

TiGenix announces launch of proposed initial public offering in the United States

Leuven (BELGIUM) – December 5, 2016, 22:01h CET – TiGenix NV (Euronext Brussels: TIG), an advanced biopharmaceutical company focused on developing and commercialising novel therapeutics from its proprietary platforms of allogeneic expanded stem cells, announced today that it intends to offer and sell, subject to market and other conditions, 2.75 million American Depositary Shares (“ADSs”) representing 55 million ordinary shares in an initial public offering in the United States (the "Offering").

In connection with the Offering, TiGenix intends to grant the underwriters a 30-day option to purchase additional ordinary shares in the form of ADSs, provided that the number of such additional ADSs shall not exceed 15% of the ADSs sold in the Offering.

Each of the ADSs offered represents the right to receive twenty (20) ordinary shares.

The final issuance price per ADS (in USD) sold in the Offering will be determined following the bookbuilding process.

TiGenix’s ordinary shares are currently listed on Euronext Brussels. An application has been made to list the ADSs on the NASDAQ Global Market under the symbol “TIG”. Application will also be made to admit the ordinary shares, underlying the ADSs, issued pursuant to the Offering to trading on Euronext Brussels.

BofA Merrill Lynch and Cowen and Company, LLC are acting as joint book-running managers, Canaccord Genuity is acting as lead manager and BTIG is acting as co-manager for the proposed Offering.

A registration statement has been filed with the U.S. Securities and Exchange Commission but has not yet become effective. The ADSs may not be sold nor may offers to buy be accepted prior to the time the registration statement becomes effective.

The proposed offering of ADSs will be made only by means of a prospectus. A copy of the preliminary prospectus, when available, can be obtained from BofA Merrill Lynch, NC1-004-03-43, 200 North College Street, 3rd floor, Charlotte, NC 28255-0001, Attn: Prospectus Department, Email: dg.prospectus_requests@baml.com and from Cowen and Company LLC, c/o Broadridge Financial Services, 1155 Long Island Avenue, Edgewood, NY 11717, Attn: Prospectus Department, by telephone at (631) 274-2806 or by fax at (631) 254-7140.

This press release is for information purposes only and does not constitute, and should not be construed as, an offer to sell or the solicitation of an offer to buy or subscribe to any securities of TiGenix NV, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale is not permitted or to any person or entity to whom it is unlawful to make such offer, solicitation or sale. This press release is not for publication or distribution, directly or indirectly, in or into any state or jurisdiction into which doing so would be unlawful.

For more information, please contact:

TiGenix
Claudia D'Augusta
Chief Financial Officer

About TiGenix

TiGenix NV (Euronext Brussels: TIG) is an advanced biopharmaceutical company focused on developing and commercializing novel therapeutics from its proprietary platforms of allogeneic, or donor-derived, expanded stem cells. Our lead product candidate from the adipose-derived stem cell technology platform is Cx601, which is in registration with the European Medicines Agency for the treatment of complex perianal fistulas in Crohn's disease patients. Our adipose-derived stem cell product candidate Cx611 has completed a Phase I sepsis challenge trial and a Phase I/II trial in rheumatoid arthritis. Effective July 31, 2015, TiGenix acquired Coretherapix, whose lead cellular product candidate, AlloCSC-01, is currently in a Phase II clinical trial in Acute Myocardial Infarction (AMI). In addition, the second product candidate from the cardiac stem cell-based platform acquired from Coretherapix, AlloCSC-02, is being developed in a chronic indication. On July 4, 2016, TiGenix entered into a licensing agreement with Takeda, a large pharmaceutical company active in gastroenterology, under which Takeda acquired the exclusive right to commercialize Cx601 for complex perianal fistulas outside the United States. TiGenix is headquartered in Leuven (Belgium) and has operations in Madrid (Spain).

Forward-looking information

This press release 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 TiGenix'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 press release. TiGenix disclaims any obligation to update any such forward-looking statement, forecast or estimates to reflect any change in TiGenix'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 applicable law.

IMPORTANT INFORMATION

No public offering will be made and no one has taken any action that would, or is intended to, permit a public offering in any country or jurisdiction, other than the United States, where any such action is required, including in Belgium. Belgian investors, other than qualified investors within the meaning of the Belgian Act of 16 June 2006 on the public offering of securities and the admission of securities to be traded on a regulated market (the "Belgian Prospectus Act"), will not be eligible to participate in the offering (whether in Belgium or elsewhere). The transaction to which this press release relates will only be available to, and will be engaged in only with, in member states of the European Economic Area, persons falling within the meaning of Article 2(1)(e) of the Prospectus Directive 2003/71/EC as amended by Directive 2010/73/EU, and in the United Kingdom, investment professionals falling within article 19 (5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "Order"), persons falling within article 49 (2), (a) to (d) of the Order and other persons to whom it may lawfully be communicated. A prospectus will be prepared by the TiGenix in accordance with Article 20 of the Belgian Prospectus Act for the purpose of having the new shares that will be represented by the ADSs admitted to trading on Euronext Brussels.