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**An investment in the Offered Shares involves substantial risks and uncertainties. Prospective investors should read the entire Prospectus that has been prepared by the Company, and, in particular, should see the section "Risk Factors" of the Prospectus for a discussion of certain factors that should be considered in connection with an investment in the Offered Shares. The risk factors described in the Prospectus include the risks that Sequana Medical has incurred operating losses, negative operating cash flows and an accumulated deficit since inception and may not be able to achieve or subsequently maintain profitability, that Sequana Medical's future financial performance will depend on the commercial acceptance of the alfapump® (Sequana Medical's only commercial-stage product to date), the alfapump® DSR and/or any future products in target markets, that Sequana Medical will likely require additional funds in the future in order to meet its capital and expenditure needs and further financing may not be available when required or could significantly limit Sequana Medical's access to additional capital, and that, not taking into account any proceeds of the Offering, Sequana Medical does not have sufficient working capital to meet its working capital needs for a period of at least 12 months from the date of the Prospectus. All of these factors should be considered before investing in the Offered Shares. Prospective investors must be able to bear the economic risk of an investment in the Offered Shares and should be able to sustain a partial or total loss of their investment.**

**sequana**medical

#### Press Release

#### Sequana Medical raises €27.5 million in successful Initial Public Offering

**Ghent, BELGIUM – 8 February 2019 – Sequana Medical NV - ("Sequana Medical", the "Company")**, a commercial stage medical device company focused on the development of innovative treatment solutions for the management of liver disease, heart failure, malignant ascites and other fluid imbalance disorders, today announces the results of its initial public offering of new shares, with the admission of all of its shares to trading on the regulated market of Euronext Brussels under the symbol "SEQUA", launched on 31 January 2019 (the "Offering").

The final offer price for the Offering has been set at €8.50, giving the Company an initial market capitalisation of €107.2 million. Gross proceeds for the Company from the Offering amounted to €27.5 million.

The orderbook has been built with strong local support from high-quality long-term institutional and retail investors, as well as a mix of long-term, specialist and generalist investors across Europe.

**Ian Crosbie, Chief Executive Officer of Sequana Medical commented:** "Today marks a significant milestone for Sequana Medical as we have successfully completed this fundraising process, attracting investment from both high-quality institutional investors and retail investors in Belgium. Given the challenging climate in the global equity markets, we see this successful fundraising as a clear vote of confidence from our existing shareholders and new investors. The funds raised will enable us to further invest in our commercial and clinical development with the goal to make the alfapump® and alfapump® DSR available to a broader patient group and address important unmet medical needs,

which in turn will create value for our shareholders. We would like to thank all of our existing and new investors for their continued support and look forward to the next phase in our corporate development."

## Results of the Offering

- The final offer price for the Offering is set at €8.50 (the "Offer Price").
- The Offering ended on 7 February 2019 at 4:00 pm (CET).
- The total number of shares issued in the Offering amounts to 3,235,294 new shares of the Company (the "New Shares", and each existing share or New Share representing the Company's share capital a "Share").
- The gross proceeds for the Company amount to €27.5 million. The implied market capitalisation of Sequana Medical is approximately €107.2 million.
- An over-allotment option to subscribe for 25,577 additional new Shares at the Offer Price, has been granted to KBC Securities NV/SA, as stabilisation manager (the "Stabilisation Manager"), acting on behalf of KBC Securities NV/SA, Kempen & Co N.V. and Mirabaud Securities Limited, to cover over-allotments or short positions, if any, in connection with the Offering (the "Over-allotment Option", and (i) the New Shares, and (ii) the additional new Shares issued pursuant to the Over-allotment Option collectively being referred to as the "Offered Shares"). The Over-allotment Option will be exercisable for a period of 30 calendar days following the Listing Date (as defined below). The Company will announce if and when the Over-allotment Option is exercised.
- 327,092 Shares, representing approximately 10% of the Offered Shares in the Offering, have been placed with retail investors in Belgium. To retail investors, 100% of the shares for which they have subscribed will be allocated.
- Trading of Sequana Medical's Shares on the regulated market of Euronext Brussels under the symbol "SEQUA" is expected to commence, on an "if-and-when-issued-and/or-delivered" basis, on or about 11 February 2019 (the "Listing Date").
- The closing date is expected to be 12 February 2019 (the "Closing Date"). The Offer Price must be paid by investors by authorising their financial institutions to debit their bank accounts with such amount for value on the Closing Date.
- The existing investors that committed to subscribe for an aggregate amount of €20.5 million in the Offering at the Offer Price, subject to the closing of the Offering (the "Subscription Commitments") were allocated an aggregate of 2,413,909 New Shares in the Offering on the basis of their Subscription Commitments.
- KBC Securities NV/SA and Kempen & Co N.V. acted as Joint Global Coordinators and Joint Bookrunners in the Offering with Mirabaud Securities Limited as Lead Manager.
- The Company has agreed to a stand-still of 360 days, subject to customary exceptions and conditions.

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**For more information, please contact:**

**Sequana Medical**

Lies Vanneste

Director IR

Tel: +32 (0) 498 05 35 79

Email: [IR@sequanamedical.com](mailto:IR@sequanamedical.com)

**Consilium Strategic Communications**

Alexandra Harrison, Marieke Vermeersch, Sukaina Virji

Tel: +44 (0) 203 709 5000

Email: [sequanamedical@consilium-comms.com](mailto:sequanamedical@consilium-comms.com)

**About Sequana Medical**

Sequana Medical is a commercial stage medical device company focused on the development of innovative treatment solutions for the management of liver disease, heart failure, malignant ascites and other fluid imbalance disorders.

Sequana Medical's **alfapump**<sup>®</sup> is a fully implantable, programmable, wirelessly-charged, battery-powered system that is CE-marked for the management of i) refractory ascites (chronic fluid build-up in the abdomen) due to liver cirrhosis and ii) malignant ascites (with a life expectancy of six months or less). The number of patients with liver refractory ascites is forecast to increase dramatically due to the growing prevalence of NASH (Non-alcoholic Steatohepatitis).

Over 650 **alfapump**<sup>®</sup> systems have been implanted and since April 2018, the **alfapump**<sup>®</sup> has been included in the EASL (European Association for the Study of the Liver) clinical practice guidelines for decompensated cirrhosis. In January 2019, the FDA has granted Breakthrough Device designation for the **alfapump**<sup>®</sup> for the treatment of liver recurrent or refractory ascites. The **alfapump**<sup>®</sup> MOSAIC North American IDE feasibility study in patients with liver refractory or recurrent ascites has been completed and results were presented at the AASLD (American Association for the Study of Liver Diseases) annual meetings in October 2017 and November 2018. The **alfapump**<sup>®</sup> has not yet received regulatory approval in the U.S.

The **alfapump**<sup>®</sup> is one of the first safe and effective, long-term alternatives to large-volume paracentesis which is a lengthy, invasive and painful procedure, only providing short-term symptomatic relief, requiring hospital visits and placing a significant burden on the healthcare system and patient quality of life. By automatically and continuously moving ascites to the bladder, where the body eliminates it naturally through urination, the **alfapump**<sup>®</sup> prevents fluid build-up and its possible complications, improving patient quality of life and nutrition, and potentially reducing hospital visits and healthcare costs. The **alfapump**<sup>®</sup> DirectLink technology allows clinicians to receive pump performance information and more effectively manage patients treated by the **alfapump**<sup>®</sup>.

Sequana Medical is developing the **alfapump**<sup>®</sup> DSR, built upon the proven **alfapump**<sup>®</sup> platform, to deliver a convenient and fully implanted system for Direct Sodium Removal ("DSR") therapy, a novel

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and proprietary approach for the management of volume overload in heart failure. Data from animal studies presented at EuroPCR 2018 and HFSA 2018 indicate that DSR therapy is effective and safe. A first in human study for DSR therapy is ongoing. Treatment of volume overload in diuretic-resistant heart failure patients is a major clinical challenge. There are an estimated one million hospitalisations due to heart failure in the U.S. each year, of which 90% are due to symptoms of volume overload. The estimated cost of heart failure-related hospitalisations in the U.S. is \$13 billion a year.

Sequana Medical is headquartered in Ghent, Belgium and investors include NeoMed Management, LSP (Life Science Partners), VI Partners, BioMedPartners, Capricorn Venture Partners, Entrepreneur's Fund, Salus Partners, Newton Biocapital, PMV and SFPI-FPIM. For further information, please visit [www.sequanamedical.com](http://www.sequanamedical.com).

### **Important Regulatory Disclaimer**

Any statement in this press release about safety and efficacy of the **alfapump**<sup>®</sup> does not apply to the U.S. and Canada because the device is currently undergoing clinical investigation in these territories.

### **Important Information**

This announcement does not constitute, or form part of, an offer or invitation to sell or issue, or any solicitation of an offer to purchase or subscribe for Shares of Sequana Medical NV (the "Company"). Any purchase of, subscription for or application for, Shares in the Company to be issued in connection with the intended offering should only be made on the basis of information contained in the prospectus in connection with the intended offering and any supplements thereto, as the case may be (the "Prospectus").

This announcement is not a prospectus. The information contained in this announcement is for informational purposes only and does not purport to be full or complete. Investors should not subscribe for any securities referred to in this document except on the basis of information contained in the Prospectus. The Prospectus contains detailed information about the Company and its business, management, risks associated with investing in the Company, as well as financial statements and other financial data. This announcement cannot be used as basis for any investment agreement or decision.

This announcement is not for distribution, directly or indirectly, in or into the U.S. or to any U.S. person within the meaning of the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act"). It does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the U.S. The securities mentioned herein have not been, and will not be, registered under the U.S. Securities Act and may not be offered or sold in the U.S., except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act. The Company has not registered, and does not intend to register, any portion of the intended offering of the Offered Shares in the U.S., and does not intend to conduct a public offering of securities in the U.S.

This announcement is only addressed to and directed at persons in member states of the European Economic Area ("EEA") other than Belgium who are "qualified investors" within the meaning of Article 2(1)(e) of the Prospectus Directive (Directive 2003/71/EC and amendments thereto, including Directive 2010/73/EU, to the extent implemented in the relevant Member State of the EEA, and

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together with any implementing measure in each relevant Member State of the EEA, the "Prospectus Directive"). In addition, in the United Kingdom, this announcement is only addressed to and directed at (i) persons having professional experience in matters relating to investments falling within the definition of "investment professionals" in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "Order"), (ii) high net worth entities, etc. falling within Article 49(2)(a) to (d) of the Order, and (iii) any other person to whom it may otherwise lawfully be communicated (all such persons together being referred to as "relevant persons"). The intended offering, as the case may be, will only be available to, and any invitation, offer or agreement to subscribe for, purchase, or otherwise acquire securities will be engaged in only with relevant persons. Any person who is not a relevant person should not act or rely on this announcement or any of its contents.

This announcement and the information contained herein does not constitute an offer to sell nor a solicitation to buy securities of the Company and it does not constitute a prospectus or a similar communication within the meaning of article 752, 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.

This announcement and the information contained herein are not for publication, distribution or release in, or into, the U.S., Australia, Canada, Japan, South Africa or any other jurisdiction where to do so would be prohibited by applicable law.

The date of completion of listing on the regulated market of Euronext Brussels may be influenced by things such as market conditions. There is no guarantee that such listing will occur and investors should not base their financial decisions on the Company's intentions in relation to such listing at this stage.

Acquiring investments to which this announcement relates may expose an investor to a significant risk of losing the entire amount invested. Persons considering such investments should consult an authorised person specialising in advising on such investments. This announcement does not constitute a recommendation concerning the intended offering. The value of the Shares can decrease as well as increase. Potential investors should consult a professional advisor as to the suitability of the intended offering for the person concerned.

No action has been taken by the Company that would permit an offer of Company's Shares or the possession or distribution of these materials or any other offering or publicity material relating to such Shares in any jurisdiction outside of Belgium where action for that purpose is required. 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. The issue, the subscription for or purchase of Shares of the Company can be subject to special legal or statutory restrictions in certain jurisdictions. The Company is not liable if the aforementioned restrictions are not complied with by any person.

The contents of this announcement include statements that are, or may be deemed to be, "forward-looking statements". In some cases, forward-looking statements can be identified by the use of forward-looking terminology, including the words "believes", "estimates," "anticipates", "expects",

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"intends", "may", "will", "plans", "continue", "ongoing", "potential", "predict", "project", "target", "seek" or "should" or, in each case, their negative or other variations or comparable terminology or by discussions of strategies, plans, objectives, targets, goals, future events or intentions. Forward-looking statements include statements regarding the Company's intentions, beliefs or current expectations concerning, among other things, its results of operations, prospects, growth, strategies and dividend policy and the industry in which the Company operates. By their nature, forward-looking statements involve known and unknown risks and uncertainties. New risks can emerge from time to time, and it is not possible for the Company to predict all such risks, nor can the Company assess the impact of all such risks on its business or the extent to which any risks, or combination of risks and other factors, may cause actual results to differ materially from those contained in any forward-looking statements. Forward-looking statements are not guarantees of future performance. Given these risks and uncertainties, the reader should not rely on forward-looking statements as a prediction of actual results. Without prejudice to the Company's obligations under applicable law in relation to disclosure and ongoing information, the Company does not intend, and does not assume any obligation, to update forward-looking statements.

KBC Securities NV/SA, Kempen & Co N.V. and Mirabaud Securities Limited (the "Underwriters") are acting for the Company and no one else in relation to the intended offering, and will not be responsible to anyone other than the Company for providing the protections offered to their respective clients nor for providing advice in relation to the intended offering.

The Company assumes responsibility for the information contained in this announcement with the exception of the information to distributors set out below. The Underwriters assume responsibility for the section of this announcement entitled "information to distributors". Subject to the foregoing, none of the Underwriters or any of their respective affiliates or any of their respective directors, officers, employees, advisers or agents accepts any responsibility or liability whatsoever for or makes any representation or warranty, express or implied, as to the truth, accuracy or completeness of the information in this announcement (or whether any information has been omitted from the announcement) or any other information relating to the Company, 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. Each of the Underwriters and each of their respective affiliates accordingly disclaim, to the fullest extent permitted by applicable law, all and any liability whether arising in tort, contract or otherwise which they might otherwise be found to have in respect of this announcement or any such statement or information. No representation or warranty express or implied, is made by any of the Underwriters or any of their respective affiliates as to the accuracy, completeness, verification or sufficiency of the information set out in this announcement, and nothing in this announcement will be relied upon as a promise or representation in this respect, whether or not to the past or future.

In connection with the Offering, KBC Securities NV/SA will act as Stabilisation Manager on behalf of itself and the Underwriters, and may engage in transactions that stabilise, maintain or otherwise affect the price of the Shares or any options, warrants or rights with respect to, or other interest in, the Shares or other securities of the Issuer for up to 30 calendar days from the Listing Date (the "Stabilisation Period"). These activities may support the market price of the Shares at a level higher than that which might otherwise prevail. Stabilisation will not be executed above the Offer Price. Such

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transactions may be effected on the regulated market of Euronext Brussels, in the over-the-counter markets or otherwise. The Stabilisation Manager and its agents are not required to engage in any of these activities and, as such, there is no assurance that these activities will be undertaken; if undertaken, the Stabilisation Manager or its agents may discontinue any of these activities at any time and they must terminate at the end of the 30 calendar day period mentioned above. Within one week of the end of the Stabilisation Period, the following information will be made public in accordance with article 5, §2 of the Belgian Royal Decree of 17 May 2007 on primary markets practices: (i) whether or not stabilisation was undertaken; (ii) the date on which stabilisation started; (iii) the date on which stabilisation last occurred; (iv) the price range within which stabilisation was carried out, for each of the dates on which stabilisation transactions were carried out; (v) the trading venue(s) on which the stabilisation transactions were carried out (where applicable) and (vi) the final size of the Offering, including the result of the stabilisation and the exercise of the Over-allotment Option and the Increase Option, as the case may be.

### **Information to distributors**

The Underwriters have informed the Company that, 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, to the extent permitted by law, disclaiming towards distributors 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 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 eligible counterparties, each as defined in MiFID II (taking into account the notes below); and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II (the "Target Market Assessment"). Notwithstanding the Target Market Assessment, distributors 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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