



Cosmo board approves change of registered seat

Luxembourg – 7 April 2016 – Cosmo Pharmaceuticals S.A. (SIX: COPN) announced that the board of directors has approved the merger of Cosmo Pharmaceuticals S.A., Luxembourg into its fully owned subsidiary Cosmo Pharmaceuticals N.V., a public company organized and existing under the laws of Netherlands, having its corporate seat in Amsterdam, Netherlands but its seat of management at Riverside II, Sir John Rogerson’s Quay, Dublin 2, Ireland.

As an effect of the merger:

- the registered office will be Riverside II, Sir John Rogerson’s Quay, Dublin 2, Ireland. Thus the company will be deemed an Irish resident for all purposes including applicable taxation;
- Shares in Cosmo Pharmaceuticals S.A., listed on SIX, will be automatically replaced by shares in Cosmo Pharmaceuticals N.V. as occurred when the company moved its seat from Italy to Luxembourg, without interruption of trading;
- this transaction shall have no impact on employment levels.

The merger is subject to shareholders’ approval, to be requested at the General Shareholders Meeting of 12 May 2016 in Luxembourg. The relevant merger documentation is available at the Company’s headquarters.

Alessandro Della Chà, CEO of Cosmo commented: “This is the final step of a seat transfer process that began on 15 October 2014. If approved by shareholders, as an effect of the merger, the company will simultaneously benefit from the sophisticated Dutch company law and corporate governance system and the very favourable business environment for pharmaceutical and healthcare companies in Ireland.”

About Cosmo Pharmaceuticals

Cosmo is a specialty pharmaceutical company that aims to become a global leader in the field of optimized therapies for selected gastrointestinal disorders. The company’s proprietary clinical development pipeline specifically addresses innovative treatments for IBD, such as Ulcerative Colitis and Crohn’s Disease, and Colon Infections. In addition, the Company has developed a medical device for polyp excision and is developing a product for the detection of colon cancer and has a large shareholding in Cassiopea SpA, a clinical-stage specialty pharmaceutical company focused on developing and commercializing innovative and differentiated medical dermatology products. Cosmo’s MMX[®] products that have reached the market are Lialda[®]/Mezavant[®]/Mesavancol[®], a treatment for IBD that is licensed globally to

Nogra and Shire Limited and Uceris[®], the first glucocorticosteroid indicated for the induction of remission in active, mild to moderate Ulcerative Colitis, licensed in the USA to Santarus/Salix/Valeant and in the Rest of the World except to Ferring. Cosmo's proprietary MMX[®] technology is at the core of the Company's product pipeline and was developed from its expertise in formulating and manufacturing gastrointestinal drugs for international clients at its GMP (Good Manufacturing Practice) facilities in Lainate, Italy. The technology is designed to deliver active ingredients in a targeted manner in the colon. For further information on Cosmo, please visit the Company's website: www.cosmopharma.com

Next events

Half-year results 2016

29 July 2016

Contact

Dr. Chris Tanner, CFO and Head of Investor Relations

Cosmo Pharmaceuticals S.A.

Tel: +352 27 44 41

Some of the information contained in this press release contains forward-looking statements. Readers are cautioned that any such forward-looking statements are not guarantees of future performance and involve risks and uncertainties, and that actual results may differ materially from those in the forward-looking statements as a result of various factors. Cosmo undertakes no obligation to publicly update or revise any forward-looking statements.

This communication is not an offer of securities of any issuer. Securities may not be offered or sold in the United States absent registration or an exemption from the registration requirement of the US Securities Act of 1933.

This press release constitutes neither an offer to sell nor a solicitation to buy securities and it does not constitute a prospectus within the meaning of article 652a and/or 1156 of the Swiss Code of Obligations or a listing prospectus within the meaning of the listing rules of the SIX Swiss Exchange or any similar document. The offer will be made solely by means of, and on the basis of, a securities prospectus to be published. An investment decision regarding the securities to be publicly offered should only be made on the basis of the securities prospectus.

This press release is made to and directed only at (i) persons outside the United Kingdom, (ii) investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "Order"), and (iii) high net worth individuals, and other persons to whom it may lawfully be communicated, falling within Article 49(2)(a) to (d) of the Order. 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 does not constitute an "offer of securities to the public" within the meaning of Directive 2003/71/EC of the European Union (the "Prospectus Directive") of the securities referred to in it (the "Securities") in any member state of the European Economic Area (the "EEA"). Any offers of the Securities to persons in the EEA will be made pursuant to an exemption under the Prospectus Directive, as implemented in member states of the EEA, from the requirement to produce a prospectus for offers of the Securities.