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PRESS RELEASE

NicOx launches a €70 million rights issue

November 25, 2009. Sophia Antipolis, France. www.nicox.com

NicOx S.A. (Euronext Paris: COX) today announces the launch of a rights issue of approximately €70 million, in which preferential subscription rights will be given to all existing shareholders consistent with the announcement made on November 18th 2009. This financing supports NicOx's strategic goal of becoming a fully-integrated specialty pharmaceutical company with targeted specialty sales operations in the United States (US) and innovative research and development (R&D) programs.

This rights issue follows the successful completion of a €30 million private placement on November 18th 2009. That private placement was oversubscribed and NicOx decided to offer the maximum number of authorized shares to institutional investors, including a cornerstone €20 million investment by the Fonds Stratégique d'Investissement (FSI). The FSI currently holds a 5.1% stake in NicOx. The FSI is a French corporation owned 51% by the Caisse des Dépôts et Consignations and 49% by the French Government, which has the objective of supporting medium-sized companies that are considered important for the growth and competitive position of the French economy.

The FSI plans to invest a total of €25 million (including the cornerstone €20 million investment already made in the private placement). The FSI has expressed its intention to fully subscribe to its rights and may subscribe for an additional amount on a reducible basis (*souscription à titre réductible*).

The existing Commercial Affairs Department in the US will be expanded to allow NicOx to participate in the future commercialization of naproxcinod, NicOx's lead drug candidate. The New Drug Application (NDA) for naproxcinod, was accepted for filing by the US Food and Drug Administration (FDA) on November 18th 2009. The NDA is requesting an indication for the relief of the signs and symptoms of osteoarthritis. NicOx plans to submit a Marketing Authorization Application (MAA) to the European Medicines Agency (EMEA) by the end of 2009.

"This capital raise aims to maximize the strategic and economic value of naproxcinod and support our overarching goal of building NicOx into a specialty pharmaceutical company with its own commercial operations focused on specialist prescribers in the United States." declared **Eric Castaldi, Chief Financial Officer of NicOx.** *"With this sales and marketing platform, we will be ideally positioned to support a primary care focused partner for naproxcinod. The proceeds of this financing will also allow NicOx to optimize naproxcinod's commercial supply chain and advance its promising clinical pipeline in ophthalmology and cardiometabolic diseases. We are very pleased that the FSI has decided to subscribe to this rights issue following their recent cornerstone investment in NicOx."*

Details of the rights issue

NicOx is offering 20,040,585 new ordinary shares[1] at a subscription price of €3.49. All existing NicOx shareholders, both in France and outside France, including the investors which subscribed to the private placement, will be entitled to receive one preferential subscription right for every share held as of the close of trading on November 25th 2009. Holders of preferential subscription rights will be able to subscribe and/or sell all, or part, of their rights. 13 preferential subscription rights will entitle their holder to subscribe for 5 new ordinary shares by irrevocable entitlement (*souscription à titre irréductible*), at a subscription price of €3.49 per new ordinary share. Shareholders will also be entitled to subscribe for new ordinary shares on a reducible basis (*souscription à titre réductible*).

On the basis of NicOx's closing share price on November 24, 2009, i.e. €7.053, the subscription price of €3.49 euros represents a 42% discount to the theoretical ex-right price, with the theoretical value of a preferential subscription right amounting to €0.99.

The subscription period will be open from November 26th 2009, to December 9th 2009 inclusive. During this period, the preferential subscription rights will be listed and traded on Euronext Paris (ISIN: FR0010827428).

[1] The number of new shares may be increased to 20,645,135 if all of the outstanding and exercisable stock options and stock subscription warrants are exercised before November 28th, 2009 at 11h59pm CET, resulting in the the size of the rights issue to be therefore increased to approximately €72 million.

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The offering will be open to the public only in France. The settlement, delivery and listing of the new ordinary shares is expected to take place on December 23rd 2009. The newly issued NicOx shares will have a nominal value of €0.20 and an issue premium of €3.29, and will be fungible with existing shares listed on Euronext Paris (ISIN: FR0000074130).

The rights issue is being underwritten by a syndicate of banks lead-managed by Lazard-NATIXIS and UBS Investment Bank as Joint Global Coordinators and Joint Bookrunners and Piper Jaffray as Joint-Lead Manager.

The depository agent will be Société Générale, 32 rue du Champs de Tir – BP 81236 – 44312 Nantes Cedex 03.

Strategic rationale for the capital increase:

Continue building NicOx into a specialty pharmaceutical company and advance the pre-commercialization activities for naproxcinod

NicOx's strategy is to leverage its world-leading R&D platform and expertise in developing nitric oxide-donating New Chemical Entities (NCEs) to become a fully-integrated, specialty pharmaceutical company, with its own targeted specialty sales operations in the US as well as internal innovative R&D programs.

NicOx intends to use the net proceeds of this financing to implement its sales and marketing operations platform targeting specialist physicians, such as rheumatologists, orthopedists and certain pain specialists, in the US. NicOx will seek to enter into a partnership agreement with a pharmaceutical company for the promotion and marketing of naproxcinod to primary care physicians in the US, while retaining co-promotion rights for specialist prescribers.

NicOx also intends to use the net proceeds of this financing to optimize the existing commercial supply chain for naproxcinod by increasing its potential production capacity and throughput and to acquire the inventory necessary for the launch of naproxcinod. NicOx has already entered into an agreement with DSM and Capsugel for the commercial production of naproxcinod active pharmaceutical ingredient (API) and capsules, respectively.

Two promising programs in ophthalmology and cardiometabolic disease

The Company also plans to use the proceeds of this offering to pursue the development of its portfolio of drug candidates in the therapeutic areas of inflammatory, cardiometabolic and ophthalmologic diseases. In this respect, NicOx may use proceeds of this financing in exploring the most appropriate way to advance the development of two promising clinical drug candidates in the therapeutic areas of ophthalmology (NCX 116) and cardiometabolic diseases (NCX 6560):

- NCX 116 - the first nitric oxide-donating prostaglandin that has completed two phase 2 studies in patients with primary open angle glaucoma and ocular hypertension, which showed potential clinical benefit. NicOx is currently evaluating opportunities for advancing NCX 116 into late stage development, including through possible third-party partnerships.

- NCX 6560 - an investigational drug candidate representing a potential treatment to further reduce the risk of major adverse cardiac events (MACEs) in coronary heart disease (CHD) patients. NicOx recently completed a successful phase 1b first-in-man study, versus placebo and Lipitor® (atorvastatin), which met its primary and secondary objectives. The next step will be the initiation of a phase 2 study.

NicOx (Bloomberg: COX:FP, Reuters: NCOX.PA) is a pharmaceutical company focused on the research, development and future commercialization of drug candidates. NicOx is applying its proprietary nitric oxide-donating R&D platform to develop an internal portfolio of New Chemical Entities (NCEs) for the potential treatment of inflammatory, cardio-metabolic and ophthalmological diseases.

NicOx's lead investigational compound is naproxcinod, an NCE and a first-in-class CINOD (Cyclooxygenase-Inhibiting Nitric Oxide-Donating) anti-inflammatory drug candidate for the relief of the signs and symptoms of osteoarthritis. NicOx submitted a New Drug Application (NDA) for naproxcinod to the US Food and Drug Administration (FDA) in September 2009, following the successful completion of three pivotal phase 3 studies. The NDA for naproxcinod was accepted for filing by the FDA in November 2009 and the FDA has set a target date of July 24 2010, for the completion of its review. The submission of a Marketing Authorization Application (MAA) to the European Medicines Agency (EMEA) is planned for Q4 2009.

In addition to naproxcinod, NicOx's pipeline includes several nitric oxide-donating NCEs, which are in development internally and with partners, including Merck & Co., Inc., for the treatment of widespread eye diseases, cardiometabolic diseases, hypertension, respiratory disorders and dermatological disease.

NicOx S.A. is headquartered in France and is listed on Euronext Paris (Compartment B: Mid Caps).

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This press release contains certain forward-looking statements. Although the Company believes its expectations are based on reasonable assumptions, these forward-looking statements are subject to numerous risks and uncertainties, which could cause actual results to differ materially from those anticipated in the forward-looking statements.

For a discussion of risks and uncertainties which could cause actual results, financial condition, performance or achievements of NicOx S.A. to differ from those contained in the forward-looking statements, please refer to the Risk Factors ("Facteurs de Risque") section of the Document de Reference *and its update filed with the AMF, which are available on the AMF website (*http://www.amf-france.org*) or on NicOx S.A.'s website (*http://www.nicox.com*).*

PUBLIC INFORMATION:

A prospectus approved by the AMF under visa No 09-347 on November 24, 2009 comprised of the document de référence filed with the AMF under number D.09-0085 on February 27, 2009 and its update filed with the AMF under number D.09-0085-A01 on November 18, 2009 and the note d'opération (including a summary of the prospectus), may be obtained free of charge from NicOx S.A, as well as on the websites of NicOx S.A. (www.nicox.com) and the AMF (www.amf-france.org). The attention of the public is directed to the "risk factors" section of the prospectus.

With respect to the member states of the European Economic Area which have implemented the Directive 2003/71/EC of the European Parliament and the Council of November 4, 2003 (the "Prospectus Directive"), other than France, no action has been undertaken or will be undertaken to make an offer to the public of the securities referred to herein requiring a publication of a prospectus in any relevant member state (other than France). As a result, the securities may not and will not be offered in any relevant member state (other than France) except in accordance with the exemptions set forth in Article 3(2) of the Prospectus Directive, if they have been implemented in that relevant member state, or under any other circumstances which do not require the publication by NicOx S.A. of a prospectus pursuant to Article 3 of the Prospectus Directive and/or to applicable regulations of that relevant member state.

This announcement does not constitute an offer of securities for sale in the United States or any other jurisdiction. Securities may not be offered or sold in the United States absent registration or an exemption from registration under the U.S. Securities Act of 1933, as amended. NicOx S.A. does not intend to register securities or conduct a public offering in the United States.

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