



Theranexus

SHIFTING THE LINES AGAINST
CENTRAL NERVOUS SYSTEM
DISORDERS



THERANEXUS ANNOUNCES THE LAUNCH OF A CAPITAL INCREASE BY PRIVATE PLACEMENT FOR A MAXIMUM AMOUNT OF EURO 4 MILLION

Lyon, 10th July 2019 (5:35pm CEST) – THERANEXUS (FR0013286259 – ALTHX / Eligible PEA/PME – the “Company”), innovative biopharmaceutical company involved in the treatment of neurological diseases and pioneer in the development of drug candidates acting on the interaction between neurons and glial cells, announces today the launch of a capital increase for a maximum amount of EUR 4 million by way of private placement reserved for a certain category of people via an offer by accelerated book building process (the “Placement”). As part of this Placement, the Company has received subscription commitments amounting to EUR 1.6 million in total from financial investors, including certain existing shareholders.

The Company intends to issue a maximum of 900,000 new ordinary shares (the “New Shares”), each comprising a share subscription warrant (the “BSA” and, with the New Shares, the “ABSA”), as part of a capital increase with cancellation of the preferential subscription right of shareholders in favour of a category of persons who meet specified characteristics, in accordance with Article L.225-138 of the Commercial Code and with the twelfth resolution of the Shareholders’ Combined General Assembly dated 20th June 2019. The Placement will thus be reserved for natural or legal persons (including companies), trusts, and investment funds, or other investment vehicles, whatever their form (including, without limitation, any investment fund or venture capital companies, in particular any FPCI, FCPI or FIP), under French or foreign law, shareholders of the Company or not, that regularly invest in the health or biotechnology sector (the “Eligible Investors”).

The funds raised as part of this capital increase will help strengthen Theranexus’ cash position, and in particular secure the clinical development programme for the registration and marketing of drug candidate BBDF 101 for Batten disease. Indeed, Theranexus announced on [27th June 2019](#) that it signed with American foundation Beyond Batten Disease Foundation a principle agreement on the development and marketing of BBDF 101 for Batten Disease in juvenile form, which is a rare and fatal paediatric genetic neurological lysosomal disease. BBDF 101 is a proprietary drug combination that is based on two compounds that have already been registered as are all other drug candidates of Theranexus currently in clinical trials for Parkinson’s disease, neurocognitive disorders and neuropathic pains.

This Placement will not rise to a handout subject to approval by the Financial Markets Authorities.

The Placement will occur by way of accelerated book building process, by the end of which the number, price of ABSA issued and exercise price of BSA will be determined. The accelerated book building process starts immediately and should be completed before markets open on 11th July 2019, subject to any early closing or extension. THERANEXUS will announce, by press release, the outcome of the Placement as soon as possible after closing of the book building.

At the end of the 12th resolution of the shareholders’ combined general assembly of 20th June 2019, the issue price of the new shares will be at least equal to the average of the volume-weighted average for the volumes of the last 3 trading sessions prior to fixing the issue price, possibly reduced by a maximum discount of 30%.

Two (2) BSA will entitle the holder to subscribe to one (1) ordinary share for nominal value of EUR 0.25 at a price included between 110 and 130% of the ABSA issue price, i.e. a potential capital increase for a total maximum amount of EUR 6.9 million (including issue premium), via the issue of maximum number of 1,350,000 new ordinary shares for the Company, if all BSA are exercised. The BSA may be exercised for a period of 2 years from the date of issue of the ABSA.

The New Shares will bear current dividend rights and will be listed on the Euronext Growth market of Euronext in Paris under code FR0013286259 – ALTHX. The settlement and delivery of the New Shares and their listing on Euronext Growth is planned for 15 July 2019. The Company does not intend to request listing for BSA.

Among the Eligible Investors, the Placement will be open to institutional investors in France and abroad, but not in the United States, in accordance with the registration exemption pursuant to the U.S. Securities Act of 1933 (the “**Securities Act**”) under Regulation S promulgated under the Securities Act.

As part of the Placement, the Company has entered an abstention agreement for a period of 90 days from the date of settlement and delivery of the Placement, subject to usual exceptions.

Furthermore, the founders and historical shareholders representing 68.8 % of the share capital of the Company before the Placement have signed a retention agreement for all of the Company’s shares held and for a period of 90 days from the date of settlement and delivery of the Placement, subject to (i) usual exceptions and (ii) for historical shareholders only, for the ability to perform actions to dispose of the Company’s financial titles based on a share price above the subscription price of the ABSA.

Portzamparc (BNP Paribas group) acts as a Leader & Placement book holder.

Detailed information concerning THERANEXUS, relating in particular to its business, results and corresponding risks factors, are included in the annual financial report for the financial year ending on 31 December 2018, which may be consulted, as well as other regulated information and all the Company’s press releases, on its website (www.theranexus.com).

The Company would like to draw particular attention to the risks factors relating to the Company and detailed activities in Chapter 4 of the Reference Document, available free of charge on the Company’s website and/or that of Financial Markets Authorities (www.amf-france.org).

ABOUT THERANEXUS

Theranexus is a clinical-stage biopharmaceutical company that emerged from the French Alternative Energies and Atomic Energy Commission (CEA) in 2013. It develops drug candidates for the treatment of nervous system diseases. Theranexus identified the key role played by non-neuronal cells (also known as “glial cells”) in the body’s response to psychotropic drugs (which target the neurons). The company is a pioneer in the design and development of drug candidates affecting the interaction between neurons and glial cells. Theranexus has 3 ongoing clinical development programs: THN 102, currently undergoing Phase II clinical trials, aimed at treating daytime sleepiness in Parkinson’s disease patients, THN 201 undergoing Phase Ib trials, designed to treat cognitive disorders in patients with Alzheimer’s disease, and THN 101, undergoing Phase Ia trials in patients with neuropathic pain. The unique, patented technology used by Theranexus is designed to improve the efficacy of psychotropic drugs already approved and on the market, by combining them with a glial cell modulator. This strategy of combining its innovations with registered drugs means Theranexus can significantly reduce development time and costs and considerably increase the chance of its drugs reaching the market.

The proprietary, adaptable Theranexus platform can generate different proprietary drug candidates offering high added-value for multiple indications.

Theranexus is listed on the Euronext Growth market in Paris (FR0013286259- ALTHX).

More information at: www.theranexus.com

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Disclaimer

In France, the offer of Theranexus shares described above will take place solely as a placement, in accordance with Article L. 225-138 of the “Code de commerce” and applicable regulations. The offering does not constitute a public offering in France, as defined in Article L. 411-1 of the “Code monétaire et financier” and no prospectus reviewed or approved by the *Autorité des marchés financiers* will be published.

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