Theravance Biopharma, Inc. (NASDAQ: TBPH)

Investor Presentation

June 2019

Theravance Biopharma

Medicines That Make a Difference®

Forward Looking Statements

Under the safe harbor provisions of the U.S. Private Securities Litigation Reform Act of 1995, the company cautions investors that any forward-looking statements or projections made by the company are subject to risks and uncertainties that may cause actual results to differ materially from the forward-looking statements or projections.

Examples of forward-looking statements in this presentation may include the current dispute with Innoviva, Inc. and TRC LLC, statements relating to the company's strategies, plans and objectives, the company's regulatory strategies and timing of clinical studies (including the data therefrom), the potential characteristics, benefits and mechanisms of action of the company's product and product candidates, the potential that the company's research programs will progress product candidates into the clinic, the company's expectations for product candidates through development, potential regulatory approval and commercialization (including their differentiation from other products or potential products), product sales or profit share revenue and the company's expectations for its 2019 operating loss, excluding share-based compensation.

The company's forward-looking statements are based on the estimates and assumptions of management as of the date of this presentation and are subject to risks and uncertainties that may cause the actual results to be materially different than those projected, such as risks related to the nature of the current dispute with Innoviva and TRC LLC, the uncertainty of arbitration and litigation and the possibility that an arbitration award or litigation result involving the current dispute could be adverse to the company, delays or difficulties in commencing or completing clinical studies, the potential that results from clinical or non-clinical studies indicate product candidates are unsafe or ineffective (including when our product candidates are studied in combination with other compounds), delays or failure to achieve and maintain regulatory approvals for product candidates, risks of collaborating with third parties to discover, develop and commercialize products, risks associated with establishing and maintaining sales, marketing and distribution capabilities.

Other risks affecting the company are described under the heading "Risk Factors" and elsewhere in the company's Form 10-Q filed with the Securities and Exchange Commission (SEC) on May 10, 2019, and other periodic reports filed with the SEC.



Insight and Innovation in Novel Organ-selective Medicine TRANSFORMING TREATMENT OF SINGLE ORGAN DISEASES

Application of organ-selective expertise to biologically compelling targets

- Medicines designed to act locally at site of disease, with minimal systemic exposure, to expand therapeutic index
 - Improved efficacy and safety to offer transformational value to payers, patients and HCP's
 - Difficult-to-replicate design characteristics to provide sustainable competitive advantage

Proven development expertise to deliver innovation

- Integrated R&D approach accelerates time to pivotal studies (TD-1473, ampreloxetine)
- Partnerships to complement and expand existing expertise (TD-1473, YUPELRI®)
- Established commercial infrastructure surrounds value proposition (YUPELRI®)

Strong capital position

- Cash of \$434M as of March 31, 2019¹
- Royalties for GSK's TRELEGY ELLIPTA, the first and only once-daily single inhaler triple therapy²
- Commercial launch of YUPELRI®, the first and only once-daily nebulized LAMA for treatment of COPD



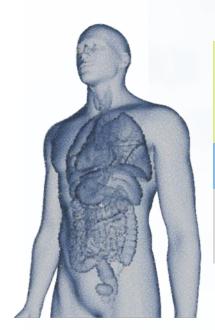
Cash, cash equivalents, and marketable securities

² TBPH holds 85% economic interest in upward-tiering royalty stream of 6.5% – 10% payable by GSK (net of TRC LLC expenses paid and the amount of cash, if any, expected to be used by TRC pursuant to the TRC LLC Agreement over the next four fiscal quarters).

Organ-selective Approach COMPOUNDS DESIGNED TO FULLY HARNESS INTENDED BIOLOGY

Conventional Systemic Compound

- Often unable to achieve maximal efficacy due to dose limiting safety
- Narrow therapeutic index



DOSE-LIMITING SAFETY

EFFECTIVE

NON-EFFECTIVE

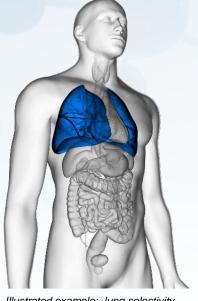
Theravance Biopharma Organ-selective Compound

- Opportunity to increase dose for improved efficacy, without cost of systemic safety risk
- Expanded therapeutic index

DOSE-LIMITING SAFETY

EFFECTIVE

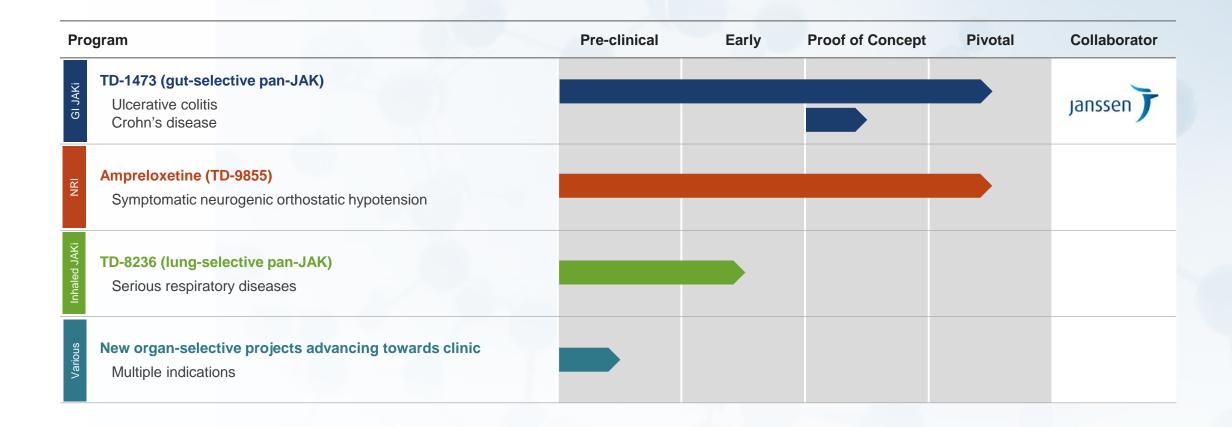
NON-EFFECTIVE



Illustrated example: lung selectivity



Differentiated Pipeline to Drive Future Growth



Clinical opportunities underpinned by economic interest in TRELEGY ELLIPTA, potential Janssen milestones and YUPELRI® launch





GSK's TRELEGY ELLIPTA

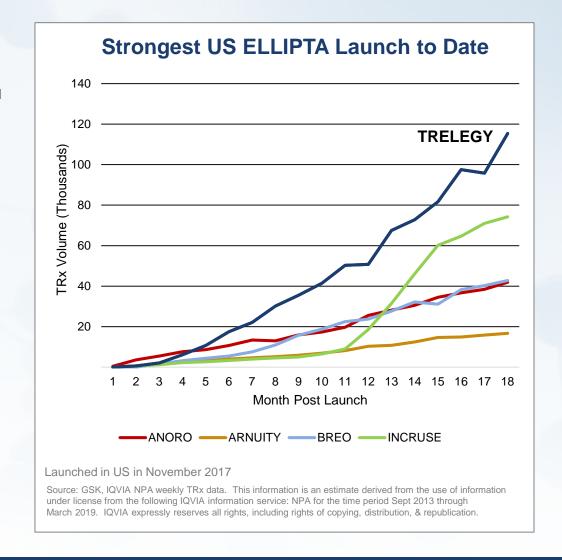
FIRST AND ONLY ONCE-DAILY SINGLE INHALER TRIPLE THERAPY

Economic interest in TRELEGY ELLIPTA

- ▶ Upward-tiering royalty of ~5.5% 8.5% of worldwide net sales¹
- Passive economic interest; no product cost obligations

Growth continues after first full year on market

- Available in 30 markets, including recent Japan launch
 - Additional geographies expected in 2019; potential for China approval and launch later this year
- Phase 3 asthma study met primary endpoint; data to be submitted for regulatory review once full dataset available





Non-recourse PhaRMASM 9% Fixed Rate Term Notes SECURITIZED BY ROYALTIES DUE ON NET SALES OF TRELEGY ELLIPTA

Transaction generated cash with retained economics

- ▶ December 2018 TBPH executed a non-dilutive private placement of \$250M¹ PhaRMASM 9% fixed rate term notes
- Debt payable by economic interest in TRELEGY ELLIPTA²
 - 75% of royalties pledged to repay debt
 - 25% of royalties retained by TBPH
- Proceeds support key strategic priorities
- Following repayment of notes, all TRELEGY ELLIPTA related cash flows revert to TBPH

Non-recourse notes with flexible repayment terms

- Notes fully securitized by royalties due on net sales of TRELEGY ELLIPTA; no debt obligation to TBPH
- Quarterly interest obligations:
 - Through October 15, 2020, to the extent there are insufficient funds to satisfy quarterly interest payments, interest may be paid inkind without a default or event of default occurring; or
 - At TBPH's option, quarterly interest payments may be satisfied by making a capital contribution for no more than 4 consecutive quarterly interest payment dates or for no more than 6 quarterly interest payment dates during the term of the notes



Arbitration Against Innoviva, Inc. (INVA) TBPH INTENDS TO ENFORCE ALL RIGHTS TO TRELEGY ELLIPTA ROYALTIES¹

The Respiratory Company, LLC (TRC LLC)

- Upon our spin-off from INVA in 2014, TBPH and INVA entered into a binding limited liability company agreement
- TRC LLC is jointly owned by TBPH and INVA but managed by INVA
- > TBPH entitled to 85% and INVA entitled to 15% of royalties paid to TRC LLC by GSK resulting from GSK's net sales of TRELEGY ELLIPTA
- Agreement imposes express fiduciary duties on INVA and significant limitations on INVA's authority as manager

Arbitration underway

- In May 2019, we initiated arbitration against INVA and TRC LLC due to INVA's failure to disburse stipulated royalties to TBPH
 - INVA has caused TRC LLC to not remit royalty payments for 4Q18; and
 - INVA has stated it intends to cause TRC LLC to withhold cash distributions for the remainder of 2019
- TBPH intends to enforce all aspects of the agreement to ensure we continue receiving our 85% share of TRELEGY -related royalties
- Agreement stipulates parties shall use commercially reasonable best efforts to complete arbitration within 90 days after the arbitrator(s) is/are appointed
- We are confident that the arbitration process provides an expedient forum to resolving the dispute in our favor
- Confidentiality provisions limit what we can communicate publicly about this matter. We have and will continue to abide by those confidentiality provisions, which require all parties to keep this matter confidential, subject to any non-waivable disclosure obligations under applicable law



YUPELRI® (revefenacin) inhalation solution

Nebulized long-acting muscarinic antagonist (LAMA)

YUPELRI®: Formal Commercial Launch Underway FDA-APPROVED FOR THE MAINTENANCE TREATMENT OF COPD

- First and only once-daily bronchodilator delivered in a nebulizer
- ► Higher of two doses approved: 175 mcg once daily, for use with any standard jet nebulizer

Unmet need for nebulized LAMA therapy

- Once-daily LAMAs are first-line therapy for moderate to severe COPD ¹
- No once-daily nebulized LAMAs available previously; only available in handheld devices
- Nebulized therapy associated with reduced hospital readmissions in low PIFR patients ²



Compelling Need for Once-Daily Nebulized LAMA ENDURING PATIENT NICHE AND SIGNIFICANT MARKET OPPORTUNITY

Enduring patient niche

- ▶ 9% of COPD patients currently use nebulizers for ongoing maintenance therapy ¹
- >100M patient treatment days in nebulized COPD segment ²
- 41% of COPD patients use nebulizers at least occasionally for bronchodilator therapy 1
- Pricing in branded LA nebulized segment ~ 2x handheld Spiriva 2

Significant market opportunity

- YUPELRI® may be complementary to existing nebulized LABA treatments
- Mylan partnership brings commercial strength in nebulized segment



Partnership with Mylan Brings Commercial Strength in Nebulized Opportunity

Combined sales infrastructures cover Hospital, Hospital Discharge and Home Health settings



Targeting HCPs at key intersections in the patient's disease management process

- Hospital is an important site of care for patients with worsening of COPD symptoms
- Theravance Biopharma's established hospital-focused sales force is targeting the inpatient setting
- Theravance Biopharma partners with institutions to transition appropriate patients from hospital to home on YUPELRI®
- Mylan's role is to ensure patients remain on YUPELRI® for maintenance therapy in the outpatient setting

YUPELRI® Launch Update ENCOURAGING INITIAL MARKET RESPONSE

FORMULARY

33 Wins (equates to 114 accounts)

~80 Reviews Scheduled (~320 potential accounts)

100% medical support requests **fulfilled** <30 days

PATIENT

Field force productivity goals exceeded

~4,500 patients prescribed (thru 1Q19)

ACCESS

100% Medicare Part B ¹

~50% Commercial

Permanent J-CODE issued (effective July 1, 2019)

- Majority of YUPELRI® volume flows through durable medical equipment (DME) channel ²; remaining volume flows through hospitals, retail and long-term care pharmacies
- WAC: \$1,030 per month (or ~\$34 per day)



Opportunity for YUPELRI® (revefenacin) in China POTENTIAL TO ADDRESS LARGE AND UNDERSERVED COPD PATIENT POPULATION

Expansion of development and commercialization agreement

- Mylan granted exclusive development and commercialization rights to revefenacin in China and adjacent territories
- Theravance Biopharma eligible to receive:
 - \$18.5 million upfront payment
 - Up to \$54 million in additional potential development and sales milestones
 - Tiered royalties on net sales, if approved
- Mylan responsible for all aspects of development and commercialization in partnered regions

Significant market opportunity

- COPD affects ~100 million individuals in China¹
- ► ~43% of COPD patients suffer from moderate to very severe forms of disease²
- COPD is one of the top three causes of death in China³ and presents significant financial burden to healthcare system²

Theravance Biopharma and Mylan strategic collaboration

- In 2015, the companies established a strategic collaboration to develop and commercialize nebulized revefenacin products for COPD and other respiratory diseases
 - Theravance Biopharma eligible to receive up to \$259 million in potential development and sales milestone payments, as well as profit-sharing arrangement with Mylan on US sales and tiered royalties on ex-US sales
 - Theravance Biopharma retains worldwide rights delivered through other dosage forms, including metered dose inhaler and dry powder inhaler (MDI/PDI)



Ampreloxetine (TD-9855)

Once-daily norepinephrine reuptake inhibitor (NRI) for neurogenic orthostatic hypotension (nOH)

Symptomatic nOH Represents a Significant Unmet Need

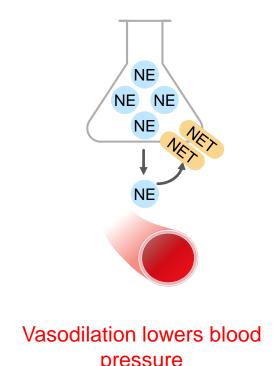
nOH characterized by a sustained drop in blood pressure upon standing, due to body producing insufficient levels of norepinephrine (NE)

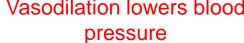
- Associated with several autonomic disorders: MSA, PD, PAF
- Symptoms include dizziness, fainting, blurred vision and weakness
- Orphan indication with < 200k patients in US

Opportunity exists for safe and effective treatment

- Only droxidopa (Northera) and midodrine FDA-approved for nOH
- Synthetic exogenous NE analogues impact disease by increasing vascular tone
- Limitations of current therapy: Supine hypertension, TID dosing, patients refractory or discontinue, lack of durability¹
- Ideal therapy would target durable improvement in symptoms and daily function

Blood pressure key biological driver to nOH symptoms



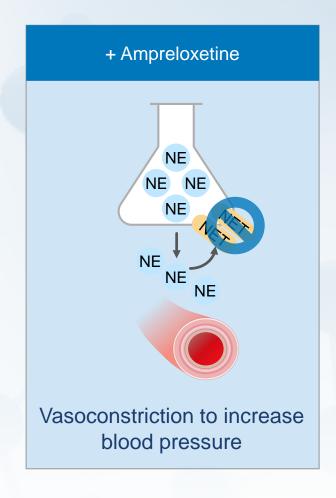




NET Inhibition with Ampreloxetine Offers Potential to Restore Vascular Sympathetic Tone

A path to treating symptomatic nOH without introducing exogenous NE

- Blockade of NET in nOH patients inhibits endogenous neuronal NE uptake
- Increased levels of NE in the synapse cause vasoconstriction and a corresponding increase in blood pressure
- Increase in blood pressure improves symptoms
- Rationale for ampreloxetine in nOH
 - NRI with NE dominance confirmed in humans
 - QD dosing, long half-life, and metabolic profile for potential improved patient outcomes
 - Favorable safety and tolerability profile established in > 500 subjects¹





Overview of Phase 2 Study in nOH DESIGNED TO EVALUATE INITIAL AND DURABLE RESPONSE TO THERAPY

Three-part design in patients with nOH:



- Single ascending dose portion of ampreloxetine (up to 20 mg)
- Testing blood pressure response to ampreloxetine



- Double-blind
- Placebo-controlled
- Single dose (Part A response dose) or placebo



- Extension phase
- Open label design
- Up to 24 weeks (20 weeks dosing, 4 week wash out)
- Primary endpoint at 4 weeks

Patients started on Part A, and responders moved to Part B and/or Part C (extension phase)

Purpose: To evaluate the effect of ampreloxetine in improving blood pressure and key nOH symptoms

Part C: Responders in Part A eligible for open-label treatment for up to 5 months

- Designed to assess durability of effect
- Primary assessment at four weeks (Day 29)
- ► Efficacy evaluations: OHSA¹ #1, standing time duration, standing systolic blood pressure
- Also assessed safety and pharmacokinetics of ampreloxetine



Top-line Phase 2 Results in nOH

PARTS A and B: SINGLE ASCENDING DOSE, AMPRELOXETINE OR PLACEBO

A Initial responses observed

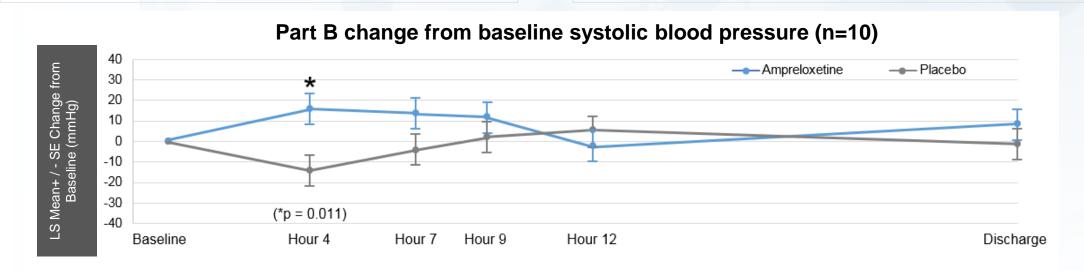
Responses reported in majority of patients treated

- 27 of 34 patients enrolled in Part A showed improvements in SBP and/or standing time
- Responses observed above 5 mg

Confirmation vs. placebo

Statistically significant difference of 30 mmHg at 4 hours post-dose (p = 0.011)

- Ampreloxetine increased SBP from a low baseline
- SBP dropped on placebo during day as expected, due to postural changes and eating
- No evidence of supine hypertension with ampreloxetine overnight





Top-line Phase 2 Results in nOH

PART C: REPEAT DOSE EXTENSION PHASE

Durability of effect observed out to 4 weeks

16 of 21 patients (76%) completed four weeks of treatment

Reductions in symptom severity, with most pronounced benefit in patients with symptomatic nOH1

- Mean reduction in OHSA #1 = 2.4 points at four weeks (n=16)
- ▶ 13 completers had OHSA #1 > 4 points at baseline; mean reduction in group = 3.8 points at four weeks

Consistent increases in SBP through four weeks

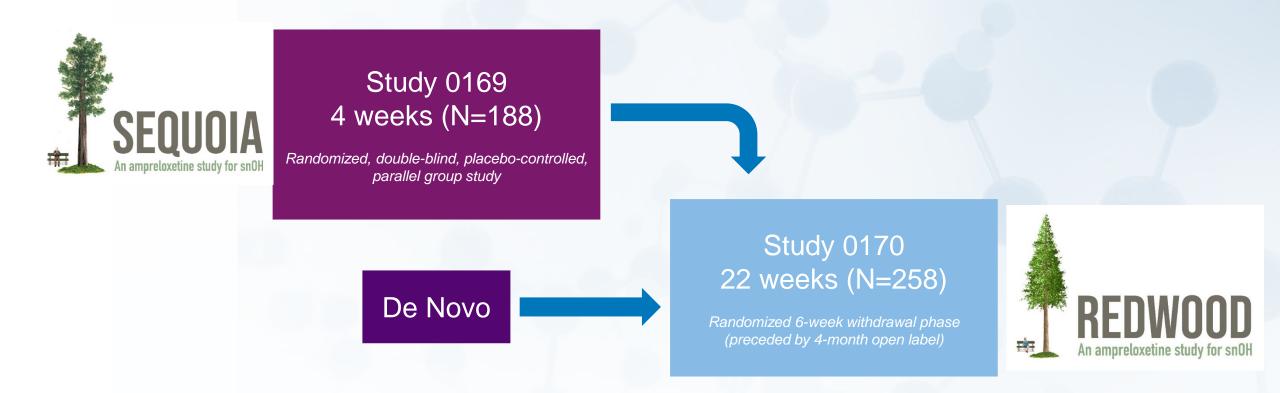
Clinically meaningful increases in standing SBP (7 mmHg or greater) after standing for three minutes at all time points on all weekly clinic visits

Generally well tolerated; no serious adverse events assessed as drug-related

Registrational Phase 3 program in symptomatic nOH progressing



Ampreloxetine Clinical Program PHASE 3 REGISTRATIONAL PROGRAM IN SYMPTOMATIC NOH



Supportive 5-month treatment data from Phase 2 study to be presented at IAPRD and ENC



TD-1473 JAK Inhibitor Program

Oral gut-selective pan-Janus kinase (JAK) inhibitor for ulcerative colitis and other inflammatory intestinal diseases

Differentiated and Potential Breakthrough Approach ADVANCING IN COLLABORATION WITH JANSSEN IN UC AND CROHN'S

TD-1473 program objectives: Oral pan-JAK inhibitor that distributes selectively throughout the intestines to treat inflammatory intestinal disease locally, with minimal systemic exposure or corresponding immunosuppressive effects, to enhance safety and efficacy



Encouraging Phase 1b study in UC patients

- Data demonstrated localized biological target engagement with minimal systemic exposure
- Clinical responses after only 4 weeks of therapy

Preclinical models of UC confirmed

Improvements in diseases scores, local absorption and penetration of TD-1473 throughout intestinal tract

Phase 2 in Crohn's progressing and Phase 2b/3 study in UC underway

FDA and EMA concur on Phase 2b/3 study design in ulcerative colitis

Encouraging Findings in Phase 1b Study 4-WEEK TREATMENT IN 40 PATIENTS WITH ULCERATIVE COLITIS

Key Findings

Favorable overall safety and tolerability

No systemic or opportunistic infections (including herpes zoster)

No evidence of reduce white cell counts

Minimal systemic exposure

Plasma levels of TD-1473 very low

Consistent in all cohorts to levels observed in healthy volunteers

Biologic activity in GI tract

Endoscopic improvements and mucosal healing reported in all active arms; none reported in placebo arm

Rectal bleeding scores improved above placebo at highest two doses

Rates of clinical response higher for all active doses compared to placebo¹

Clinical responses matched by dose-dependent reductions in surrogate biomarkers²

Dose-related increases in local GI tissue drug concentrations; higher two doses produced mean concentrations above JAK IC50

Detailed results presented in oral late-breaker at UEGW 2018



² Surrogate biomarkers include C-reactive protein (CRP) and fecal calprotectin.

TD-1473 Clinical Program LATE STAGE STUDIES IN ULCERATIVE COLITIS AND CROHN'S DISEASE

Phase 2b/3 study in ulcerative colitis



Phase 2b induction, 4 arms (N=240)

Dose-finding induction, 8 weeks



Phase 3 maintenance 44 weeks

Phase 3 induction, 2 arms (N=640)

Dose-confirming induction, 8 weeks



Phase 2 study in Crohn's disease



Phase 2 study, 3 arms (N=160)
Dose-finding induction, 12 weeks

Active treatment extension, 2 arms
48 weeks



Global Collaboration Agreement for TD-1473 PURPOSED TO MAXIMIZE VALUE OF PROGRAM



- Shared belief in TD-1473 as gut-selective with potential to transform the treatment landscape in inflammatory intestinal disease
- Meaningful program enhancements
 - Accelerate clinical development and advance UC and Crohn's in parallel
 - Apply Janssen expertise in IBD to optimize clinical strategy and execution
 - Maximize worldwide commercial opportunity
- Attractive deal economics reducing overall financial risk
 - Deal value up to \$1B milestones, including \$100M upfront; additional profit-share in US

Collaboration with global leader in immunology represents milestone for TD-1473, our internally discovered pipeline and strategy to design organ-selective medicines

TD-8236 Potential first inhaled non-steroidal anti-inflammatory for moderate-to-severe asthma regardless of Th2 phenotype

High Medical and Economic Burden in Uncontrolled Asthma

Patient population

4.9M moderate-to-severe diagnosed patients in US¹

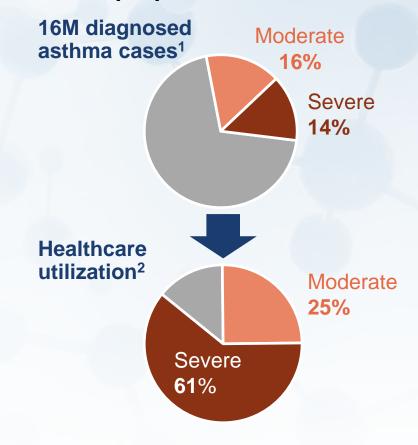
Current treatments

- Inhaled steroids, which often fail to control disease
- Approved biologics affect subsets of patients

Burden of disease

- Acute exacerbations lead to ER visits
- Uncontrolled symptoms interfere with ability to sleep, work and QOL
- US medical costs estimated to be \$58B³
- Disproportionate healthcare utilization by severe and uncontrolled asthmatics
 - High frequency of hospitalizations and increased use of systemic medications

Small portion of US patients cause high proportion of cost

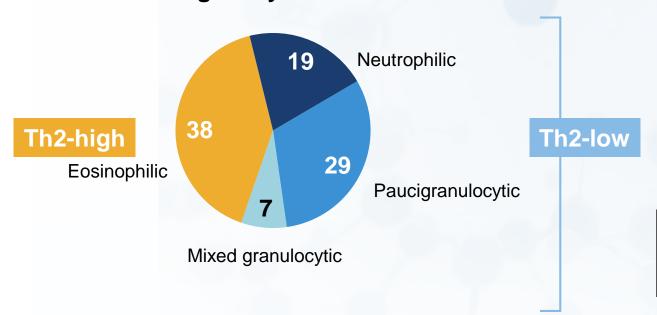




² Sadatsafavi, M., et al. Can Respir J, 2010 17(2): 74-80.

TD-8236: Lung-selective pan-JAK Inhibitor POTENTIAL TO ADDRESS PATIENTS NEEDS REGARDLESS OF TH2 PHENOTYPE

Patient heterogeneity in severe asthma



JAK/STAT cytokines implicated in severe asthma

Th2-high	Th2-low
IL-4	IL-23 /IL-12
IL-13	IL-6
IL-5	IL-27
TSLP	IFN-γ

Bold denotes biologics in development or approved

TD-8236 shown to potently inhibit targeted mediators of Th2-high and Th2-low asthma in human cells in preclinical studies

- Novel approved biologics address only Th2-high asthma
- Key treatment needs: Prevention of exacerbations and symptom control for patients regardless of Th2 phenotype

Phase 1 study data in healthy volunteers and mild asthmatics (including biomarker measures) expected 3Q19



Opportunities for Value Creation Upcoming milestones

Focus on Strategic Priorities COMMITMENT TO CREATING TRANSFORMATIONAL MEDICINES

Opportunities to Create Transformational Medicines	YUPELRI®	Nebulized LAMA in COPD • Formal commercial launch underway
	TD-1473	 Intestinally-restricted JAKi for inflammatory intestinal diseases Phase 2 DIONE study in Crohn's disease underway Phase 2b/3 RHEA study in ulcerative colitis underway Supplemental Phase 1b data to be shared in oral presentation at DDW
	Ampreloxetine	 NRI in symptomatic neurogenic orthostatic hypotension Registrational Phase 3 program progressing 5-month data from Phase 2 in nOH to be shared at IAPRD and ENC
	TD-8236	 Lung-selective inhaled pan-JAK inhibitor for serious respiratory diseases Safety and biomarker data from Phase 1 study in healthy volunteers and asthmatic patients expected 3Q19
Economic Interest	TRELEGY ELLIPTA ¹	 (FF/UMEC/VI) Single inhaler triple therapy in COPD Product launched in 30 markets, including Japan; additional geographies expected throughout 2019 (incl. China) Positive results from Phase 3 CAPTAIN study in patients with asthma recently announced Potential sNDA in 2H 2019

Significant existing cash resources to fund strategic priorities²



About YUPELRI® (revefenacin) inhalation solution

YUPELRI® (revefenacin) inhalation solution is a novel once-daily nebulized LAMA approved for the maintenance treatment of COPD in the US.

Market research by Theravance Biopharma indicates approximately 9% of the treated COPD patients in the US use nebulizers for ongoing maintenance therapy. LAMAs are a cornerstone of maintenance therapy for COPD and YUPELRI is positioned as the first once-daily single-agent bronchodilator product for COPD patients who require, or prefer, nebulized therapy. YUPELRI's stability in both metered dose inhaler and dry powder device formulations suggest that this LAMA could also serve as a foundation for novel handheld combination products.

¹ TBPH market research (N = 160 physicians); refers to US COPD patients



YUPELRI® (revefenacin) inhalation solution

Important Safety Information (US)

YUPELRI is contraindicated in patients with hypersensitivity to revefenacin or any component of this product.

YUPELRI should not be initiated in patients during acutely deteriorating or potentially life-threatening episodes of COPD, or for the relief of acute symptoms, i.e., as rescue therapy for the treatment of acute episodes of bronchospasm. Acute symptoms should be treated with an inhaled short-acting beta2-agonist.

As with other inhaled medicines, YUPELRI can produce paradoxical bronchospasm that may be life-threatening. If paradoxical bronchospasm occurs following dosing with YUPELRI, it should be treated immediately with an inhaled, short-acting bronchodilator. YUPELRI should be discontinued immediately and alternative therapy should be instituted.

YUPELRI should be used with caution in patients with narrow-angle glaucoma. Patients should be instructed to immediately consult their healthcare provider if they develop any signs and symptoms of acute narrow-angle glaucoma, including eye pain or discomfort, blurred vision, visual halos or colored images in association with red eyes from conjunctival congestion and corneal edema.

Worsening of urinary retention may occur. Use with caution in patients with prostatic hyperplasia or bladder-neck obstruction and instruct patients to contact a healthcare provider immediately if symptoms occur.

Immediate hypersensitivity reactions may occur after administration of YUPELRI. If a reaction occurs, YUPELRI should be stopped at once and alternative treatments considered.

The most common adverse reactions occurring in clinical trials at an incidence greater than or equal to 2% in the YUPELRI group, and higher than placebo, included cough, nasopharyngitis, upper respiratory infection, headache and back pain.

Coadministration of anticholinergic medicines or OATP1B1 and OATP1B3 inhibitors with YUPELRI is not recommended.

YUPELRI is not recommended in patients with any degree of hepatic impairment.

