March 3, 2020

Fourth Quarter 2019 Financial Results

VIVUS

Forward-Looking Statements
Non-GAAP Financial Measures

Forward-Looking Statements

Certain statements in this presentation are forward-looking within the meaning of the Private Securities Litigation Reform Act of 1995 and are subject to risks, uncertainties and other factors, including risks and uncertainties related to our ability to execute on our business strategy to enhance long-term stockholder value; risks and uncertainties related to our ability to address our outstanding balance of the convertible notes due in May 2020; risk and uncertainties related to the timing, strategy, structure and success of our capital raising efforts; risks and uncertainties related to our liquidity and capital resources; risks and uncertainties related to our history of losses and variable quarterly results; risks and uncertainties related to our expected future revenues, operations and expenditures; risks and uncertainties related to our ability to identify and acquire cash flow generating assets and opportunities; risks and uncertainties related to the timing, strategy, tactics and success of the marketing and sales of PANCREAZE, including our ability to improve patient access to PANCREAZE; risks and uncertainties related to our, or our current or potential partner's, ability to successfully commercialize Qsymia, including our ability to improve patient and physician access to Qsymia; risks and uncertainties related to the impact of the indicated uses and contraindications contained in the Qsymia label and the Risk Evaluation and Mitigation Strategy requirements; risks and uncertainties related to the timing of initiation and completion of the post-approval clinical studies required as part of the approval of Qsymia by the U.S. Food and Drug Administration ("FDA"), including the Phase 4 post-marketing study of Qsymia in obese adolescents; risks and uncertainties related to the response from FDA to any data and/or information relating to post-approval clinical studies required for Qsymia; risks and uncertainties related to the impact of any possible future requirement to provide further analysis of previously submitted clinical trial data; risks and uncertainties related to the design and outcome of any clinical study required by FDA to expand the Qsymia label; risks and uncertainties related to the impact of promotional programs for Qsymia on our net product revenue and net income (loss) in future periods; risks and uncertainties related to our ability to sell through the Qsymia retail pharmacy network and the Qsymia Advantage Program; risks and uncertainties related to our reliance on sole-source suppliers for our commercial, partnered and investigational products; risks and uncertainties related to our ability to successfully develop or acquire a proprietary formulation of tacrolimus; risks and uncertainties related to our ability to identify, acquire and develop new product pipeline candidates; risks and uncertainties related to our ability to demonstrate through clinical testing the quality, safety, and efficacy of our current or future investigational drug candidates or approved products; risks and uncertainties related to the timing, strategy, tactics and success of the launches and commercialization of STENDRA/SPEDRA (avanafil) by our current or potential collaborators; risks and uncertainties related to our ability to successfully complete on acceptable terms, and on a timely basis, avanafil partnering discussions for territories under our license with MTPC in which we do not have a commercial collaboration; risks and uncertainties related to our ability to work with FDA to significantly reduce or remove the requirements of the clinical post-approval cardiovascular outcomes trial; risks and uncertainties related to our dialog with certain concerned member states in Europe relating to the pending decentralized Marketing Authorization Application, the timing and scope of the assessment by such Concerned Member State health authorities of our Marketing Authorization Application, and ultimately the decision of such Concerned Member State health authorities whether to grant Marketing Authorization for Qsymia in such EU countries; risks and uncertainties related to the failure to obtain FDA or foreign authority clearances or approvals and noncompliance with FDA or foreign authority regulations; and risks and uncertainties related to the impact, if any, of changes to our Board of Directors and senior management team. These risks and uncertainties could cause actual results to differ materially from those referred to in these forward-looking statements. The reader is cautioned not to rely on these forward-looking statements. Investors should read the risk factors set forth in VIVUS' Form 10-K for the year ended December 31, 2019 as filed on March 3, 2020, and periodic reports filed with the Securities and Exchange Commission. VIVUS does not undertake an obligation to update or revise any forward-looking statements.

Use of Non-GAAP Financial Measures

We supplement our condensed consolidated financial statements presented on a GAAP basis by providing additional measures which are considered non-GAAP under applicable SEC rules, such as EBITDA and Enterprise Value. We believe that the disclosure of these non-GAAP measures provides investors with additional information that reflects the basis upon which our management assesses and operates our business. These non-GAAP financial measures are not in accordance with GAAP and should not be viewed in isolation or as a substitute for GAAP net loss and are not a substitute for, or superior to, measures of financial performance performed in conformity with GAAP.

2019 Year in Review

2019

- Continued to execute our turnaround strategy for Qsymia
  - Reversed year-over-year decline in Qsymia sales and prescriptions
  - Completed enrollment for the Adolescent Qsymia Study
- Stopped / reversed in some territories the decline in PANCREAZE sales and script performance
  - Realizing turnaround objectives for PANCREAZE remains a priority despite slower than anticipated progress due to issues related to PBM contracts, shelf life of product and large unit of measure dose
  - Have already generated returns on investment with the 36-month shelf life approval
- Pleased with progress made on formulation development for VI-0106 and anticipate moving into clinical trials before end of the year.

2020

- Expect Qsymia to continue penetrating in the cash-pay market and capture market share from generic phentermine
  - Expect to gain some script volume as patients currently on Belviq seek alternatives following product withdrawal
  - PANCREAZE growth expected to pick up with key payor accounts becoming active in 2020

	2017	2018	2019 YTD
Revenue:	(Unaudited, in Thousands)		
Net product revenue	$ 44,983	$ 56,784	$ 59,049
License and milestone revenue	7,500	-	2,500
Supply revenue	10,407	4,863	4,634
Royalty revenue	2,483	3,415	3,577
Total revenue	65,373	65,062	69,760
Operating expenses:			
Cost of goods sold, excluding amortization	16,643	14,613	15,671
Amortization of intangible asset	544	8,640	14,552
Research and development	5,263	7,347	10,467
Selling and marketing	16,638	13,970	17,968
General and Administrative	23,492	23,971	22,071
Total operating expenses	62,580	68,541	80,729
Income (loss) from operations	2,793	(3,479)	(10,969)
Interest and other expense (income):			
Interest expense (income), net	33,231	33,876	20,728
Gain on extinguishment of debt	-	(1,427)	-
Other expense (income), net	71	970	(215)
Total interest expense and other expense (income), net	33,302	33,419	20,513
Income (loss) before income taxes	(30,509)	(36,898)	(31,482)
Provision for (benefit from) income taxes	2	52	21
Net income (loss)	**$ (30,511)**	**$ (36,950)**	**$ (31,503)**
EBITDA Computation			
Operating Income/Loss	2,793	(3,479)	(10,969)
Gain on extinguishment of Debt		1,427	-
Depreciation	267	235	150
Amortization	544	8,640	14,552
Stock Compensation	2,942	3,285	2,026
EBITDA	**6,546**	**10,108**	**5,759**
Less non-recurring revenue	(7,500)	-	(2,500)
Gain on extinguishment of debt		(1,427)	-
Less imapct of change in estimate	(6,037)	-	-
Plus restructuirng costs	-	2,034	2,301
Recurring EBITDA	**(6,991)**	**10,715**	**5,560**
Discetionary Investments			
Incremental Sales and Marketing			3,998
Research and Development		3,563	**5,680**
Total		**3,563**	**9,678**
Recurring EBITDA Before Discretionary Items		**14,278**	**15,238**

Fourth Quarter 2019 Key Takeaways

- **Continued progress on planned turnaround objectives**
- **Qsymia achieved four consecutive quarters of growth in both market share and percent of new scripts for anti-obesity medications**
- **Realized three consecutive quarters of PANCREAZE script stability**
- **Implemented innovative sales and marketing strategies to drive value creation in VIVUS' commercial portfolio**

Notable Developments

Company

- ✓ FDA approved the improved formulation of PANCREAZE with a long-dated (36 month) shelf life; expect to launch in Q4 2020
  - Expect 36-month shelf life to reduce amount of returned product and thereby reduce costs to VIVUS
- ✓ Data on Qsymia published in the *Journal of General Internal Medicine* showed that more patients who selected Qsymia vs. other weight-management tools achieved at least 5% weight-loss
  - Based on Real World Evidence from the Toolbox clinical trial(1)
- ✓ Qsymia officially launched in South Korea
- ✓ Anticipated positive VI-0106 PAH program developments

Market

- ✓ FDA requested the withdrawal of Belviq from market on February 13th, 2020 due to results from a PMR safety trial in 12,000 people that demonstrated a potential increased risk of cancer when taking the drug
  - The FDA's announcement noted that the "potential risk of cancer outweighs the benefits" of taking the drug
  - Eisai voluntarily recalled Belviq on the same day as the FDA announcement
- ✓ Allergan sold PANCREAZE competitor ZenPep to Nestlé

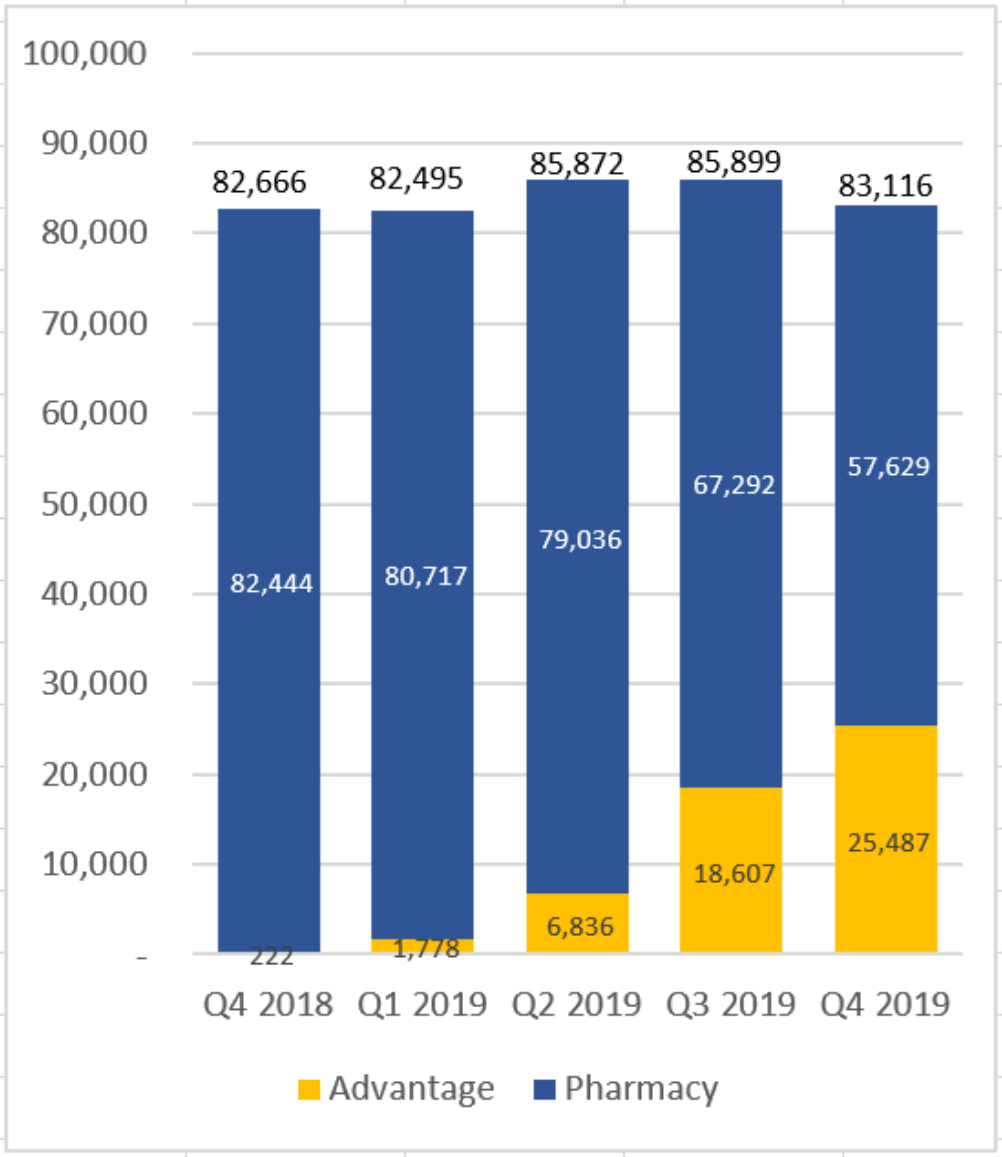
Sources: FDA Website,
1. Clinical trial identifier: NCT01922934

Qsymia Q4 2019 Highlights

- Revenue was $9.8M in Q4, up from $9.6M in Q3
- Script volumes were 83,116 in Q4 2019 vs. 82,666 in Q4 2018 and 85,899 in Q3 2019
  - Sequential decrease related to seasonality was 3% in 2019 compared to a 7% decrease in 2018
- Qsymia Advantage Program (Direct-to-Patient)
  - ~31% of scripts in Q4 vs. ~22% in Q3
- Continue to see traction from inside sales reps in the previously unengaged portions of the market
- Seeing 1.0%-2.5% growth in inside sales force territories coupled with digital strategies

Qsymia Performance – Q4 2018 – Q4 2019

- Q3 and Q4 2019 grew compared with the same quarters in 2018.
- First time in five years that Qsymia scripts increased in fourth quarter vs. previous year
- Scripts through the direct-to-patient Qsymia Advantage program grew significantly over 2019, but have begun to normalize
- Patients filling scripts through the Qsymia Advantage Program appear to be more durable compared with those filling scripts at retail pharmacies
- 94% of online scripts get filled compared with only 65% of scripts that need to be filled at a retail pharmacy



Oral Anti-Obesity Branded Market Share

Qsymia has experienced growth while branded competitors Contrave and Belviq have seen some substantial headwinds

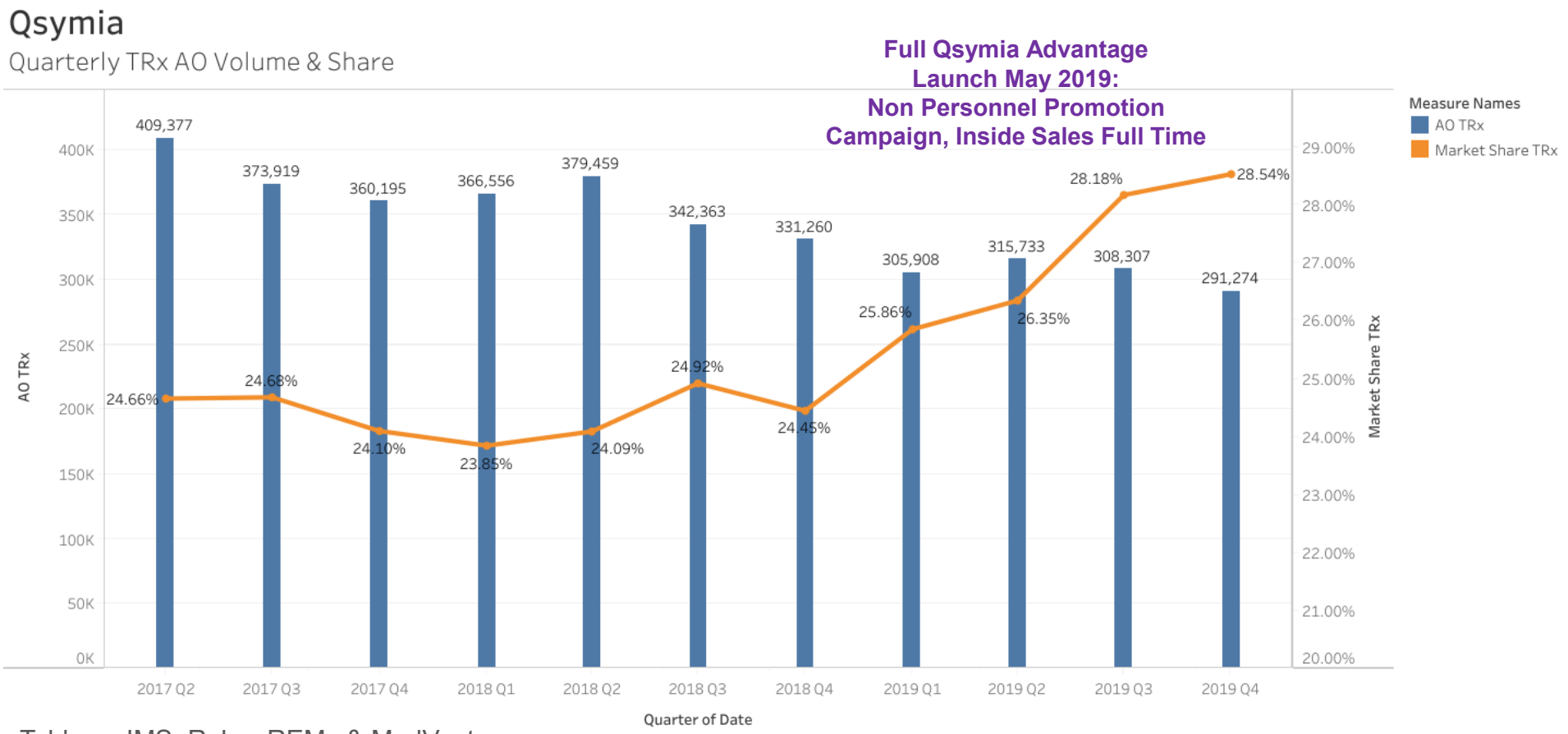


Tableau: IMS, Relay, REMs & MedVantx
Market: Qsymia, Belviq, Contrave, Saxenda

On February 13, 2020 Belviq was voluntarily removed from market due to elevated cancer risk

Trends in New Qsymia Scripts

Qsymia's share of new prescriptions QTD has increased since 2017 and increased quarter-over-quarter for the first time in two years for Q3 to Q4

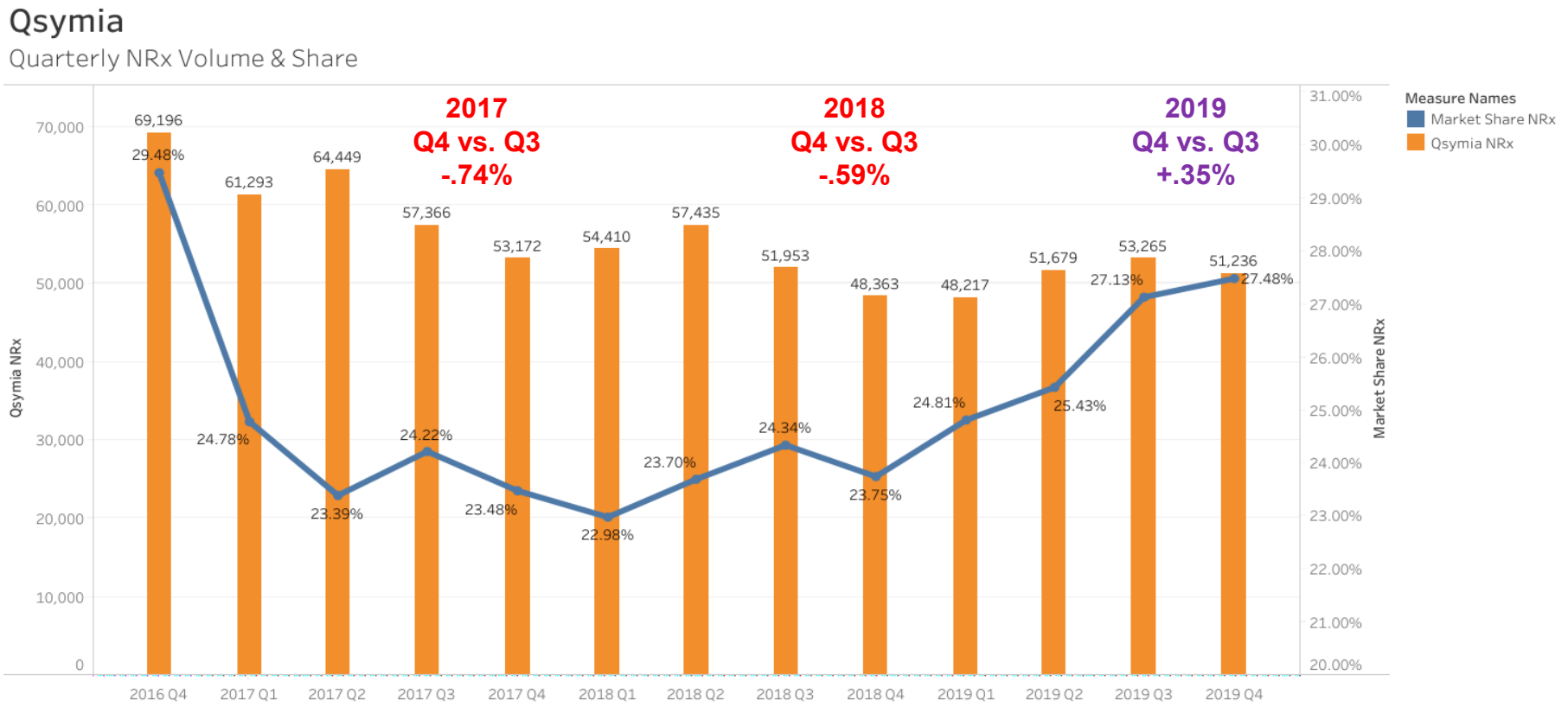


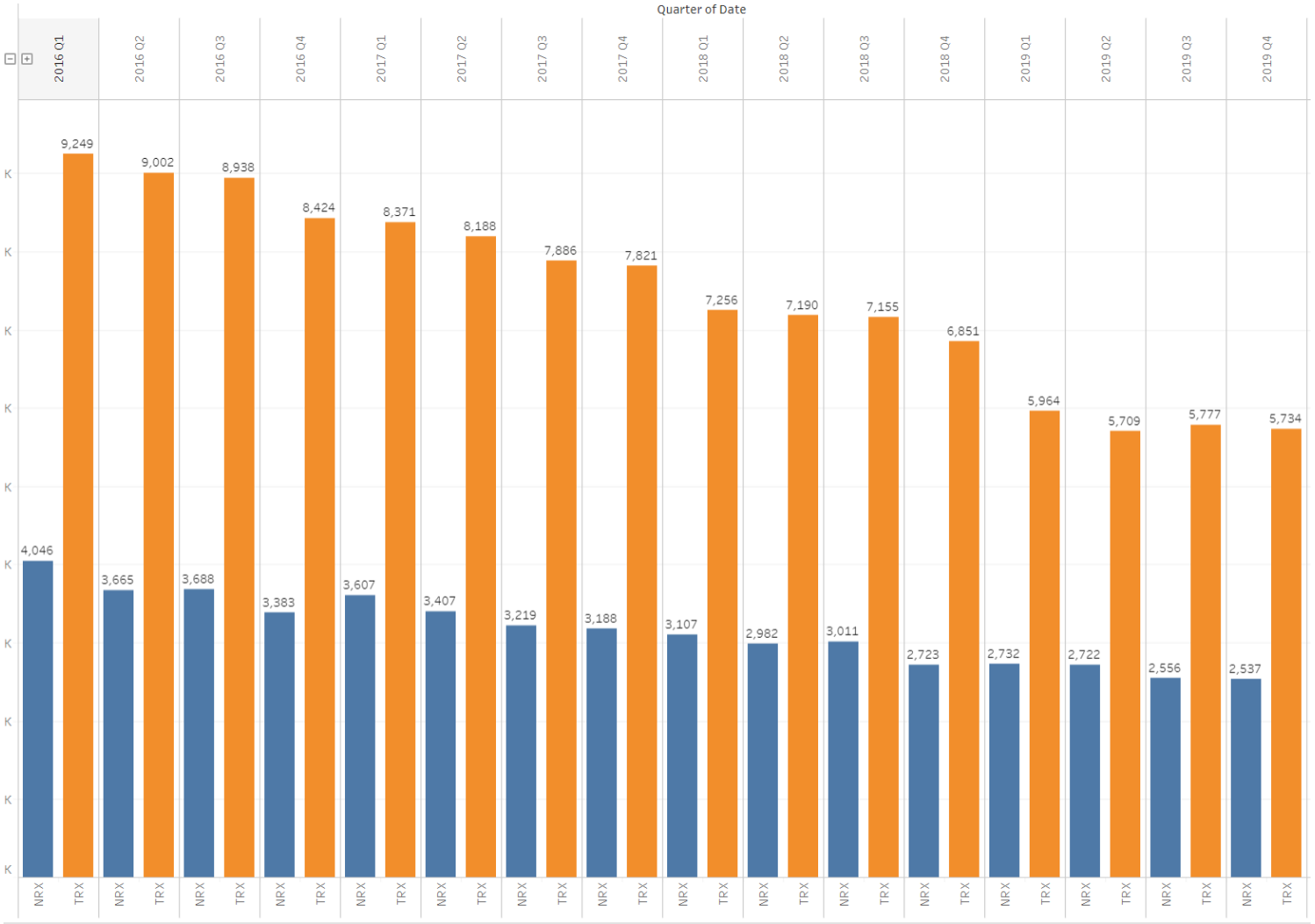
Tableau: IMS, Relay, REMs & MedVantx

PANCREAZE Q4 2019 Highlights

- Sales were $5.8M in Q4 vs. $5.3M in Q3
  - Canadian topline sales were $0.9M in Q4 vs. $0.1M in Q3
- U.S. scripts were 5,735 in Q4 vs. 5,777 in Q3 vs. 5,711 in Q2
- The FDA approved the sNDA for the advanced formula with a 36-month shelf life in January 2020
  - U.S. product launch is planned in the fourth quarter of 2020
- Canadian pediatric investigation plan submission was submitted in November 2019, with approval target in August 2020

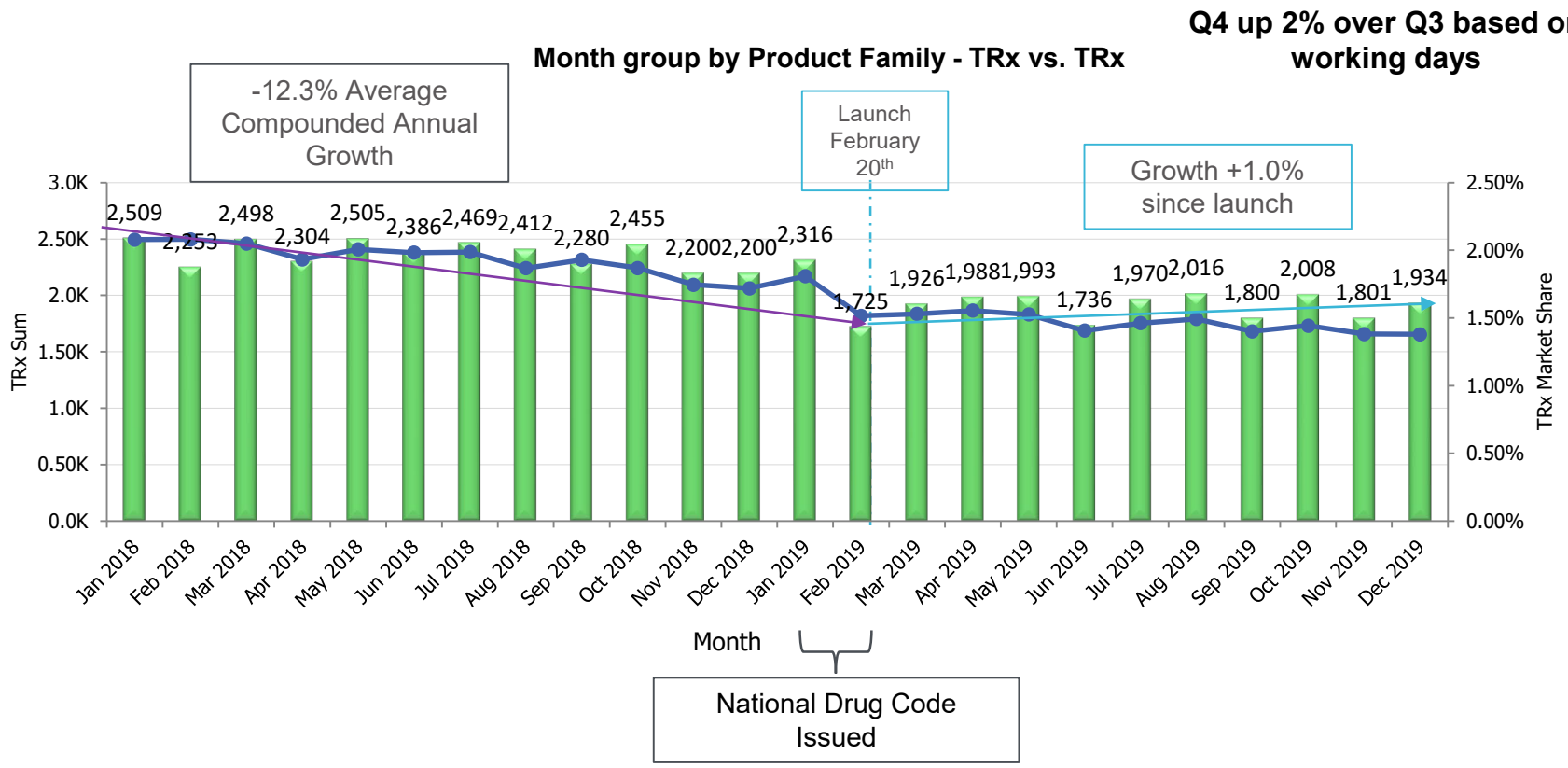
PANCREAZE Performance – Q1 2016 - Q4 2019

- Believe the Company stopped the slide in PANCREAZE scripts
- First key payor contract is expected to go live in July 2020, which should expand covered lives opportunity through better formulary placement
- The extended shelf life product should increase sales
- Distribution analytics suggest there's an opportunity to capture another 10% - 15% of total sales



PANCREAZE Script Trends Since Relaunch

Promotion has Reversed Decline and Established Modest Growth



STENDRA/SPEDRA Update

- Partnered in multiple global territories
- Continue to collect royalties and manage manufacturing
- Working to reduce working capital exposure and improve return on invested capital
- Continue to seek commercial partners in additional territories

VI-0106 Update

- New formulation development looks promising
- Pending final decision on new formulation, anticipate Investigational New Drug (IND) submission to the FDA before year-end
- Looking forward to providing PAH development program updates as the Company seeks to move into clinical development stage

2020 Growth Drivers

- **Qsymia**
  - Expansion of the Qsymia Advantage Program
    - Combining Qsymia, Telemedicine, and technology (phone app, bluetooth scale, etc.)
  - Focus on self-insured employers, Medicare Part D patients, etc.
- **PANCREAZE**
  - Continue to build on progress of sales team among key prescribers
  - Build visibility and awareness of the brand through participation in key medical conferences

Conference Calendar: *Robust brand and corporate participation throughout the year*

Q1

Cystic Fibrosis Nutritionist & Social Worker Consortium
March 18-20, 2020
(Philadelphia, PA)

Q2

- Mountain West Cystic Fibrosis Consortium April 23-25, 2020 (Salt Lake City, UT)
- ASCO May 29- June 2, 2020 (Chicago, IL)
- Ohio River CF June (TBD) 2020 (Columbus, OH)

Q3 – Q4

- Pancreas Fest July 22-24 (Pittsburgh, PA)
- NACFC October, 22-24 (Phoenix, AZ)
- APA October, 28-31 (Miami Beach, FL)

Capital Structure Update

- Currently working with Piper Sandler on our refinancing efforts
- Goal of refinancing is to best position the Company to grow with Qsymia and PANCREAZE, while allowing the Company to leverage the VI-0106 opportunity
- We are engaged with multiple capital providers regarding a complete refinancing of the capital structure to secure adequate capital to fund our operations and pay our debts as they mature

Clinical and Regulatory Updates

- Completed enrollment for Phase 4 study designed to evaluate the safety and efficacy of Qsymia in obese adolescents between the ages of 12 and 17 years
- Promising data published demonstrating that patients with binge-eating disorder or bulimia nervosa receiving Qsymia had a significant reduction in binge day frequency compared with placebo over four weeks and was well tolerated in these patient populations
- New data published from the Toolbox Trial found that a higher proportion of subjects who added Qsymia to their weight management plans during the study period achieved at least a 5% weight loss compared with subjects who never used Qsymia
- Continue discussions with FDA on ambulatory blood pressure study
- Discussions with the European Medicines Agency on the Qsymia Marketing Authorization Application are on-going
- FDA approved the sNDA for an improved formulation of PANCREAZE that extends the shelf life to 36 months across all PANCREAZE dosages
- Expect to submit an IND application for VI-0106 to the FDA before the end of the year pending finalization of new formulation development

Q4 versus Q3 Financial Results (Unaudited)

(in thousands except per share data)	Three Months Ended December 31, 2019	Three Months Ended September 30, 2019
Revenue:		
Net product revenue	$ 15,599	$ 14,849
Milestone revenue	-	2,500
Supply revenue	1,186	64
Royalty revenue	469	557
Total revenue	17,254	17,970
Operating expenses:		
Cost of goods sold (excluding amortization)	3,970	3,016
Amortization of intangible assets	3,638	3,638
Selling, general and administrative	10,944	9,207
Research and development	2,380	3,266
Total operating expenses	20,932	19,127
Loss from operations	(3,678)	(1,157)
Interest expense and other expense, net	2,852	9,911
Loss before income taxes	(6,530)	(11,068)
Provision for income taxes	17	4
Net loss	$ (6,547)	$ (11,072)
Basic and diluted net loss per share:	$ (0.61)	$ (1.04)
Shares used in per share computation:		
Basic and diluted	10,646	10,643

Q&A