

THIS PRESS RELEASE IS NOT FOR ITS DIFFUSION, PUBLICATION NOR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN THE UNITED STATES OF AMERICA, CANADA, AUSTRALIA, JAPAN, SOUTH AFRICA OR ANY OTHER JURISDICTION WHERE SAID DISTRIBUTION, PUBLICATION OR DIFFUSION IS UNLAWFUL

THIS PRESS RELEASE IS FOR INFORMATION PURPOSES ONLY, IS NEITHER A REGISTRATION DOCUMENT NOR A PROSPECTUS AND SHOULD NOT BE CONSTRUED AS AN OFFER OF ANY KIND

## Oryzon Raises EUR 13 Million through a Private Placement with US and European Investors

**MADRID, SPAIN AND CAMBRIDGE, MA, UNITED STATES, OCTOBER 26, 2018** – Oryzon Genomics, S.A. (MAD: ORY) ("**Oryzon**" or the "**Company**"), a public clinical-stage biopharmaceutical company leveraging epigenetics to develop therapies in diseases with strong unmet medical need, today announced the successful pricing of a capital increase of 4,961,833 new common shares, for gross proceeds expected of approximately EUR 13 million issued at a price of EUR 2.62 per share, representing a 12% discount on the closing price of the last three trading days. The offering included institutional investors specialized in healthcare and life sciences from the United States of America and Europe. The Company intends to use the net proceeds from the capital increase to finance the Company's research and development of clinical pipeline candidates, as well as for working capital and other general corporate purposes. The CEO and President of the Company, Carlos Buesa, and the Member of the Board of Directors, Josep María Echarri, have subscribed shares, attending the round in their personal capacity.

Subject to completion of certain customary closing conditions contained in the securities purchase agreements, closing of the transaction, including the admission of the new shares to trading on the Madrid, Barcelona, Bilbao and Valencia Stock Exchanges, through the Spanish Automated Quotation System (*Sistema de Interconexión Bursátil*) is expected on or about October 31, 2018.

Oryzon and its directors and executive officers have entered into lock-up agreements ending 90 calendar days after the date of the securities purchase agreements, subject to certain customary exceptions.

Roth Capital Partners acted as placement agent for the international tranche, while Solventis AV, S.A. and Banco de Sabadell, S.A. acted as coordinators and placement agents in connection with the Spanish tranche. KPMG Abogados, S.L.P. (in Spanish law) and Davis Polk & Wardwell LLP (in US law) advised the Company as to Spanish and U.S. law, respectively. Likewise, Goodwin Procter LLP (for the international tranche) and J&A Garrigues, S.L.P. (for the Spanish tranche) advised the placement agents as to Spanish and U.S. law, respectively. This announcement does not constitute a prospectus within the meaning of the Prospectus Directive (as defined below).

On this date, the Company has submitted to the Spanish National Securities Market Commission (CNMV) the significant event regarding the approval of the capital increase by the Board of Directors, as well as the procedure through which the private placement was carried out and the results of said placement, which is available on the CNMV website [www.cnmv.es](http://www.cnmv.es).

THIS PRESS RELEASE IS NOT FOR ITS DIFFUSION, PUBLICATION NOR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN THE UNITED STATES OF AMERICA, CANADA, AUSTRALIA, JAPAN, SOUTH AFRICA OR ANY OTHER JURISDICTION WHERE SAID DISTRIBUTION, PUBLICATION OR DIFFUSION IS UNLAWFUL

THIS PRESS RELEASE IS FOR INFORMATION PURPOSES ONLY, IS NEITHER A REGISTRATION DOCUMENT NOR A PROSPECTUS AND SHOULD NOT BE CONSTRUED AS AN OFFER OF ANY KIND

### **About Oryzon**

Founded in 2000 in Barcelona, Spain, Oryzon (ISIN Code: ES0167733015) is a clinical stage biopharmaceutical company considered as the European champion in Epigenetics. Oryzon has one of the strongest portfolios in the field. Oryzon's LSD1 program has rendered two compounds in clinical trials. In addition, Oryzon has ongoing programs for developing inhibitors against other epigenetic targets. Oryzon has a strong technological platform for biomarker identification and performs biomarker and target validation for a variety of malignant and neurodegenerative diseases. Oryzon's shares are listed on the Madrid, Barcelona, Bilbao and Valencia Stock Exchanges, through the Spanish Automated Quotation System (*Sistema de Interconexión Bursátil*). Oryzon has offices in Spain and in the United States of America. For more information, visit [www.oryzon.com](http://www.oryzon.com).

### **Important Information**

The distribution of this press release may be subject to legal or regulatory restrictions in certain jurisdictions. Any person who comes into possession of this press release must inform him or herself of and comply with any such restrictions.

With respect to Member States of the European Economic Area that have transposed European Directive 2003/71/EC of the European Parliament and European Council (as amended in particular by Directive 2010/73/EU to the extent that the said Directive has been transposed into each Member State of the European Economic Area) (the "**Prospectus Directive**"), no action has been taken or will be taken to permit a public offering of the securities referred to in this press release. Therefore, such securities may not be and shall not be offered in any Member State other than in accordance with the exemptions of Article 3(2) of the Prospective Directive to the extent they have been transposed by the relevant Member State or, otherwise, in cases not requiring the publication of a prospectus under Article 3(2) of the Prospective Directive and/or the applicable regulations in such Member State.

This press release and the information it contains are being distributed to and are only intended for persons who are (i) outside the United Kingdom, (ii) outside the United States, (iii) investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "**Order**"), (iv) high net worth entities and other such persons falling within Article 49(2)(a) to (d) of the Order ("high net worth companies", "unincorporated associations", etc.) or (v) other persons to whom an invitation or inducement to engage in investment activity (within the meaning of Section 21 of the Financial Services and Market Act 2000) may otherwise lawfully be communicated or caused to be communicated (all such persons in (i), (ii), (iii), (iv) and (v) together being referred to as "**Relevant Persons**"). Any invitation, offer or agreement to subscribe, purchase or otherwise acquire securities to which this press release relates will only be engaged with Relevant Persons. Any person who is not a Relevant Person should not act or rely on this press release or any of its contents.

THIS PRESS RELEASE IS NOT FOR ITS DIFFUSION, PUBLICATION NOR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN THE UNITED STATES OF AMERICA, CANADA, AUSTRALIA, JAPAN, SOUTH AFRICA OR ANY OTHER JURISDICTION WHERE SAID DISTRIBUTION, PUBLICATION OR DIFFUSION IS UNLAWFUL

THIS PRESS RELEASE IS FOR INFORMATION PURPOSES ONLY, IS NEITHER A REGISTRATION DOCUMENT NOR A PROSPECTUS AND SHOULD NOT BE CONSTRUED AS AN OFFER OF ANY KIND

The common shares have not been and will not be registered under the Securities Act, or any state securities laws and may not be offered or sold in the United States of America absent registration or an applicable exemption from registration under the U.S. Securities Act of 1933, as amended (the “**Securities Act**”) and applicable state securities law. Oryzon’s securities may not be offered or sold in the United States absent registration or an exemption from registration. Any public offering of Oryzon’s securities to be made in the United States will be made by means of a prospectus that may be obtained from Oryzon or the selling security holder, as applicable, that will contain detailed information about Oryzon and management, as well as financial statements.

### **Forward-Looking Statements**

This communication contains, or may contain, forward-looking information and statements about Oryzon, including the anticipated closing of the private placement, admission to trading and commencement of trading of the newly issued shares, amount and use of proceeds from the private placement financial projections and estimates and their underlying assumptions, statements regarding plans, objectives and expectations with respect to future operations, capital expenditures, synergies, products and services, and statements regarding future performance. Forward-looking statements are statements that are not historical facts and are generally identified by the words “expects,” “anticipates,” “believes,” “intends,” “estimates” and similar expressions. Although Oryzon believes that the expectations reflected in such forward-looking statements are reasonable, investors and holders of Oryzon shares are cautioned that forward-looking information and statements are subject to various risks and uncertainties, many of which are difficult to predict and generally beyond the control of Oryzon that could cause actual results and developments to differ materially from those expressed in, or implied or projected by, the forward-looking information and statements. These risks and uncertainties include those discussed or identified in the documents sent by Oryzon to the Spanish Comisión Nacional del Mercado de Valores (CNMV), which are accessible to the public. Forward-looking statements are not guarantees of future performance and have not been reviewed by the auditors of Oryzon. You are cautioned not to place undue reliance on the forward-looking statements, which speak only as of the date they were made. All subsequent oral or written forward-looking statements attributable to Oryzon or any of its members, directors, officers, employees or any persons acting on its behalf are expressly qualified in their entirety by the cautionary statement above. All forward-looking statements included herein are based on information available to Oryzon on the date hereof. Except as required by applicable law, Oryzon does not undertake any obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. This press release is not an offer of securities for sale in the United States or any other jurisdiction.

**US Contact:**  
**The Trout Group**  
**Thomas Hoffmann**  
+1 646 378 2932  
[thoffmann@troutgroup.com](mailto:thoffmann@troutgroup.com)

**Spain:**  
**ATREVIA**  
**Patricia Cobo**  
+34 91 564 07 25  
[pcobo@atrevia.com](mailto:pcobo@atrevia.com)

**Oryzon:**  
**Emili Torrell**  
**BD Director**  
+34 93 515 13 13  
[etorrell@oryzon.com](mailto:etorrell@oryzon.com)