

Nicox S.A.

Frequently asked questions - Reverse stock split

What kind of transaction is a reverse stock split?

A reverse stock split consists in the exchange of a number of existing shares for a new share without changing the total share capital of the company.

In practice, this transaction increases the par value of the share, because the par value of the existing shares is multiplied by the ratio of exchange. This transaction also automatically increases the market price of the share.

What is the aim of this reverse stock split?

The reverse stock split aims to allow Nicox to be in line with current market standards in terms of stock price, in order to make the stock look more attractive to a broader range of investors.

What is the proposed parity ratio for this reverse stock split?

1 new share with a par value of €1 will be allocated for every 5 existing shares with a par value of €0.20.

What is the effective date for this reverse stock split process?

The Nicox reverse stock split process will become effective on December 3, 2015.

Is the reverse stock split process automatic?

For the proportion of shares forming a multiple of 5, shareholders will not need to take any action, and the reverse stock split will be carried out automatically on December 3, 2015.

What happens when the number of shares held by a shareholder is not a multiple of 5?

Shareholders who do not hold a total number of shares that is an exact multiple of 5 must, between today and December 2, 2015 inclusive, deal with their fractional shares by purchasing or selling directly on the market the number of existing Nicox shares needed to obtain a multiple of 5.

After December 2, 2015, shareholders who have been unable to obtain a number of shares that is an exact multiple of 5 will be compensated for their remaining fractional shares by their financial intermediary within 30 days from December 3, 2015.

The existing Nicox shares (ISIN code: FR0000074130) will be delisted from Euronext and will be replaced by the new Nicox shares (ISIN code: FR0013018124) on December 3, 2015. The ticker will remain unchanged (COX).

Take the example of a shareholder with 27 existing shares.

This shareholder will receive 5 new shares and a financial compensation corresponding to 0.4 new shares ($27/5 = 5.4$ new shares).

Will brokerage fees be added when buying or selling existing Nicox shares to achieve a multiple of 5?

All shareholders are encouraged to contact their financial intermediary for additional information.

How will the compensation be paid?

After December 3, 2015, those unallocated new shares that correspond to fractional shares will be sold automatically on the market by financial intermediaries, and the proceeds made available to shareholders.

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Will the share par value alter as a result of the reverse stock split?

Yes, following the consolidation, each new share will have a par value of €1, rather than the €0.20 pre-consolidation value.

Does a reverse stock split change the market price of the share?

Yes, the market price of the share will rise automatically, since the number of shares making up the available share capital will have been proportionally reduced.

Does a reverse stock split change the value of the shareholder's portfolio?

No, the value of the shareholder's portfolio is not affected by the reverse stock split.

After the transaction, the shareholder holds fewer shares, but of higher value.

How does the reverse stock split affect the number of voting rights held by shareholders?

As with the existing shares, every new share will entitle the shareholder to one vote.

How many shares will make up the share capital of the company after the transaction?

Based on 114,348,348 shares in circulation at October 13, 2015, the share capital of the company will be made up of 22,869,669 consolidated shares.