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ORYZON GENOMICS, S.A.

Pursuant to the provisions of article 226 of the Restated Text of the Securities Market Act approved by Royal Legislative Decree 4/2015 of 23 October and other concordant provisions, ORYZON GENOMICS, S.A. ("**ORYZON**" or the "**Company**") hereby gives notice of the following

INSIDE INFORMATION

Today, 24 July, 2019, the Company's Board of Directors, pursuant to the delegation by the shareholders acting at the General Shareholders' Meeting of April 4, 2018, approved a share capital increase of up to a total amount (including share premium) of €20 million (the "**Capital Increase**"), by means of the issuance and placement into circulation of common shares with a par value of 0.05 Euro (the "**New Shares**"), upon the terms set out below.

1. Placement procedure

The Capital Increase will be carried out through a private placement, which will include an accelerated bookbuild offering process, exclusively directed towards qualified investors. The Company has entered into a placement agent agreement with Jefferies International Limited and Fidentis Equities S.V., S.A. (the "**Placement Agents**").

Following the publication of this regulatory announcement and during a period that is expected to finalize on, or before 8:00 a.m. on 25 July 2019, the Placement Agents will use reasonable efforts to solicit offers from qualified investors to purchase the New Shares from the Company. The results of the bookbuild offering process are expected to be published on 25 July 2019.

2. Disbursement and delivery of the New Shares

The disbursement of the Capital Increase is expected to be pre-funded by Jefferies International Limited prior to market open on 26 July 2019, and the Capital Increase deed will be executed and registered with the Commercial Registry of Madrid thereafter. Shares are expected to be delivered to the final investors on 30 July 2019.

3. Purpose

The Company intends to use the net proceeds from the Capital Increase to finance the Company's research and development of clinical pipeline candidates, for working capital and other general corporate purposes.

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4. Exclusion of pre-emptive rights. justification of corporate interest

Pursuant to the delegation granted by the shareholders acting at the Ordinary General Shareholders' Meeting of the Company held on April 4, 2018, in the interest of the Company, and in order for the New Shares issued to be subscribed and paid up in their entirety by the recipients and in accordance with the procedure described below, the Board of Directors has approved the complete exclusion of the pre-emptive rights of the shareholders of ORYZON. For these purposes, the Board of Directors approved the relevant directors' report (the "**Directors' Report**") to be made available to the shareholders and communicated at the first General Meeting held thereafter.

Pursuant to applicable legal provisions, ORYZON requested the Commercial Registry of Madrid to appoint an auditor, other than the Company's current auditor, to issue the mandatory special report regarding the fair value of the shares of the Company, the theoretical value of the pre-emptive rights excluded and the fairness of the information contained in the Directors' Report. The Commercial Registry of Madrid appointed MORISON ACPM AUDITORES, S.L.P. as auditor for these purposes, which issued a special report on 11 March 2019, and a supplement on the date hereof confirming, among other things, that the New Shares were being issued at their fair value. This special report will also be made available to the shareholders and communicated to the shareholders at the first General Meeting held after the Capital Increase.

5. Lock-up agreement

As part of the Capital Increase, ORYZON has committed with the Placement Agents not to issue new shares for a period of 90 days. Likewise, certain directors and managers of the Company have committed not to transfer their shares during the same term of 90 days.

6. Listing

ORYZON will request the listing of the New Shares issued on the Madrid, Barcelona, Bilbao and Valencia Stock Exchanges through the Automated Quotation System (Continuous Market), and expects that the New Shares will be accepted for listing on 29 July 2019, and that the trading thereof will commence on 30 July 2019. Any delay in the expected schedule will be communicated to the market by means of a corresponding notice of significant event.

Jefferies International Limited is Sole Global Co-ordinator and Joint Placement Agent with Fidentiis Equities S.V., S.A. in the Capital Increase. Likewise, Gómez Acebo & Pombo Abogados, S.L.P. (the Company's Spanish counsel), Davis Polk & Wardwell LLP (the Company's U.S. counsel) and Davis Polk & Wardwell London LLP (the Company's English counsel) have acted as legal advisors to the Company, and White & Case LLP has acted as Spanish, English and U.S. legal advisor to the Placement Agents.

In Madrid, 24 July, 2019

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ORYZON

Important Information

The distribution of this significant event (*hecho relevante*) may be subject to legal or regulatory restrictions in certain jurisdictions. Any person who comes into possession of this significant event (*hecho relevante*) must inform him or herself of and comply with any such restrictions.

With respect to Member States of the European Economic Area, no action has been taken or will be taken to permit a public offering of the securities referred to in this significant event (*hecho relevante*). Therefore, such securities may not be and shall not be offered in any Member State other than in accordance with the exemptions of Article 1(4) of Regulation (EU) 2017/1129 of the European Parliament and of the Council (the "**Prospectus Regulation**") or, otherwise, in cases not requiring the publication of a prospectus under Article 3 of the Prospectus Regulation.

This significant event (*hecho relevante*) and the information it contains are being made only to and are directed for (i) persons in Member States of the European Economic Area who are qualified investors within the meaning of article 2(e) of the Prospectus Regulation ("**Qualified Investors**"), (ii) persons outside the United Kingdom, (iii) persons outside the United States, and (iv) in the United Kingdom, Qualified Investors who are (a) investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "**Order**"), (b) high net worth entities and other such persons falling within Article 49(2)(a) to (d) of the Order ("high net worth companies", "unincorporated associations", etc.) or (c) other persons to whom an invitation or inducement to engage in investment activity (within the meaning of Section 21 of the Financial Services and Market Act 2000) may otherwise lawfully be communicated or caused to be communicated (all such persons in (i), (ii), (iii) and (iv) together being referred to as "**Relevant Persons**"). Any invitation, offer or agreement to subscribe, purchase or otherwise acquire securities to which this significant event (*hecho relevante*) relates will only be engaged in with, and is only available to, Relevant Persons. Any person who is not a Relevant Person should not act or rely on this significant event (*hecho relevante*) or any of its contents.

The New Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "**Securities Act**"), or any state securities laws and may not be offered or sold in the United States of America absent registration or an applicable exemption from registration under the Securities Act and applicable state securities law. The securities have not been registered, and there is no intention to register any securities referred to herein in the United States or to make any public offering of securities of the Company in the United States.

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 New Shares have been subject to a product approval process, which has determined that such New 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; 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 New Shares may decline and investors could lose all or part of their investment; the New Shares offer no guaranteed income and no capital protection; and an investment in New 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.

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The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Offer. Furthermore, it is noted that, notwithstanding the Target Market Assessment, the Placement Agents will only procure investors who meet the criteria of professional clients and eligible counterparties.

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 New Shares.

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