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UNITED STATES DISTRICT COURT

NORTHERN DISTRICT OF CALIFORNIA

SHOSHANA MINZER, Plaintiff, vs. GLOBAL BLOOD THERAPEUTICS, INC., TED W. LOVE, GLENN F. PIERCE, DAWN A. SVORONOS, PHILIP A. PIZZO, ALEXIS A. THOMPSON, WENDY L. YARNO, SCOTT W. MORRISON, DEVAL L. PATRICK, and MARK L. PERRY, Defendants.	Case No. **COMPLAINT FOR VIOLATIONS OF THE FEDERAL SECURITIES LAWS** JURY TRIAL DEMANDED

Plaintiff Shoshana Minzer ("Plaintiff"), upon information and belief, including an examination and inquiry conducted by and through her counsel, except as to those allegations pertaining to Plaintiff, which are alleged upon personal belief, alleges the following for her Complaint:

NATURE OF THE ACTION

This is an action brought by Plaintiff against Global Blood Therapeutics, Inc. ("GBT" or the "Company") and the members of GBT's Board of Directors (the "Board" or the "Individual Defendants") for their violations of Sections 14(a) and 20(a) of the Securities Exchange Act of 1934 (the "Exchange Act"), 15 U.S.C. §§ 78n(a), 78t(a), and U.S. Securities and Exchange Commission ("SEC") Rule 14a-9, 17 C.F.R. § 240.14a-9, and to enjoin the vote on a proposed transaction, pursuant to which GBT will be acquired by Pfizer Inc. ("Pfizer") through Pfizer's subsidiary Ribeye Acquisition Corp. ("Merger Sub") (the "Proposed Transaction").

2. On August 8, 2022, GBT and Pfizer issued a joint press release announcing entry into an Agreement and Plan of Merger dated August 7, 2022 (the "Merger Agreement") to sell GBT to Pfizer. Under the terms of the Merger Agreement, each GBT stockholder will receive $68.50 in cash for each share of GBT common stock (the "Merger Consideration"). The Proposed Transaction is valued at approximately $5.4 billion.

3. On August 31, 2022, GBT filed a Schedule 14A Definitive Proxy Statement (the "Proxy Statement") with the SEC. The Proxy Statement, which recommends that GBT stockholders vote in favor of the Proposed Transaction, omits or misrepresents material information concerning, among other things: (i) the Company's projections; (ii) the data and inputs underlying the financial valuation analyses that support the fairness opinions provided by the Company's financial advisors J.P. Morgan Securities LLC ("J.P. Morgan") and Centerview Partners LLC ("Centerview"); and (iii) Centerview's potential conflicts of interest. Defendants authorized the issuance of the false and misleading Proxy Statement in violation of Sections 14(a) and 20(a) of the Exchange Act.

4. In short, unless remedied, GBT's public stockholders will be irreparably harmed because the Proxy Statement's material misrepresentations and omissions prevent them from making a sufficiently informed voting or appraisal decision on the Proposed Transaction. Plaintiff seeks to

enjoin the stockholder vote on the Proposed Transaction unless and until such Exchange Act violations are cured.

JURISDICTION AND VENUE

5. This Court has jurisdiction over the claims asserted herein for violations of Sections 14(a) and 20(a) of the Exchange Act and Rule 14a-9 promulgated thereunder pursuant to Section 27 of the Exchange Act, 15 U.S.C. § 78aa, and 28 U.S.C. §1331 (federal question jurisdiction).

6. The Court has jurisdiction over defendants because each defendant is either a corporation that conducts business in and maintains operations in this District, or is an individual who has sufficient minimum contacts with this District to render the exercise of jurisdiction by this Court permissible under traditional notions of fair play and substantial justice.

7. Venue is proper in this District under Section 27 of the Exchange Act, 15 U.S.C. § 78aa, as well as under 28 U.S.C. § 1391 because: (i) the Company is headquartered in this District; (ii) one or more of the defendants either resides in or maintains executive offices in this District; and (iii) defendants have received substantial compensation in this District by doing business here and engaging in numerous activities that had an effect in this District.

THE PARTIES

8. Plaintiff is, and has been at all times relevant hereto, a continuous stockholder of GBT.

9. Defendant GBT is a Delaware corporation, with its principal executive offices located at 181 Oyster Point Boulevard, South San Francisco, California 94080. The Company engages in the discovery, development, and delivery of treatments for underserved patient communities with sickle cell disease ("SCD"). GBT's common stock trades on the Nasdaq Global Select Market under the ticker symbol "GBT."

10. Defendant Ted W. Love ("Love") has been President and Chief Executive Officer ("CEO") of the Company since June 2014, and a director since September 2013.

11. Defendant Glenn F. Pierce ("Pierce") has been a director of the Company since February 2016.

12. Defendant Dawn A. Svoronos ("Svoronos") has been a director of the Company since December 2018.

13. Defendant Philip A. Pizzo ("Pizzo") has been a director of the Company since September 2015.

14. Defendant Alexis A. Thompson ("Thompson") has been a director of the Company since March 2021.

15. Defendant Wendy L. Yarno ("Yarno") has been a director of the Company since December 2017.

16. Defendant Scott W. Morrison ("Morrison") has been a director of the Company since January 2016.

17. Defendant Deval L. Patrick ("Patrick") has been a director of the Company since May 2020, as well as from April 2015 to November 2019.

18. Defendant Mark L. Perry ("Perry") has been a director of the Company since April 2015.

19. Defendants identified in paragraphs 10-18 are referred to herein as the "Board" or the "Individual Defendants."

OTHER RELEVANT ENTITIES

20. Pfizer is a research-based, global biopharmaceutical company. Pfizer applies science and its global resources to bring therapies to people that extend and significantly improve their lives through the discovery, development, manufacturing, marketing, sale, and distribution of biopharmaceutical products worldwide. Pfizer works across developed and emerging markets to

advance wellness, prevention, treatments, and cures. For the year ended December 31, 2021, Pfizer generated revenues of $81.3 billion and employed approximately 79,000 people worldwide.

21. Merger Sub is a Delaware corporation and a wholly-owned subsidiary of Pfizer.

SUBSTANTIVE ALLEGATIONS

Background of the Company

22. Founded in 2011, GBT is a biopharmaceutical company dedicated to the discovery, development and delivery of life-changing treatments that provide hope to underserved patient communities, starting with SCD, a lifelong, devastating inherited blood disorder. The Company has introduced Oxbryta (voxelotor), the first Food and Drug Administration-approved medicine that directly inhibits sickle hemoglobin (HbS) polymerization, the root cause of red blood cell sickling in SCD. GBT is also advancing its pipeline program in SCD with inclacumab, a P-selectin inhibitor in Phase 3 development to address pain crises associated with the disease, and GBT021601 (GBT601), the Company's next generation HbS polymerization inhibitor. In addition, GBT's drug discovery teams are working on new targets to develop the next generation of treatments for SCD.

23. On May 4, 2022, GBT announced its second quarter 2022 financial results and business developments. With more than 1,200 new prescriptions for Oxbryta® (voxelotor) in the first quarter, the Company recorded Oxbryta® net sales of $55.2 million during the period, an increase of 41% year over year. GBT also launched Oxbryta® in the United Arab Emirates ("UAE") via the Company's distributor partnership with Biopharma-MEA. Reflecting on GBT's results, defendant Love stated:

> In the first quarter, we achieved two major milestones in our journey to expand patient access to Oxbryta. In the U.S., we launched Oxbryta for patients ages 4 to 11, including a new age-appropriate formulation, giving us the potential to expand our reach to more SCD patients. We've received positive feedback on the launch, with encouraging trends during the quarter in new prescriptions for this age group as well as some incremental growth for the ages 12 and older population. In addition, we received marketing authorization from the European Commission for Oxbryta, making

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