

AIM: RENE

ReNeuron Group plc
("ReNeuron" or the "Company")

**Proposed Share Capital Reorganisation
and Notice of General Meeting**

Share consolidation to increase the price of each share to improve marketability, liquidity and trading activity

ReNeuron Group plc (AIM: RENE), a UK-based global leader in the development of cell-based therapeutics, is pleased to announce a proposed Share Capital Reorganisation of the existing ordinary share capital of the Company.

The effect of the proposals will be to reduce the number of issued ordinary shares in the Company by a factor of 100 whilst increasing the trading price of each Existing Ordinary Share. A sub-division of the Existing Ordinary Shares will be undertaken as part of the Share Capital Reorganisation to ensure that following completion of the consolidation the nominal value of each new ordinary share is 1 pence.

The Board of the Company believes that the Share Capital Reorganisation will result in a capital structure more conducive to attracting new institutional investors based both in the UK and in other overseas jurisdictions. The Board also believes that the Share Capital Reorganisation will increase the marketability of the Company's shares and will make trading in the Company's shares more attractive to a broader range of institutional and professional investors and other members of the investing public, both in the UK and abroad.

As it is proposed that all existing ordinary shareholdings in the Company be consolidated, the proportion of the issued ordinary share capital of the Company held by each Shareholder immediately before and after the Share Capital Reorganisation will remain relatively unchanged, other than for small changes that may arise from the rounding for fractional entitlements.

Implementation of the Share Capital Reorganisation requires the approval of shareholders. A General Meeting will be held at 10.00 a.m. on 23 January 2018 at the offices of Covington & Burling LLP, 265 Strand, London WC2R 1BH at which the resolutions necessary to give effect to the Share Capital Reorganisation will be proposed.

The Company has also received an irrevocable undertaking from each of Woodford Investment Management Ltd (acting as discretionary investment manager and agent for and on behalf of the investment funds managed by it) and the Wales Life Sciences Investment Fund LP in respect of, in aggregate, 1,419,883,005 Existing Ordinary Shares representing, in aggregate, approximately 44.87 per cent. of the Existing Ordinary Shares to vote in favour, or procure the vote in favour, of the Resolutions to be proposed at the General Meeting in respect of each of their own shareholdings in the Company.

A Circular, which provides details of the Share Capital Reorganisation and includes a Notice of General Meeting and Form of Proxy, is today being sent to shareholders. The Circular is also being made available at the Company's website, www.reneuron.com. Capitalised terms not otherwise defined herein shall have the same meaning given to such terms in the Circular.

The Share Capital Reorganisation and Fractional Entitlements

As at 4 January 2018, the Company had 3,164,618,541 Existing Ordinary Shares in issue, having a mid-market price per Existing Ordinary Share at the close of business on such date of 1.825 pence.

The Share Capital Reorganisation will consist of the following steps:

1. a subscription for 59 new Ordinary Shares by the Company Secretary, such shares to be issued to ensure the Company's issued share capital is exactly divisible by 100 and to finance the Buy-Back of the New Deferred Shares;
2. the amendment of the Company's Articles of Association to, amongst other matters, set out the rights and restrictions attaching to the New Deferred Shares and to remove references to the Deferred Shares of 9 pence each (all of which have previously been re-purchased by the Company and cancelled);
3. a Sub-Division of each Existing Ordinary Share of 1 pence each into one Interim Ordinary Share of 0.01 pence each and one New Deferred Share of 0.99 pence each;
4. a Consolidation of every 100 Interim Ordinary Shares of 0.01 pence each into one New Consolidated Ordinary Share of 1 pence each;
5. the sale of all fractional entitlements arising on the Consolidation; and
6. a buy-back of all of the Company's New Deferred Shares of 0.99 pence each, which will then be cancelled.

Following completion of the Share Capital Reorganisation it is expected that the Company will have in issue 31,646,186 New Consolidated Ordinary Shares of 1 pence each in nominal value. Further details are included in the Circular published today.

Please note that no shareholder will be entitled to a fraction of a New Consolidated Ordinary Share. Instead, their entitlement will be rounded down to the nearest whole number of New Consolidated Ordinary Shares. If a shareholder holds fewer than 100 Ordinary Shares as at the Record Date, such that the rounding down process results in a Shareholder being entitled to zero New Consolidated Ordinary Shares, then they will cease to hold any Ordinary Shares (of any description) in the Company. Accordingly Shareholders currently holding less than 100 Ordinary Shares who wish to remain a Shareholder of the Company following the Share Capital Reorganisation would need to increase their shareholding to at least 100 Ordinary Shares prior to the Record Date. Shareholders in this position are encouraged to obtain independent financial advice before taking any action. Fractional entitlements to a New Consolidated Ordinary Share will be aggregated and the whole number of shares will be sold on behalf of the Company for the best price reasonably obtainable. Shareholders holding fractional entitlements will receive the net proceeds, after deduction of costs, of their individual fractional entitlement via the Company's Registrar subject to retention by the Company of amounts not exceeding £3.00 for each Shareholder.

In order to facilitate the Share Capital Reorganisation and to ensure the Company's issued ordinary share capital is exactly divisible by 100, the Company will be issuing 59 new ordinary shares (the

"Additional Ordinary Shares"). The Company will make an application for the Additional Ordinary Shares to be admitted to trading on AIM. It is expected that admission of the Additional Ordinary Shares will take place on or around 11 January 2018. The Additional Ordinary Shares will rank pari passu in all respects with the Company's Existing Ordinary Shares in issue.

INDICATIVE TIMETABLE

Posting of the Circular and Form of Proxy	5 January 2018
Additional Ordinary Shares issued to the Company Secretary	11 January 2018
Additional Ordinary Shares admitted to trading on AIM	11 January 2018
Latest time and date for receipt of Forms of Proxy	10.00 a.m. on 19 January 2018
General Meeting	10.00 a.m. on 23 January 2018
Record Date	6 p.m. on 23 January 2018
Results of General Meeting announced through RNS	23 January 2018
Admission and dealings in New Consolidated Ordinary Shares expected to commence on AIM	8.00 a.m. on 24 January 2018
CREST accounts credited with New Consolidated Ordinary Shares	24 January 2018
Anticipated date of dispatch of definitive share certificates in respect of New Consolidated Ordinary Shares	Within 10 Business Days of Admission
Anticipated date of dispatch of cheques following sale and purchase of Fractional Entitlements	Within 10 Business Days of Admission

TRANSACTION STATISTICS

Conversion ratio of Existing Ordinary Shares to New Consolidated Ordinary Shares	100 Existing Ordinary Shares to one New Consolidated Ordinary Share
Number of Existing Ordinary Shares in issue at the date of this Document	3,164,618,541

Number of Existing Ordinary Shares expected to be in issue immediately prior to the General Meeting ^[1]	3,164,618,600
Expected number of New Consolidated Ordinary Shares in issue immediately following the Share Capital Reorganisation and Buy-Back	31,646,186
Expected number of New Deferred Shares of 0.99 pence nominal value to be cancelled immediately following the Share Capital Reorganisation and Buy-Back	3,164,618,600
Nominal share value following the Share Capital Reorganisation	1 pence
Proposed new ISIN	GB00BF5G6K95
Proposed new SEDOL	BF5G6K9

^[1] This assumes no Ordinary Shares are issued between the date of the Circular and the Record Date, other than the additional 59 Ordinary Shares to be issued for the purposes of facilitating the Share Capital Reorganisation.

ENQUIRIES:

ReNeuron +44 (0)20 3819 8400

Olav Hellebø , Chief Executive Officer
Michael Hunt, Chief Financial Officer

Buchanan +44 (0) 20 7466 5000

Mark Court, Sophie Wills, Stephanie Watson

Stifel Nicolaus Europe Limited +44 (0) 20 7710 7600

Jonathan Senior, Stewart Wallace, Ben Maddison (NOMAD and Joint Broker)

Nplus1 Singer Advisory LLP +44 (0) 20 7496 3000

Mark Taylor (Joint Broker)

About ReNeuron

ReNeuron is a leading, clinical-stage cell therapy development company. Based in the UK, its primary objective is the development of novel cell-based therapies targeting areas of significant unmet or poorly met medical need.

ReNeuron has used its unique stem cell technologies to develop cell-based therapies for significant disease conditions where the cells can be readily administered "off-the-shelf" to any eligible patient without the need for additional immunosuppressive drug treatments. The Company has therapeutic candidates in clinical development for disability as a result of stroke, for critical limb ischaemia and for the blindness-causing disease, retinitis pigmentosa.

ReNeuron is also advancing its proprietary exosome technology platform as a potential new nanomedicine targeting cancer and as a potential delivery system for drugs that would otherwise be unable to reach their site of action.

ReNeuron's shares are traded on the London AIM market under the symbol RENE.L. Further information on ReNeuron and its products can be found at www.reneuron.com.

This information is provided by RNS
The company news service from the London Stock Exchange

END