists have demonstrated **significant histological NASH improvements** in clinical trials
 - But also resulted in substantial pruritus, adverse lipid changes & discontinuations
- TERN-101 demonstrated **sustained liver FXR activation & favorable tolerability profile** in Phase 1 and Phase 2 trials

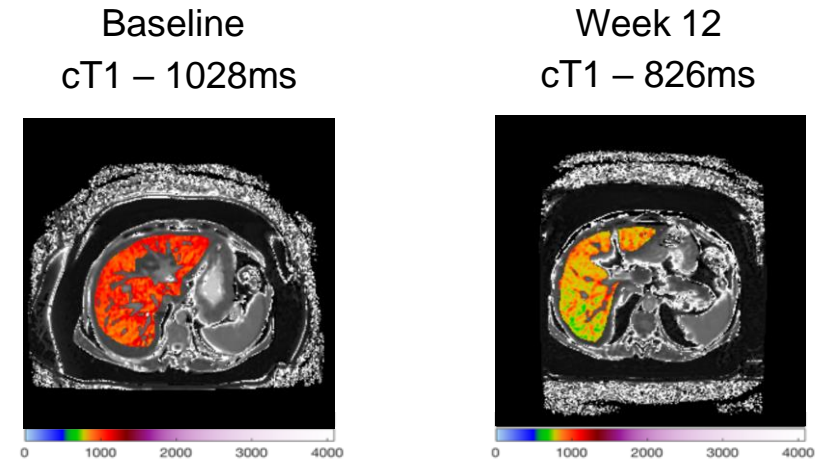


LIFT 3 Important Firsts for NASH Treatment

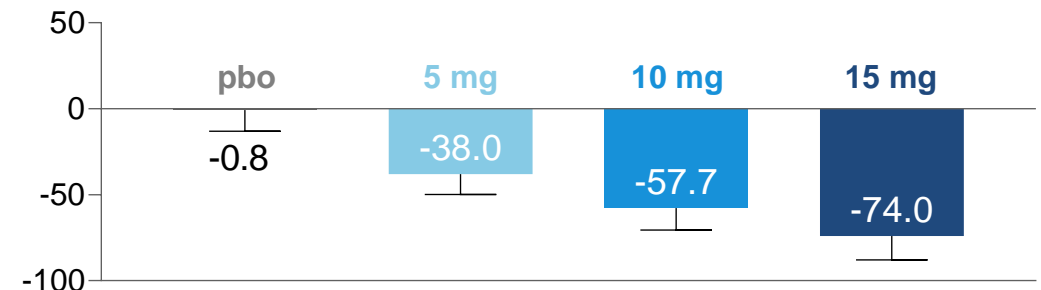
LIFT was a 12-week Phase 2 trial in NASH patients

- 1) First FXR agonist trial to demonstrate **no discontinuations due to AEs, including pruritus**
 - TERN-101 was generally well-tolerated with similar incidence of AEs across treatment groups
 - No treatment-related SAEs
- 2) First 12-week controlled trial in NASH to show **significant improvements in cT1**
 - cT1 is an imaging marker of liver inflammation and fibrosis linked to clinical outcomes¹
 - Also observed improvements in PDFF and liver enzymes
- 3) First FXR agonist planned to be **studied in combination with a THR- β agonist**
 - TERN-101 + TERN-501 Phase 2a to begin in 1H 22

TERN-101 10 mg – LIFT Patient Case Study



cT1 Mean Change from Baseline [msec] – week 12

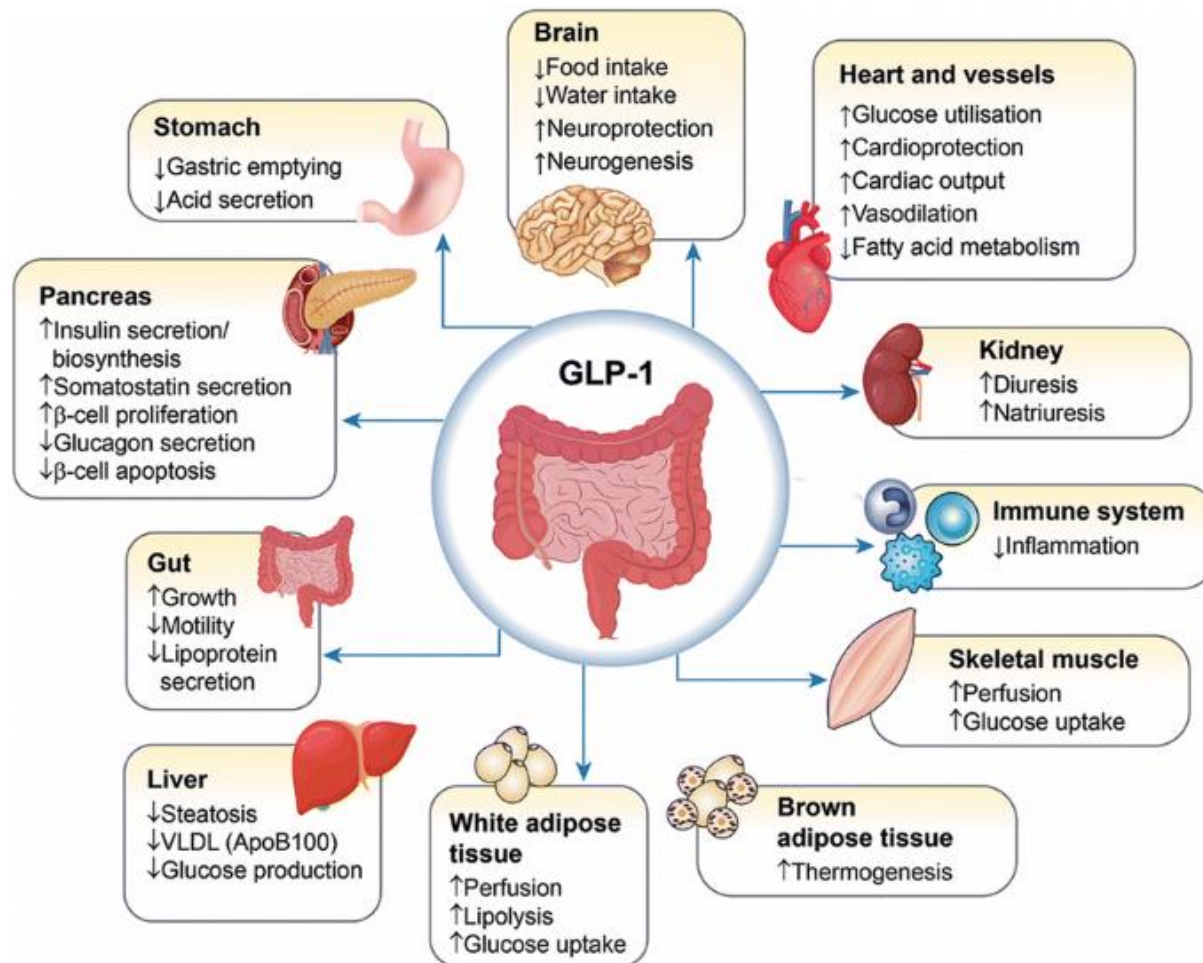




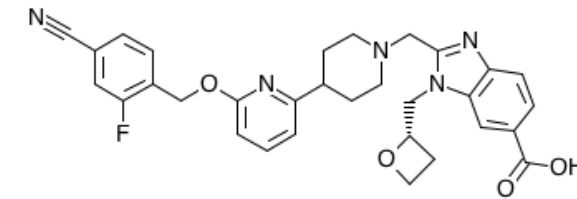
TERN-601: Oral GLP-1 Agonist with Differentiated Profile

TERN-601: Differentiated Oral GLP-1 Agonist

GLP-1 has demonstrated broad metabolic benefits



- Other oral GLP-1 agonists have demonstrated dose dependent efficacy on weight loss, HbA1c over 28-days, but are limited by twice-daily dosing or poor absorption and GI side effects



Reference standard: **danuglipron**

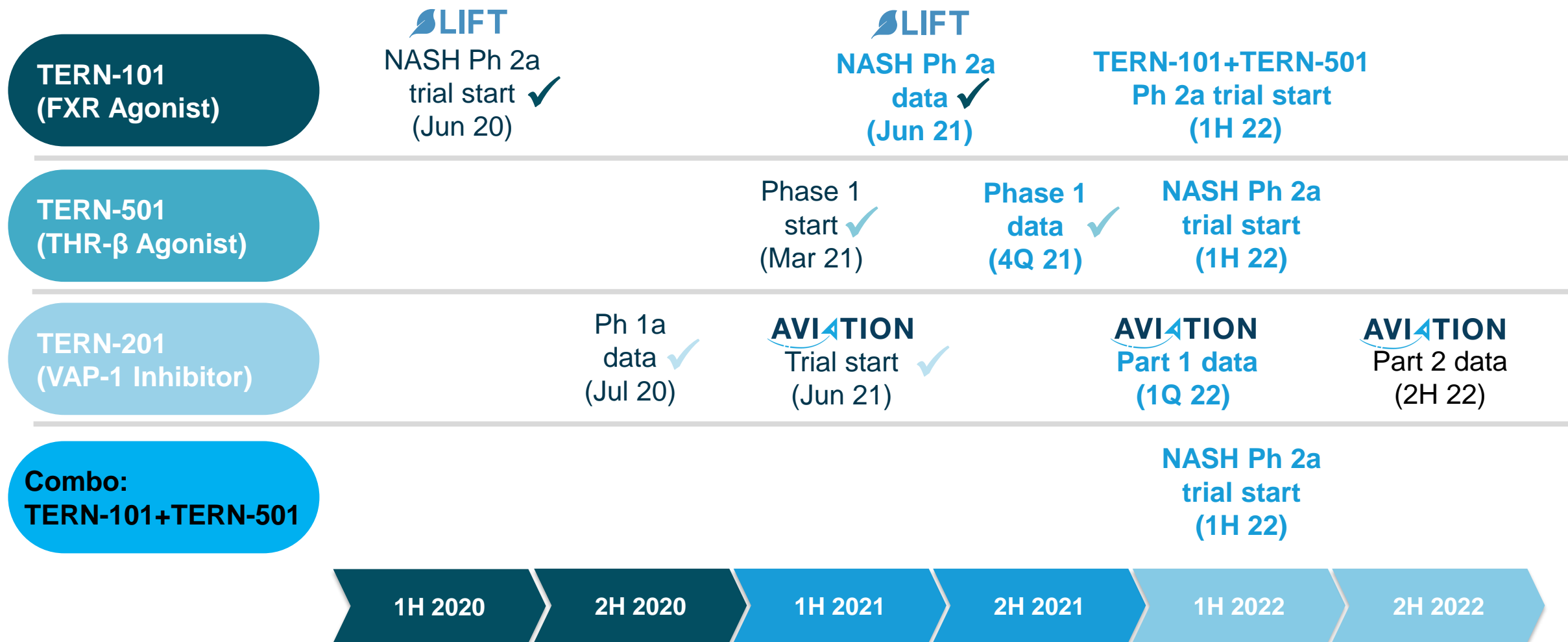
- Terns' TERN-601 program is selecting for molecules with differentiated properties:
 - Potent, safe and effective small molecule (non-peptide) with **oral once-daily dosing**
 - Suitable for **combination / co-formulation**
 - Applicability to **obesity, NASH and other indications**
- TERN-601 candidate nomination on track for YE21



Milestones, Finance and IP

Key Completed and Upcoming Milestones

Multiple clinical milestones in 2021/2022 in preparation for combo trials



Strong Financial Position

~\$177M

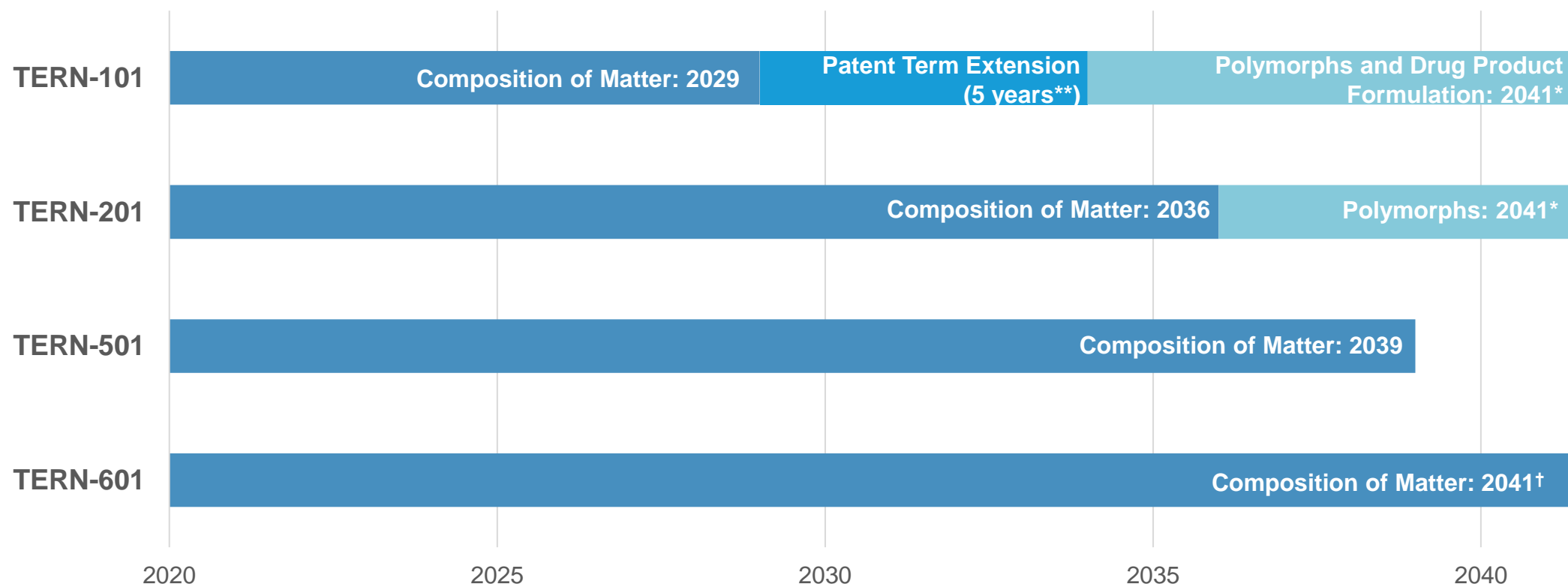
Cash &
equivalents as of
9/30/21

Runway into
2024

~25M
shares
outstanding*

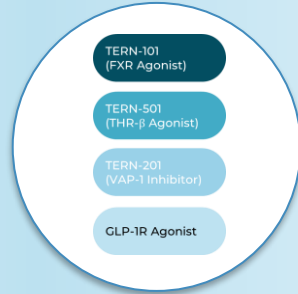
Terns: Robust Intellectual Property

- In addition to patents, 5-year NCE exclusivity (plus 30 month stay) expected to apply after approval
- Patent applications cover polymorphs, drug product formulation and combo approach



Terns: Multiple Differentiating Factors

Why this pipeline?



Four clinically-validated mechanisms

Why now?



Multiple near-term clinical catalysts

Why this team?



Deep NASH and combo experience

Mission. Vision. Core Values.

MISSION

To advance transformative medicines that address serious diseases

VISION

To pioneer significant innovations across the lifecycle of drug development

TRUST
Evolve
RESPECT
NURTURE
SOAR



Trust: empowered and accountable to do the right thing

Evolve: learning and growing from our successes, failures and changes in the environment

Respect: celebrating the diversity of our backgrounds, opinions and experiences

Nurture: fostering internal and external relationships

Soar: aiming high and being your best