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Consob approves the Registration Document, the Information Note and the Summary Note relating to the Share Capital Increase

Milan (Italy), 6 March 2015 – MolMed S.p.A. (“**MolMed**” or the “**Company**”) announces that today Consob has approved the Registration Document, the Information Note and the Summary Note relating to the offer on a pre-emptive basis and the admission to trading on the MTA (*Mercato Telematico Azionario*) organised and managed by Borsa Italiana S.p.A. of the ordinary shares of MolMed deriving from the share capital increase for an aggregate maximum amount equal to Euro 50 million, resolved upon by the Company's Board of Directors on 23 February 2015 in execution of the power granted to the Board by the Extraordinary Shareholders' Meeting on 3 March 2014, pursuant to Article 2443 of the Italian Civil Code (the “**Share Capital Increase**”).

The Share Capital Increase will be executed through the issuance of a maximum of N° 187,311,408 new ordinary shares with no par value, having the same characteristics of the outstanding MolMed ordinary shares as of the relevant issuance date and with regular entitlement, to be offered on a pre-emptive basis to the shareholders of the Company, at an option ratio of N° 4 new shares for every N° 5 ordinary shares held, at an issue price equal to Euro 0.2660 per share (of which Euro 0.0471 attributed to share capital and the remaining amount to share premium) for an aggregate value equal to maximum Euro 49,824,834.53.

It is envisaged that the option rights valid for the subscription of newly issued MolMed shares may be exercised, subject to forfeiture, from 9 March 2015 to 27 March 2015, included (the “**Offering Period**”). The option rights will also be tradable on the Milan Stock Exchange from 9 March 2015 to 23 March 2015, included.

The option rights that will remain unexercised by the end of the Offering Period will be offered by the Company on the Milan Stock Exchange within the month following the end of the Offering Period, for at least 5 trading days and unless already wholly sold, pursuant to Article 2441, third paragraph of the Italian Civil Code. The commencement and ending dates of the offer period on the Milan Stock Exchange of the unexercised option rights will be announced to the public by way of a specific notice.

The new shares will have the same characteristics as the MolMed ordinary outstanding shares, regular entitlement and will be traded on the MTA.

Furthermore, it is specified that:

- (i) the shareholder H-Equity has communicated his intent to subscribe the portion of the Share Capital Increase corresponding to its pre-emptive rights as at the date of the approval of the Share Capital Increase, up to the maximum amount covered by the commitment undertaken on 31 January 2014 in favour of the Company, equal to approximately Euro 1.1 million (excluding the portion executed by the affiliate company H-Invest in lieu of the same H-Equity). On 18 February 2015, H-Equity has paid, as an advance payment on future share capital increase, the aforementioned amount of approximately Euro 1.1 million;

FROM GENES TO THERAPY

MOLMED S.p.A.

Via Olgettina, 58 - 20132 Milan, Italy | Phone +39 02 21277.1 - Fax +39 02 21277.325
info@molmed.com - www.molmed.com

Share capital € 11,019,314.98 fully paid - Office of Milan Company Registry number 1506630 - Tax identification number 11887610159

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- (ii) the shareholder H-Invest has communicated his intent to subscribe the portion of the Share Capital Increase corresponding to its pre-emptive rights as at the date of the approval of the Share Capital Increase, up to the maximum amount of approximately Euro 1.2 million, covered by the aggregate commitment undertaken on 31 January 2014 in favour of the Company. On 18 February 2015, H-Invest has paid, as an advance payment on future share capital increase, the remaining amount of such commitment equal to approximately Euro 0.4 million;
- (iii) the shareholder Airain has communicated its intent to subscribe the portion of the Share Capital Increase corresponding to its pre-emptive rights as at the date of the approval of the Share Capital Increase, therefore using the remaining amount covered by its financial support commitment dated 31 January 2014, equal to approximately Euro 2.6;
- (iv) the shareholder Fininvest has communicated its availability to participate in the Share Capital Increase within the limits of the portion corresponding to its pre-emptive rights.

Banca IMI S.p.A. – which has not undertaken, nor will undertake, any commitment to subscribe the new shares eventually remained unsubscribed upon completion of the offering on the Milan Stock Exchange – will act as placing agent of the new shares exclusively towards institutional investors and, therefore, subjects qualifying as “qualified investors” pursuant to Article 26, paragraph 1, letter d), of the Intermediaries Regulation adopted by Consob by resolution N° 16190 of 29 October 2007, as subsequently amended.

The Registration Document, the Information Note and the Summary Note will be published in accordance with applicable laws and will be made available to the public at the registered office of MolMed, in Milan (Italy), via Olgettina, n. 58 and on MolMed’s website (www.molmed.com).

This press release is written in compliance with public disclosure obligations established by CONSOB (Italian securities & exchange commission) resolution no. 11971 of 14 May 1999, as subsequently amended.

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About MolMed

MolMed S.p.A. is a biotechnology company focused on research, development and clinical validation of novel anticancer therapies. MolMed’s pipeline includes two antitumour therapeutics in clinical development: TK, a cell-based therapy enabling bone marrow transplants from partially compatible donors, in absence of post-transplant immune-suppression, in Phase III in high-risk acute leukaemia; NGR-hTNF, a novel vascular targeting agent, in Phase III in malignant pleural mesothelioma and in Phase II in six more indications: colorectal, lung (small-cell and non-small-cell), liver and ovarian cancer, and soft tissue sarcomas. MolMed also offers top-level expertise in cell and gene therapy to third parties to develop, conduct and validate



PRESS RELEASE

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projects from preclinical to Phase III trials, including scale-up and cGMP production of clinical-grade viral vectors, and manufacturing of patient-specific genetically engineered cells. MolMed is headquartered at the San Raffaele Biomedical Science Park in Milan, Italy. The Company's shares are listed on the main market (MTA) of the Milan Stock Exchange. (Ticker Reuters: MLMD.MI)

For further information:

Marina Del Bue

General Manager Corporate Governance & Administration

Investor Relations Director *ad int.*

MolMed S.p.A.

phone: +39 02 21277.371

fax: +39 02 21277.325

e-mail: investor.relations@molmed.com

Press agent

Federico Ferrari

SEC Relazioni Pubbliche e Istituzionali srl

phone: +39 02 6249991 – mobile +39 347 6456873

e-mail: ferrari@secrp.it

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