*THIS PRESS RELEASE MAY NOT BE DISSEMINATED, PUBLISHED OR DISTRIBUTED, DIRECTLY OR INDIRECTLY, IN WHOLE OR IN PART,IN OR INTO THE UNITED STATES OF AMERICA, AUSTRALIA, CANADA, JAPAN, SOUTH AFRICA, OR ANY OTHER COUNTRY OR JURISDICTION WHERE SUCH DISSEMINATION, PUBLICATION OR DISTRIBUTION WOULD CONSTITUTE AN INFRINGEMENT.*

*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 on the Company's website at* [*www.celonpharma.com*](http://www.celonpharma.com)*, subject to applicable securities regulations.*

**Celon Pharma has completed its book-building process. Investors will be taking over all Offered Shares.**

**As part of the SPO, the Company will be offering 6,000,000, i.e. the maximum number of shares at a price of PLN 36, which means that it includes a slight, single-digit discount compared to today's closing prices at the Warsaw Stock Exchange.**

The number of Offered Shares initially allocated to Individual Investors is 185.678 (one hundred eighty five thousand six hundred seventy eight), which constitutes 3.1% of all of the Offered Shares.

The number of Offered Shares initially allocated to Institutional Investors is 5.814.322 (five million eight hundred fourteen thousand three hundred twenty two), which constitutes 96.9% of all of the Offered Shares.

The Company will acquire PLN 216 million (minus the costs of the offering) – these funds will cover all purposes of the share issue as indicated in the Prospectus over the course of the next 2 years.

After the end of the issue, both the company and the 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.

**Maciej Wieczorek, PhD, President of the Board of Celon Pharma S.A.:** *We are very pleased that the book-building process indicating the interest in our Company's shares supports our choice of development strategy, even more so, as, in line with the submitted declarations, our existing investors will be joined by new ones, including foreign entities. We are aware that fulfilling our ambitious R&D plans, which will be financed by the vast majority of the funds acquired as a result of the Offering, will take a lot of effort. We are prepared and determined to consistently and gradually ensure that the Company’s value increases and thus serves the best interests of both our existing and new Shareholders. We value your trust.*

The objective of the issue of D-series shares was co-financing of the Company’s innovative pipeline, in particular the development and commercialization of its most advanced projects in the clinical development stage, i.e.: 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.

**Timetable of the SPO**

|  |  |
| --- | --- |
| 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 |
|  |  |

The global coordinators and co-bookrunners were: Dom Maklerski Banku Handlowego S.A., Erste Group Bank AG, Erste Securities Polska S.A. and Citigroup Global Markets Europe AG. Jefferies GmbH and Jefferies International Limited were co-runners and Trigon Dom Maklerski S.A. acted as the co-manager of the offering.

**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](mailto:media@celonpharma.com)

*This press release is intended for information purposes only and in no way constitutes the basis for decision-making on whether to invest in shares of Celon Pharma S.A. (the “Company”), and therefore does not constitute, or form part of, and should not be interpreted as, an offer, solicitation or invitation to sell or issue, or an offer, solicitation or invitation to subscribe for, underwrite, purchase or otherwise acquire, securities of the Company or any of its subsidiaries in any jurisdiction or an inducement/recommendation to undertake investment activities in any jurisdiction. Neither this press release nor its any part, nor the fact of its distribution, gives rise to, or may be relied upon in connection with, any agreement, commitment or any investment decision. 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 binding document containing information on the Company and the offering of its securities in Poland (the "Offering"). Any investment concerning the Offering should be made solely on the basis of the information included in the approved and published Prospectus and in any amendments or supplements to the Prospectus. The Prospectus may contain information that differs from the information contained in this press release. In order to understand the potential risks and benefits of a decision to invest in the securities described in the Prospectus, potential investors should read the Prospectus before making an investment decision.*

*This press release may not be distributed or used by any person or entity in any jurisdiction where such distribution or use would be contrary to local laws or regulations or which would make the Company or any of its affiliates subject to a requirement for authorization, notification, licensing or other requirements under applicable laws. The distribution of this press release and other information relating to the Offer may be restricted by law and persons who come into possession of any document or other information referred to in this press release should obtain information about such restrictions and observe them. Failure to comply with these restrictions may constitute a violation of the regulations on securities in the relevant jurisdiction. The distribution of this press release may be illegal in some jurisdictions. This press release may not be distributed in the United States of America, Australia, Canada or Japan. Acquiring securities to which this press release relates may expose an investor to a significant risk of losing the entire invested amount. Persons considering an investment should consult an authorized person specializing in advisory services on such investments. This material is not an investment recommendation within the meaning of the Market Abuse Regulation (Regulation (EU) No 596/2014) and the Commission Delegated Regulation (EU) 2016/958 of 9 March 2016 supplementing the Market Abuse Regulation as regards regulatory technical standards on technical measures for the objective presentation of investment recommendations or other information recommending or suggesting an investment strategy and the disclosure of vested interests or indications of conflicts of interest. The statements contained herein may constitute “forward-looking statements”. Forward-looking statements may be, as a rule, identified by the use of words such as, in particular: “may”, “will”, “should”, “plans”, “expects”, “anticipates”, “estimates”, “believes”, “intends”, “project”, “intent” or “objective” or a negation of such words or the use of other forms of such words or comparable terms. Forward-looking statements are based on current expectations and are subject to a variety of known and unknown risks, uncertainties and other factors; they may cause the actual financial condition, results of activities or achievements of the Company or the industry in which it operates to differ significantly from any future financial condition, results of activities or achievements expressed or implied by such forward-looking statements. One should not place too much reliance on forward-looking statements. The Company undertakes no obligation to publicly update or revise any forward-looking statements made herein, whether as a result of new information, the occurrence of future events or for any other reason. In the United Kingdom, this press release is being distributed only to and will only be directed at "qualified investors" within the meaning of Article 2(e) of the Prospectus Regulation (Regulation (EU) 2017/1129) who: (i) have professional experience in investment matters and fall within the definition of "professional investors" within the meaning of Article 19(5) the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005; the "Order") or (ii) who are high-net-worth individuals and other persons to whom such a press release may be given, falling within Article 49(2)(a) to (d) of the Order (all such persons hereinafter jointly referred to as "Relevant Persons"). Persons who are not Relevant Persons cannot act upon or rely on this press release. Any investment or investment activity to which this press release relates is available only to Relevant Persons and will be made only with Relevant Persons. Persons disseminating this press release must verify whether such dissemination is lawful. The securities will be available only to Relevant Persons and any invitation, offer or agreement to subscribe for, purchase or otherwise acquire such securities will be addressed to or concluded only with Relevant Persons. In relation to Member States of the European Union other than the United Kingdom, this press release is only addressed to, and the securities referred to herein will only be offered to, Qualified Investors within the meaning of Article 2(e) of Regulation (EU) 2017/1129 and such persons are hereinafter referred to as "Qualified Investors") or in other circumstances subject to Article 1(4) of the Prospectus Regulation. Each such Qualified Investor will be deemed to have declared and confirmed that the securities acquired by him under the Offering have not been acquired on behalf of persons other than Qualified Investors. This press release does not constitute an offering of securities intended for sale in the United States of America. The securities to which this press release relates have not been and will not be registered under the U.S. Securities Act of 1933 as amended and cannot be offered or sold in the territory of the United States of America unless they are registered, offered or sold within an exemption from the registration requirements of the U.S. Securities Act, or in a transaction not subject to the registration requirements of the U.S. Securities Act. A public offering of securities in the United States of America will not be held. This press release is not directed to persons staying in the territory of the United States (including the territories and possessions of the United States, any state of the United States and the District of Columbia) other than "qualified institutional buyers" , in accordance with this term’s definition included in Rule 144A under the U.S. Securities Act or pursuant to any other exemption to the registration requirements of the U.S Securities Act or within a transaction not subject to the registration requirements of the U.S. Securities Act.*