

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 zuwählen, 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

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.

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United States of America

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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

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General



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