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## **TiGenix NV successfully places EUR 25 million convertible bonds**

**Leuven (BELGIUM) – 27 February 2015, 08:15h (CET)** – TiGenix NV (Euronext Brussels: TIG; the "Company"), an advanced biopharmaceutical company focused on developing and commercialising novel therapeutics from its proprietary platform of allogeneic expanded adipose-derived stem cells in inflammatory and autoimmune diseases, announced today the successful placement of senior, unsecured convertible bonds due 2018 (the "Convertible Bonds"), for a principal amount of EUR 25 million. The Convertible Bonds will be senior, unsecured obligations of TiGenix NV and guaranteed by TiGenix S.A.U.

The Convertible Bonds will be issued and redeemed at 100% of their principal amount and have a coupon of 9% per annum, payable semi-annually in arrear in equal instalments on 6 March and 6 September of each year, commencing with the first interest payment date falling on 6 September 2015.

The initial conversion price has been set at EUR 0.9414 which represents a premium of 25% over the reference share price of EUR 0.7531, being the arithmetic average of the daily closing price of the Company's ordinary shares on each of the dealing days falling within the period of 30 calendar days preceding 26 February 2015. At the initial conversion price, the Convertible Bonds will be convertible into 26,556,192 fully paid ordinary shares of the Company.

Payment for and delivery of the Convertible Bonds are expected to take place on or about 6 March 2015. The payment and delivery are subject to conditions precedent customary for this type of transaction.

The Convertible Bonds were offered through an accelerated bookbuilding with institutional investors only, outside the United States in accordance with Regulation S under the Securities Act and outside Australia, Canada and Japan. The major shareholder has subscribed to all the Convertible Bonds.

The Company agreed (subject to certain customary exceptions) not to issue or dispose of ordinary shares, convertible bonds, warrants or related securities during a period of 90 days after the closing of the offering.

Application will be made for the Convertible Bonds to be admitted to trading on the Open Market (*Freiverkehr*) segment of the Frankfurt Stock Exchange no later than three months following the closing date of the transaction.

Claudia D'Augusta, Chief Financial Officer of TiGenix, said: "*We are very pleased with the results of the offering and the support of our major shareholder. The successful placement of the Convertible Bonds is a continuation of TiGenix's financial strategy to ensure that we diversify our funding sources and strengthen the balance sheet liquidity while limiting the dilution of our existing shareholders ahead of our pivotal Phase III results in Q3.*"

Nomura International plc acted as Sole Bookrunner of the Offering.

**For more information:**

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**About TiGenix**

*TiGenix NV (Euronext Brussels: TIG) is an advanced biopharmaceutical company focused on developing and commercialising novel therapeutics from its proprietary platform of allogeneic, or donor-derived, expanded adipose-derived stem cells, known as eASCs, in inflammatory and autoimmune diseases. Two products from this technology platform are currently in clinical development. Cx601 is in Phase 3 for the treatment of complex perianal fistulas in Crohn's disease patients. Cx611 is in Phase 2b for early rheumatoid arthritis, and in Phase 1b for severe sepsis. TiGenix also developed ChondroCelect, an autologous cell therapy product for cartilage repair of the knee, which was the first Advanced Therapy Medicinal Product (ATMP) to be approved by the European Medicines Agency (EMA). From June 2014, the marketing and distribution rights of ChondroCelect have been exclusively licensed to Sobi for the European Union (except for Finland, where it is distributed by the Finnish Red Cross Blood Service), Norway, Russia, Switzerland and Turkey, and the countries of the Middle East and North Africa. TiGenix is headquartered in Leuven (Belgium) and has operations in Madrid (Spain). For more information, please visit [www.tigenix.com](http://www.tigenix.com).*

**Forward-looking information**

*This document may contain forward-looking statements and estimates with respect to the anticipated future performance of TiGenix and the market in which it operates. Certain of these statements, forecasts and estimates can be recognised by the use of words such as, without limitation, "believes", "anticipates", "expects", "intends", "plans", "seeks", "estimates", "may", "will" and "continue" and similar expressions. They include all matters that are not historical facts. Such statements, forecasts and estimates are based on various assumptions and assessments of known and unknown risks, uncertainties and other factors, which were deemed reasonable when made but may or may not prove to be correct. Actual events are difficult to predict and may depend upon factors that are beyond the Company's control. Therefore, actual results, the financial condition, performance or achievements of TiGenix, or industry results, may turn out to be materially different from any future results, performance or achievements expressed or implied by such statements, forecasts and estimates. Given these uncertainties, no representations are made as to the accuracy or fairness of such forward-looking statements, forecasts and estimates. Furthermore, forward-looking statements, forecasts and estimates only speak as of the date of the publication of this document. TiGenix disclaims any obligation to update any such forward-looking statement, forecast or estimates to reflect any change in the Company's expectations with regard thereto, or any change in events, conditions or circumstances on which any such statement, forecast or estimate is based, except to the extent required by Belgian law.*

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In Member States of the European Economic Area, the Convertible Bonds are being offered only to qualified investors within the meaning of Directive 2003/71/EC, as amended, in accordance with the respective regulations of each Member State in which the Convertible Bonds are being offered.

This communication is only being distributed to and is only directed at (i) persons who are outside the United Kingdom to whom it may be lawfully communicated or (ii) investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "Order") or (iii) high net worth companies, and other persons to whom it may lawfully be communicated, including persons falling within Article 49(2)(a) to (d) of the Order (all such persons together being referred to as "relevant persons"). The Convertible Bonds are only available to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire such Convertible Bonds 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.

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