|  |
| --- |
| **Celon Pharma S.A. launches public offering of D-series shares** |

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN WHOLE OR IN PART, IN OR INTO THE UNITED STATES OR TO U.S. PERSONS, AUSTRALIA, CANADA, JAPAN, SOUTH AFRICA OR ANY OTHER STATE OR JURISDICTION IN WHICH SUCH RELEASE, PUBLICATION OR DISTRIBUTION WOULD BE UNLAWFUL. This announcement is an advertisement and not a prospectus for the purpose of the EU Regulation 2017/1129 and as such does not constitute or form part of and should not be construed as an offer, solicitation or invitation to sell or issue, or an offer, solicitation or invitation to, subscribe for, underwrite, buy or otherwise acquire, securities of the Company or any of its subsidiaries in any jurisdiction, or an inducement/recommendation to enter into investment activity in any jurisdiction. Any offer to acquire shares pursuant to the proposed Offering will be made, and any investor should make their investment decision solely on the basis of the information that is contained in the prospectus (the “Prospectus”) published by the Company in connection with the admission of its shares to trading on the Warsaw Stock Exchange and approved on 1 July 2021 by the Polish Financial Supervision Authority. The Prospectus is the sole legally binding document containing information on the Company and the offering of its securities. A copy of the Prospectus is available from the Company's website at www.celonpharma.com, subject to applicable securities regulations.

**On 01 July 2021 Celon Pharma S.A. received the decision on approval of the prospectus by the Polish Financial Supervision Authority and published its prospectus in connection with its public offering of D-series shares (the “Offering”). The maximum price in the Offering was set at PLN 45 per share. The Company intends to issue up to 6,000,000 shares and obtain EUR 60 million to finance development of its clinical pipeline and for other corporate purposes, over the course of the next two years.**

The proceeds from the issue of the D-series shares will be used to support the Company’s innovative pipeline, in particular the development and commercialization of its most advanced projects in the clinical development stage: Falkieri – esketamine in bipolar treatment-resistant depression; CPL’116 – JAK/ROCK inhibitor in autoimmune diseases; CPL’36 – PDE10a inhibitor in schizophrenia disease and Levodopa-induced dyskinesia; CPL’110 – FGFR inhibitor in solid tumors; and CPL’280 – GPR40 agonist in type 2 diabetes and diabetic neuropathies.

“The EUR 60 million transaction size and two-year time span are intended to align with Celon Pharma’s long-term strategy, which envisages independent development of Phase II clinical projects followed by continued program-specific investment for development and commercialization –with a partner or in some cases individually ,”**said Maciej Wieczorek, President of the Management Board of Celon Pharma S.A.** “The issue of shares is simultaneously directed at those investors who know the company very well and who have supported us since our IPO at the Warsaw Stock Exchange, as well as new investors who see long-term value in our company. Over the last several months, we have interacted with both local and international investors who have expressed interest in Celon’s diversified and promising portfolio as well as our growth in the generic markets. We are therefore anticipating additional support from the global investor community.”

**Offering and timetable**

In accordance with the Prospectus, the Company plans to hold a public offering of a maximum of 6,000,000 newly issued ordinary D-series shares, each giving the right to one vote at Celon Pharma S.A, with a nominal value of PLN 0.1 each, and plans to apply for admission of a maximum of 6,000,000 rights to the D-series offered shares and a maximum of 6,000,000 newly issued ordinary D-series shares.

|  |  |
| --- | --- |
| July 1 – 7, 2021 | Book-building among Institutional Investors |
| July 2 – 6, 2021 | Subscriptions and payments made by Individual Investors |
| July 8 – 12, 2021 | Subscriptions made by Institutional Investors  |
| July 15, 2021 | Allocation of the Offered Shares |
| July 22, 2021 | Anticipated first day of listing Rights to Offered Shares on the WSE |

After the end of the issue, both the Company and its main shareholder will be bound by agreements prohibiting the sale of shares for a period of at least 1 year from the first listing of the new shares.

The Company's prospectus has been published on Celon Pharma’s website [www.celonpharma.com](http://www.celonpharma.com), where more information about the Company and the Offering can be found. In the course of the Offering, the Company’s prospectus will also be available on websites of the following brokerage houses: [www.dmbh.pl](http://www.dmbh.pl) (Dom Maklerski Banku Handlowego S.A.) and [www.trigon.pl](http://www.trigon.pl) (Trigon Dom Maklerski S.A.).

**ABOUT THE COMPANY**

Celon Pharma is an integrated biopharmaceutical company which designs, develops, manufactures and distributes pharmaceutical products. It was founded in 2002 by Maciej Wieczorek, PHD. The company currently has approx. 500 employees. It employs approx. 160 scientists responsible for research and development, half of whom either have a PhD or are in the process of acquiring their PhD. The Company's pipeline includes more than a dozen projects for the development of innovative drugs with therapeutic groups such as oncology, neuro-psychiatry, autoimmunity and metabolism. The company has its own research and development laboratories, which allow it to develop its own pharmaceutical technologies by using extensive laboratory equipment resources, as well as the experience and expertise of its staff. It also has a modern manufacturing facility where dry pharmaceutical forms are manufactured. Over the last few years the Company has introduced products into the market in the following therapeutic areas: oncology, central nervous system diseases, cardiology, HIV treatment, respiratory diseases. The Company has been developing the technology for manufacturing inhalation drugs and several projects of innovative drugs since 2007. It has been listed on the Warsaw Stock Exchange since 2016.

**More information can be obtained by contacting:**Małgorzata Siewierska

media@celonpharma.com

DISCLAIMER

This announcement is for information purposes only and will under no circumstances constitute the basis for a decision to invest in the shares of Celon Pharma S.A. (the “Company”) and as such does not constitute or form part of and should not be construed as an offer, solicitation or invitation to sell or issue, or an offer, solicitation or invitation to, subscribe for, underwrite, buy or otherwise acquire securities of the Company or any of its subsidiaries in any jurisdiction, or an inducement/recommendation to enter into investment activity in any jurisdiction. Neither this press release nor any part hereof, nor the fact of its distribution or issuance, shall form the basis of, or be relied on in connection with any contract, commitment or investment decision whatsoever. The Prospectus prepared in connection with the public offering and admission and introduction of the Company’s securities to trading on the Warsaw Stock Exchange is the sole legally binding document containing information on the Company and the offering of its securities in Poland (the “Offering”). Any investment in connection with the Offering should be made solely on the basis of the information which is contained in the approved and published Prospectus and any amendments or supplements thereto. The approval of the Prospectus should not be understood as an endorsement of the Company’s shares that are being offered within the Offering and that are subject to admission to trading on the regulated market. The Prospectus may contain information that differs from the information contained in this press release. Potential investors should read the Prospectus before making an investment decision in order to fully understand the potential risks and rewards associated with the decision to invest in the securities referred to in the Prospectus. The date of admission of the Company’s shares to the Warsaw Stock Exchange (“Admission”) may be influenced by various circumstances, some of which are beyond our control, including market conditions. There is no guarantee that Admission will occur and you should not base your financial decisions on the Company’s intentions in relation to Admission at this stage. Acquiring investments to which this announcement relates may expose an investor to a significant risk of losing all of the amount invested. Persons considering making such investments should consult an authorised person specialising in advising on such investments. This announcement does not constitute a recommendation concerning the Offering. The value of shares can decrease as well as increase. Potential investors should consult a professional advisor as to the suitability of the Offering for the person concerned. This press release is not for distribution or use by any person or entity in any jurisdiction where such distribution or use would be contrary to local law or regulation or which would subject the Company or any of its affiliates to authorisation, notification, licensing or other registration requirements under applicable laws. Distribution of this press release and other information connected to the Offering may be restricted by law and persons into whose possession any document or other information referred to herein comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction. It may be unlawful to distribute this press release in certain jurisdictions. This press release is not for distribution in the United States or to U.S. persons, Australia, Canada and Japan. Acquiring securities to which this press release refers may expose an investor to a significant risk of losing all of the amount invested. Persons considering investment should consult an authorised person specialising in advising on such investments. This material does not constitute an investment recommendation within the meaning of the Market Abuse Regulation (Regulation (EU) 596/2014) and of the Commission Delegated Regulation (EU) 2016/958 of 9 March 2016 supplementing the Market Abuse Regulation with regard to regulatory technical standards for the technical arrangements for objective presentation of investment recommendations or other information recommending or suggesting an investment strategy and for disclosure of particular interests or indications of conflicts of interest, nor does it purport to give legal, tax or financial advice.. Statements contained herein may constitute “forward-looking statements”. Forward-looking statements are generally identifiable by the use of certain words, including but not limited to: “may”, “will”, “should”, “plan”, “expect”, “anticipate”, “estimate”, “believe”, “intend”, “project”, “goal” or “target” or the negative of these words or other variations on these words or comparable terminology. Forward-looking statements are based on current expectations and involve a number of known and unknown risks, uncertainties and other factors that could cause the Company’s or its industry’s actual financial condition, results of operations or performance to be materially different from any future financial condition, results of operations or performance expressed or implied by such forward-looking statements. In the United Kingdom this press release is being distributed and is directed only at “qualified investors” within the meaning of Article 2(e) of the Prospectus Regulation (Regulation (EU) 2017/1129) who: (i) have professional experience in matters relating to investments and who fall within the definition of “investment professionals” in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the “Order”); or (ii) are high net worth entities and other persons to whom such communication may otherwise lawfully be made falling within Article 49(2)(a) to (d) of the Order (all such persons together being referred to as the “Relevant Persons”). This press release must not be acted on or relied on by persons who are not the Relevant Persons. Any investment or investment activity to which this communication relates is available only to the Relevant Persons and will be engaged in only with the Relevant Persons. Persons distributing this communication must satisfy themselves that it is lawful to do so. The securities will be available only to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire such securities will be only with, Relevant Persons. With respect to member states of the European Union other than the United Kingdom, this press release is directed only at, and the securities referred to herein will be offered only to, qualified investors within the meaning of Article 2(e) of the EU Regulation 2017/1129, such persons being referred to as the “Qualified Investors”) and/or in other circumstances falling within Article 1 section 4 of the Prospectus Regulation. Any such Qualified Investor will also be deemed to have represented and agreed that any such securities acquired by it in the Offering have not been acquired on behalf of persons other than such Qualified Investors. This press release is not an offer of securities for sale in the United States or to U.S. persons. The securities to which this press release relate have not been and will not be registered under the United States Securities Act of 1933, as amended (the “Securities Act”) and may not be offered or sold in the United States or to U.S. persons absent registration or an exemption from registration or in a transaction not subject to the registration requirements of the Securities Act. There will be no public offering of the securities in the United States. This announcement is not directed at or intended to be accessible by persons located in the United States (including its territories and possessions, any state of the United States and the District of Columbia) or U.S. persons, other than to "qualified institutional buyers" within the meaning of Rule 144A under the Securities Act or pursuant to another exemption from, or in a transaction not subject to, the registration requirements of the Securities Act.