



Nicox establishes commercial operations in Italy through acquisition of Eupharmed

- Nicox to acquire 100% of Eupharmed for €3.5 million in newly issued Nicox shares, plus potential additional earn-out payment
- Acquisition of Eupharmed brings Nicox a direct marketing presence in Italy, an established product portfolio and sales platform for the launch of new products, including AdenoPlus®
- Sales from Eupharmed's extensive ophthalmic portfolio including pharmaceuticals, medical devices and nutraceuticals totalled €3.6 million in 2012
- Italy's ophthalmic market is one of the largest in Europe, with annual sales of more than €430 million¹

November 26, 2013.

Sophia Antipolis, France.

Nicox S.A. (NYSE Euronext Paris: COX) today announced that it has agreed to acquire 100% of the shares of Eupharmed, a privately-held Italian ophthalmic company, for €3.5 million in newly issued Nicox shares, plus a potential, additional earn-out payment linked to the achievement of certain business objectives. The acquisition provides Nicox with an established sales and marketing platform in Italy together with a broad portfolio of eye care products. Eupharmed had sales of €3.6 million in 2012, and is expected to achieve full-year sales of approximately €3.9 million in 2013. The acquisition is part of Nicox's strategy to establish sales infrastructure in the five major European markets and in the United States.

Philippe Masquida, Executive Vice President and Managing Director of European and International Operations of Nicox Pharma, commented: *"The acquisition of Eupharmed is a major step towards achieving our goal of building Nicox's product range and commercial presence in Europe's five largest markets. Eupharmed has a rapidly growing business with a good portfolio of recently launched eye care products and a team covering the Italian market. Italy is the one of the largest markets for ophthalmic*

products in Europe, with sales reaching €430 million in the twelve-month period from September 2012 to August 2013¹. We welcome the Eupharmed sales and marketing team to Nicox and we look forward to working with them on our future product launches, including AdenoPlus[®].”

About Eupharmed

Eupharmed is a privately-owned Italian pharmaceutical company founded in 2001 and based in Pero, Milan. Eupharmed is a branch of Petrone Group. Its operating structure includes 23 regional managers and sales representatives covering the Italian ophthalmic market. Eupharmed commercializes a broad portfolio of ophthalmic products in Italy, including pharmaceuticals, medical devices and nutraceuticals.

Eupharmed’s portfolio includes artificial tears (Theradrop, Theragel), antibiotics (Eukinoft), non-steroidal anti-inflammatories (Dropflam), fixed combination antibiotic steroids (Eucombidex), steroids (Eucortex), antiallergics (Eustamyl) and nutraceuticals (Zared, Eukom). Eupharmed has a range of new products in its development pipeline and also markets third-party products under distribution agreements.

Raffaele Petrone, CEO of Petrone Group, commented: *“I believe this acquisition will bring great benefits to Eupharmed and significantly help its position and growth in Italy and Europe. This all-share agreement demonstrates our confidence in Nicox’s long-term strategy and the potential of its growing pipeline of products. This is an excellent fit for Eupharmed.”*

Nicox’s European portfolio

Nicox is building a diversified portfolio of eye care therapies and diagnostic tools, through in-licensing, co-promotion and acquisition of assets. In 2012, Nicox acquired the rights to AdenoPlus[®], a rapid point-of-care diagnostic test that aids in the differential diagnosis of acute conjunctivitis. AdenoPlus[®] is CE-marked and available in Europe. Over the next few months, it will be launched in Italy through the newly acquired Eupharmed sales force and in the other major European markets. Nicox has already launched AdenoPlus[®] in the United States. In the first quarter of 2014, Nicox also expects to launch a new range of differentiated eye care products in Europe targeting a major therapeutic class under a distribution agreement with another private European pharmaceutical company. Details of the product portfolio have not yet been disclosed for commercial reasons.

Financial terms of the acquisition

Under the terms of the agreement, Nicox would acquire 100% of the shares of Eupharmed in exchange for newly issued Nicox shares for a total value of €3.5 million. The number of shares to be issued would be based on the average closing prices of Nicox shares during a 90-day period preceding the completion of the acquisition. The acquisition remains subject to French regulatory proceedings and approvals and, if such proceedings and approvals are met, is expected to be completed within the coming weeks.

Nicox has agreed to pay an additional earn-out payment for up to €2.4 million linked to the achievement of certain confidential business objectives. Any additional payment would be payable in newly issued Nicox

shares in the first half of 2014. The number of shares to be issued would be based on the average closing prices of Nicox shares during a 90-day period preceding the payment of the earn-out.

The Nicox shares received by Eupharmed's shareholder will be subject to certain lock-up provisions.

Michel Dyens & Co. acted as exclusive financial advisor to Nicox.

¹Source: IMS Sell-in MAT/8/2013.



About Nicox

Nicox (Bloomberg: COX:FP, Reuters: NCOX.PA) is an emerging international company focused on the ophthalmic market. With a heritage of innovative R&D, business development and commercial expertise, the Nicox team is building a diversified portfolio of therapies and diagnostic tools that can help people to enhance their sight. The Company's commercial portfolio and near-term pipeline already include several innovative diagnostic tests intended for eye care professionals, as well as a range of eye care products. Nicox's key proprietary asset in ophthalmology is latanoprostene bunod, a novel compound based on Nicox's proprietary nitric oxide (NO)-donating R&D platform, currently in Phase 3 clinical development in collaboration with Bausch + Lomb for the potential treatment of glaucoma and ocular hypertension. Further NO-donors are under development, notably through partners.

Nicox is headquartered in France, with research capabilities in Italy, a growing commercial infrastructure in North America and in the major European markets and an expanding international presence through partners. Nicox S.A. is listed on Euronext Paris (Compartment B: Mid Caps). For more information on Nicox or its products please visit www.nicox.com.

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.

Risks factors which are likely to have a material effect on Nicox's business are presented in the 4th chapter of the « Document de référence, rapport financier annuel et rapport de gestion 2012 » filed with the French Autorité des Marchés Financiers (AMF) on March 22, 2013 and available on Nicox's website (www.nicox.com) and on the AMF's website (www.amf-france.org).



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