

## **COSMO PHARMACEUTICALS N.V. UND CASSIOPEA S.P.A. VERÖFFENTLICHEN PROVISORISCHES ZWISCHENERGEBNIS DES ÖFFENTLICHEN UMTAUSCHANGEBOTS FÜR ALLE IM PUBLIKUM BEFINDLICHEN AKTIEN DER CASSIOPEA S.P.A.**

### **Ad-hoc-Mitteilung gemäss Art. 53 KR**

**Dublin, Irland und Lainate, Italien - 16. November 2021** - Cosmo Pharmaceuticals N.V. (SIX: COPN) ("Cosmo") und Cassiopea S.p.A. (SIX: SKIN) ("Cassiopea") gaben heute bekannt, dass während der Angebotsfrist des öffentlichen Umtauschangebots in der Schweiz von Cosmo zum Erwerb aller sich im Publikum befindenden Namenaktien von Cassiopea, die am 15. November 2021 endete, nach den vorläufigen Ergebnissen Aktionäre 4,394,985 Cassiopea-Aktien angedient haben, was ca. 76.5% der sich im Publikum befindenden Cassiopea-Aktien entspricht, die vom Angebot erfasst sind, was zusammen mit den Cassiopea-Aktien, die sich bereits im Besitz von Cosmo befinden, ca. 87.4% der derzeit ausgegebenen Cassiopea-Aktien entspricht.

Alessandro Della Cha, CEO von Cosmo: *"Wir freuen uns, dass die Annahme des Angebots die Mindestschwelle von 50 % der Cassiopea-Beteiligung von Cosmo so deutlich überschritten hat. Nach dem Vollzug werden wir zügig mit der vollständigen Integration der beiden Unternehmen zum Vorteil aller Aktionäre fortfahren."*

Mauro Ajani, Vorsitzender von Cosmo sagte: *"Ich bin sehr glücklich über dieses sehr gute Resultat. Die Zusammenlegung der Unternehmen zum jetzigen Zeitpunkt war für alle Beteiligten der richtige Schritt."*

Cosmo wird in der definitiven Mitteilung des Zwischenergebnisses in Übereinstimmung mit den Bedingungen von Abschnitt B.8. des Angebotsprospekts vom 4. Oktober 2021 darauf eingehen, ob die anderen relevanten Bedingungen des Angebots erfüllt sind oder darauf verzichtet wurde. Die definitive Mitteilung des Zwischenergebnisses wird voraussichtlich am 18. November 2021 veröffentlicht.

Nach dem Vollzug des Angebots beabsichtigt Cosmo, die Cassiopea-Aktien von der SIX Swiss Exchange zu dekotieren, wodurch Cassiopea voraussichtlich zu einer nicht kotierten Tochtergesellschaft im Mehrheitsbesitz von Cosmo wird.

Eine Generalversammlung der Aktionäre wird stattfinden, um neue Mitglieder des Verwaltungsrats der Cassiopea zu wählen, nachdem Frau Diana Harbort und die Herren Jan De Vries und Oyvind Bjordal mit Wirkung zum Datum dieser Generalversammlung, die voraussichtlich vor Ende Januar 2022 stattfinden wird, zurückgetreten sind.

Diana Harbort, Chief Executive Officer von Cassiopea, wird, wie bereits mitgeteilt, nach Abschluss des Angebots von ihrer Funktion zurücktreten und zur Präsidentin der neu gegründeten Dermatologie-Sparte von Cosmo ernannt werden, die die derzeitigen Geschäftsaktivitäten von Cassiopea umfassen wird.

Weitere Informationen sind verfügbar unter <https://www.cosmopharma.com/news-and-media/news-releases/2021/211116> und unter <https://www.cassiopea.com/web-filter/>.

### **About Cosmo Pharmaceuticals**

Cosmo is a specialty pharmaceutical company focused on developing and commercialising products to treat selected gastrointestinal disorders and improve endoscopy quality measures through aiding the detection of colonic lesions. Cosmo has also developed medical devices for endoscopy and has recently entered into a partnership with Medtronic for the global distribution of GI Genius™ its artificial intelligence device for use in colonoscopies and GI procedures. Cosmo has licensed Aemcolo™ to Red Hill Biopharma and is the licensee of BYFAVO™ (Remimazolam) for the US for procedural sedation, which it has sub-licensed to Acacia. For additional information on Cosmo and its products please visit the Company's website: [www.cosmopharma.com](http://www.cosmopharma.com)

### **About Cassiopea**

Cassiopea is a specialty pharmaceutical company developing and preparing to commercialize prescription drugs with novel mechanisms of action (MOA) to address long-standing and essential dermatological conditions, particularly acne, androgenetic alopecia (or AGA) and genital warts. Cassiopea is investing in innovation that is driving scientific advancement in areas that have been largely ignored for decades. The portfolio comprises four unencumbered clinical candidates, for which Cassiopea owns the worldwide rights. The Company's strategy is to leverage this expertise to optimize the commercial potential for its products directly or with partners. For further information on Cassiopea, please visit [www.cassiopea.com](http://www.cassiopea.com).

### **Contact**

Niall Donnelly, CFO & Head of Investor Relations

Cosmo Pharmaceuticals N.V.

Tel: +353 1 817 03 70

[ndonnelly@cosmopharma.com](mailto:ndonnelly@cosmopharma.com)

Diana Harbort, CEO & Head of Investor Relations

Cassiopea S.p.A.

Tel: +39 02 868 911 24,

[dharbort@cassiopea.com](mailto:dharbort@cassiopea.com)

## Disclaimer

This communication (the "**Communication**") has been prepared by Cosmo Pharmaceuticals N.V. ("Cosmo" and together with its subsidiaries, "we", "us" or the "Group") solely for informational purposes and has not been independently verified and no representation or warranty, express or implied, is made or given by or on behalf of any of the Group. Cosmo reserves the right to amend or replace the Communication at any time, and undertakes no obligation to provide the recipients with access to any additional information. Cosmo shall not be obligated to update or correct the information set forth in the Communication or to provide any additional information. Nothing in this Presentation is, or should be relied upon as, a promise or representation as to the future.

Certain statements in this Communication are forward-looking statements. By their nature, forward-looking statements involve a number of risks, uncertainties and assumptions that could cause actual results or events to differ materially from those expressed or implied by the forward-looking statements. These risks, uncertainties and assumptions could adversely affect the outcome and financial consequences of the plans and events described herein. Actual results may differ from those set forth in the forward looking statements as a result of various factors (including, but not limited to, future global economic conditions, changed market conditions, intense competition in the markets in which the Group operates, costs of compliance with applicable laws, regulations and standards, diverse political, legal, economic and other conditions affecting the Group's markets, and other factors beyond the control of the Group). Neither Cosmo nor any of its respective directors, officers, employees, advisors, or any other person is under any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. You should not place undue reliance on forward-looking statements, which speak of the date of this Communication. Statements contained in this Communication regarding past trends or events should not be taken as a representation that such trends or events will continue in the future.

This Communication does not constitute or form part of, and should not be construed as, an offer or invitation or inducement to subscribe for, underwrite or otherwise acquire, any securities of Cosmo, nor should it or any part of it form the basis of, or be relied on in connection with, any contract to purchase or subscribe for any securities of the Group, nor shall it or any part of it form the basis of, or be relied on in connection with, any contract or commitment whatsoever. This Communication constitutes neither an offer to sell nor a solicitation to buy securities of Cosmo and it does not constitute a prospectus or similar notice within the meaning of articles 35 et seqq. or 69 of the Swiss Financial Services Act or a prospectus pursuant to the laws of any other jurisdiction. This Communication may be considered to be marketing material. The offer [and listing] will be made solely by means of, and on the basis of, a prospectus which is to be published. An investment decision regarding the publicly offered securities of Cosmo should only be made on the basis of the prospectus. The prospectus is expected to be published on or around 4 October 2021 and will be available free of charge at <https://www.cosmopharma.com/investors>.

### United States of America

The securities described in this Communication have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act"), or under any law of any state of the United States of America, and may not be offered, sold, resold, or delivered, directly or indirectly, in or into the U.S., except pursuant to an exemption from the registration requirements of the U.S. Securities Act and applicable state securities laws. Neither this document nor the exchange offer described herein constitutes an offer to sell or the solicitation of an offer to buy any securities in the U.S. or in any other jurisdiction in which such an offer or solicitation would be unlawful. Cosmo Pharmaceuticals N.V. will not register or make a public offer of its securities, or otherwise conduct any public tender offer, in the U.S. In the U.S., this document is being provided to "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act) only on a confidential basis. Neither the United States Securities and Exchange Commission nor any state securities commission in the United States has approved or disapproved the Offering of the shares or passed upon the adequacy or accuracy of the Prospectus. Any representation to the contrary is a criminal offence in the United States. **PROSPECTIVE PURCHASERS ARE HEREBY NOTIFIED THAT SELLERS OF COSMO SHARES MAY BE RELYING ON THE EXEMPTION FROM THE PROVISIONS OF SECTION 5 OF THE US SECURITIES ACT PROVIDED BY RULE 144A.**

By tendering securities of Cassiopea S.p.A. into this offer, you will be deemed to represent that you (x) (a) are not a U.S. person, (b) are not acting for the account or benefit of any U.S. person, and (c) are not in or delivering the acceptance from, the United States or (y) you are a "qualified institutional buyer" as that term is used in Rule 144A under the U.S. Securities Act.

### United Kingdom

This Communication is directed only at persons in the U.K. who (i) have professional experience in matters relating to investments falling within article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the Order), (ii) are persons falling within article 49(2)(a) to (d) ("high net worth companies, unincorporated associations, etc.") of the Order or (iii) to whom it may otherwise lawfully be communicated (all such persons together being referred to as Relevant Persons). This communication must not be acted on or relied on by persons who are not Relevant Persons. Any investment or investment activity to which this communication relates is available only to Relevant Persons and will be engaged in only with Relevant Persons.

### Australia, Canada, Japan

This Communication is not addressed to shareholders of Cassiopea S.p.A. whose place of residence, seat or habitual abode is in Australia, Canada or Japan, and such shareholders may not accept the offer.

### European Economic Area

The offer set out in this Communication (the Offer) is only being made within the European Economic Area (EEA) pursuant to an exemption under Regulation (EU) 2017/1129 (as amended and together with any applicable adopting or amending measures in any relevant member state (as defined below), the Prospectus Regulation), as implemented in each member state of the EEA (each a relevant member state), from the requirement to publish a prospectus that has been approved by the competent authority in that relevant member state and published in accordance with the Prospectus Regulation as implemented in that relevant member state or, where appropriate, approved in another relevant member state and notified to the competent authority in that relevant member state, all in accordance with the Prospectus Regulation. Accordingly, in the EEA, the Offer and documents or other materials in relation to the Offer and the shares in Cosmo Pharmaceuticals N.V. (the Offeror Shares) are only addressed to, and are only directed at, (i) qualified investors (qualified investors) in the relevant member state within the meaning of Article 2(1)(e) of the Prospectus Regulation, as adopted in the relevant member state, and (ii) persons who hold, and will tender, the equivalent of at least EUR 100,000 worth of shares in Cassiopea S.p.A. (the Target Shares) in exchange for the receipt of Offeror Shares (collectively, permitted participants). This offer prospectus and the documents and other materials in relation to the Offer may not be acted or relied upon by persons in the EEA who are not permitted participants, and each Target shareholder seeking to participate in the Offer that is resident in the EEA will be deemed to have represented and agreed that it is a qualified investor or that it is tendering the equivalent of EUR 100,000 worth of Target Shares in exchange of Offeror Shares.

### Italy

The offer set out in this Communication (the Offer) does not constitute a public offer nor a tender or exchange offer nor an advertisement of securities to the public in the Republic of Italy. Neither the Offer nor the COPN Shares have been registered with or cleared by the Commissione Nazionale per la Società e la Borsa ("CONSOB") (the Italian securities exchange commission), pursuant to Italian securities legislation. Neither the CONSOB nor any other Italian public authority has examined, approved, cleared or registered this Prospectus or will examine, approve, clear or register this Offer. Accordingly, Italian residents cannot participate in the Offer nor may copies of this Communication or of any other document relating to the Offer be distributed or published in the Republic of Italy, either on primary and on secondary market. This Communication has not been prepared in accordance with the prospectus requirements nor the tender offer requirements provided for, or otherwise applicable in, Italy. Cosmo Pharmaceutical N.V. will not accept, directly or indirectly, any order relating to the Offer made in, or coming from, the Republic of Italy; any such order will be deemed null and void.

### General

Cosmo Pharmaceuticals N.V.'s public tender and exchange offer for all publicly held shares of Cassiopea S.p.A. (the Offer) is not being made, directly or indirectly, in any country or jurisdiction in which such offer would be unlawful or otherwise violate any applicable law or regulation or which would require Cosmo Pharmaceuticals N.V. to make any amendment to the terms or conditions of the Offer, to make any additional application to, or to take any additional action with respect to, any governmental, regulatory or legal authority. It is not intended to extend the Offer to any such country or jurisdiction. Documents relating to the Offer may not be distributed in, or sent to, any such country or jurisdiction. Such documents may not be used for the purpose of soliciting purchases of Cassiopea S.p.A. securities by any person or entity resident or incorporated in such country or jurisdiction.

This Communication is not for distribution in the United States, Canada, Australia, Japan or Italy. This communication does not constitute an offer to sell, or the solicitation of an offer to buy, securities in any jurisdiction in which is unlawful to do so.