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## **PREDILIFE: INITIAL PUBLIC OFFERING ON THE EURONEXT GROWTH PARIS MARKET**

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### ***A pioneer in predicting the risk of developing serious diseases***

- Capital increase for an initial amount of approximately €5.3 million<sup>1</sup>
- Indicative price range: €8.76 to €11.84 per share
- Offering end date: Monday 17 December 2018

**Villejuif, France, 5 December 2018** – PrediLife, an innovative company focusing on personalised medicine with the aim of predicting the risk of developing serious diseases and saving lives, today announced that on 4 December 2018, the Autorité des Marchés Financiers (AMF) granted its visa no. 18-545 for the prospectus relating to its initial public offering on the Euronext Growth Paris market.

### **PrediLife's main strengths**

#### **Helping people find out their risk to develop a serious diseases, in order to carry out personalised monitoring**

Using its proprietary and novel data-mining method – based on the “nearest neighbour” approach, which compares a person directly with others – and its ability to integrate a variety of parameters (personal data, images, gene sequencing etc.) in a way that can be adapted to all populations, PrediLife is developing innovative solutions for predicting the risk of developing serious diseases.

#### **MammoRisk®: the first solution brought to market by PrediLife, predicting the risk of breast cancer to facilitate personalised screening**

MammoRisk® is the first solution developed by PrediLife. It features three components – clinical data, imaging data (breast density) and genetic score – that allow each women to find out their risk of developing breast cancer in the next five years and establish a personalised screening programme.

MammoRisk® was developed and validated through preferential access to the world's largest cohorts<sup>2</sup> featuring more than 1.3 million women, to establish the test that provides the best prediction of breast cancer risk for the general population.

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<sup>1</sup> Based on the mid-point of the IPO's indicative price range, i.e. €10.30 per share

<sup>2</sup> Those of INSERM and Institut National du Cancer in France and the Breast Cancer Surveillance Consortium in the United States

## **Personalised breast cancer screening with MammoRisk®: addressing the limits of the current screening system**

Breast cancer is a genuine pandemic, and is the world's second-largest cause of death among women, resulting in more than 620,000 deaths<sup>3</sup> per year. It is also the second most frequent form of cancer, with 2.1 million new cases per year<sup>3</sup>. The current general screening approach adopted in many countries has certain limits: scheduled screening only for women aged over 50, "interval cancers", a large number of false positives and overdiagnosis, and unnecessary exposure to radiation.

This situation highlights the need to adopt new personalised medicine solutions and create a predictive model that is effective and easy to use, in order to achieve earlier detection.

With its MammoRisk® solution, PrediLife has been selected by European experts in the field as the partner in charge of breast cancer risk assessment in the MyPeBS European reference study, which aims to develop European guidelines for the adoption of personalised screening.

With this study, PrediLife is on track to become the European gold standard for assessing breast cancer risks.

## **Sustained commercial acceleration to meet a directly addressable market of more than €1 billion**

PrediLife is currently marketing its MammoRisk® solution through referral centres in Europe and the United States to more than 180 million women aged between 40 and 74. The MammoRisk® solution is available in around 30 facilities in Europe – in France, including the Hôpital de la Pitié-Salpêtrière and the American Hospital in Paris, as well as in Belgium, Italy, Switzerland and Germany – and in the United States. The American Hospital of Paris has developed an early breast cancer screening and targeted prevention service based on MammoRisk®.

PrediLife aims to step up its commercial expansion by targeting hospitals and networks of medical practitioners (radiologists, gynaecologists and referring physicians) and by offering its MammoRisk® solution to facilities with "check-up centres", like that of the American Hospital of Paris, as well as early-adopting centres of excellence such as the Hôpital de la Pitié-Salpêtrière.

PrediLife also has a multichannel marketing strategy based around numerous opinion-leaders, a presence in medical practices, participation in symposiums, organisation of user meetings for both doctors and patients, digital communication via social media, and widespread presence in the mainstream and medical press.

PrediLife also receives extensive support in Europe and the United States from its network of Key Opinion Leaders and its close ties with patient associations.

Leveraging its unique position at the confluence of digital, healthcare and general public, PrediLife intends to step up the marketing of MammoRisk®.

## **PrediLife: a leading player in predictive medicine**

With its expertise in breast cancer, PrediLife is aiming to apply its proprietary solution to other serious diseases with the development of a multi-pathology score, allowing it to predict the risk of the most

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<sup>3</sup> Projected 2018 data – World Health Organization – Globocan – September 2018

common cancers (breast, lung, colon and prostate), as well as heart attacks and diabetes, using a single assessment. This will allow the company to address the whole population and thereby substantially increase its market.

### **Risk factors**

PrediLife draws investors' attention to the "Risk factors" section, particularly as regards the Company's liquidity risk as discussed in chapter 4 in the first section of the prospectus, and to the "Offering-related risk factors" section, particularly as regards the risk of additional dilution and liquidity risk relating to the market for the Company's shares as discussed in chapter 2 in the second section of the prospectus.

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### **Reasons for the offering**

The capital increase planned as part of the initial public offering is intended to provide PrediLife with additional resources in order to:

- finance its commercial development in France and the United States,
- fund ordinary expenditure and repay loans granted by Bpifrance,
- continue its research programmes.

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### **Offering details**

The shares in the Company for which admission for trading on the Euronext Growth Paris market is being sought are as follows:

- all shares making up the Company's share capital, i.e. 2,372,000 shares with par value of €0.025 each, fully subscribed and paid-up (the "Existing Shares"); and
- a maximum of 514,564 new shares to be issued as part of a public offering of new shares for cash and through the set-off of debt,
  - o which may be increased to a maximum of 591,748 shares in the event that the Extension Clause as defined below is exercised in full (together the "New Shares");
  - o which may be increased to a maximum of 680,510 new shares in the event that the Over-Allotment Option as defined below is exercised in full (the "Additional New Shares" and, together with the New Shares, the "Offered Shares").

On the date on which the Company's shares are first listed on the Euronext Growth Paris market, they will be ordinary shares in the Company, all of the same category.

The indicative price range is between €8.76 and €11.84 per share.

The actual Offering Price may be outside of this range. The price range may be changed at any time up to and including the day on which the Offering price is scheduled to be set.

### **Structure of the offering**

The New Shares will be issued as part of an overall offering (the "Offering") comprising:

- an open-price offering to the public in France, aimed mainly at natural persons (the “Open-Price Offering” or “OPO”), it being stipulated that:
  - o orders will be split on the basis of the number of shares requested: an A1 order component (from 1 to 500 shares inclusive) and an A2 order component (amount in excess of 500 shares);
  - o A1 order components will have preferential treatment relative to A2 order components in the event that not all orders can be met in full.
- a global placement aimed mainly at institutional investors in France and certain other countries (except in countries including but not limited to the United States) (the “Global Placement”).

If demand for the OPO is sufficient, the number of new shares allotted to meet orders received through the OPO will be at least equal to 10% of the total number of shares offered before any exercise of the over-allotment option.

#### **Extension clause**

Depending on demand, the initial amount of the Offering may, at the Company’s discretion, be increased by 15%, i.e. by a maximum number of 77,184 new shares (the “Extension Clause”).

#### **Over-allotment Option**

To cover any surplus allotments, the Company will grant to SwissLife Banque Privée, in its capacity as Lead Manager and Bookrunner, an over-allotment option allowing the subscription of additional new shares in an amount of up to 15% of the number of new shares, i.e. up to 88,762 shares, at the same price as the shares offered through the Offering (the “Over-allotment Option”).

The Over-allotment Option may be exercised by the Lead Manager and Bookrunner, on one occasion only, in part or in whole, at any time during a period of 30 calendar days from the day on which the Offering price is set, i.e. according to the indicative timetable set out below, by 16 January 2019 (inclusive).

If the Over-allotment Option is exercised, information relating to that exercise and to the number of Additional New Shares to be issued will be brought to the public’s attention through a press release disseminated by the Company.

#### **Proceeds from the Offering**

For information, the gross and net proceeds from the issue would be as follows:

(in thousands of euros)	Gross proceeds	Net proceeds
After the issue of 514,564 New Shares <sup>(1)</sup>	5,300	4,396
After the issue of 591,748 New Shares <sup>(1)</sup> in the event that the Extension Clause is exercised in full	6,095	5,150
After the issue of 680,510 New Shares and Additional New Shares in the event that the Extension Clause and Over-allotment Option are exercised in full <sup>(1)</sup>	7,009	6,018
After the issue of 385,923 New Shares in the event that the Offering is reduced to 75% <sup>(2)</sup>	3,381	2,575

(1) Based on the mid-point of the Offering's indicative price range, i.e. €10.30 per share

(2) Based on the mid-point of the Offering's indicative price range, i.e. €8.76 per share

If the Extension Clause and Over-allotment Option are exercised in full and based on the upper end of the Offering's indicative price range, i.e. €11.84, the gross proceeds from the Offering would be €8.1 million and the net proceeds would be €7.0 million.

#### **Lock-up undertaking made by the Company**

PrediLife will make a lock-up undertaking to the Lead Manager and Bookrunner, from the date on which the placement agreement is signed and for 180 calendar days from the Offering's settlement date, unless the Lead Manager and Bookrunner reaches an alternative prior agreement notified to the Company and subject to certain usual exceptions described in the prospectus.

#### **Lock-up undertakings made by the Company's main shareholders**

Stéphane Ragusa and Pierre Verdet, the Company's main executives (together holding 60.71% of the share capital and 66.43% of the voting rights on the date the visa for the Prospectus was obtained), have undertaken to retain 100% of the shares and/or securities giving access to the capital that they owned on the date the AMF gave its visa for the Prospectus or that they may come to own until the expiry of a 360-day period from the settlement date, subject to the exceptions described in the Prospectus.

Shareholders of the Company (together holding 30.94% of the Company's share capital and 26.44% of its voting rights on the date the Prospectus visa was obtained), have made an undertaking to SwissLife Banque Privée to retain, subject to exceptions describe in the Prospectus:

- 100% of the shares that they owned on the date the AMF gave its visa for the Prospectus for 180 calendar days following the settlement date;
- 75% of the shares that they owned on the date the AMF gave its visa for the Prospectus for 270 calendar days following the settlement date; and
- 50% of the shares that they owned on the date the AMF gave its visa for the Prospectus for 360 calendar days following the settlement date.

## Subscription commitment

	Subscription commitments		
	Through the set-off of debt	In cash	Total
Stéphane Ragusa	€250,521.00	€550,000.00	€800,521.00
Caravelle <sup>(1)</sup>	€616,712.33	€300,000 to €500,000 <sup>(2)</sup>	€916,712.33 to €1,116,712.33
Clearside <sup>(1)</sup>	€308,356.16	-	€308,356.16
Antoine Bricard <sup>(1)</sup>	€308,356.16	€300,000.00	€608,356.16
GM Invest <sup>(1)</sup>	€61,671.23	-	€61,671.23
Philippe Regnier <sup>(1)</sup>	€61,671.23	€50,000	€111,671.23
Inga Baran	-	€100,000	€100,000
<b>Total</b>	<b>€1,607,288.12</b>	<b>€1,300,000.00 to €1,500,000.00</b>	<b>€2,907,288.12 to €3,107,288.12</b>

(1) Subscription through the set-off of debt by each person in respect of bonds issued in April 2018 (the “O-2018” bonds) plus interest and a redemption premium of 20%. Subject to the settlement of shares on 20 December 2018, the total amount of O-2018 debt set off will amount to €1,357 thousand including a nominal amount of €1,100 thousand, €37 thousand of accrued interest and a redemption premium of €220 thousand.

(2) Caravelle's cash subscription order is for an amount of 300,000 euros and may be increased to:

- €400,000 where the gross proceeds of the issuance (including the Extension Clause and the Over-allotment Option) are between €5,500,000.01 and €6,500,000;
- €500,000 where the gross proceeds of the issuance (including the Extension Clause and the Over-allotment Option) are more than €6,500,000.

The various commitments received are irrevocable and will take place through the set-off of debt and/or subscriptions in cash.

Messrs Stéphane Ragusa, Antoine Bricard and Philippe Régnier, Mrs Inga Baran and Caravelle, Clearside and GM Invest have irrevocably committed to subscribe to the capital increase at a price per share equal to the Offering Price to be determined by the Company's board of directors on 18 December 2018. Those commitments will be fulfilled subject to the usual allotment principles.

Total commitments received represent:

- 54.85% of the Offering based on the issue of 514,564 New Shares (100% of the Offering) and an Offering Price equal to the mid-point of the indicative Offering Price range, i.e. €10.30; and
- 86.00% of the Offering based on the issue of 385,923 New Shares (75% of the Offering) and an Offering Price equal to the lower end of the indicative Offering Price range, i.e. €8.76.

The table below sets out in detail subscription commitment:

### Indicative timetable

<b>3 December 2018</b>	<ul style="list-style-type: none"><li>Decision of the board of directors to initiate the Offering and determining its main characteristics</li></ul>
<b>4 December 2018</b>	<ul style="list-style-type: none"><li>AMF visa given for the prospectus</li></ul>
<b>5 December 2018</b>	<ul style="list-style-type: none"><li>Press release announcing the Offering disseminated and the PrediLife prospectus made available</li><li>Euronext Paris notice relating to the start of the Open-Price Offering</li><li>Start of the Open-Price Offering and Global Placement</li></ul>
<b>17 December 2018</b>	<ul style="list-style-type: none"><li>End of the Open-Price Offering at 6pm (Paris time) for orders placed in person and at 8pm (Paris time) for orders made online, unless the offering closes early</li><li>End of the Global Placement at 8pm (Paris time), unless it closes early</li></ul>
<b>18 December 2018</b>	<ul style="list-style-type: none"><li>Decision by the board of directors regarding the Offering price and the possible exercise of the Extension Clause</li><li>Dissemination of the press release stating the Offering Price, the final amount of new shares and the result of the Offering</li><li>Euronext Paris notice relating to the result of the Offering</li><li>First listing of the Company's shares on the Euronext Growth Paris market</li><li>Start of the stabilisation period (if applicable)</li></ul>
<b>20 December 2018</b>	<ul style="list-style-type: none"><li>Capital increase formally noted by the board of directors</li><li>Settlement of the OPO and Global Placement</li></ul>
<b>21 December 2018</b>	<ul style="list-style-type: none"><li>Start of trading in the Company's shares on the Euronext Growth Paris market</li></ul>
<b>16 January 2019</b>	<ul style="list-style-type: none"><li>Expiry of the Over-allotment Option</li><li>End of the stabilisation period (if applicable)</li></ul>

### Subscription arrangements

Persons wishing to take part in the OPO must place their orders with a financial intermediary authorised in France by 6pm (Paris time) on 17 December 2018 for applications made in person, or by 8pm (Paris time) for online applications, unless the offering closes early.

To be taken into account, orders made as part of the Global Placement must be received by the Lead Manager and Bookrunner by 6pm (Paris time) on 17 December 2018, unless the offering closes early.

## PrediLife share identification codes

- Name: PrediLife
- ISIN code: FR0010169920
- Ticker: ALPRE
- Compartment: Euronext Growth Paris
- Business segment: 9537 - Software

## Financial intermediaries involved in the IPO



***Listing Sponsor  
Lead Manager and Bookrunner***

**Availability of the Prospectus** – Copies of the prospectus, approved on 4 December 2018 under number 18-545 by the Autorité des Marchés Financiers, are available free of charge and on request from PrediLife, (39 rue Camille Desmoulins – 94800 Villejuif, France), and on the websites of the AMF ([www.amf-france.org](http://www.amf-france.org)) and the Company ([www.predilife.com](http://www.predilife.com)).

## Risk factors

PrediLife draws the public's attention to the risks relating to business activities described in chapter 4 "Risk factors" in the first section of the prospectus and the risks related to the offering described in chapter 2 "Offering-related risk factors" in the second section of the prospectus.

## Contacts

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## About PrediLife

PrediLife develops innovative predictive medicine solutions that combine proven medical techniques (genetic testing, medical imaging etc.) with mathematical models using a large amount of statistical data, which potentially allow individuals to ascertain their own risk profile regarding the occurrence of a large number of serious diseases.

*Do not disseminate, directly or indirectly, in the United States, Canada, Australia or Japan.*

The company markets its MammoRisk® personalised breast cancer screening solution in Europe and the United States. The solution combines medical imaging – using its proprietary DenSeeMammo software for measuring breast density – with Big Data and statistics through a scoring tool that uses patient-related data (age, breast density, family history, biopsy results, ethnic origin) and a study of the patient’s genetic profile through a genetic test, to establish a polygenic risk score. The solution addresses demand among women and medical practitioners for screening programmes that are personalised according to the risk of breast cancer.

PrediLife is in charge of assessing breast cancer risks as part of the European MyPeBS reference study. The study’s main aim is to compare the current screening approach – where age is the only criterion used – with a new screening strategy based on each woman’s risk level. Another aim of the MyPeBS study is to produce European guidelines for the introduction of personalised screening.

Personalised screening is likely have a major impact on public health, initially by reducing the number of cases in which breast cancer is diagnosed only at an advanced stage, and eventually by reducing the breast cancer mortality rate.

To find out more, visit <http://www.predilife.com/home.php>

#### **Disclaimer**

*A prospectus approved by the Autorité des Marchés Financiers (“AMF”) on 4 December 2018 under number I.18-545 is available free of charge from PrediLife, and on the websites of PrediLife ([www.predilife.com](http://www.predilife.com)) and the AMF ([www.amf-france.org](http://www.amf-france.org)). The public’s attention is drawn to the “risk factors” sections of the prospectus.*

*Information relating to the issuance of shares by PrediLife may not be communicated or disseminated to the public in a country in which registration or approval is required. No steps to do so have been taken or will be taken, outside France, in any country in which such steps would be required. The issuance or subscription of PrediLife shares may be subject to specific statutory or regulatory restrictions in some countries. PrediLife shall bear no liability in the event that any person breaches those restrictions.*

*This press release is not a prospectus within the meaning of Directive 2003/71/EC of the European Parliament and of the Council of 4 November 2003 as amended, in particular by Directive 2010/73/EU of the European Parliament and of the Council of 24 November 2010, as amended and as transposed into the laws of each Member State of the European Economic Area (the “Prospectus Directive”).*

*As regards Member States of the European Economic Area other than France that have transposed the Prospectus Directive (“Member States”), no steps have been taken or will be taken to allow an offering of PrediLife securities to the public that results in the requirement for a Prospectus to be published in any Member State. As a result, PrediLife shares may be offered in Member States only: (a) to legal entities that are qualified investors as defined in the Prospectus Directive or (b) in other cases that do not require PrediLife to publish a prospectus under article 3(2) of the Prospectus Directive.*

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