

**IN THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

JONATHAN RAUL,

Plaintiff,

v.

ALEXION PHARMACEUTICALS,
INC., DAVID R. BRENNAN,
CHRISTOPHER J. COUGHLIN,
DEBORAH DUNSIRE, PAUL A.
FRIEDMAN, LUDWIG HANTSON,
JOHN T. MOLLEN, FRANCOIS
NADER, JUDITH A. REINSDORF, and
ANDREAS RUMMELT,

Defendants.

Civil Action No.

**COMPLAINT FOR VIOLATIONS
OF THE FEDERAL SECURITIES
LAWS**

JURY TRIAL DEMANDED

Plaintiff Johnathan Raul (“Plaintiff”) by and through his undersigned attorneys, brings this action on behalf of himself, and alleges the following based upon personal knowledge as to those allegations concerning Plaintiff and, as to all other matters, upon the investigation of counsel, which includes, without limitation: (a) review and analysis of public filings made by Alexion Pharmaceuticals, Inc. (“Alexion” or the “Company”) and other related parties and non-parties with the United States Securities and Exchange Commission (“SEC”); (b) review and analysis of press releases and other publications disseminated by certain of the Defendants (defined below) and other related non-parties; (c) review of news articles, shareholder communications, and postings on the Company’s website concerning the Company’s public

statements; and (d) review of other publicly available information concerning Alexion and the Defendants.

SUMMARY OF THE ACTION

1. This is an action brought by Plaintiff against Alexion and the Company's Board of Directors (the "Board" or the "Individual Defendants") for their violations of Section 14(a) and 20(a) of the Securities Exchange Act of 1934, 15.U.S.C. §§ 78n(a), 78t(a), and SEC Rule 14a-9, 17 C.F.R. 240.14a-9, in connection with the proposed sale of the Company to AstraZeneca PLC ("Parent"), Delta Omega Sub Holdings Inc. ("Bidco"), Delta Omega Sub Holdings Inc. 1 ("Merger Sub I"), and Delta Omega Sub Holdings LLC 2 ("Merger Sub II," and together with Parent, Bidco, and Merger Sub I, "AstraZeneca"). (the "Proposed Transaction").

2. On December 12, 2020, the Company entered into an Agreement and Plan of Merger (the "Merger Agreement") with AstraZeneca. Pursuant to the terms of the Merger Agreement the Company's shareholders will receive 2.1243 American depository shares of Parent and \$60.00 in cash per share of Alexion owned (the "Merger Consideration").

3. On February 19, 2021, in order to convince the Company's shareholders to vote in favor of the Proposed Transaction, the Board authorized the filing of a materially incomplete and misleading registration statement with the SEC on Form F-4 (the "Registration Statement"), in violation of Sections 14(a) and 20(a) of the Exchange Act.

4. For these reasons, and as set forth in detail herein, Plaintiff asserts claims against Alexion and the Board for violations of Sections 14(a) and 20(a) of the Exchange Act and Rule 14a-9. Plaintiff seeks to enjoin Defendants from taking any steps to consummate the Proposed Transaction unless and until the material information discussed below is disclosed to Alexion shareholders before the vote on the Proposed Transaction or, in the event the Proposed

Transaction is consummated, recover damages resulting from the Defendants' violations of the Exchange Act.

JURISDICTION AND VENUE

5. This Court has subject matter jurisdiction over all claims asserted herein pursuant to Section 27 of the Exchange Act, 15 U.S.C. § 78aa, and 28 U.S.C. § 1331, as Plaintiff alleges violations of Sections 14(a) and 20(a) of the Exchange Act.

6. This Court has personal jurisdiction over all of the Defendants because each is either a corporation that conducts business in, solicits shareholders in, and/or maintains operations within, this District, or is an individual who is either present in this District for jurisdictional purposes or has sufficient minimum contacts with this District so as to make the exercise of jurisdiction by this Court permissible under traditional notions of fair play and substantial justice.

7. Venue is proper under 28 U.S.C. § 1391 because a substantial portion of the transactions and wrongs complained of herein occurred in this District.

THE PARTIES

8. Plaintiff is, and has been at all times relevant hereto, the owner of Alexion shares.

9. Defendant Alexion is incorporated under the laws of Delaware and has its principal executive offices located at 121 Seaport Boulevard, Boston, Massachusetts 02210. The Company's common stock trades on the NASDAQ under the symbol "ALXN."

10. Defendant David R. Brennan ("Brennan") is and has been the Chairman of the Board of Alexion at all times during the relevant time period.

11. Defendant Christopher J. Coughlin ("Coughlin") is and has been a director of Alexion at all times during the relevant time period.

12. Defendant Deborah Dunsire (“Dunsire”) is and has been a director of Alexion at all times during the relevant time period.

13. Defendant Paul A. Friedman (“Friedman”) is and has been a director of Alexion at all times during the relevant time period.

14. Ludwig Hantson (“Hantson”) is and has been the Chief Executive Officer and a director of Alexion at all times during the relevant time period.

15. Defendant John T. Mollen (“Mollen”) is and has been a director of Alexion at all times during the relevant time period.

16. Defendant Francois Nader (“Nader”) is and has been a director of Alexion at all times during the relevant time period.

17. Defendant Judith A. Reinsdorf (“Reinsdorf”) is and has been a director of Alexion at all times during the relevant time period.

18. Defendant Andreas Rummelt (“Rummelt”) is and has been a director of Alexion at all times during the relevant time period.

19. Defendants Brennan, Coughlin, Dunsire, Friedman, Hantson, Mollen, Nader, Reinsdorf, and Rummelt are collectively referred to herein as the “Individual Defendants.”

20. The Individual Defendants, along with Defendant Alexion, are collectively referred to herein as “Defendants.”

SUBSTANTIVE ALLEGATIONS

Background of the Company

21. Alexion is a global biopharmaceutical company focused on serving patients and families affected by rare diseases and devastating conditions through the discovery, development and commercialization of medicines. Alexion has developed and commercializes two approved

complement inhibitors to treat patients with paroxysmal nocturnal hemoglobinuria (PNH) and atypical hemolytic uremic syndrome (aHUS), as well as the first and only approved complement inhibitor to treat anti-acetylcholine receptor (AChR) antibody-positive generalized myasthenia gravis (gMG) and neuromyelitis optica spectrum disorder (NMOSD) in patients who are anti-aquaporin-4 (AQP4) antibody positive. Alexion also has two enzyme replacement therapies and the first and only approved therapies for patients with life-threatening and ultra-rare metabolic disorders, hypophosphatasia (HPP) and lysosomal acid lipase deficiency (LAL-D) as well as the first and only approved Factor Xa inhibitor reversal agent.

22. In addition to its marketed therapies, the Company has a diverse pipeline resulting from internal innovation and business development. The Company is developing several mid-to-late-stage therapies, including a copper-binding agent for Wilson disease, an anti-neonatal Fc receptor (FcRn) antibody for rare Immunoglobulin G (IgG)-mediated diseases and an oral Factor D inhibitor as well as several early-stage therapies, including one for light chain (AL) amyloidosis, a second oral Factor D inhibitor and a third complement inhibitor.

The Company Announces the Proposed Transaction

23. On December 12, 2020, the Company jointly issued a press release announcing the Proposed Transaction. The press release stated in part:

AstraZeneca and Alexion Pharmaceuticals, Inc. (Alexion) have entered into a definitive agreement for AstraZeneca to acquire Alexion.

Alexion shareholders will receive \$60 in cash and 2.1243 AstraZeneca American Depositary Shares (ADSs) (each ADS representing one-half of one (1/2) ordinary share of AstraZeneca, as evidenced by American Depositary Receipts (ADRs)) for each Alexion share. Based on AstraZeneca's reference average ADR price of \$54.14, this implies total consideration to Alexion shareholders of \$39bn or \$175 per share.

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