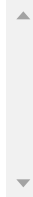




THEMIS (<https://www.themisbio.com>)



Themis Bioscience Postpones its Listing on Euronext Amsterdam

Vienna, Austria, November 8, 2018–[Themis Bioscience N.V.](https://www.themisbio.com/) (<https://www.themisbio.com/>) (“Themis” or the “Company”), a biopharmaceutical company focused on immunomodulation therapies for infectious diseases and cancer, announced today that it has decided to postpone its listing on Euronext Amsterdam due to adverse market conditions, concluding that an IPO would not be in the interest of the Company or its shareholders at this time. Themis will continue to investigate all strategic options, including financings, for the development of its programs.

About Themis

Themis is developing immunomodulation therapies for infectious diseases and cancer. Through advanced understanding of immune system mechanisms, the Company has built a sophisticated and versatile technology platform for the discovery, development and production of vaccines as well as other immune system activation approaches. Initially focused on preventing infectious diseases, Themis has demonstrated the potential of its versatile platform through the rapid progression into Phase 2 clinical development for a vaccine against Chikungunya, a debilitating disease with global outbreak potential. Funded to date by leading Europe-based VCs, Themis has

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also gained prestigious non-dilutive funding for emerging infectious disease indications. The Company will apply its platform and commercial manufacturing capabilities to diseases with high market potential both alone and for its partners. For more information, visit <http://www.themisbio.com> (<http://www.themisbio.com/>).

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These materials are for information purposes only and are not intended to constitute, and should not be construed as, an offer to sell or a solicitation of any offer to buy the securities of Themis Bioscience N.V. (the “**Company**”, and such securities, the “**Shares**”) in the United States, Canada,

Australia, or Japan or in any other jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration, exemption from registration or qualification under the securities laws of such jurisdiction.

The Shares mentioned herein have not been, and will not be, registered under the United States Securities Act of 1933 (the “**Securities Act**”). The Shares may not be offered or sold in the United States except pursuant to an exemption from or in a transaction not subject to the registration requirements of the Securities Act. The Company has no intention to register any part of the offering in the United States or make a public offering of Shares in the United States.

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The release, publication or distribution of these materials in certain jurisdictions may be restricted by law and therefore persons in such jurisdictions into which they are released, published or distributed, should inform themselves about, and observe, such restrictions. Failure to comply may violate securities laws of any such jurisdiction.

This announcement does not constitute a prospectus. An offer to acquire Shares pursuant to the proposed offering will be made, and any investor should make his investment, solely on the basis of information that will be contained in the prospectus to be made generally available in the Netherlands in connection with such offering and the admission to listing and trading of the Shares on Euronext in Amsterdam. When made generally available, copies of the prospectus may be obtained at no cost from the Company or through its website.

This announcement may include statements, including the Company’s financial and operational medium-term objectives that are, or may be deemed to be, “forward-looking statements”. These forward-looking statements may be identified by the use of forward-looking terminology, including the terms “believes”, “estimates”, “plans”, “projects”, “anticipates”, “expects”, “intends”, “may”, “will” or “should” or, in each case, their negative or other variations or comparable terminology, or by discussions of strategy, plans, objectives, goals, future events or intentions. Forward-looking statements may and often do differ materially from actual results. Any forward-looking statements

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reflect the Company's current view with respect to future events and are subject to risks relating to future events and other risks, uncertainties and assumptions relating to the Company's business, results of operations, financial position, liquidity, prospects, growth or strategies. Forward-looking statements speak only as of the date they are made.

Each of the Company and the Underwriters (as defined below) and their respective affiliates expressly disclaims any obligation or undertaking to update, review or revise any forward-looking statement contained in this announcement whether as a result of new information, future developments or otherwise.

Each of NIBC Bank N.V., Stifel Nicolaus Europe Limited and Erste Group Bank AG (collectively, the "**Underwriters**") is acting exclusively for the Company and no-one else in connection with any offering of Shares. They will not regard any other person as their respective clients in relation to the offering and will not be responsible to anyone other than the Company for providing the protections afforded to their respective clients, nor for providing advice in relation to the offering, the contents of this announcement or any transaction, arrangement or other matter referred to herein. None of the Underwriters or any of their respective subsidiary undertakings, affiliates or any of their respective directors, officers, employees, advisers, agents, alliance partners or any other entity or person accepts any responsibility or liability whatsoever for, or makes any representation, warranty or undertaking, express or implied, as to the truth, accuracy, completeness or fairness of the information or opinions in this announcement (or whether any information has been omitted from the announcement) or any other information relating to the group, its subsidiaries or associated companies, whether written, oral or in a visual or electronic form, and howsoever transmitted or made available or for any loss howsoever arising from any use of this announcement or its contents or otherwise arising in connection therewith. Accordingly, the Underwriters disclaim, to the fullest extent permitted by applicable law, all and any liability, whether arising in tort or contract or that they might otherwise be found to have in respect of this announcement and/or any such statement.

In connection with the Offering, each of the Underwriters and any of their affiliates, may take up a portion of the Shares in the Offering as a principal position and in that capacity may retain, purchase, sell, offer to sell for their own accounts such securities and other securities of the Company or related investments in connection with the Offering or otherwise. In addition, each of the Underwriters and any of their affiliates may enter into financing arrangements (including swaps

or contracts for differences) with investors in connection with which each of the Underwriters and any of their affiliates may from time to time acquire, hold or dispose of securities. None of the Underwriters or their affiliates intends to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligations to do so.

In connection with the Offering, NIBC Bank N.V. (the “Stabilization Manager”) (or persons acting on behalf of the Stabilization Manager) may over-allot Shares or effect transactions with a view to supporting the market price of the Shares at a level higher than that which might otherwise prevail. However, there is no assurance that the Stabilization Manager (or persons acting on behalf of the Stabilization Manager) will undertake stabilisation action. Any stabilisation action may begin on or after the date of commencement of trading of the Shares on the regulated market and, if begun, may be ended at any time, but it must end no later than 30 days after the date of commencement of trading of the Shares. Any stabilisation action or over-allotment must be conducted by the Stabilization Manager (or persons acting on behalf of the Stabilization Manager) in accordance with all applicable laws and rules. There is no obligation on the Stabilization Manager or any of its agents to effect stabilising transactions and there is no assurance that stabilising transactions will be undertaken. Such stabilisation, if commenced, may be discontinued at any time without prior notice. Save as required by law or regulation, neither the Stabilization Manager nor any of its agents intends to disclose the extent of any over-allotments made and/or stabilisation transactions under the Offering.

Information to Distributors

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended (“**MiFID II**”); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures (together, the “**MiFID II Product Governance Requirements**”), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any “manufacturer” (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the Shares subject of the Offering have been subject to a product approval process, which has determined that such Shares are: (i) compatible with an end

target market of retail investors and investors who meet the criteria of professional clients and

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distribution channels as are permitted by MiFID II (the “**Target Market Assessment**”).

Notwithstanding the Target Market Assessment, “distributors” (for the purposes of the MiFID II Product Governance Requirements) should note that: the price of the Shares may decline and investors could lose all or part of their investment; the Shares offer no guaranteed income and no capital protection; and an investment in the Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Offering.

For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the Shares.

Each distributor is responsible for undertaking its own target market assessment in respect of the Shares and determining appropriate distribution channels.

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Hot off the Press! We are excited to announce that the clinical data from our completed Phase 2 trial of our lead vaccine candidate against **#Chikungunya** Fever has just been published in the journal **@TheLancet**. To read more click bit.ly/2PEZWrw

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—MY CHIK met the primary endpoint

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