

## GeNeuro announces successful €6.0 million private placement

**Geneva, Switzerland, July 13, 2021 – 08:00 CET** – GeNeuro (Euronext Paris: CH0308403085 - GNRO), a biopharmaceutical company developing new treatments focused on stopping causal factors driving the progression of neurodegenerative and autoimmune diseases such as multiple sclerosis (“MS”), today announced the successful completion of a €6.0 million capital increase with cancellation of the preferential subscription rights through an international private placement only to certain qualified and institutional investors of 1,730,458 new ordinary bearer shares of GeNeuro with a par value of CHF 0.05 each (the “New Shares” and the “Offering”, respectively).

The New Shares have been offered at a price of €3.48 each, including nominal value and issue premium (the “Subscription Price”).

Bryan, Garnier & Co acted as sole global coordinator and sole bookrunner of the Offering.

*“Successfully completing this private placement provides GeNeuro operating capital to the end of 2022, providing us sufficient time to facilitate Phase 3 planning and partnering discussions following the results from our Phase 2 clinical trial of temelimab in multiple sclerosis patients with disability progression without relapses at the Karolinska Institutet / Academic Specialist Center in Stockholm, which remain expected in Q1 2022”* said **Jesús Martin-Garcia, CEO of GeNeuro**. *“It will also support continuing preclinical research on the potential of temelimab for Post-COVID patients with neuropsychiatric affections, notably through the partnerships with the CIRI (International Center for Infectiology Research, France) and Fondation FondaMental, which we announced on July 5, that seek to speed development of diagnostic and therapeutic solutions”.*

In the Offering, GNEH SAS, a subsidiary of Institut Mérieux and an existing shareholder of GeNeuro (“GNEH”), has subscribed to 862,068 New Shares in cash. In accordance with applicable Swiss laws and regulations, GNEH representatives on the Board of directors of the Company have not voted on board of directors’ decisions relating to the Offering. As a result, following the Offering GNEH shall own 37.50% of the share capital and 37.70% of the voting rights of the Company on a non-diluted basis and 35.79%, respectively 35.97%, on a fully diluted basis.

The Company intends to use the net proceeds of the Offering primarily to fund its operations and extend its financial visibility until the end of 2022, in order to facilitate Phase 3 planning and partnering discussions for temelimab. It will also support continuing preclinical research on the potential of temelimab for Post-COVID patients with neuropsychiatric affections, notably through the partnerships with CIRI and Fondation FondaMental.

The New Shares issued will represent 8.40% of the Company’s share capital prior to the Offering on a non-diluted basis and 7.75% of the Company’s share capital after the Offering.

Pursuant to applicable Swiss law, the Board of Directors of the Company, in accordance with Article 5bis of the Company’s Articles of Association, as amended by its General Shareholders’ meeting of May 27, 2020, approved on July 12, 2021, the issuance of the New Shares with cancellation of shareholders’

preferential subscription rights by way of a book-built private placement intended solely to institutional and qualified investors (the “Capital increase”).

The Subscription Price represents a discount of 7.2% on the closing market price of the Company’s shares on Euronext Paris on the last trading day preceding the closing date of the Offering, i.e. €3.75 on July 12, 2021.

Following the registration of the Capital Increase by the Commercial registry of Geneva, expected to occur on July 13, 2021, the Company’s share capital will be composed of 22,320,777 ordinary bearer shares with a nominal value of CHF 0.05 each.

Based on the information available to the Company, the breakdown of the Company’s share capital and voting rights before and after the Capital Increase is as follows:

	Ownership and voting rights before the Capital Increase		Ownership and voting rights after the Capital Increase	
	Number of shares and voting rights	% of share capital and voting rights	Number of shares and voting rights	% of share capital and voting rights
GNEH SAS <sup>(1)</sup>	7,508,026	36.46%	8,370,094	37.50%
Eclosion2 & Cie SCPC	6,367,608	30.93%	6,367,608	28.53%
Servier International BV	1,254,596	6.09%	1,254,596	5.62%
<b>Sub-total</b>	<b>15,130,230</b>	<b>73.48%</b>	<b>15,992,298</b>	<b>71.65%</b>
<b>Total employees and directors</b>	<b>147,437</b>	<b>0.72%</b>	<b>147,437</b>	<b>0.66%</b>
Treasury shares <sup>(2)</sup>	117,236	0.51%	117,236	0.53%
Free Float	5,195,416	25.29%	6,063,806	27.17%
<b>TOTAL</b>	<b>20,590,319</b>	<b>100.00%</b>	<b>22,320,777</b>	<b>100.00%</b>

(1) A subsidiary of Institut Mérieux

(2) Shares held in treasury have their voting rights suspended in accordance with Swiss law.

The settlement and delivery and admission to trading date of the New Shares to be issued upon registration of the Capital Increase by the Commercial registry of Geneva (expected on July 13, 2021), is scheduled for July 16, 2021. The New Shares will carry immediate dividend and voting rights and will be listed on the regulated market of Euronext Paris market under ISIN CH0308403085–GNRO.

In connection with the Offering, GeNeuro has undertaken, subject to standard exceptions, not to issue equity securities or securities giving rise to equity securities for a 90-day period and GNEH SAS, Eclosion2 & Cie SCPC, Servier and the directors, officers and key employees who hold shares or stock options of the Company have agreed to a 90-day lockup period, subject to standard exceptions.

Detailed information about the Company, specifically its activity, its earnings, and the corresponding risk factors, appears in the Company’s 2020 Universal Registration Document filed with the Autorité des Marchés Financiers (“AMF”) on April 30, 2021 under number D.21-0414. No prospectus will be submitted to the approval of the French AMF inasmuch as the Offering has been effected through a private placement intended solely to qualified investors and as the New Shares represent less than 20% of the existing shares of the Company. The 2020 Universal Registration Document may be consulted, along with the Company’s other regulated information and all its press releases, on its website ([www.geneuro.com](http://www.geneuro.com)).

## About GeNeuro

GeNeuro's mission is to develop safe and effective treatments against neurological disorders and autoimmune diseases, such as multiple sclerosis, by neutralizing causal factors encoded by HERVs, which represent 8% of human DNA. GeNeuro is based in Geneva, Switzerland and has R&D facilities in Lyon, France. It has rights to 17 patent families protecting its technology.

For more information, visit: <https://www.geneuro.com>

## Contacts

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This announcement and the information contained herein do not constitute either an offer to sell or purchase, or the solicitation of an offer to sell or purchase, securities of GeNeuro S.A. (the "Company").

No communication or information in respect of the offering by the Company of its shares may be distributed to the public in any jurisdiction where registration or approval is required. No steps have been taken or will be taken in any jurisdiction where such steps would be required. The offering or subscription of shares may be subject to specific legal or regulatory restrictions in certain jurisdictions. The Company takes no responsibility for any violation of any such restrictions by any person.

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This announcement is an advertisement and not a prospectus within the meaning of Regulation (EU) 2017/1129 (the "Prospectus Regulation"), as implemented in each member State of the European Economic Area.

### France

The Company's shares in connection with the Capital Increase are not being offered or sold, directly or indirectly, to the public in France to persons other than qualified investors.

No prospectus has been or will be submitted to the approval of the French Autorité des marchés financiers in relation to the projected Private Placement. Any offer or transfer of shares of the Company or distribution of offer documents has only been and will only be made in France to qualified investors as defined by Article 2(e) of the Prospectus Regulation and in accordance with Articles L. 411-1 and L. 411-2 of the French Monetary and Financial Code.

### European Economic Area and United Kingdom

With respect to the member States of the European Economic Area, other than France, and the United Kingdom, (each, a "Relevant State"), no action has been undertaken or will be undertaken to make an offer to the public of the shares requiring a publication of a prospectus in any Relevant State. Consequently, the securities cannot be offered and will not be offered in any Relevant State (other than France), (i) to qualified investors within the meaning of the Prospectus Regulation, for any investor in a Member State of the European Economic Area, or Regulation (EU) 2017/1129 as part of national law under the European Union (Withdrawal) Act 2018 (the "UK Prospectus Regulation"),

for any investor in the United Kingdom, (ii) to fewer than 150 individuals or legal entities (other than qualified investors as defined in the Prospectus Regulation or the UK Prospectus Regulation, as the case may be), or (iii) in accordance with the exemptions set out in Article 1(4) of the Prospectus Regulation, or in the other case which does not require the publication by GeNeuro of a prospectus pursuant to the Prospectus Regulation, the UK Prospectus Regulation and/or applicable regulation in this Member States.

No action has been undertaken or will be undertaken to make available any shares of the Company to any retail investor in the European Economic Area. For the purposes of this press release, the expression “retail investor” means a person who is one (or more) of the following:

- a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, “MiFID II”); or
- a customer within the meaning of Directive 2016/97/EU, as amended, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or not a “qualified investor” as defined in the Prospectus Regulation; and
- the expression “offer” includes the communication in any form and by any means of sufficient information on the terms of the offer and the shares to be offered so as to enable an investor to decide to purchase or subscribe the shares.

### **United Kingdom**

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### **Forward Looking Statements**

This press release contains certain forward - looking statements and estimates concerning GeNeuro’s financial condition, operating results, strategy, projects and future performance and the markets in which it operates. Such forward-looking statements and estimates may be identified by words, such as “anticipate,” “believe,” “can,” “could,” “estimate,” “expect,” “intend,” “is designed to,” “may,” “might,” “plan,” “potential,” “predict,” “objective,” “should,” or the negative of these and similar expressions. They incorporate all topics that are not historical facts. Forward looking statements, forecasts and estimates are based on management’s current assumptions and assessment of risks, uncertainties and other factors, known and unknown, which were deemed to be reasonable at the time they were made but which may turn out to be incorrect. Events and outcomes are difficult to predict and depend on factors beyond the company’s control. Consequently, the actual results, financial condition, performances and/or achievements of GeNeuro or of the industry may turn out to differ materially from the future results, performances or achievements expressed or implied by these statements, forecasts and estimates. Owing to these uncertainties, no representation is made as to the correctness or fairness of these forward-looking statements, forecasts and estimates. Furthermore, forward-looking statements, forecasts and estimates speak only as of the date on which they are made, and GeNeuro undertakes no obligation to update or revise any of them, whether as a result of new information, future events or otherwise, except as required by law.