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IGEA and Blue Sky Natural Resources to combine businesses

Hoofddorp, the Netherlands, 8 August 2020. IGEA Pharma N.V. (SIX: IGPH) today announced the signing of a letter of intent, binding upon the parties in terms, with Blue Sky Natural Resources LTD (“BSNR”), a privately held company specialized in transforming vegetable matrices into innovative and high tech value products for the health, nutraceutical and cosmeceutical industry, to combine the two companies’ businesses, subject to the approval by both companies’ respective general meetings and certain other closing conditions as detailed below. The transaction is structured through a contribution in-kind by the BSNR shareholders of at least 75% of the BSNR shares into IGEA by subscribing newly issued shares in a dedicated share capital increase of IGEA. The combination will create an EU headquartered and SIX-listed company with an innovative early-stage commercial and a strong development pipeline focusing on health prevention and nutraceutical solutions including hemp, ikuvia and other vegetable matrices extracts from CO₂ supercritical technology.

Following the Closing, the combined company’s headquarter will be in the Netherlands, with development, production and commercialization entities in Italy, Switzerland and in the United States. Key elements of the combined company’s strategy include: continue to gain and establish acceptance and market position for health prevention and nutraceutical products and services, leverage commercial capabilities and partnerships and capitalize on the financial leverage and operational synergies to improve return on capital and achieve future profitability.

“We are implementing a ‘Blue Economy 4.0’ center of excellence in the southern part of Switzerland, also getting the support of the local economic promotion agencies. This combination will allow us to leverage IGEA’s existing public company infrastructure, involving more stakeholders in the project and helping to increase value creation” said Maurizio Scutto, CEO and member of the board of BSNR.

Vincenzo Moccia, CEO of IGEA *“The combination of IGEA and BSNR will substantially contribute to strengthen our management team and financial position and adds complementary assets to our product portfolio and to our product development and commercialization capacity”*.

“With the combination, we will integrate and enhance the scientific know-how and experience existing within the two companies and increase our capacity to develop and commercialize new solutions that can contribute to improve human health. This goal can be achievable in maintaining relevant R&D investments and in keeping up to date our technology standards” said Paolo Polidoro, member of the board of BSNR.

Subject to receipt of shareholder approvals and satisfaction of the other closing conditions, the transaction is expected to close by end of 2020.

Details of the transaction

Form and post-closing ownership allocation

Under the agreed terms of the letter of intent, the BSNR shareholders will contribute in-kind their BSNR shares into IGEA by subscribing newly issued shares in a dedicated share capital increase of IGEA. The number of newly issued IGEA shares to be offered and subscribed for by the BSNR

shareholders against contribution in-kind of their BSNR shares at the closing of the transaction (the “Closing”) will be determined based on an independent valuation of BSNR.

General meeting approval

As soon as reasonably practicable following and subject to availability of all required information, including financial statements and independent BSNR’s valuation, the parties will seek for approval by their respective general meetings. IGEA expects to schedule an extraordinary general meeting in November 2020.

Conditions to Closing

The Closing is subject to (i) the satisfaction of certain customary conditions for a transaction of this type, including the absence of any material adverse event for either parties, (ii) the appropriate approval by the companies’ respective general meetings, and (iii) the newly issued shares of IGEA in connection with the transaction having been approved for listing on SIX.

About IGEA

IGEAPHARMA N.V. focuses on health-tech and med-tech products and devices. Health-tech products are exclusively preventative. IGEA commercializes an Alzheimer’s prevention set (which includes ‘Alz1’, an at-home lab test kit to measure non-bound copper in the blood and a natural dietary supplement branded ‘Alz1 Tab’ designed to reduce blood heavy metals content), and intends to launch a diabetes type II prevention set in 2020. Non-ceruloplasmin bound copper is an expected Alzheimer’s and diabetes type II associated biomarker. Controlling non-bound copper can contribute to reduce the risk of Alzheimer’s and diabetes type II. Since 2020, IGEA furthermore commercializes a COVID-19 rapid test for the detection of IgM and IgG SARS-CoV-2 related antibodies. Med-tech products focus on selected solutions and specialties. IGEA commercializes dry aerosol generators for air and inanimate environmental surfaces sanitization and air sterilization and purification devices and expects to start commercializing medical bags and other polymeric based specialty devices for medical use during 2020.

IGEAPHARMA is listed on the SIX Swiss Exchange (ticker IGPH) and is headquartered in Hoofddorp, the Netherlands. Find out more at www.igeapharma.nl

About BSNR

Blue Sky Natural Resources LTD is a privately held limited liability company incorporated under UK law specialized in transforming vegetable matrices into innovative and high-tech value products aimed at serving the health, nutraceutical and cosmeceutical industry.

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