

## GenSight Biologics completes a capital increase of €8 million without discount subscribed entirely by Sofinnova

**Paris, France, February 25, 2019, 6.30 pm CET** – GenSight Biologics (Euronext: SIGHT, ISIN: FR0013183985, PEA-PME eligible), a biopharma company focused on discovering and developing innovative gene therapies for retinal neurodegenerative diseases and central nervous system disorders, announced today the completion of a capital increase of €8 million subscribed entirely by Sofinnova Crossover I SLP ("**Sofinnova**").

**Bernard Gilly**, Co-founder and Chief Executive Officer of GenSight, stated: *"With just a few weeks to RESCUE 72-week results, we are very pleased with the trust Sofinnova is placing in us, and to welcome them among our reference shareholders. We stand convinced of the potential of GS010, and this fundraising without discount allows us to approach the last clinical and regulatory steps in the best conditions."*

**Cédric Moreau**, Partner of Sofinnova Crossover I fund, stated: *"Gensight is an excellent fit for our Sofinnova Crossover I Fund, where we seek investments in companies with game-changing technologies addressing important unmet clinical needs and which are led by experienced and passionate management teams. Gensight has the potential to become a leader in gene therapies for severe inherited retinal neurodegenerative diseases. We are confident in Gensight management's ability to bring GS010 to the market and thus improve significantly the quality of life for LHON patients."*

### Reasons for the issuance and use of the proceeds

Gross proceeds from the transaction are €8 million.

The purpose of this capital increase is to pursue the final stages of clinical development of GS010, and file for marketing authorization in Europe. It would improve the financial horizon for the Company and drive it from the third quarter of 2019 to the second quarter of 2020.

### Key characteristics of the share capital increase

GenSight Biologics's Board of directors, using the delegation of powers granted by the 21<sup>st</sup> resolution of the shareholders' general meeting held on April 12, 2018 (capital increase without the exercise of preemptive subscription rights in favor of categories of persons with specific characteristics), has decided today to realise a capital increase of 8 million euros, by the issuance of 3,921,568 new shares with a nominal value of €0.025 each (the "**New Shares**") for a subscription price of €2.04 each (including premium) (the "**Capital Increase**") subscribed entirely by Sofinnova.

The subscription price is equal to the volume weighted average price of the Company's shares on the regulated market of Euronext Paris over the three last trading days before pricing, *ie.*, February 21, 22 and 25, 2019, without discount.

The use of the 21<sup>st</sup> resolution related to the Capital Increase in favor of categories of persons did not require to set up a specific organization for managing conflicts of interest by the Company, Sofinnova being a new shareholder not linked to the reference shareholders of the Company.

Following the settlement-delivery expected to occur on 28 February 2019, GenSight Biologics's share capital will amount €718,113.53 divided into 28,724,541 shares. The New Shares will be fungible with the existing shares of the Company and will be admitted to trading on the regulated market of Euronext Paris under ISIN FR0013183985.

### Impact of the offering on the share capital

Sofinnova, by subscribing entirely to the transaction, will own approximately 13.65% of the share capital and voting rights of GenSight Biologics (on a non-diluted basis and taking into account the share capital and voting rights of the Company as of the date of this press release) and will in consequence become the largest shareholder of the Company.

The New Shares represent 13.65% of the share capital of the Company after to the Capital Increase. On an illustrative basis, a shareholder holding 1% of the Company's share capital before the transaction will now hold a stake of 0.86% after the transaction.

The following table specifies the evolution of the share capital of the Company after the Capital Increase:

Shareholders ≥5%	Before offering		After offering	
	Number of shares and voting rights (on a non-diluted basis)	% of the share capital and voting rights (on a non-diluted basis)	Number of shares and voting rights (on a non-diluted basis)	% of the share capital and voting rights (on a non-diluted basis)
Sofinnova	-	-	3,921,568	13.65%
Novartis Pharma AG	3,521,774	14.20%	3,521,774	12.26%
Versant (via Venture Capital IV & Side Fund IV)	3,280,381	13.23%	3,280,381	11.42%
Abingworth Bioventures VI	3,139,973	12.66%	3,139,973	10.93%
Bpifrance Participations	2,000,000	8.06%	2,000,000	6.96%
Vitavest s.à.r.l	1,339,706	5.40%	1,339,706	4.66%
<b>Total</b>	<b>13,281,834</b>	<b>53.55%</b>	<b>17,203,402</b>	<b>59.89%</b>
Managers and directors	1,191,350	4.80%	1,191,350	4.15%
Employees	93,000	0.37%	93,000	0.32%
Other shareholders (total)	10,236,789	41.28%	10,236,789	35.64%
<b>TOTAL</b>	<b>24,802,973</b>	<b>100%</b>	<b>28,724,541</b>	<b>100%</b>

## Undertakings related to the Capital Increase

Sofinnova has also expressed its intent to purchase, in one or several tranches on the market, depending on the market conditions and subject to any applicable regulatory constraints, a number of existing shares of the Company for a total amount of €2,000,000.

In consideration for the subscription by Sofinnova for the Capital Increase, GenSight Biologics has undertaken to put on the agenda of its next shareholders' meeting a proposal to appoint Sofinnova Partner SAS and one independent member to be proposed by Sofinnova with the approval of GenSight Biologics, as members of the Board of directors of the Company.

## Information available to the public and risk factors

Pursuant to Article 211-3 of the Autorité des Marchés Financiers ("AMF") General Regulation, it should be noted that the above-mentioned private placement has not resulted or will not result in the drafting of a prospectus submitted to the AMF for approval. Detailed information regarding the Company, including its business, financial information, results, perspectives and related risk factors are contained (i) in the Company's 2017 Registration Document (*document de référence*) filed with the AMF on April 27, 2018 under number R. 18-036, and (ii) the 2018 Half-Year Financial Report published on July 25, 2018. These documents as well as other regulated information and all of the Company's press releases, can be accessed on the Company's website ([www.gensight-biologics.com](http://www.gensight-biologics.com)) and/or AMF ([www.amf-france.org](http://www.amf-france.org)). Your attention is drawn to the risk factors related to the Company and its activities presented in chapter 4 of its 2017 Registration Document.

This press release is not a prospectus within the meaning of the Prospectus Directive nor a public offering.

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## About GenSight Biologics

GenSight Biologics S.A. is a clinical-stage biopharma company focused on discovering and developing innovative gene therapies for retinal neurodegenerative diseases and central nervous system disorders. GenSight Biologics' pipeline leverages two core technology platforms, the Mitochondrial Targeting Sequence (MTS) and optogenetics to help preserve or restore vision in patients suffering from blinding retinal diseases. GenSight Biologics' lead product candidate, GS010, is in Phase III trials in Leber Hereditary Optic Neuropathy (LHON), a rare mitochondrial disease that leads to irreversible blindness in teens and young adults. Using its gene therapy-based approach, GenSight Biologics' product candidates are designed to be administered in a single treatment to each eye by intravitreal injection to offer patients a sustainable functional visual recovery.

## Disclaimer

*This announcement and the information contained herein do not constitute either an offer to sell or purchase, or the solicitation of an offer to sell or purchase, securities of GenSight Biologics S.A. (the "Company").*

No communication or information in respect of the offering by the Company of its shares may be distributed to the public in any jurisdiction where registration or approval is required. No steps have been taken or will be taken in any jurisdiction where such steps would be required. The offering or subscription of shares may be subject to specific legal or regulatory restrictions in certain jurisdictions. The Company takes no responsibility for any violation of any such restrictions by any person.

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This announcement is an advertisement and not a prospectus within the meaning of the Prospectus Directive (as defined below), as implemented in each member State of the European Economic Area.

With respect to the Member States of the European Economic Area (including France) ("**Member States**"), no action has been or will be undertaken to make an offer to the public of the securities referred to herein requiring a publication of a prospectus in any Member State. As a result, the securities of the Company may not and will not be offered in any Member State except in accordance with the exemptions set forth in Article 3(2) of the Prospectus Directive, or under any other circumstances which do not require the publication by the Company of a prospectus pursuant to Article 3 of the Prospectus Directive and/or to applicable regulations of that relevant Member State.

For the purposes of the provision above, the expression "offer to the public" in relation to any shares of the Company in any Member State means the communication in any form and by any means of sufficient information on the terms of the offer and any securities to be offered so as to enable an investor to decide to purchase any securities, as the same may be varied in that Member State. The expression "Prospectus Directive" means Directive 2003/71/EC (as amended), and includes any relevant implementing measure in the Member State.

This document does not constitute an offer to the public in France and the securities referred to in this document can only be offered or sold in France pursuant to Article L. 411-2-II of the French Code monétaire et financier to (i) providers of third party portfolio management investment services, (ii) qualified investors (investisseurs qualifiés) acting for their own account and/or (iii) a limited group of investors (cercle restreint d'investisseurs) acting for their own account, all as defined in and in accordance with Articles L. 411-1, L. 411-2 and D. 411-1 to D. 411-4 and D. 754-1 and D. 764-1 of the French Code monétaire et financier. In addition, in accordance with the authorization granted by the general meeting of the Company's shareholders dated April 12, 2018, only the persons pertaining to the categories specified in the 21st resolution of such general meeting may subscribe to the offering.

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The transaction is not subject to a prospectus approved by the Autorité des marchés financiers (AMF). Detailed information regarding the Company, including on its business, financial information, results, perspectives and related risk factors are contained (i) in the Company's 2017 Registration Document (document de référence) filed with the AMF on April 27, 2018 under number R. 18-036, and (ii) the Half-Year Financial Report 2018 published on July 25,



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