



Xenon Pharmaceuticals Announces Proposed Public Offering

November 29, 2023

VANCOUVER, British Columbia, Nov. 29, 2023 (GLOBE NEWSWIRE) -- Xenon Pharmaceuticals Inc. (Nasdaq:XENE) ("Xenon"), a neurology-focused biopharmaceutical company, today announced that it has commenced an underwritten public offering of \$225.0 million of its common shares and, in lieu of common shares to certain investors that so choose, pre-funded warrants to purchase common shares, pursuant to its existing shelf registration statement. All of the common shares and pre-funded warrants in this offering are being offered by Xenon. In addition, Xenon intends to grant the underwriters an option for a period of 30 days to purchase up to an additional \$33.75 million of common shares at the public offering price, less the underwriting discounts and commissions. The proposed offering is subject to market and other conditions, and there can be no assurance as to whether or when the offering may be completed.

J.P. Morgan, Jefferies, BofA Securities, Stifel, and RBC Capital Markets are acting as joint book-running managers for the proposed offering.

An automatically effective shelf registration statement relating to the securities offered in the proposed public offering described above was filed with the Securities and Exchange Commission (SEC) on October 4, 2021. The proposed offering will be made only by means of a written prospectus and prospectus supplement that form a part of the registration statement. A preliminary prospectus supplement and accompanying prospectus relating to the proposed offering will be filed with the SEC and will be available on the SEC's website at www.sec.gov. Copies of the preliminary prospectus supplement and the accompanying prospectus, when available, may also be obtained by contacting J.P. Morgan Securities LLC, c/o Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, NY 11717, by telephone at (866) 803-9204, or by email at prospectus-eq_fi@jpmchase.com; Jefferies LLC, Attention: Equity Syndicate Prospectus Department, 520 Madison Avenue, New York, NY 10022, by telephone at (212) 284-2300, or by email at prospectus_department@jefferies.com; BofA Securities, Attention: Prospectus Department, NC1-0220-02-25, 201 North Tryon Street, Charlotte, NC 28255-0001, by email at dq.prospectus_requests@bofa.com; Stifel, Nicolaus & Company, Incorporated, Attention: Syndicate, One Montgomery Street, Suite 3700, San Francisco, CA 94104, by telephone at (415) 364-2720, or by email at syndprospectus@stifel.com; or RBC Capital Markets, LLC, Attention: Equity Capital Markets, 200 Vesey Street, New York, NY 10281, by telephone at (877) 822-4089, or by email at equityprospectus@rbccm.com.

No securities are being offered or sold, directly or indirectly, in Canada or to any resident of Canada.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy the securities being offered, nor shall there be any sale of the securities being offered in any state or other jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such state or other jurisdiction.

Safe Harbor Statement

This press release contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934 and the Private Securities Litigation Reform Act of 1995 and Canadian securities laws. These forward-looking statements are not based on historical fact and include statements regarding the anticipated public offering. These forward-looking statements are based on current assumptions that involve risks, uncertainties and other factors that may cause the actual results, events or developments to be materially different from those expressed or implied by such forward-looking statements. These risks and uncertainties, many of which are beyond our control, include, but are not limited to, uncertainties related to market conditions and the completion of the public offering on the anticipated terms or at all, the grant to the underwriters of the option to purchase additional shares, as well as the other risks identified in our filings with the SEC and the securities commissions in British Columbia, Alberta and Ontario. These forward-looking statements speak only as of the date hereof and we assume no obligation to update these forward-looking statements, and readers are cautioned not to place undue reliance on such forward-looking statements.

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Source: Xenon Pharmaceuticals Inc.