



PRESS RELEASE

REGULATED INFORMATION – INSIDE INFORMATION

2 May 2019, 08:00 CEST

## **BIOCARTIS LAUNCHES CONVERTIBLE BONDS OFFERING OF EUR 125 MILLION**

**Mechelen, Belgium, 2 May 2019** – Biocartis Group NV ("Biocartis" or the "Company"), an innovative molecular diagnostics company (Euronext Brussels: BCART), announces today the launch of an offering (the "Offering") of senior unsecured convertible bonds due 9 May 2024 (the "Bonds"), for an initial aggregate principal amount of EUR 125 million with an increase option of up to EUR 25 million.

The Company currently envisages using the net proceeds to fund its growth, in particular to support and expand the development and commercialization of the Idylla™ test menu and applications, its sales and marketing activities, further investments in its cartridge manufacturing capacity, and for working capital. The Offering will enable the Company to diversify its sources of financing and pro-actively optimize its capital structure. The remainder of the net proceeds will be used for general corporate purposes.

### **Offering**

The Bonds will be issued at 100% of their principal amount and are expected to bear a coupon of between 3.375% and 4.125% per annum, payable semi-annually in arrear. The conversion price is expected to be set at a premium of between 22.5% and 27.5% above the volume weighted average price of the Company's ordinary share on Euronext Brussels from market open to the close of trading on the launch day. The final terms of the Bonds are expected to be announced through a press release at the end of the Offering period, which is expected to be later today.

The conversion rights can be exercised during the period commencing on 1 December 2019, (or, if earlier, the date (i) on which the Bonds are admitted to trading on an EEA Regulated Market, or (ii) of the occurrence of a change of control, or (iii) of the occurrence of an event of default) and ending on the close of business on 29 April 2024 (or, if earlier, ending on the tenth day prior to any earlier date fixed for redemption of the Bonds).

The Bonds will be offered to institutional investors only, outside the United States of America - in accordance with Regulation S under the Securities Act – and outside Canada, Australia, South Africa and Japan.

### **Closing and settlement**

Closing and settlement of the Offering are expected to take place on or around 9 May 2019 (the "Closing Date").

An application will be made for the Bonds to be listed and admitted to trading on the regulated market of Euronext Brussels by no later than 1 December 2019. The listing prospectus will not be available at any time on or before the Closing Date and will only be available upon listing of the Bonds.

In the context of the Offering, the Company will agree to a lock-up undertaking in relation to its shares and equity-linked securities for a period ending 90 calendar days after the Closing Date, subject to customary exceptions.

### **Shareholders' meeting to be convened**

The Company intends to convene a special general shareholders' meeting to be held no later than 1 December 2019 (the "Long-Stop Date") to seek shareholders' approval to authorise certain provisions included in the terms and conditions of the Bonds that are triggered upon a change of control (the "Shareholder Resolutions").

If the Shareholder Resolutions are not passed by the Long-Stop Date, the Company shall redeem all (but not some only) of the Bonds, on the date falling 45 days after the Long-Stop Date, at the greater of (i) 102% of the principal amount of the Bonds and (ii) 102% of the Fair Market Value of the Bonds (as defined in the terms and conditions of the Bonds), together with accrued interest.

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## Managers of the Offering

Belfius Bank SA/NV in cooperation with Kepler Cheuvreux SA and J.P. Morgan Securities plc (the "Managers") are acting as Joint Bookrunners in the Offering.

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## About Biocartis

Biocartis (Euronext Brussels: BCART) is an innovative molecular diagnostics (MDx) company providing next generation diagnostic solutions aimed at improving clinical practice for the benefit of patients, clinicians, payers and industry. Biocartis' proprietary MDx Idylla™ platform is a fully automated sample-to-result, real-time PCR (Polymerase Chain Reaction) system that offers accurate, highly reliable molecular information from virtually any biological sample in virtually any setting. Biocartis is developing and marketing a rapidly expanding test menu addressing key unmet clinical needs in oncology. This area represents the fastest growing segment of the MDx market worldwide. Today, Biocartis offers tests supporting melanoma, colorectal and lung cancer. More information: [www.biocartis.com](http://www.biocartis.com). Press Photo Library available [here](#). Follow us on [Twitter](#): @Biocartis\_.

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