

## Celyad annonce le lancement de l'offre globale proposée

**Mont-Saint-Guibert, Belgique** – Celyad SA (anciennement « Cardio3 BioSciences », code *Euronext Bruxelles et Paris : CYAD*), a annoncé aujourd'hui son intention de proposer et vendre, selon le marché et d'autres conditions, approximativement 100 millions USD de ses actions ordinaires dans une offre globale comprenant une offre d'actions ordinaires sous la forme d'ADS (American Depositary Shares) aux États-Unis et une offre d'actions ordinaires en Europe et dans des pays autres que les États-Unis et le Canada lors d'un placement privé concomitant (« l'offre globale »). Seuls les investisseurs autorisés en vertu de la législation applicable pourront participer à ce placement privé d'actions ordinaires.

Dans le cadre de l'offre globale, Celyad entend accorder aux souscripteurs une option de trente jours pour l'achat d'actions ordinaires supplémentaires sous la forme d'ADS liés à l'offre ADS et une option de trente jours pour l'action d'actions ordinaires supplémentaires dans le cadre du placement privé d'actions ordinaires, jusqu'à 15 % des actions ordinaires et des ADS placés dans l'offre globale.

Les clôtures de l'offre ADS et du placement privé d'actions ordinaires survenant dans le cadre de l'offre globale seront conditionnées l'une à l'autre.

Le prix final des actions ordinaires et des ADS placés dans l'offre globale sera déterminé après la constitution du carnet d'ordre.

Chacun des ADS proposés dans l'offre ADS représente le droit de recevoir une action ordinaire.

Les actions ordinaires de Celyad sont actuellement cotées sur Euronext Paris et Euronext Bruxelles, sous le symbole « CYAD ». Une demande a été formulée pour coter les ADS proposés dans le cadre de l'offre globale au NASDAQ aux États-Unis, sous le symbole « CYAD ». Une demande sera formulée pour permettre l'admission des actions ordinaires émises à la suite de l'offre globale à la cotation sur Euronext Paris et Euronext Bruxelles.

UBS Investment Bank et Piper Jaffray & Co. agissent comme co-teneurs de livre et Petercam SA, Bryan, Garnier & Co., LifeSci Capital LLC et Lake Street Capital Markets LLC agissent comme co-chefs de file pour l'offre globale proposée.

Un document d'enregistrement relatif aux titres mentionnés dans le présent document a été déposé auprès de la Securities and Exchange Commission (SEC) aux États-Unis, mais n'a pas encore pris effet. Les titres ne peuvent être vendus et aucune offre d'achat ne peut être acceptée avant l'entrée en vigueur du document d'enregistrement.

Les valeurs mobilières mentionnées dans le présent communiqué de presse ne pourront être commercialisées qu'au moyen d'un prospectus, dont une version préliminaire, lorsqu'elle sera disponible, pourra être obtenue auprès de UBS Securities LLC, Attention: Prospectus Department, 1285 Avenue of the Americas, New York, NY 10019, ou par téléphone au (888) 827-7275, et auprès de Piper Jaffray & Co. Attention: Prospectus Department, 800 Nicollet Mall, J12S03, Minneapolis, MN 55402, par téléphone au (800) 747-3924 ou par courriel en écrivant à [prospectus@pjc.com](mailto:prospectus@pjc.com).

Ce communiqué de presse ne constitue pas une offre de vente ni la sollicitation d'achat des titres mentionnés et aucune vente desdits titres n'interviendra dans un État ou une juridiction où une telle offre, sollicitation ou vente serait illégale avant que les titres ne soient enregistrés ou que leur placement ne soit autorisé en vertu des lois sur les valeurs mobilières de l'État ou de la juridiction en question.

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## For more information, please contact:

### For Europe : Consilium Strategic Communications

Amber Bielecka, Chris Welsh, and Laura Thornton - T: +44 (0)20 3709 5700 - [celyad@consilium-comms.com](mailto:celyad@consilium-comms.com)

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### For the U.S. : The Ruth Group

Lee Roth (Investors), and Kirsten Thomas (Media) - T: +1 646 536 7012 / 7014 - [celyad@theruthgroup.com](mailto:celyad@theruthgroup.com)

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### For France : NewCap

Pierre Laurent and Nicolas Mérieau - T: + 33(0)1 44 71 94 94 - [celyad@newcap.fr](mailto:celyad@newcap.fr)

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### Celyad

Christian Homsy, CEO and Patrick Jeanmart, CFO : T: +32 (0)10 39 41 00 [pjeanmart@celyad.com](mailto:pjeanmart@celyad.com)

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## About Celyad

Founded in 2007, and based in Belgium, Celyad is a leader in engineered cell therapy treatments with clinical programs initially targeting indications in cardiology and oncology. Celyad is developing its lead cardiovascular disease product candidate, C-Cure®, for the treatment of ischemic heart failure, and has completed enrolment of a Phase III trial in Europe and Israel. In addition, the Company is developing a novel portfolio of CAR T-cell therapies that utilize human Natural Killer cell receptors for the treatment of numerous blood and solid cancers. Its lead oncology product candidate, NKG2D CAR T-cell, entered a Phase I clinical trial in April 2015.

Celyad's shares are listed on Euronext Brussels and Euronext Paris under the ticker symbol CYAD.

To learn more about Celyad, please visit [www.celyad.com](http://www.celyad.com)

## Forward looking statements

In addition to historical facts or statements of current condition, this press release contains forward-looking statements, which reflect our current expectations and projections about future events, and involve certain known and unknown risks, uncertainties

and assumptions that could cause actual results or events to differ materially from those expressed or implied by the forward-looking statements. These risks, uncertainties and assumptions could adversely affect the outcome and financial effects of the plans and events described herein. These forward-looking statements are further qualified by important factors, which could cause actual results to differ materially from those in the forward-looking statements, including timely submission and approval of anticipated regulatory filings; the successful initiation and completion of clinical trials, including Phase III clinical trials for C-Cure® and Phase I clinical trial for NKG2D CAR T-cell additional clinical results validating the use of adult autologous stem cells to treat heart failure and CAR T-cell autologous therapy to treat cancer; satisfaction of regulatory and other requirements; actions of regulatory bodies and other governmental authorities; obtaining, maintaining and protecting intellectual property, our ability to enforce our patents against infringers and defend our patent portfolio against challenges from third parties, competition from others developing products for similar uses, our ability to manage operating expenses, and our ability to obtain additional funding to support our business activities and establish and maintain strategic business alliances and business initiatives. Any forward-looking statements represent our views only as of today and should not be relied upon as representing our views as of any subsequent date. We explicitly disclaim any obligation to update any forward-looking statements.

C3BS-CQR-1, C-Cure, NKG2D CAR T-cell, C-Cath<sub>ez</sub>, OnCyte, Celyad, Cardio3 BioSciences and the Cardio3 BioSciences, Celyad, C-Cath<sub>ez</sub>, CHART-1, CHART-2 and OnCyte logos are signs internationally protected under applicable Intellectual Property Laws. Mayo Clinic holds equity in Celyad as a result of intellectual property licensed to the Company.

## Important information

This press release is not an offer to sell nor a solicitation to buy the new shares nor a prospectus for the purposes of Directive 2003/71/EC (such Directive, together with any applicable implementing measures in the relevant member state of the European Economic Area and as amended, including by Directive 2010/73/EU, to the extent implemented in the relevant member state, the "Prospectus Directive"). There will be no offer to the public of the new shares in any member state of the European Economic Area and no prospectus or other offering document has been or will be prepared in connection with the sale of the new shares by the Company in the European Economic Area. In the European Economic Area the new shares will only be offered and sold to "qualified investors" as defined in the Prospectus Directive or in other circumstances falling within Article 3(2) of the Prospectus Directive.

This press release does not constitute an offer of the new shares to the public in the United Kingdom, nor is it intended to be an inducement to engage in investment activity for the purpose of section 21 of the Financial Services and Markets Act 2000 (as amended) of the United Kingdom. Consequently, this press release is only directed at (i) persons who are outside the United Kingdom; (ii) investment professionals within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005 as amended (the "Order"); (iii) persons falling within Article 49(2)(a)-(d) of the Order; or (iv) other persons to whom it may be lawfully be communicated, together being referred to as "relevant persons". The new shares are only available to, and any invitation, offer or agreement to purchase or otherwise acquire the new shares will be engaged in only with relevant persons. Any person who is not a relevant person should not act or rely on this document or any of its contents.