



MedinCell announces the successful pricing of its Global Offering and raises €25 million

Euronext: MEDCL – Montpellier - France – May 12, 2023, 07h30 CEST

Successful Private Placement allowing to reach a total amount of €25 million

Strong financial position to continue portfolio development and strengthen R&D activities

New cash visibility until at least Q4 2025

MedinCell, a commercial-stage pharmaceutical technology company developing a portfolio of long-acting injectable products in various therapeutic areas (the "Company"), announced today the successful pricing of its Global Offering (as defined below) for a final amount of €25.1 million through an offering to French and international investors via a Private Placement and to retail investors via the PrimaryBid platform in France.

Christophe Douat, CEO of MedinCell said: " We thank both our existing and new shareholders for their support and trust. We were also pleased to offer retail investors the opportunity to take part in the offering. The team is engaged and looking forward to pursuing the development of our portfolio, of which all candidate products are based on the same technology as UZEDY™, our first product just approved by the FDA. UZEDY™ is a first, a huge accomplishment and we can't wait for the next one! We already have two other programs in phase 3. Our impact on the health of patients around the world will be increasingly greater."

Jaime Arango, CFO at MedinCell said: "This successful capital raise combined with recent non-dilutive financing allow us to benefit from a very strong financial position. UZEDY's revenues should quickly take over and cover our operational costs, including R&D costs that represent the main part of our expenses. All lights are green for MedinCell to create significant value in the short and long term, whilst having the necessary funds to do so. We're looking forward to the next 18 months, period during which we expect a very strong newsflow."

The use of proceeds of the Global Offering (as defined below) will be used to strengthen the Company's existing funds and to contribute to the financing of:

- preclinical and clinical activities for the Company's programs, including:
 - the clinical Phase 1 of mdc-GRT,
 - preclinical and clinical activities for several investigational products such as mdc-TMK and mdc-DPL,
- formulation activities of new products,
- investments to expand and improve the laboratory in Montpellier, France,
- research, development of new technologies.

Terms of the Global Offering

The Global Offering, for a total of €25.1 million, was carried out via the issuance without shareholder's preferential subscription rights of 3,430,000 new shares, with a nominal value of 0.01 euros each, within the framework of:

- an offer for 3,324,804 new ordinary shares for a total of €24.3 million to qualified investors or a restricted circle of investors referred to in article L. 411-2 1° of the French Monetary and Financial Code in accordance with the 20th resolution of the combined general meeting of the Company on September 8, 2022 (the "General Meeting") (the "Private Placement"),
- a public offer of new shares aimed at retail investors, in accordance with the 18th resolution of the General Meeting, via the PrimaryBid platform only in France, for a total of 768,982.76 euros, via the issuance of 105,196 new shares, representing 3.1% of the Global Offering (the "PrimaryBid Offering" and together with the Private Placement, the "Global Offering").

The new shares, representing 13.6% of the share capital of the Company, on a non-diluted basis, prior to the completion of the Global Offering and 11.9% of the Company's share capital, on a non-diluted basis, following the Global Offering, were issued by decision of the *Directoire* (as defined below) pursuant to and within the limits of the delegations of authority granted by the General Meeting and authorized by the *Conseil de Surveillance* (as defined below) as of the date of this press release.

The issue price of the new shares has been set at €7.31 per share, representing a discount of 9% compared to the closing price of the MedinCell share on 11 May 2023, i.e. €8.01, and of 10% compared to the volume-weighted average price of the Company's share on the regulated market of Euronext Paris over the last 3 trading sessions prior to the beginning of the Global Offering (i.e. from May 9 to May 11 2023 inclusive), i.e. €8.12, in accordance with the 20th resolution of the General Meeting.

By way of illustration, a shareholder holding 1% of the share capital of the Company prior to the launch of the Global Offering will now hold an interest of 0.88%.

Admission to trading of the new shares

Settlement-Delivery of the new ordinary shares to be issued in the Global Offering and the PrimaryBid Offering and their admission for trading on the regulated market of Euronext Paris are expected on 16 May 2023. The new ordinary shares will be on the same category and fungible with the existing shares, will be entitled to all rights associated with the existing shares, and will be admitted to trading on the regulated market of Euronext Paris under the same ISIN code FR0004065605 - MEDCL.

Lock-up commitments

In connection with the Global Offering, the Company and the members of the management board ("**Directoire**") and the Supervisory Board ("**Conseil de Surveillance**") have signed a lock-up agreement which takes effect on the date of signature of the placement agreement entered into between the Company and the banks today and for a period of 90 days following the settlement-delivery of the Global Offering, subject to certain customary exceptions.

Financial intermediaries

Jefferies, Bryan Garnier Securities SAS and Bryan, Garnier & Co are acting as Joint Global Coordinators and Joint Bookrunners for the Private Placement.

Under the PrimaryBid Offering, investors can only subscribe through the PrimaryBid partners listed on the PrimaryBid website (www.PrimaryBid.fr). The PrimaryBid Offering is not covered by a placement agreement. For more details, please visit the PrimaryBid website at www.PrimaryBid.fr.

Risk factors

The attention of the public is drawn to the risk factors associated with the Company and its activity, presented in section 2 of the universal reference document registered with the French Financial Market Authority (*Autorité des Marchés Financiers*) (the "AMF") under number D.22-0668 on July 28, 2022, available free of charge on the Company's website (<https://invest.medincell.com>). The occurrence of some or all of these risks could have an adverse effect on the Company's business, financial condition, results, development or prospects. The risk factors presented in this document remains the same today.

Additionally, investors are invited to consider the following risks specific to this Global Offering: (i) the market price of the Company's shares may fluctuate and become lower than the subscription price of the shares issued in the Global Offering, (ii) the volatility and liquidity of the Company's shares may fluctuate significantly, (iii) sales of the Company's shares may occur in the market and negatively impact the market price of its share, and (iv) the Company's shareholders may experience potentially significant dilution resulting from possible future capital increases necessary to provide the Company with additional financing.

No prospectus

The Global Offering is not subject to a prospectus requiring an approval from the AMF.

About MedinCell

MedinCell is an innovative pharmaceutical company developing a portfolio of long-acting injectable products in various therapeutic areas - from development to commercialization - by combining its proprietary BEPO technology (licensed to Teva as SteadyTeq™) with already known and marketed active ingredients. Through the controlled and sustained release of the active pharmaceutical ingredient, MedinCell makes medical treatments more effective, including improved compliance and reduced drug requirements. MedinCell's proprietary BEPO technology® enables the controlled delivery of a therapeutic dose of medication for several days, weeks or months from a simple subcutaneous or local injection of a few millimeters in size, entirely bioresorbable.

MedinCell collaborates with leading pharmaceutical companies and foundations to improve global health through new therapeutic options. Headquartered in Montpellier, France, MedinCell currently employs over 140 people representing more than 25 different nationalities. www.medincell.com

MedinCell Contacts

MedinCell
David Heuzé
Head of Communications
david.heuze@medincell.com
+33 (0)6 83 25 21 86

NewCap
Louis-Victor Delouvrier/Alban Dufumier
Investor Relations
medincell@newcap.eu
+33 (0)1 44 71 94 94

NewCap
Nicolas Merigeau
Media Relations
medincell@newcap.eu
+33 (0)1 44 71 94 94

This document 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 the Company in any jurisdiction.

No communication and no 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.

This announcement does not, and shall not, in any circumstances, constitute a public offering nor an invitation to the public in connection with any offer. The distribution of this document may be restricted by law in certain jurisdictions. Persons into whose possession this document comes are required to inform themselves about and to observe any such restrictions.

Not for release, directly or indirectly, in or into the United States, Canada, South Africa, Japan or Australia. This document (and the information contained herein) does not contain or constitute an offer of securities for sale, or solicitation of an offer to purchase securities, in the United States, Canada, South Africa, Japan or Australia or any other jurisdiction where such an offer or solicitation would be unlawful. The securities referred to herein have not been and will not be registered under the U.S. Securities Act of 1933, as

THIS PRESS RELEASE IS NOT BEING MADE IN AND COPIES OF IT MAY NOT BE DISTRIBUTED OR SENT, DIRECTLY OR INDIRECTLY, INTO THE UNITED STATES, CANADA, SOUTH AFRICA, JAPAN OR AUSTRALIA

amended (the "**Securities Act**"), or under the securities laws of any state or other jurisdiction of the United States, and may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with the securities laws of any state or any other jurisdiction of the United States. No public offering of the securities will be made in the United States.

This document (and the information contained within) is an advertisement and not a prospectus within the meaning of the Prospectus Regulation. With respect to each member state of the European Economic Area ("**Member State**"), no action has been undertaken or will be undertaken that constitutes an offer of the securities referred to herein to the public in any Member State and requiring a prospectus in any Member State. The securities referred to herein may not and will not be offered in any Member State, except in accordance with the exemptions set forth in the Prospectus Regulation, including any relevant implementing measures in each Member State. For the purposes of the above, the expression an "offer to the public" in any Relevant Member State shall have the meaning ascribed to it in Article 2(d) of the Prospectus Regulation.

In France, the offer of the Company shares described above will be made in the context of (i) a capital increase in favor of qualified investors or a restricted circle of investors, pursuant to Article L. 411-2 1° of the French monetary and financial code (*Code monétaire et financier*) and applicable regulatory provisions and (ii) a public offering primarily intended to retail investors through the PrimaryBid platform. Pursuant to Article 211-3 of the general regulations of the AMF and Articles 1(4) and (3) of the Prospectus Regulation, the offer of the Company shares will not require the publication of a prospectus approved by the AMF.

MIFID II Product Governance/Target Market: solely for the purposes of the requirements of Article 9.8 of the EU Delegated Directive 2017/593 relating to the product approval process, the target market assessment in respect of the shares of the Company has led to the conclusion in relation to the type of clients criteria only that: (i) the type of clients to whom the shares are targeted is eligible counterparties and professional clients and retail clients, each as defined in Directive 2014/65/EU, as amended ("MiFID II"); and (ii) all channels for distribution of the shares of the Company to eligible counterparties and professional clients and retail clients are appropriate. Any person subsequently offering, selling or recommending the shares of the Company (a "distributor") should take into consideration the type of clients assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the shares of the Company and determining appropriate distribution channels.

This communication does not constitute an offer of securities to the public in the United Kingdom and is being distributed only to and is directed only at (a) persons outside the United Kingdom, (b) persons who have professional experience in matters relating to investments, i.e., investment professionals within the meaning of Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "**Order**"), and (c) high net worth entities, unincorporated associations and other bodies to whom it may otherwise lawfully be communicated in accordance with Article 49(2)(a) to (d) of the Order (all such persons together being referred to as **relevant persons**). The securities are available only to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire such securities will be available only to and will be engaged in only with, relevant persons. Any person who is not a relevant person should not act or rely on this communication or any of its contents.

Jefferies GmbH is authorised and regulated in Germany by the Bundesanstalt für Finanzdienstleistungsaufsicht. Each of Bryan, Garnier & Co, Bryan Garnier Securities SAS and Jefferies GmbH (together, the "**Banks**") is acting exclusively for the Company and for no one else in connection with the Private Placement and will not regard any other person (whether or not a recipient of this document) as a client in relation to the Private Placement or any other matter referred to in this document and will not be responsible to anyone other than the Company for providing the protections afforded to its clients or for giving advice in relation to the Private Placement or any other matter referred to in this Document. None of the Banks is acting for the Company with respect to the PrimaryBid Offering.

This document is being issued by and is the sole responsibility of the Company. No representation or warranty, express or implied, is or will be made as to, or in relation to, and no responsibility or liability is or will be accepted by or on behalf of the Banks or by their respective affiliates or any of their respective directors, officers, partners, employees, advisers or agents (collectively, "Representatives") as to, or in relation to, the accuracy, adequacy, fairness or completeness of this document or any other written or oral information made available to or publicly available to any interested party or its advisers or any other statement made or purported to be made by or on behalf of the Banks or any of their respective affiliates or any of their respective Representatives in connection with the Company, the securities being offered or the Global Offering and any responsibility and liability whether arising in tort, contract or otherwise therefor is expressly disclaimed. No representation or warranty, express or implied, is made by the Banks or any of their respective affiliates or any of their respective Representatives as to the accuracy, fairness, verification, completeness or sufficiency of the information or opinions contained in this Announcement or any other written or oral information made available to or publicly available to any interested party or its advisers, and any liability therefor is expressly disclaimed.

This press release contains forward-looking statements, including statements regarding Company's expectations for (i) the timing, progress and outcome of its clinical trials; (ii) the clinical benefits and competitive positioning of its product candidates; (iii) its ability to obtain regulatory approvals, commence commercial production and achieve market penetration and sales; (iv) its future product portfolio; (v) its future partnering arrangements; (vi) its future capital needs, capital expenditure plans and ability to obtain funding; and (vii) prospective financial matters regarding our business. Although the Company believes that its expectations are based on reasonable assumptions, any statements other than statements of historical facts that may be contained in this press release relating to future events are forward-looking statements and subject to change without notice, factors beyond the Company's control and the Company's financial capabilities.

These statements may include, but are not limited to, any statement beginning with, followed by or including words or phrases such as "objective", "believe", "anticipate", "expect", "foresee", "aim", "intend", "may", "anticipate", "estimate", "plan", "project", "will", "may", "probably", "potential", "should", "could" and other words and phrases of the same meaning or used in negative form. Forward-looking statements are subject to inherent risks and uncertainties beyond the Company's control that may, if any, cause actual results, performance, or achievements to differ materially from those anticipated or expressed explicitly or implicitly by such forward-looking statements. A list and description of these risks, contingencies and uncertainties can be found in the documents filed by the Company with the AMF pursuant to its regulatory obligations, including the Company's universal registration document, filed with the AMF on July 28, 2022, (the "**Universal Registration Document**"), as well as in the documents and reports to be published subsequently by the Company. In particular, readers' attention is drawn to section 2 entitled "Facteurs de Risques" on page 24 of the Universal Registration Document.

Any forward-looking statements made by or on behalf of the Company speak only as of the date they are made. Except as required by law, the Company does not undertake any obligation to publicly update these forward-looking statements or to update the reasons why actual results could differ materially from those anticipated by the forward-looking statements, including in the event that new information becomes available. The Company's update of one or more forward-looking statements does not imply that the Company will make any further updates to such forward-looking statements or other forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements.