



PRESS RELEASE

REGULATED INFORMATION

26 FEBRUARY 2015

3.00PM CET

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Cardio3 BioSciences to raise capital via a private placement of new shares

Mont-Saint-Guibert, Belgium - Cardio3 BioSciences (C3BS) (*Euronext Brussels and Paris: CARD*), a leader in the discovery and development of cell therapies, announces today the launch of a private placement of new ordinary shares to institutional investors. Cardio3 BioSciences intends to raise up to a maximum of 713,380 new shares (10% of the current share capital).

The new shares will be offered through a book-building procedure with institutional investors in Belgium and abroad. The Board of Directors has decided to waive the preferential subscription rights of the existing shareholders in the framework of this transaction with respect to the issuance of the new shares. The capital increase will take place within the limits of the authorised share capital as set out in the Company's articles of association and in accordance with Article 604 of the Belgian Company Code.

The Company intends to use the proceeds from the proposed private placement to advance its product development efforts and for general working capital purposes. It may in the future consider additional financing transactions to fund its operations, which may include strategic transactions or additional private placement transactions or public offerings of securities.

The placement will start today, Thursday, 26 of February 2015, immediately following this announcement.

UBS Investment Bank will be acting as Global Coordinator and Bookrunner for the offering. Bryan, Garnier & Co and Petercam will act as Placement Agents.

The precise number of new shares to be issued and the subscription price per new share will be agreed by the Company and the Global Coordinator and the Placement Agents at the close of the bookbuilding process and the results of the placement will be announced as soon as practicable thereafter.

***** END *****

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 Follow us on Twitter [@Cardio3Bio](https://twitter.com/Cardio3Bio).

About Cardio3 BioSciences

Cardio3 BioSciences is a leading biotechnology company focused on the discovery and development of cell therapies for the treatment of unmet medical needs in cardiology and oncology. Founded in 2007 and based in the Walloon region of Belgium, Cardio3 BioSciences leverages research collaborations in the USA and in Europe with the Mayo Clinic (MN, USA), and Dartmouth College (NH, USA). The Company's lead product candidate in cardiology is C-Cure[®], an autologous stem cell therapeutic using adult guided stem cells for the condition of congestive heart failure. The Company's lead product candidate in oncology is CM-CS1, an autologous CAR T-Cell product candidate using NKG2D, a Natural Killer (NK) cell receptor designed to target ligands present on most tumor types, including hematologic cancers and solid tumors. Cardio3 BioSciences is also developing a portfolio of medical devices for enhancing the delivery of bio therapeutic agents into the myocardium (C-Cath_{ez}[®]) and for cardiac surgery involving mitral valve defects.

Cardio3 BioSciences' shares are listed on Euronext Brussels and Euronext Paris under the ticker symbol CARD.

To learn more about Cardio3 BioSciences, please visit www.c3bs.com

Important notices regarding the placement

The distribution of this press release in certain jurisdictions may be restricted by law. No action has been taken by the Company, UBS Investment Bank, the Placement Agents or any of their respective affiliates that would permit a public offer of the new shares in any jurisdiction where action for that purpose is required. This press release is for information purposes only and does not constitute an offer to purchase or the solicitation of an offer to buy any new shares in any jurisdiction in which such an offer or solicitation is unlawful. Persons into whose possession this press release comes are required to inform themselves about and to observe any such restrictions.

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This press release is not an offer to sell nor a solicitation to buy the new shares nor a prospectus for the purposes of Directive 2003/71/EC (such Directive, together with any applicable implementing measures in the relevant member state of the European Economic Area and as amended, including by Directive 2010/73/EU, to the extent implemented in the relevant member state, the "Prospectus Directive"). There will be no offer to the public of the new shares in any member state of the European Economic Area and no prospectus or other offering document has been or will be prepared in connection with the sale of the new shares by the Company. In the European Economic Area the new shares will only be offered and sold to "qualified investors"



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as defined in the Prospectus Directive or in other circumstances falling within Article 3(2) of the Prospectus Directive.

This press release does not constitute an offer of the new shares to the public in the United Kingdom, nor is it intended to be an inducement to engage in investment activity for the purpose of section 21 of the Financial Services and Markets Act 2000 (as amended) of the United Kingdom. Consequently, this press release is only directed at (i) persons who are outside the United Kingdom; (ii) investment professionals within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005 as amended (the "Order"); (iii) persons falling within Article 49(2)(a)-(d) of the Order; or (iv) other persons to whom it may be lawfully be communicated, together being referred to as "relevant persons". The new shares are only available to, and any invitation, offer or agreement to purchase or otherwise acquire the new shares 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.

This press release does not constitute or form part of, and should not be construed as an offer or the solicitation of an offer to subscribe for or purchase the new shares, and nothing contained therein shall form the basis of or be relied on in connection with any contract or commitment whatsoever, nor does it constitute a recommendation regarding the new shares. An investment decision to buy any of the new shares in the private placement must be made solely on the basis of publicly available information. Such information is not the responsibility of, and has not been independently verified by any of, UBS Investment Bank, the Placement Agents, or their respective affiliates.

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