



ESPERITE NV (ESP) AND PBKM (FAMICORD GROUP) SIGN EXCLUSIVE AGREEMENT REGARDING POTENTIAL ACQUISITION OF CRYO-SAVE'S FAMILY STEM CELL BANKING BUSINESS.

Amsterdam, the Netherlands – 22 February 2019

Esperite N.V. (Euronext: ESP) and Polski Bank Komórek Macierzystych S.A. (WSE: PBKM) are pleased to announce that they have entered into an Memorandum of Understanding (MoU) regarding the potential acquisition by PBKM of substantially all Cryo-Save's business related to stem cell banking (the **Proposed Acquisition**). The Proposed Acquisition leverages the respective strengths and quality standards of the two publicly traded companies that are both leading in the stem cell banking sector. Cryo-Save is one of the largest and longest operating stem cell bank in Europe, in which store more than 330.000 umbilical cord blood samples and tissues.

Under the terms of the MoU, PBKM has been granted exclusivity until 30 June 2019. Subject to the outcome of due diligence, the maximum purchase price PBKM is willing to pay is EUR 10 million, which amount is to be reduced by certain liabilities assumed by PBKM pursuant to the Proposed Acquisition. As of today, the parties have not reached agreement on which types or the amount of the liabilities that will be assumed by PBKM (if any) as part of the Proposed Acquisition. This will be determined once PBKM has completed its diligence process.

The Proposed Acquisition is subject to the following conditions:

- PBKM conducting a legal, financial, tax and commercial due diligence;
- the parties agreeing and signing detailed and legally binding transaction documents;
- approval by Esperite's General Meeting;
- approval by PBKM's Supervisory Board; and
- antimonopoly clearance (if required).

Simultaneously, PBKM and the Cryo-Save have executed the Back-Up and Storage Agreement concerning the storage of all Cryo-Save stem cells by PBKM in its state of the art and fully secured laboratories in Warsaw, Poland, subject to parties obtaining consent from the relevant governmental authorities. The Back-Up and Storage Agreement has an initial term of 5 years and may be extended by the mutual consent of the parties. In relation to the Back-Up and Storage Agreement, PBKM (as lender) and Cryo-Save (as borrower) have entered into a loan agreement on market terms in the amount of EUR 800.000. The loan has been granted for the period of 6 months as from today.

“The potential transaction with Esperite would significantly strengthen the position of the FamiCord Group on the European family blood banking market. We would double the number of cord blood and tissue samples stored and deliver a big step forward in the consolidation of European market. The contract guarantees us exclusivity to conduct negotiations until the end of June this year.” - **commented Jakub Baran, the co-founder, shareholder and President of the Management Board of PBKM S.A.**

“This potential transaction is an important step in the history of our company as we want to focus on Biopharmaceuticals and Immunotherapies. Esperite has the opportunity to deliver great value to our stakeholders and to build the future of Regenerative and Predictive Medicine in Europe.” - **says Frederic Amar, CEO Esperite.**

About the Company:

ESPERITE Group (Euronext: ESP), listed at Euronext Amsterdam and Paris, is a leading international company in regenerative and predictive medicine established in 2000.

To learn more about ESPERITE Group, or to book an interview with CEO Frederic Amar: +31 575 548 998 - ir@esperite.com or visit the website at www.esperite.com.

This press release contains inside information as referred to in article 7 paragraph 1 of Regulation (EU) 596/2014 (Market Abuse Regulation).