Intercept Full Year 2016 Earnings Presentation

February 23rd 2017

Intercept

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This presentation contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. These "forward-looking statements" are based on management's current expectations of future events and are subject to a number of important risks and uncertainties that cause actual results to differ materially and adversely from those set forth in or implied by such forward-looking statements. These risks and uncertainties include, but are not limited to: Intercept's ability to successfully commercialize Ocaliva® (obeticholic acid) in PBC, and Intercept's ability to maintain its regulatory approval of Ocaliva in PBC in the United States and the European Union; the initiation, cost, timing, progress and results of Intercept's development activities, preclinical studies and clinical trials; the timing of and Intercept's ability to obtain and maintain regulatory approval of OCA in PBC and in indications other than PBC and any other product candidates it may develop such as INT-767; conditions that may be imposed by regulatory authorities on Intercept's marketing approvals for its products and product candidates such as the need for clinical outcomes data (and not just results based on achievement of a surrogate endpoint), and any related restrictions, limitations, and/or warnings in the label of any approved products and product candidates; Intercept's plans to research, develop and commercialize its product candidates; Intercept's ability to obtain and maintain intellectual property protection for its products and product candidates; Intercept's ability to successfully commercialize OCA in indications other than PBC and its other product candidates; the size and growth of the markets for Intercept's products and product candidates and its ability to serve those markets; the rate and degree of market acceptance of any of Intercept's products, which may be affected by the reimbursement that it may receive for its products from payors; the success of competing drugs that are or become available; the election by Intercept's collaborators to pursue research, development and commercialization activities; Intercept's ability to attract collaborators with development, regulatory and commercialization expertise; regulatory developments in the United States and other countries; the performance of third-party suppliers and manufacturers; Intercept's need for and ability to obtain additional financing; Intercept's estimates regarding expenses, future revenues and capital requirements and the accuracy thereof; Intercept's use of cash, short-term investments and the proceeds from the offering; Intercept's ability to attract and retain key scientific or management personnel; and other factors discussed under the heading "Risk Factors" contained in Intercept's Annual Report, Quarterly Reports and other filings with the Securities and Exchange Commission. All information in this presentation is as of the date hereof, and Intercept undertakes no duty to update this information unless required by law.

This presentation presents adjusted operating expense, which is a non-GAAP measure, both on a historical and projected basis. Adjusted operating expense should be considered in addition to, but not as a substitute for, operating expense that Intercept prepares and announces in accordance with GAAP. Intercept excludes certain items from adjusted operating expense, such stock-based compensation and depreciation, that management does not believe affect Intercept's basic operations and that do not meet the GAAP definition of unusual or nonrecurring items. For the year ended December 31, 2016, adjusted operating expense also excludes a one-time $45 million net expense for the settlement of a purported class action lawsuit.

Agenda

- Mark Pruzanski, M.D., Chief Executive Officer
  - Corporate update
- Richard Kim, Senior Vice President, Head of U.S. Commercial
  - U.S. Launch Update
- Lisa Bright, President International
  - International Launch Update
- Sandip Kapadia, Chief Financial Officer
  - Financial Update
- Questions/Answers
  - Rachel McMinn, Ph.D., Chief Business and Strategy Officer

Corporate Update

Mark Pruzanski, M.D.

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Overview

Summary of 2016 Accomplishments

- Approval of Ocaliva® (obeticholic acid or OCA) in both U.S. and Europe
- Transitioned to commercial organization - $18.2M in U.S. Ocaliva sales for 2016
  - $13.4M in U.S. Ocaliva sales for 4Q 2016
- Progress on Phase 3 REGENERATE trial
- Continued expansion of our clinical program
  - Completed enrollment in both AESOP & CONTROL trials
  - Completed Phase 1 trial for INT-767

2017 Corporate Priorities

- Continue to grow Ocaliva sales in U.S. and Europe
- Advance our NASH clinical development program
  - Complete interim cohort enrollment for REGENERATE by mid-2017
  - Report Phase 2 CONTROL trial data
  - Initiate Phase 3 NASH cirrhosis trial
- Further advance our understanding of OCA in cholestatic liver disease
  - Report Phase 2 AESOP trial in primary sclerosing cholangitis (PSC)
- Initiate Phase 2 trial of INT-767 in NASH with fibrosis

Updated REGENERATE Phase 3 Trial Design

	Interim Analysis						End of Study		
	Updated			*Unchanged*			*Unchanged*		
	N	Primary Endpoints[1]	Definition of NASH Resolution	Inclusion	Treatment Arms	Treatment Duration	N	Primary Endpoint	Treatment Duration
Current Study Design	**~750**	**Fibrosis improvement OR NASH resolution**	**Hepatocyte ballooning score of 0 & residual or no inflammation[2]**	**Biopsy proven NASH[3] with fibrosis stage 2 or 3[4]**	**OCA 10mg OCA 25mg Placebo**	**72 weeks**	**~2,000**	**Occurrence of pre-specified number of clinical events comprising a composite outcomes endpoint**	**Event driven**
Original Study Design	*~1,400*	*Fibrosis improvement AND NASH resolution*	*Not defined*						

[1]Primary endpoints defined as fibrosis improvement with no worsening of NASH OR NASH resolution with no worsening of fibrosis
[2]"Objective definition" of NASH resolution
[3]Central pathologist assessment of definite NASH and NAFLD Activity Score (NAS) ≥ 4
[4]NASH patients with stage 1 liver fibrosis with comorbid risk factors (defined as diabetes, obesity or active liver inflammation (ALT >1.5X ULN)) also being enrolled as an exploratory cohort

Key Anticipated 2017 Milestones

PBC	**Ongoing Ocaliva U.S. launch and European launches in key markets**
NASH	**Complete Phase 3 REGENERATE trial interim cohort enrollment (by mid-2017)**
	Report Phase 2 CONTROL results
	Initiate Phase 3 OCA cirrhosis trial
	Initiate INT-767 Phase 2 trial
PSC	**Report Phase 2 AESOP results**

U.S. Commercial Update

Richard Kim

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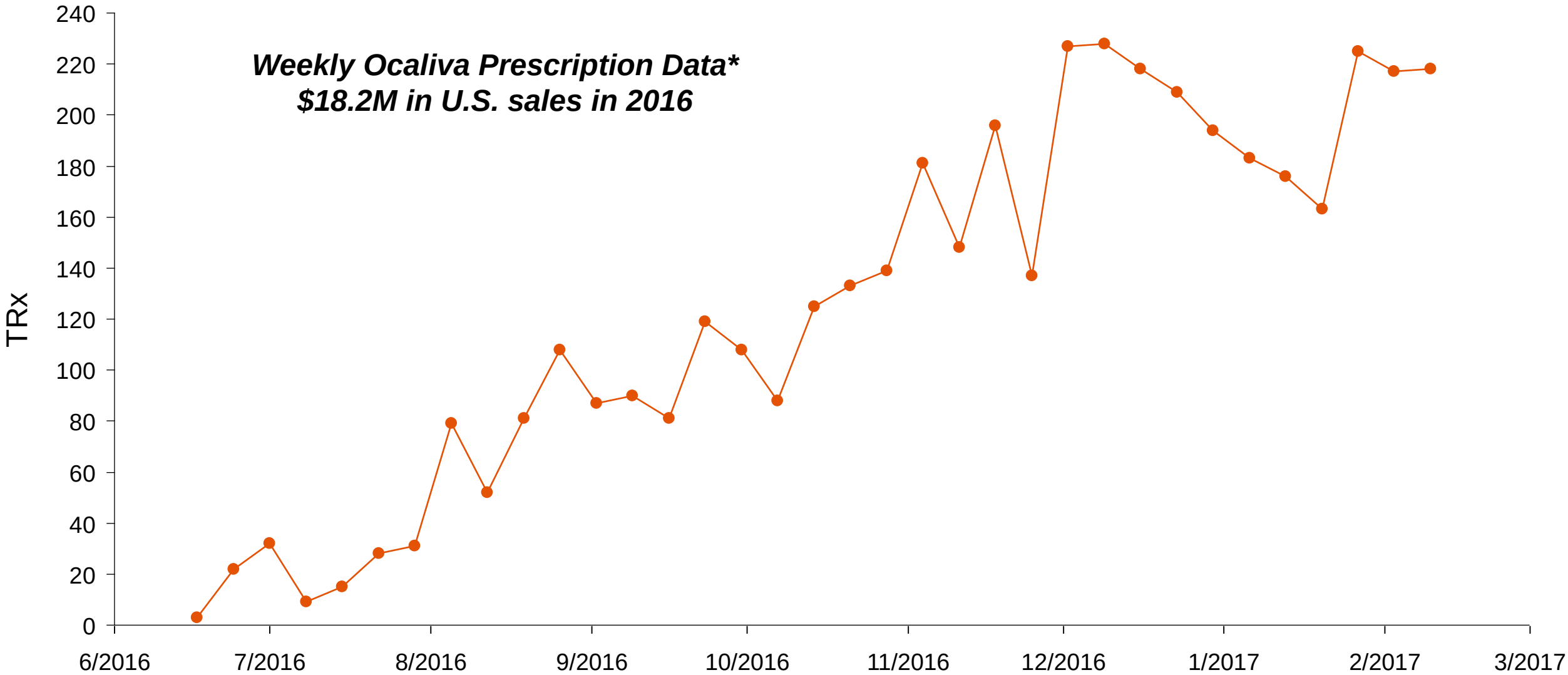
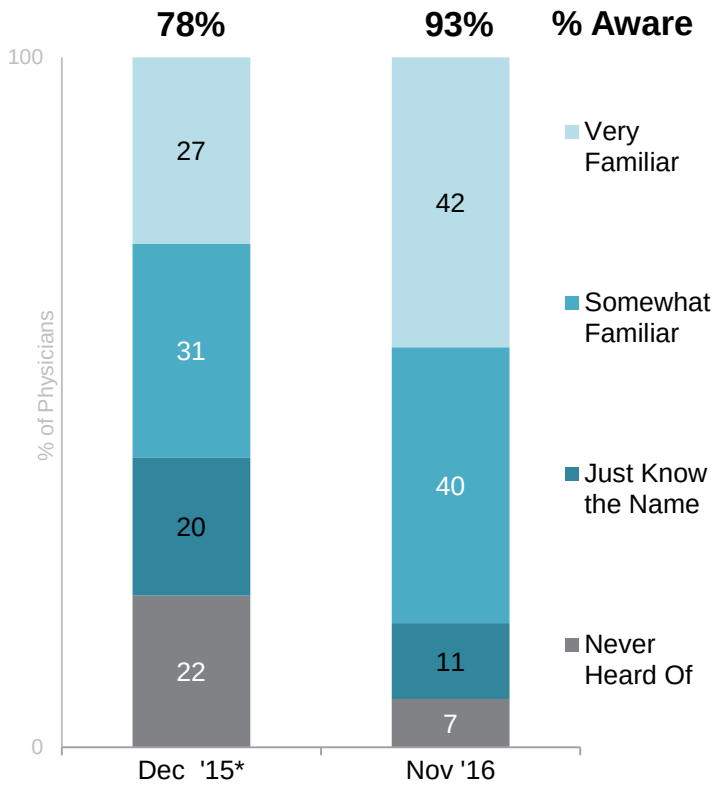
U.S Commercial Update



*Source IMS

Physicians Insights on Ocaliva

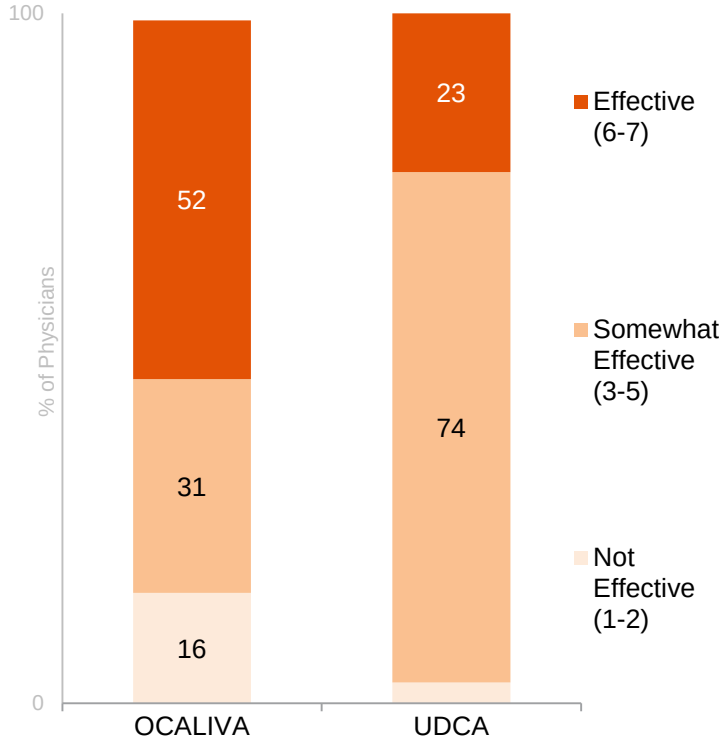
Aided Awareness of Ocaliva* (PBC Indication)



* Note: prior to approval, awareness was gauged for obeticholic acid

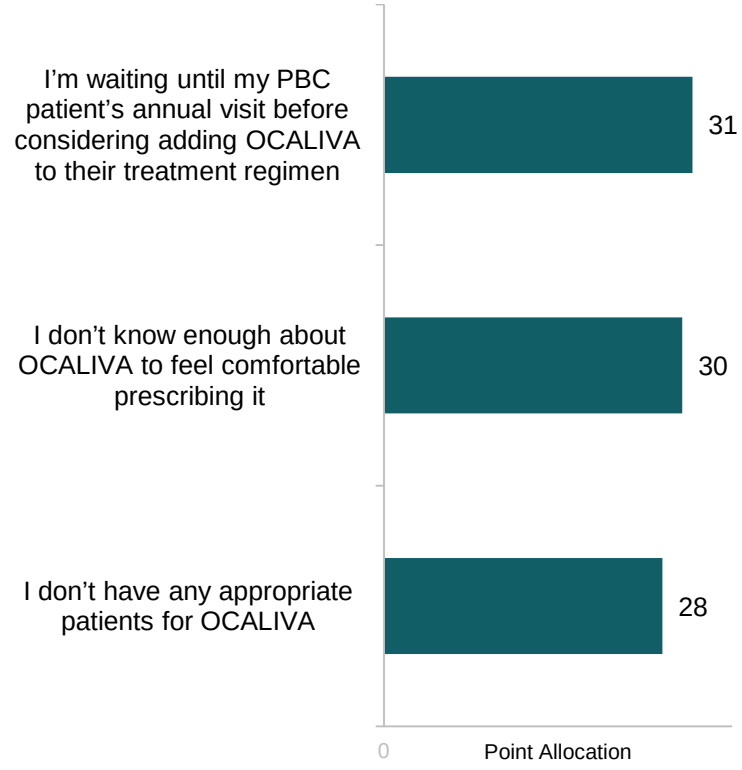
Total Physicians: Dec '15 (n=100), Nov '16 (n=121)
How familiar are you with each of the following pharmaceuticals that are currently in development or available for PBC?

Perceived Efficacy



Total Physicians who have treated patients currently/previously on OCALIVA/UDCA –Dec '15 (n=100), Nov '16 (n=67/120)
Thinking about the clinical outcomes you use to define treatment success, how effective would you say UDCA and OCALIVA are in treating PBC?

Top Reasons for Not Prescribing Ocaliva (Aided)



Physicians without patients on OCALIVA Total Physicians –Nov '16 (n=54)
Which of the following reasons best explains why you do not have any patients currently on OCALIVA?

International PBC Commercial Update

Lisa Bright

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We Are Making Good Progress for Ocaliva Internationally

- Regulatory
  - European Commission granted Ocaliva Marketing Authorization in December 2016
  - New Drug Submission under priority regulatory review in Canada
- Pricing & Reimbursement
  - Submitted pricing and reimbursements dossiers in 13 countries across Europe
- Early access
  - ATU in France
  - Programs underway/planned in other countries where local regulations permit
- Launch preparations
  - Salesforce recruitment and training completed in early launch countries
- Revenues
  - Early launch countries to contribute modestly Ocaliva sales in 2017; Germany & France key markets

Financial Update

Sandip Kapadia

Full Year 2016 Financial Results

	Year Ended 12/31/2016	2017 Guidance
Net Product Revenue	**$18.2**	
Gross : Net	**10-15%**	**10-15%**
COGs	**De minimis**	**De minimis**
Interest Expense	**$14.2**	**~$30.0**
GAAP Operating Expense	**$427.5**	
Adjusted Operating Expense[1]	**$332.5[2]**	**$380 - $420**
Cash Position	**$689.4**	

[1]Excludes non-cash items such as stock-based compensation and other non-cash items; see reconciliation table on slide 15
[2]Excludes the one-time net expense of $45.0 million for the settlement of the purported class action lawsuit
All values in millions

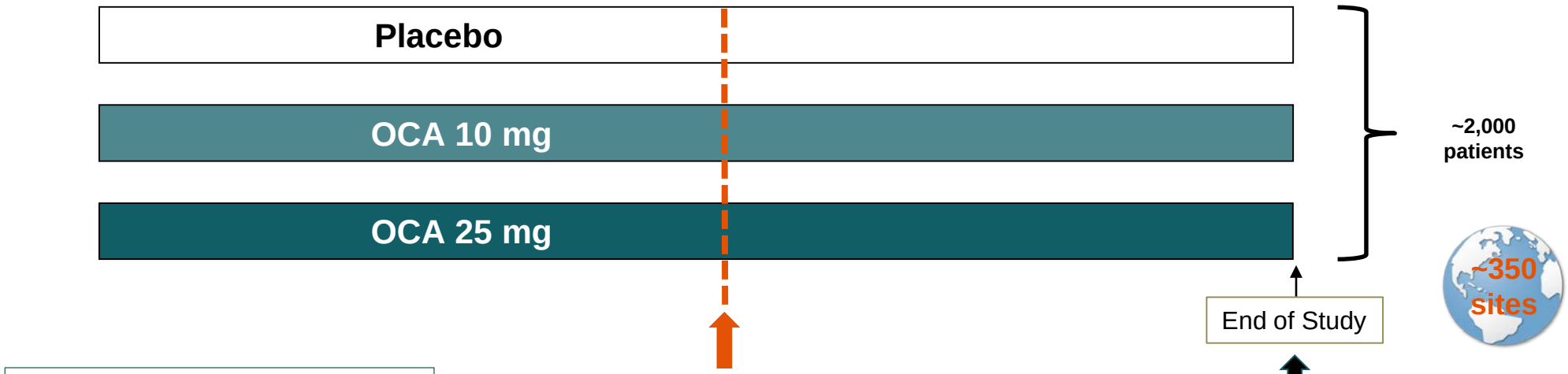
Reconciliation Table

	Three Months Ended December 31		Year Ended December 31	
	2016	2015	2016	2015
Total operating expense (GAAP)	$127.8	$89.3	$427.5	$231.9
Adjustments:				
Stock based compensation	19.2	12.2	46.2	34.2
Depreciation	1.6	0.6	3.8	1.7
Litigation settlement	-	-	45.0	-
Adjusted operating expense	$107.0	$76.6	$332.5	$196.1

All values in millions

Appendix

REGENERATE: Randomized Global Phase 3 Trial to Evaluate the Impact on NASH with Fibrosis of Obeticholic Acid Treatment

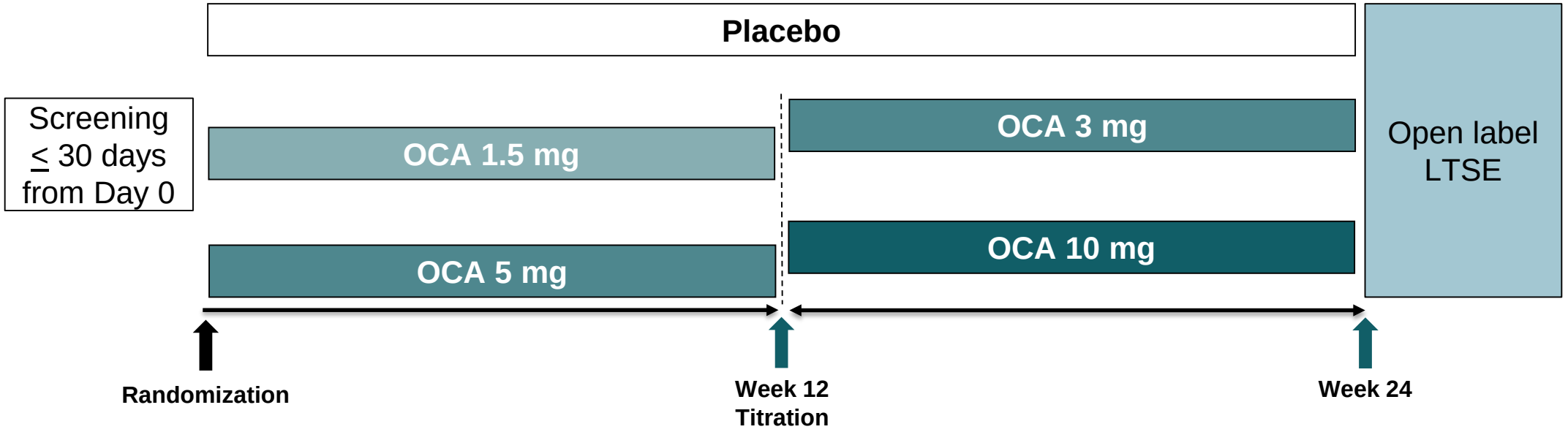


Interim histology analysis at 72 weeks in 750 patients planned to serve as basis for filing for approval (complete enrollment of interim analysis cohort targeted by mid-2017)

***EOS endpoint: Occurrence of pre-specified number of clinical events**

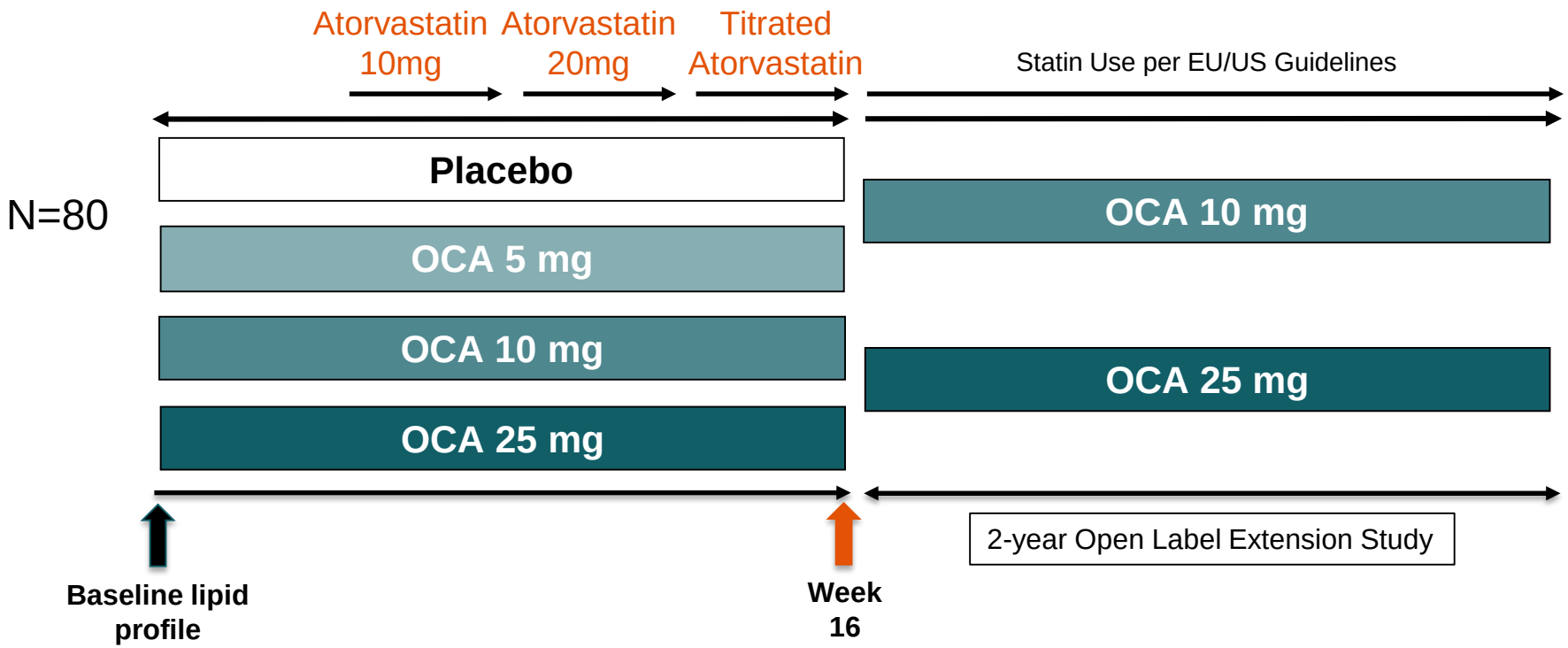
[1]Exploratory group of NASH patients with stage 1 liver fibrosis with comorbid risk factors (defined as diabetes, obesity or active liver inflammation (ALT >1.5X ULN)) will also be enrolled, but not included in the primary endpoint analyses
[2]Hepatocyte ballooning score of 0 & residual or no inflammation ("objective definition")

Phase 2 AESOP Trial: Assessment of Efficacy and Safety of OCA in PSC



- ~75 patients
- Primary endpoints: change from baseline in ALP; safety
- Completed enrollment Sept 2016

Phase 2 CONTROL Trial : Combination of OCA And Statins for Monitoring of Lipids



- Evaluate the impact of varying doses of OCA on LDL and lipid metabolism
- Evaluate the impact of low doses of statin therapy to modulate LDL in combination with OCA treatment
- Completed enrollment Nov 2016