



PRESS RELEASE

PIERREL S.P.A. BOARD OF DIRECTORS MEETING

Authorisation of the signing of a loan agreement with a related party for a total of €0.7 million

Capua, 3 May 2016 – The Board of Directors of **Pierrel S.p.A.** (“**Pierrel**” or the “**Company**”) which met today, has authorised the signing of a loan agreement – in order to procure the financial resources to be allocated to meet unavoidable current expenditure commitments – up to a maximum of €0.7 million with the sole-shareholder company Petrone Group S.r.l. (“**PG**”), which is part of the Fin Posillipo group and consequently a related party of Pierrel.

The Company’s repayment obligation is guaranteed by the with-recourse sale to PG by the sole-shareholder company Pierrel Pharma S.r.l. (wholly-owned by Pierrel and a debtor of the latter) of a VAT credit due to Pierrel Pharma S.r.l. from the tax authorities and subject of a reimbursement request for an amount of €0.75 million (the “**VAT Credit**”).

The loan authorised by the Board of Directors of the Company shall accrue interest at a rate of 5% per year, which must be repaid by the Company to PG, together with the principal sum, by and no later than 31 December 2017, unless, as of that date, the tax authorities have already reimbursed the VAT credit to the seller. In such case, PG shall be entitled to withhold the sum received from the tax authorities up to the amount still due from Pierrel at the reimbursement date (for principal and interest accrued), with the obligation to return any excess amount received to Pierrel Pharma S.r.l.

The loan transaction also includes the option for the Company to repay all or part of the amount financed in advance, without any penalties or additional costs, also before the reimbursement date set.

The loan agreement with PG has been authorised by the Board of Directors of the Company in compliance with the applicable regulations on related-party transactions and after having received the favourable recommendation issued on 2 May this year by the Company’s Related Parties Committee, since (a) PG is a company wholly-owned by Fin Posillipo S.p.A., which has an equity interest in Pierrel of around 36.4% of its share capital; (b) the Chair of the Board of Directors of the Company, Mr. Raffaele Petrone, is also a significant shareholder and chief executive officer of Fin Posillipo S.p.A.; and (c) Pierrel, in turn, wholly owns the single-shareholder company Pierrel Pharma S.r.l. Specifically, the transaction was classed as a Related-Party Transaction of Minor Significance because the overall value of the loan does not exceed the significance level set in Annex 3 of the Regulations on Related-Party Transactions adopted by CONSOB by resolution 17221 of 12 March 2010, as amended, and in Article 5.3 of the procedure governing related-party transactions adopted by the Company.

Pierrel S.p.A. is a global supplier to the pharmaceutical, biopharmaceutical and life science industries, specialising in the discovery of medicinal product candidates and the repositioning of existing drugs for new therapeutic indications and clinical research (TCRDO Division), pharmaceutical production (Contract Manufacturing Division) and the development, registration and licensing of new drugs and medical devices (Pharma Division).

Pierrel Group is listed on the MTA exchange which is organised and managed by Borsa Italiana and boasts over 60 years’ experience in the pharmaceutical sector, being one of Europe’s leading producers of local and dental anaesthetics. The TCRDO Division, working across Europe and the US, is recognised internationally



for its research and development into tech based clinical research innovations with its Drug Repositioning and Repurposing System (“DRR2.0”) and Integrated Clinical Development Services (“ICDS”) for the pharmaceutical, biotechnology and biomedical industries. The parent company of the TCRDO Division (**THERAMetrics holding AG**, listed in the Swiss stock exchange) holds the innovative interactive **DRR2.0** platform, which runs on a database of 24 million scientific publications (being virtually all of those available in the field of biomedical literature), of over 4,900 drugs and of 9,400 illnesses. With this data, never before collected in one place and stored in the cloud, the Search and Match algorithm can show a researcher not only the candidate drug but also a detailed road map with indications of possible second medical uses. The database can be accessed by molecule or by illness.

Pierrel also has a production unit in Capua, close to Naples, Italy, that has been authorised by the European Medicines Agency (EMA) and the Food and Drug Administration (FDA) for the aseptic production of injectable medicines. The subsidiary Pierrel Pharma S.r.l. has registered and distributes the Orabloc® dental anaesthetic in Canada, US, Russia and Europe. The registered office of Pierrel SpA is in Capua (CE), Italy.

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