

## **COSMO PHARMACEUTICALS N.V. LAUNCHES PUBLIC EXCHANGE OFFER TO ACQUIRE CASSIOPEA S.P.A.**

### **Ad hoc announcement pursuant to Art. 53 LR**

**Dublin, Ireland and Lainate, Italy – 4 October 2021** – Today, Cosmo Pharmaceuticals N.V. launches a public exchange offer under Swiss takeover rules to fully acquire and delist Cassiopea S.p.A. The exchange ratio follows current market prices.

Further information is available on <https://www.cosmopharma.com/news-and-media/news-releases/2021/211004> and on <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).

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### 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.